

BYE-LAWS FOR INSTITUTE OF HOSPITALITY

BYE-LAWS FOR MEMBERSHIP

CORPORATE GRADES OF MEMBERSHIP

1. FELLOWS

Fellowship of the Institute may be awarded provided the member is, in the opinion of the Supervisory Board, a fit and proper person to be so recognised and, at the time of her/his submission, shall:

- i) have made a significant personal contribution within the industry. A period of at least five years in a senior position will generally be needed to enable this requirement to be met

and
- ii) EITHER have been a corporate member for at least five years, OR, at the discretion of the Supervisory Board be considered for direct entry in accordance with Bye-Law 1.2 below

and
- iii) be able to demonstrate a significant contribution to the aims and work of the Institute

and/or
- iv) have shown evidence of an ongoing commitment to Continuing Professional Development¹ and have gained and evidenced CPD Points as defined from time to time by the Supervisory Board

1.1 Applications for Upgrading to Fellowship

Applicants for upgrading to Fellowship shall be supported by TWO Fellows of the Institute, who shall have knowledge of the candidate for THREE years immediately preceding the application. In exceptional circumstances, the Supervisory Board may, at its discretion, accept THREE references from those who are not Fellows of the Institute, provided such persons hold senior management positions in the industry, and who have knowledge of the applicant for at least THREE years immediately preceding the application. Referees must not be members of the applicant's immediate family circle.

1.2 Direct Entry to Fellowship

In exceptional circumstances, the Supervisory Board may admit directly into fellowship, individuals who have made an outstanding contribution to the industry. They must be able and willing, in the view of the Supervisory Board, to personally advance the objectives of the Institute and encourage others to pursue these objectives throughout a major segment of the industry.

They shall be supported by THREE Fellows of the Institute, one of whom shall provide the appropriate information on the nominee.

This method of entry into Fellowship is not open to applications. It is by invitation only.

1.3 Honorary Fellows

Honorary membership of the Institute will be granted at the level of Fellowship. Honorary Fellows shall be entitled to all the privileges of membership and shall not be required to contribute to the funds of the Institute.

The Supervisory Board shall have absolute discretion as to the admission to honorary membership of the Institute provided that:

- (i) the candidate shall be a person who, by reason of her/his public standing or professional experience appears to the Supervisory Board able to promote and desirous of prompting the objects of the Institute,

and

- (ii) the candidate shall be elected at a duly constituted meeting of the Supervisory Board at which not less than two-thirds of the members entitled to attend shall be present, by a resolution passed by at least a two-thirds majority of the whole number of members present and voting at the meeting;

and

- (iii) the candidate shall be nominated by a member of the Supervisory Board and have the written support of four other members of the Supervisory Board who shall be Fellows of the Institute.

2. MEMBERS

A person shall be eligible to be admitted as a Member of the Institute provided that she/he is, in the opinion of the Supervisory Board, a fit and proper person to be so admitted and at the time of her/his application shall have met the following criteria:

2.1 Qualifications

Have met the Institute's Qualification Points requirements by holding a qualification approved by the Supervisory Board in respect of this grade of membership.

i.e: an Institute of Hospitality awarded qualification, a degree, foundation degree, diploma or equivalent comparable qualification awarded by a UK or international recognised organisation.

and

2.2 Industry Experience

Have achieved the appropriate Industry Experience Points in a management or senior management post directly concerned with the hospitality, leisure and tourism industries, and/or in other areas of work as defined from time to time by the Supervisory Board

and/or

2.3 Continuing Professional Development

Have shown evidence of an ongoing commitment to Continuing Professional Development and have gained and evidenced CPD Points as defined from time to time by the Supervisory Board

2.4 Applications

Applications for membership shall provide the name and address of a referee who can be approached if required. The referee should have recent professional knowledge of the applicant of at least one year and should either be a current member of the Institute, or a current or immediate past employer, or a person of professional standing. The Supervisory Board reserves the right to take up references as and when required and act accordingly. The Supervisory Board reserves the right to refuse admission to the Institute without entering into discussion or providing further explanation.

3. ASSOCIATE MEMBER (NON CORPORATE GRADE OF MEMBERSHIP)

A person shall be eligible to be admitted to the non-corporate grade of Associate of the Institute provided that s/he is, in the opinion of the Supervisory Board, a fit and proper person to be so admitted, and that at the time of her/his application shall have met the following criteria:

3.1 Qualifications

Have met the Institute's Qualification Points requirements by holding a qualification approved by the Supervisory Board in respect of this grade of membership.

i.e. an Institute of Hospitality awarded qualification, a degree, foundation degree, diploma or equivalent comparable qualification awarded by a UK or international recognised organisation.

and /or

3.2 Industry Experience

Have achieved the appropriate Industry Experience Points in an entry level or supervisory management post directly concerned with the hospitality, leisure and tourism industries, and/or in other areas of work

and/or

3.3 Continuing Professional Development

Have shown evidence of an ongoing commitment to Continuing Professional Development and have gained and evidenced CPD Points as defined from time to time by the Supervisory Board

3.4 Applications

Applications for membership shall provide the name and address of a referee who can be approached if required. The referee should have recent professional knowledge of the applicant of at least one year and should either be a current member of the Institute, or a current or immediate past employer, or a person of professional standing. The Supervisory Board reserves the right to take up references as and when required and act accordingly. The Supervisory Board reserves the right to refuse admission to the Institute without entering into discussion or providing further explanation.

4. AFFILIATE MEMBER and AFFILIATE (STUDENT) MEMBER (NON CORPORATE GRADE OF MEMBERSHIP)

This grade is open to those who wish to learn more about the work of the Institute and the sector and who are not eligible for a higher membership grade. An Affiliate may also be a professional from another field of interest such as human resource, health and safety, or other management sectors. Affiliates do not have voting rights and cannot hold office.

A person shall be eligible to be admitted as a non-corporate, Affiliate member of the Institute provided that s/he is, in the opinion of the Supervisory Board, a fit and proper person to be so admitted and that at the time of her/his application shall:

- | | |
|--------|--|
| EITHER | (i) not be eligible for a higher membership grade but wishes to participate in the life and business of the Institute. |
| OR | (ii) be following a recognised course in preparation for a degree, foundation degree or Institute of Hospitality Qualification or such other qualifications as are from time to time defined by the Supervisory Board. |

5. COMPANY/GROUP SPONSORED MEMBERSHIP

Members who are sponsored by their company/group will be subject to the same assessment criteria to determine their grade of membership as that applying to individual members who pay their fees directly to the Institute.

FEES AND SUBSCRIPTIONS

SUBSCRIPTIONS

6. Every member of the Institute upon election shall become liable to pay the appropriate annual subscription for class of membership as laid down from time to time by the Supervisory Board.
7. The Supervisory Board may, at their absolute discretion, increase, reduce, remit or compound any annual subscription or the arrears of any annual subscription of any member of the Institute.
8. No member of the Institute whose total annual subscription is four months in arrears shall be entitled to receive notice of, or attend, or take part in any meetings of the Institute.
9. Any member of the Institute who is more than four months in arrears shall have his name removed from the register of members and must not display his certificate of membership nor use his designatory letters.
10. The subscription levels for the various grades of membership shall be decided from time to time by the Supervisory Board.

ABBREVIATED TITLES

11. The authorised abbreviations indicating the class in the Institute to which any member had been duly elected, and which he/she shall be entitled to use after his/her name, shall be as follows:

For a Fellow FIH

For a Member MIH

For an Associate AIH

CERTIFICATES OF MEMBERSHIP

12. Every member except those in affiliate grades shall be entitled to a certificate of membership according to his/her grade as the case may be. Such certificates shall at all times remain the property of the Institute
13. In the event of a certificate being destroyed or otherwise defaced, a member may be issued with a duplicate certificate at a charge which shall be defined from time to time.
14. Such duplicate certificates shall remain the property of the Institute and shall be surrendered on the cessation of membership.

LIFE MEMBERSHIP

15. The Supervisory Board shall have power to admit as a Life Member any Corporate Member of the Institute who, in the opinion of the Supervisory Board, has performed outstanding services to the Institute or to the profession. Such awards are not routine acknowledgement of long service in a branch/region or national office or committee membership. The Supervisory Board should admit such persons at a duly constituted meeting of the Supervisory Board at which not less than two thirds of the members entitled to

attend should be present, by a resolution passed by at least a two thirds majority of the whole number of members present and voting at the meeting.

Life members shall be entitled to all privileges of membership and shall not be required to contribute to the funds of the Institute.

BYE-LAWS – CODE OF CONDUCT & DISCIPLINARY PROCEDURES

CODE OF CONDUCT

16. General Statement

Institute of Hospitality exists to promote and develop the professionalism of managers in the hospitality tourism and leisure industry.

- (i) The promotion of standards in the practice of good hospitality management.
- (ii) The advancement of education and training in the practice, in particular promoting research and the dissemination of the useful results of such research.

THE OBLIGATIONS OF MEMBERS

17. Members of the Institute are committed to the achievement of these objectives and to the maintenance of the standards of professional conduct as established by this Code of Conduct.

18. This Code of Conduct defines the standards required by Article 10 of the Articles of Institute. It is in two parts: -

(a) Rules of Conduct

These define the professional standards which members must maintain as a condition of membership. Adherence to these rules is obligatory. Failure to do so may lead to disciplinary action being taken against the member in accordance with Bye-Laws 20 -36

(b) Principles of Good Professional Practice

These principles expand upon the basic standard set down in the Rules of Conduct and indicate the standards which members should seek to achieve in the interests of good practice. Failure to achieve these standards alone would not lead to disciplinary action but in the event of any complaint being considered under the disciplinary procedure, such failure would be admissible in evidence and taken into account in proceedings before the Disciplinary Committee.

THE RULES OF CONDUCT

19. In general, members of the Institute are required to exercise their professional skill and judgement to the best of their ability and to carry out faithfully their professional responsibilities with integrity.

In particular, members shall: -

- (a) comply with the laws and ethical customs and practices of any country in which they work.
- (b) uphold and safeguard the reputation and standards of Institute of Hospitality.
- (c) use Institute of Hospitality designatory letters only:
 - (i) for purposes, and in a style, which conform with the objectives and uphold the dignity of the Institute
and
 - (ii) in conjunction with their own name.
- (d) declare to Institute of Hospitality any conflict of interest which might arise in the course of representing the Institute.
- (e) not misuse their authority for personal aggrandisement or gain.
- (f) respect the confidentiality of information.
- (g) maintain a proper balance between the interest of employer or proprietor and customers, clients and suppliers.

THE PRINCIPLES OF GOOD PROFESSIONAL PRACTICE

20. Institute of Hospitality members must accept the responsibilities and obligations implicit in their work. In respect of themselves and others with whom they interact in the course of their professional life, they should seek to maintain and promote the following standards: -

- (a) In respect of Institute of Hospitality and Fellow Members -
 - (i) Avoid injuring or damaging, directly or indirectly, the reputation, interests or prospects of fellow members.
 - (ii) Promote and recommend the Institute and its standards.
 - (iii) Uphold the educational standards and policies of the Institute and support the advancement and acquisition of education, training and qualifications.
 - (iv) Avoid bringing the Institute into disrepute.
 - (v) When acting as a representative of Institute of Hospitality, the interests of the Institute should be paramount to personal or employers' interests.
 - (vi) Not knowingly misrepresent the corporate views of the Institute in public.
 - (vii) Avoid professional criticism by maintaining a high standard of performance.
- (b) Personally -

- (i) Regulate their professional affairs to a high standard of integrity and uphold their statutory responsibilities in all respects.
 - (ii) Make proper use of resources available.
 - (iii) When in pursuit of personal ambitions and interests take account of the interest of others.
 - (iv) Maintain their standards of professional competence, knowledge and skill; and
 - (v) Take advantage of opportunities for training and education offered to advance and improve professional standards.
- (c) In respect of their employers -
 - (i) Carry out duties and responsibilities conscientiously and with proper regard for the employer's interest.
 - (ii) Apply the lawful policies of the employer obviating corrupt practice, particularly in receiving gifts and benefits.
 - (iii) Disclose immediately and fully to an employer any interest which conflicts with those of the employer.
 - (iv) Consult with and advise the employer on the implementation or adoption of new developments in the profession or industry.
 - (v) Have full regard for the interest of the profession and the public interest in fulfilling obligations to the employer.
- (d) In respect of colleagues and subordinates -
 - (i) Help and encourage their professional development through the acquisition of skills, qualifications and training.
 - (ii) Promote good relationships through effective communication and consultation.
 - (iii) Establish their confidence in and respect for himself (the member) and his qualification.
 - (iv) Protect at all times their health, safety and welfare.
- (e) In respect of customers, clients and suppliers-
 - (i) Promote the standing, impartiality and good name of Institute of Hospitality.
 - (ii) Establish good, but detached relationships.
 - (iii) Avoid endorsing any product through advertising in a way which impairs Institute of Hospitality's impartiality.
 - (iv) Establish and develop with customers, clients and suppliers a relationship leading to mutual confidence.

- (v) Protect at all times the health and safety of customers.

DISCIPLINARY PROCEDURES

- 21. The Articles of Institute of the Institute of Hospitality provide for the Supervisory Board to conduct an enquiry to administer disciplinary action and in the case of an appeal to nominate an arbitrator.

COMPLAINTS

- 22. Members or third parties may make complaints in writing to the Chief Executive. The Chief Executive will immediately seek permission from the complainant to approach the person against whom the complaint is made to obtain the latter's observations (i.e. he would be written to, with the nature of the complaint and the complainant's name).

ENQUIRY

- 23.
 - (a) Once any observations have been received, these and the complaint will be considered by the Chief Executive and the Chairman or Vice Chairman of the Supervisory Board and their decision as to whether there is a case to answer before the Disciplinary Committee will be conveyed to both parties in writing.
 - (b) The respondent's observations must be received at the Institute's offices within 14 days; if none is received within this time the Chief Executive and the Chairman or Vice Chairman of the Supervisory Board will have to consider such evidence as is available to them.
 - (c) In all circumstances the proceedings will remain confidential.

DISCIPLINARY COMMITTEE

- 24. Constitution:

The Disciplinary Committee shall consist of a Panel of four corporate members, made up from past Chairmen or former Members of the Supervisory Board, one of whom shall be appointed by the Panel to act as Chair. If appropriate, one or more persons (non-voting) may be included to provide specialist knowledge relevant to a particular case, all members being appointed by the Supervisory Board. The Chief Executive shall be ex-officio a member of the Committee and the Secretary to the Institute shall serve as Secretary to the Committee.

- 25. Terms of Reference:-

The Terms of Reference of the Disciplinary Committee shall be:-

- (a) to examine the available evidence including hearing representations from the respondent and to make such enquiries as are necessary to establish whether or not the complaint is substantiated;
- (b) to report to the Supervisory Board the findings of the Disciplinary Committee including any recommendations of the Disciplinary

Committee to the Supervisory Board regarding which sanction or sanctions is or are appropriate,

i.e.

termination of membership (expulsion)

suspension of membership for a defined period

downgrading from Fellow to Member

suspension for a specified period from office holding at Regional and national level

reprimand (by way of rebuke)

caution (by way of warning)

- (c) to recommend to the Supervisory Board whether the findings of the Disciplinary Committee and decision of the Supervisory Board should be published and whether or not the name of the respondent should be divulged. No action shall be taken until the 28 days of notice of appeal has expired.

PROCEDURES

26. Notice of Hearing:-

When it has been decided that there is a case to answer, the respondent will be notified within 21 days of the nature of the complaint and be given twenty eight days' notice of the hearing.

27. Legal Representation:-

- (a) The Disciplinary Committee may be legally advised by a solicitor or by Counsel.
- (b) The respondent will inform the Secretary of the Disciplinary Committee at least 14 days in advance of the hearing whether he wishes to be legally, or otherwise represented, to call witnesses and/or submit documents as evidence.

28. Presentation of the Case:-

At the hearing the Chief Executive will present the case. If the Respondent is legally represented then the Institute may be similarly represented in which case the case against the Respondent may be represented by the Institute's legal representative.

29. Decision:-

When the hearing is completed all except the chairman and members of the Disciplinary Committee, the note taker and the legal adviser will retire to allow the Disciplinary Committee to reach a decision.

When a decision has been reached all concerned will be recalled and informed of the findings of the Disciplinary Committee and any recommendations which the Disciplinary Committee will be making to the Supervisory Board. The Respondent will also be informed of the appeal procedure. The Respondent is required to acknowledge receipt.

In all cases the Respondent may request in writing that the disciplinary findings be published. The final decision regarding publication of the findings shall rest with the Supervisory Board.

APPEALS

30. Notice of Appeal:-

Notice of Appeal must be submitted to the Secretary of the Disciplinary Committee by the appellant within 28 days of receipt of the written notification of the decision of the Disciplinary Committee.

31. Membership:-

(a) Three Arbitrators shall be chosen for each case as follows:-

1 chosen by the Appellant

1 chosen by the Supervisory Board of Institute of Hospitality

1 chosen by the other two arbitrators who is independent and who will fulfill the role of Tribunal Chairman

(b) None of the arbitrators should hitherto have been involved in the disciplinary process or hearing.

(c) The Supervisory Board's Arbitrator will be chosen at the next Supervisory Board meeting after the Notice of Appeal has been formally submitted in writing by the Appellant.

(d) The name of the Appellant's Arbitrator must be given to the Chief Executive of the Institute of Hospitality not more than ten days after the meeting at which the Supervisory Board's Arbitrator is chosen. If the Appellant fails to comply with this requirement, then the decision of the Disciplinary Committee shall stand and be reported to the next Supervisory Board meeting for ratification as in paragraph 25 above.

32. Administration

(a) The tribunal will meet at a location to be confirmed by the Secretary to the Committee, at the earliest possible date agreed by the Arbitrators and in any case not later than 28 days after the meeting at which the Supervisory Board's Arbitrator is chosen. Any other convenient location may be selected by the Arbitrators and arranged by the Institute of Hospitality Secretariat.

(b) Ten clear days notice of the meeting will be given in writing to all persons concerned.

- (c) The Secretary to the Tribunal shall be the Secretary of the Disciplinary Committee, or as supplied by the Institute of Hospitality Secretariat.

33. Admissible grounds for Appeal may be:

- (a) That the Disciplinary Committee erred in principle in finding the complaint proven; i.e. that the decision was perverse in that the weight of evidence supplied did not support the allegation made.
- (b) That the sanction recommended by the Disciplinary Committee to the Institute of Hospitality Supervisory Board was inappropriate or excessive.

34. Terms of Reference

The Arbitrators shall have power by their award to annul and/or amend the decision of the Disciplinary Committee or to do so subject to the performance of any conditions which they may think fit to impose.

35. Procedure

- (a) The tribunal will meet in private.
- (b) The record of the Disciplinary Committee and all papers submitted to it will be made available to the Arbitrators.
- (c) The Arbitrators may call any relevant person to give evidence, or may ask for further written evidence.
- (d) Those appearing before the Arbitrators may be accompanied by a legal adviser if so desired.
- (e) It is envisaged that the Tribunal may require two meetings, vis:-
 - (i) one to consider papers and written evidence, and
 - (ii) one to examine witnesses if the Arbitrators so desire.

The first meeting will be called in accordance with the requirements set out in paragraph 22; the second will be called for a date agreed by the Arbitrators.
- (f) Minutes of the Tribunal meeting will be taken.
- (g) The tribunal is not required to reach a unanimous decision.
- (h) The tribunal may reserve its judgment or may give its decision after a retirement before the close of the meeting.
 - (i) In any case, the Tribunal will give written notice of its decision to both parties within 28 days of the meeting.
- (j) The decision of the Arbitrators is final and not subject to ratification by Supervisory Board.

- (k) At its discretion the Tribunal may award assistance towards the travel costs incurred in attending the meeting by anyone invited to give evidence.
- (l) At its discretion the Tribunal may abridge or extend time limits specified in this paragraph as it may deem necessary.

36. Re-admission of expelled members

In the event that a person previously expelled should apply for re-admission and who fulfils the basic admission criteria, it shall be for the Supervisory Board at its next meeting to decide whether the applicant may be re-admitted and on what terms. The Supervisory Board will not, on such an application for re-admission review, annul or amend the decision of the Disciplinary Committee which led to the expulsion and which the Supervisory Board had formally approved. The Supervisory Board will not normally consider any such application until 5 years have elapsed from the date of the expulsion and the Supervisory Board **will** only consider any such application on its facts and merits.

BYE-LAWS FOR INSTITUTE OF HOSPITALITY AWARDING BODY

BYE-LAWS FOR INSTITUTE OF HOSPITALITY AWARDING BODY

- 37 The Qualifications and Assessment Board, under the authority of the Supervisory Board, works with the Head of Awarding Body to monitor and review all Institute of Hospitality Awarding Body activities and to prepare annual and other reports as may be required on the awards and qualifications offered by the Institute.
- 38 The Head of Awarding Body will nominate for ratification by the Supervisory Board members of the Centre Approval Board who have responsibility for the approval of centres, monitoring of results and Centre and Programme Provider Approval processes.
- 39 The responsibility for the administration of Institute of Hospitality Awarding Body activities rests with the Chief Executive, who may deputise the day to day management to the Head of Awarding Body.
- 40 The Chief Executive and Head of Awarding Body will be responsible for the Institute of Hospitality Awarding Body Regulations for Awards and Qualifications including any review or amendments that may be required from time to time to reflect the current framework of Institute of Hospitality Awards and Qualifications.
- 41 The Qualifications and Assessment Board will support the Head of Awarding Body in meeting the criteria of the appropriate UK Government Authority or Body currently the Office of Qualifications and Examinations Regulation (Ofqual)
- 42 The completion of any Institute of Hospitality award or qualification shall not in itself entitle the candidate to membership of the Institute.

BYE-LAWS ON THE CONSTITUTION OF A UK REGION

Constitution and Title

43. A UK Region shall be constituted by the Supervisory Board and the Supervisory Board shall, from time to time, define its area. No UK Region of the Institute shall be formed unless there are at least 1.25% corporate members of the Institute living or working in the UK Regional area. The title of a UK Region shall be subject to the approval of the Supervisory Board.

Objectives

44. The objectives of the UK Region shall be to support and assist the Supervisory Board in every way in the attainment of the Institute's objectives.

Membership

45. Membership of a UK Region shall be open to members of the Institute who normally either reside or work within the area of any given UK Region. Members may be registered at one UK Region only. Corporate members only have voting rights. The management of the UK Region shall be conducted by a committee. Two-thirds of committee members shall be corporate members. Officers shall normally be corporate members.

Appointment of UK Regional Chair and Vice-Chair

46. Regional Chair and Regional Vice-Chair shall be directly appointed by the Nominations Committee and such appointments shall be ratified at the next Annual General Meeting of the Institute.

Election of Regional Committee and Officers

- 47.
- (a) UK Regional Committee shall be elected by the Regional Chair and Regional Vice-Chair following their appointments. The UK Regional Committee will be ratified by the Nominations Committee.
 - (b) At the first meeting after the appointment of the Regional Chair and Regional Vice-Chair, the UK Regional Committee shall elect, by secret ballot from amongst their number, an Honorary Treasurer, an Honorary Secretary and a Membership Officer.
 - (c) An individual may hold the offices of Honorary Secretary and Honorary Treasurer simultaneously.
 - (d) The Regional Chair, Regional Vice-Chair, Honorary Treasurer, Honorary Secretary and Membership Officer will be known as the Regional Officers.

Meetings

48. Annual General Meetings:-
- (a) The Annual General Meeting of a UK Region shall be held on a date, to be fixed by the Committee, not later than 31st May each year. At this meeting the members will receive a report from the committee and a

statement of accounts made up to the preceding 31st December, elect members of the committee, appoint an honorary auditor for the ensuing year and transact any other general business.

Annual Report and Accounts:-

- (b) The statement of UK Regional accounts duly audited and the report of the Committee shall be available to members at the Annual General Meeting.

Special General Meetings:-

- (c) By resolution of the committee or upon the requisition of not less than 10 corporate members of the UK Region, the Honorary Secretary shall convene a Special General Meeting. The notice convening such Special General Meeting shall state the purpose for which it is called. If, within 21 days of the deposit of the requisition, the Honorary Secretary does not convene a meeting, the requisitionists, or not less than 10 of them, may convene a meeting on their own responsibility.

Ordinary General Meetings:-

- (d) The committee may convene an ordinary meeting of the UK Region at such times and places as it may decide.

Provisions concerning Quorum

49. (a) General Meeting Quorum

The quorum in respect of Annual General Meetings and Special General Meetings shall be twelve corporate members.

If quorum not present

If within an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition shall be dissolved, but in any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time as may be determined and if at such adjourned meeting a quorum is not present; those members who are present shall be a quorum and may transact the business for which the meeting was called

(b) Committee Quorum

The quorum for a UK Regional committee meeting shall be three one of whom shall be a UK Regional officer.

Convening the First Meeting of UK Regional Committee after AGM

- 50. The first meeting of the committee following each Annual General Meeting shall be convened by the immediate past Chairman or one of the UK Region officers within 28 days of the Annual General Meeting. The immediate past Chairman will normally take the chair until the new Chairman is appointed.

Voting Rights

51. At the Annual General Meeting and at any Special General Meetings of the UK Region, each corporate member shall have one vote.

In the event of an equality of votes, the Chairman shall have a second or casting vote.

Minutes

52

- (a) Minutes of the Annual General and Special General Meetings and of all meetings of UK Regional committee shall be kept by the Honorary Secretary of the UK Region. The Minutes of the meeting shall be read and signed as a correct record. Minutes should be available to members for inspection upon request. Separate minutes shall be kept for the general meetings, meetings of the UK Regional committees and for such UK Regional sub-committees as may be appointed.

A copy of the minutes of annual general, special general and committee meetings shall be forwarded for the attention of the Chief Executive of the Institute within twenty-one days of the meeting.

Attendance Record

- (b) A record shall be taken of the names of those present at committee meetings.

UK Regional Committee

53.

- (a) The management of the affairs of the UK Region shall be vested in the UK Regional committee.
- (b) The UK Regional committee shall consist of not less than 5 members not more than 15 members of the UK Region who shall be elected by ballot at the Annual General Meeting of the UK Region. One third (or the number nearest to but not less than one third) of the elected members of the committee shall retire (subject to 46(a)) but shall be eligible for re-election at an Annual General Meeting when the vacancies created shall be filled. The retiring members shall be those who have been longest in office since their last election and amongst those of equal seniority, the choice, in default of agreement, shall be made by ballot.
- (c) The UK Regional committee may co-opt students to represent the students in the UK Region. Such co-opted members may, however, be required to withdraw from the meeting for such items of business as may be determined by the committee.
- (d) Casual vacancies on the UK Regional committee or among the officers or auditors may be filled by the UK Regional committee. Any member so appointed shall hold office only until the next Annual General Meeting, when he shall forthwith retire and shall then be eligible for re-election (subject to 53(b)).

- (e) The UK Regional committee shall meet at least three times in the 12 months following an AGM. Notice of a UK Regional committee meeting, together with the agenda, shall be delivered or posted to each committee member not less than seven clear days before the date of the meeting.

If any member of the UK Regional committee fails to attend at least one third of the meetings of the UK Region in any one year, their seat shall be declared vacant, unless their absence is due to sickness or if the UK Regional committee, by specific resolution, otherwise determines.

- (f) The committee may co-opt additional members to ensure the membership of the committee, excluding the Chairman, includes a balance of sector interests. The maximum number for such co-options shall be three.
- (g) In a UK Regional area, where it has been agreed at a Special General Meeting that a sub-division of a UK Region by area is required, the election of the main UK Regional committee shall be on a proportional basis so that one or more sub-committees can be formed with not less than four main committee members representative of the agreed areas. In such cases the main UK Regional committee shall meet at least twice a year.
- (h) A schedule of payments made since the previous meeting shall be presented to each UK Regional committee meeting.

UK Regional Sub-Committee

54.

- (a) The UK Regional committee may appoint sub-committees, consisting of members of the UK Region, and may refer any particular business to any sub-committee but all decisions of such sub-committees shall be subject to confirmation by the UK Regional committee.
- (b) The sub-committee may co-opt such persons for such specific purposes as the sub-committee may determine from time to time.
- (c) Any such sub-committee shall be designated as a 'UK Regional Sub-Committee' Minutes shall be kept for such meetings and presented to the UK Region for ratification.

Honorary Secretary

- 55. The election of the Honorary Secretary shall be made by the committee in accordance with paragraph 47, and such officer thereafter shall be subject to the execution of these rules. The Honorary Secretary shall be responsible for the administration of the UK Region. The Honorary Secretary shall forward for the attention of the Chief Executive of the Institute by the agreed due date a set of UK Regional accounts in the form prescribed by the Supervisory Board and signed by the Honorary Auditor, Honorary Treasurer, Honorary Chairman and Honorary Secretary. The Honorary Secretary shall also hand

over all books, documents, correspondence papers and assets of the UK Region to his successor or to the Chief Executive.

Honorary Treasurer

56. The election of the Honorary Treasurer shall be made by the committee in accordance with paragraph 47. The Honorary Treasurer shall keep the accounts of the UK Region which shall be made up to 31st December. Such accounts, in the form prescribed by the Supervisory Board, shall be audited and signed by the Honorary Auditor, Honorary Treasurer, Honorary Chairman and Honorary Secretary and shall be presented to the Annual General Meeting. A set, also signed by the Honorary Auditor, Honorary Treasurer, Honorary Chairman and Honorary Secretary shall be delivered to the Honorary Secretary by the agreed due date for onward transmission for the attention of the Chief Executive of the Institute.

Honorary Auditor

57. At each Annual General Meeting an Honorary Auditor shall be appointed by the members. The Honorary Auditor shall retire at each Annual General Meeting, but be eligible for re-appointment. No member of the committee shall be eligible for election as Honorary Auditor.

Finance

- 58.
- (a) The funds of the UK Region shall be banked in an account in the name of the UK Region at a bank to be determined by the Supervisory Board. All cheques shall be signed by two of the four officers of the UK Region. All other financial transactions, by whatever means, must be authorised by two of the four officers of the UK Region.
 - (b) The Supervisory Board may make an annual grant towards the cost of UK Region administration which shall be determined from time to time. Any such grant will not be payable, or may be reduced, if the Region has failed to comply with requirements for the submission of annual accounts as set down in Bye-Law 58 above
 - (c) A UK Region may either itself prepare and despatch circulars or may make application to the secretariat for this work to be undertaken, the cost of such work to be determined at the time of application.

The financial year shall be from 1st January to 31st December.

A UK Regional committee may apportion, if appropriate, all or part of its funds to its sub-committees in which case the sub-committee shall be accountable to the Honorary Treasurer for the expenditure of such funds. All expenditure must be made in line with Guidance as provided from time to time by the Supervisory Board and must comply with the terms of Bye-Law 58 (a)

Financial Liability

59. Neither the Institute nor the Supervisory Board shall be responsible for financial liabilities of the UK Region unless such liabilities shall have been

incurred with the consent of the Supervisory Board and certified in writing by the Chief Executive of the Institute.

General Powers

60.

- (a) In no case, and under no circumstances, shall a UK Regional officer or any officer or member of a UK Region have power to bind the Institute by contract or otherwise or to impose any liability thereon or to make or do any representation acts or things as agent for the Institute.
- (b) All members of any UK Region shall be bound by the regulations for the time being in force for the administration and management of UK Regions.

Dissolution

61. In the event of the winding-up of a UK Region, all minutes and accounts, together with any monies which may remain after payment of all UK Regional expenses shall, upon such winding-up, be forwarded to the Chief Executive of the Institute, who shall acknowledge receipt thereof to the Honorary Chairman of the UK Region. Such monies thereafter become part of the assets of the Institute as a whole.

Further Provisions

62. Any matters which do not fall within the scope of these Rules and Regulations should be brought to the attention of the Supervisory Board.

BYE-LAWS ON THE CONSTITUTION OF AN INTERNATIONAL REGION

Constitution and Title

63. An International Region shall be constituted by the Supervisory Board and the Supervisory Board shall, from time to time, define its area. No International Region of the Institute shall be formed unless there is a sufficient number of corporate members of the Institute ie. at least 20 living or working in the Regional area. The title of an International Region shall be subject to the approval of the Supervisory Board.

Objectives

64. The objectives of the International Region shall be to support and assist the Supervisory Board in every way in the attainment of the Institute's objectives.

Membership

65. Membership of an International Region shall be open to members of the Institute who normally either reside or work within the area of any given International Region. Members may register at and vote in one International Region only. Non-corporate members shall not be entitled to voting rights. The management of the International Region shall, normally, be conducted by corporate members.

Meetings

66. Annual General Meeting

The Annual General Meeting of an International Region shall be held on a date, to be fixed by the committee, not later than 31 May each year. At this meeting the members will receive a report from the committee and a statement of accounts made up to the preceding 31st December, elect members of the committee and appoint a qualified auditor for the following year and transact any other general business.

Annual Report and Accounts

- (a) The statement of International Region accounts duly audited and the report of the committee shall be available to members at the Annual General Meeting.

Election of International Regional Committee

- (b) Notice of the Annual General Meeting, together with the agenda and form of nomination of candidates for election to the international Regional committee, shall be sent to each international Regional member at least 21 days prior to the Annual General Meeting. Non corporate members shall receive Notice and agenda of the Annual General Meeting 21 days prior to the date of the Annual General Meeting. Nominations of candidates duly proposed and seconded who give their consent to serve, if elected to the international Regional committee, shall be delivered to the international Regional honorary secretary in writing not less than 7 days prior to the Annual General Meeting. Candidates, proposers and seconders shall all be corporate members registered at the international Region. The number of seats to be filled at a given election shall be determined by the Committee.

- (c) The voting for the election of members of the committee shall take place at the Annual General Meeting by secret ballot.

Two scrutineers shall be appointed from the body of the meeting to supervise the ballot and they will report the results to the Chairman.

Special and Extraordinary General Meetings

- (d) By resolution of the committee or upon the requisition of not less than 25% or more of the corporate members of the international Region, the Honorary Secretary shall convene a Special General Meeting. The notice convening such Special General Meeting shall state the purpose for which it is called. If, within 21 days of the deposit of the requisition, the Honorary Secretary does not convene a meeting, the requisitionists, or not less than three of them, may convene a meeting on their own responsibility.

Ordinary General Meetings

- (e) The committee may convene an ordinary meeting of the Region at such times and places as it may decide.

Provisions concerning Quorum

67. General Meeting Quorum

- (a) The quorum in respect of Annual General Meetings and Special General Meetings shall be six corporate members

Committee Quorum

- (b) The quorum for international Regional committees shall be three, one of whom shall be an international Regional officer.

Convening the First Meeting of International Regional Committee after AGM

- 68. The first meeting of the committee following each Annual General Meeting shall be convened by the immediate past Chairman or one of the international Regional officers within 28 days of the Annual General Meeting. The immediate past Chairman will normally take the chair until the new Chairman is elected.

Election of Officers

- 69. On approval of application to establish an international Region the Supervisory Board shall nominate the Honorary Chairman and Honorary Secretary/Treasurer who shall conduct affairs of the international Region until the first AGM.

International Regional officers shall remain in office until the election of new officers to be made at the first meeting of the newly-elected committee following the Annual General Meeting. At their first meeting after the Annual General Meeting, the Committee shall elect by secret ballot from amongst their number, a Chairman of the Committee, a Vice Chairman an Honorary Treasurer and an Honorary Secretary who shall be known as international Regional officers.

The Chairman and Vice Chairman may serve for a maximum of two years in one office.

An individual may hold the offices of Honorary Secretary and Honorary Treasurer simultaneously.

Voting Rights

70. At the Annual General Meeting and at any Special General Meetings of the international Region, each corporate member shall have one vote. In the event of an equality of votes, the Chairman shall have a second or casting vote.

Minutes

71. Minutes of the general meetings and of all meetings of international Regional committees shall be kept by the Secretary of the international Region. The Minutes of the meeting shall be read and signed as a correct record at the next following meeting. The General Meeting Minutes shall be available to members for inspection in general meeting. Separate minutes shall be kept for the general meetings and meetings of the international Regional committees. Two copies of the minutes of the general meeting shall be forwarded for the attention of the Chief Executive of the Institute within twenty-one days of the meeting.

Attendance Record

72. A record shall be taken of the names of those present at committee meetings.

International Regional Committee

- 73.
- (a) The management of the affairs of the international Region shall be vested in the international Regional committee.
 - (b) The international Regional committee shall consist of not less than five members nor more than twelve members of the international Region who shall be elected by ballot at the Annual General Meeting of the international Region. One third of the elected members of the committee shall retire (subject to 66(c)) but shall be eligible for re-election at an Annual General Meeting when the vacancies created shall be filled. The retiring members shall be those who have been longest in office since their last election and amongst those of equal seniority, the choice, in default of agreement, shall be made by ballot.
 - (i) The Regional committee may co-opt students or graduates to represent the students in the international Region. Such co-opted members may, however, be required to withdraw from the meeting for such items of business as may be determined by the committee.
 - (ii) Casual vacancies on the international Regional committee or among the officers or auditors may be filled by the international Regional committee. Any member so appointed shall hold office only until the next Annual General Meeting, when he shall forthwith retire and shall then be eligible for re-election (subject to 73 (b)).

- (iii) The international Regional committee shall meet at least three times in every year. Notice of an international Regional committee meeting, together with the agenda, shall be delivered or posted to each committee member not less than seven clear days before the day appointed for such a meeting. If any member of the international Regional committee fails to attend at least one third of the meetings of the international Region in any one year, their seat shall be declared vacant, unless their absence is due to sickness or if the Regional committee, by specific resolution, otherwise determines.
- (iv) The committee may co-opt additional members to ensure the membership of the committee, excluding the Chairman, includes a representative of each of the Institute's sections.
- (v) A schedule of payments made since the previous meeting shall be presented to each international Regional committee meeting for its approval.

Honorary Secretary

74. With the exception of the founder Honorary Secretary the elections of the Honorary Secretary shall be made by the committee in accordance with paragraph 69, and such officer thereafter shall be subject to the execution of these rules. The Honorary Secretary shall be responsible for the administration of the international Region. The Honorary Secretary shall forward to the Chief Executive of the Institute by the due date a set of international Regional accounts in the form prescribed by the Supervisory Board and signed by the Honorary Auditor, Honorary Treasurer, Honorary Chairman and Honorary Secretary. The Honorary Secretary shall also hand over all books, documents, correspondence papers and assets of the international Region to his successor or to the Chief Executive.

Honorary Treasurer

75. The election of the Honorary Treasurer shall be made by the committee in accordance with paragraph 69. The Honorary Treasurer shall keep the accounts of the international Region which shall be made up 31st December. Such accounts, in the form prescribed by the Supervisory Board, shall be audited and signed by the Honorary Auditor, Honorary Treasurer, Honorary Chairman and Honorary Secretary and shall be presented to the Annual General Meeting. A set, also signed by the Honorary Auditor, Honorary Treasurer, Honorary Chairman and Honorary Secretary shall be delivered to the Honorary Secretary by the due date for onward transmission for the attention of the Chief Executive of the Institute.

Honorary Auditor

76. At each Annual General Meeting an Auditor shall be appointed by the members. The Auditor shall retire at each Annual General Meeting, but be eligible for re-appointment. No member of the committee shall be eligible for election as Auditor.

Finance

77.

- (a) The funds of the international Region shall be banked in an account in the name of the Region at a bank to be determined by the Supervisory Board. All cheques shall be signed by two of the four officers of the international Region. All other financial transactions by whatever means must be authorised by two of the four officers of the International Region.
- (b) Subject to Bye-Law 316(b) the Supervisory Board may make an annual grant towards the cost of international Region administration which shall be determined from time to time.
- (c) An international Region may either itself prepare and despatch circulars or may request the IoH Team to undertake this work the cost of such work to be determined at the time of application.
- (d) The financial year shall be from 1st January until 31st December.

Financial Liability

78. Neither the Institute nor the Supervisory Board shall be responsible for financial liabilities of the international Region unless such liabilities shall have been incurred with the consent of the Supervisory Board and certified in writing by the Chief Executive of the Institute.

General Powers

79.

- (a) In no case, and under no circumstances, shall an international Regional officer or any officer or member of an international Region have power to bind the Institute by contract or otherwise or to impose any liability thereon or to make or do any representation acts or things as agent for the Institute.
- (b) All members of any international Region shall be bound by the regulations for the time being in force for the administration and management of international Regions.
- (c) In the event a group is situated in a country requiring registration of voluntary not for profit organisations the Regional committee will investigate the viability of the group given the cost of registration and report on such to the Supervisory Board for their consideration.

Dissolution

80. In the event of the winding-up of an international Region, all minutes and account books, together with any monies which may remain after payment of all Regional expenses shall, upon such winding-up, be forwarded to the Chief Executive of the Institute, who shall acknowledge receipt thereof to the Honorary Chairman of the international Region. Such monies thereafter become part of the assets of the Institute as a whole.

Further Provisions

- 81 Any matters which do not fall within the scope of these Rules and Regulations should be brought to the attention of the Supervisory Board.

BYE-LAWS ON THE CONSTITUTION OF THE NOMINATIONS COMMITTEE

Membership

- 82 Members of the Committee shall be appointed by the AGM and shall consist of 7 members. All members of the Nominations Committee must be Fellows of the Institute who are not members of the Supervisory Board.
- (a) Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend as and when appropriate plus the Chief Executive and the Head of Operations.
 - (b) Appointments to the Committee shall in the first instance be for a two year period, which may be extended for one further two-year period provided that the majority of the Committee members remain independent. They may not thereafter be re-appointed for a period of two years.
 - (c) Should an occasional vacancy occur, the committee shall seek to fill it at the earliest opportunity.
 - (d) Members of the Committee shall possess substantial current experience at a senior level of one of the major hospitality industry sectors in which the Institute is active. Some knowledge of the Institute's governance structure would also be desirable.
 - (e) The Committee shall appoint the Committee Chairman from its number. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting

Secretary

- 83 The Chief Executive will designate support for the Committee.

Quorum

- 84 The quorum necessary for the transaction of business shall be (5) members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. Committee members who join the meeting by telephone or web presence will be deemed as attending in person.

Frequency of Meetings

- 85 Meetings shall be held at a frequency determined by the Chairman.

Notice of Meetings

- 86
- (a) Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.
 - (b) Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall

be forwarded to each member of the Committee, and any other person required to attend, no later than 7 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

Minutes of Meetings

87

- (a) The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- (b) Minutes of Committee meetings shall be circulated promptly to all members of the Committee, unless a conflict of interest exists, as soon as possible after the meeting.

Duties

88

- (a) The Committee shall:
 - (i) regularly review the skills, knowledge and experience required of the Supervisory Board compared to its current position having due regard to its geographical and functional representation and make recommendations to it with regard to any changes;
 - (ii) give full consideration to succession planning for members of the Supervisory Board in the course of its work, taking into account the challenges and opportunities facing the Institute, and what skills and expertise may therefore be needed on the Supervisory Board in future;
 - (iii) be responsible for identifying and nominating for approval by the Supervisory Board, candidates to fill the role of President;
 - (iv) be responsible for identifying and nominating for approval by the Supervisory Board, candidates to fill appointed member vacancies as and when they arise;
 - (v) In identifying suitable candidates the Committee should:
 - (A) consider candidates from a wide range of backgrounds; and
 - (B) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
 - (C) keep under review the leadership needs of the Institute, with a view to ensuring its continued ability to compete effectively in the marketplace;

- (vi) keep up to date and fully informed about strategic issues and commercial changes affecting the Institute and the market in which it operates;
 - (vii) review annually the performance evaluation process for Supervisory Board members; and
 - (viii) ensure that on appointment to the Supervisory Board, trustees receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Supervisory Board meetings.
- (b) The Committee shall also make recommendations to the Supervisory Board concerning:
 - (i) membership of the Audit Committee;
 - (ii) the re-appointment of any appointed trustee at the conclusion of their specified term of office;
 - (iii) the continuation (or not) in service of any trustee who has reached the age of 70;
 - (iv) the appointment of Regional Chairs and Vice-Chairs;
 - (v) membership of the UK Regional Committee.

Reporting Responsibilities

89

- (a) The Committee Chairman shall report formally in writing to the Supervisory Board on its proceedings after each meeting on all matters within its duties and responsibilities and make appropriate recommendations.
- (b) The Committee shall make a statement in the annual report about its activities, the process used to make appointments.

Other

90 The Committee shall, at least once a year, review its own performance,

Authority

91

- (a) The Committee is authorised to seek any information it requires in order to perform its duties through the Chief Executive.
- (b) The Committee is authorised to obtain, at the Institute's reasonable expense, subject to the agreement of the Supervisory Board outside legal or other professional advice on any matters within its terms of reference.

- (c) Broadcast throughout the membership details of any vacancy on the Board, and ensure that eligible members are aware of the opportunity, the requirements of the role and the skills required.
- (d) The constitution of the committee shall be reviewed by the Supervisory Board and with the Committee chairman every three years.