



## BCS, THE CHARTERED INSTITUTE FOR IT MEMBERS' REGULATIONS

The words and expressions used in these Members' Regulations shall bear the same meanings as are respectively assigned to them in the Charter and Bye-laws of The British Computer Society except that references in the Members' Regulations to the "Institute" or to "BCS, The Chartered Institute for IT" shall have the meaning given to "the Society" in the Bye-laws of The British Computer Society.

### 1 THE COUNCIL

The Terms of Reference and Constitution of the Council shall be as follows:

#### 1.1 Terms of Reference

The Council is a representative body of the membership. Its powers are to elect the President, Deputy President, the Vice Presidents, and to elect four elected members of Council to the Trustee Board of the Institute.

It provides advice to the Trustee Board on the direction and operation of the Institute; in particular it is consulted on strategic plans and the annual budget,

#### 1.2 Constitution

##### 1.2.1 Ex Officio Members

The following are ex officio members of the Council

President

Deputy President

The Vice-Presidents

Chief Executive

Immediate past President

##### 1.2.2 Elected Members

The elected membership of the Council shall be as follows:

5 elected by the regional constituency

2 elected by the international constituency

5 elected by the Specialist Group constituency

3 elected by the young professionals constituency

12 elected by the Professional Membership

#### 1.3 Meetings and Quorum

The Council shall meet at least two times per year, and the quorum for any meeting shall be 18, of which at least 6 shall be elected members. The Chair of Council and a Vice-Chair of Council shall be elected by and from Council. The Chair of Council and failing him or her the Vice-Chair of Council shall preside at Council meetings; and if the Vice-Chair of Council is unable or unwilling to do so, the Council members shall appoint one of their number to preside at that meeting.

A Council member who attends a meeting by means of any communication equipment which allows all persons participating in the meeting to hear and speak to each other

for the entirety of any matter under consideration (hereafter termed “virtual attendance”) shall be deemed to be present in person for that part of the meeting and shall be entitled to vote on a matter for decision or be counted in a quorum accordingly.

The Chair of Council and failing him or her the Vice-Chair of Council can at their sole discretion and where appropriate call a meeting of the Council to be held as a virtual meeting (hereafter termed “virtual meeting”) conducted in accordance with Council Regulation Section II or any successor regulations governing meetings of Council from time to time.

#### 1.4 Terms of Office

1.4.1 Ex officio members shall be members of Council for as long as they hold the office which qualified them.

1.4.2 The term of office for an elected member of the Council shall be from the close of the Annual General Meeting at which the member is elected until the close of the third following Annual General Meeting “Council Term”, unless filling a casual vacancy in which case it shall be to the end of the original term in respect of which the vacancy arose.

1.4.3. An elected member of the Council may at the end of their Council Term stand for re-election in accordance with regulation 4 for a second consecutive Council Term to commence from the close of the Annual General Meeting at which the original Council Term ended.

1.4.4 Members of Council having served two consecutive Council Terms may stand for re-election after having a break from office for a period of at least one year from the end of their last Council Term “a Break Period”. For the avoidance of doubt, any time spent by an elected member of Council filling a casual vacancy shall be excluded for the purpose of deciding when a Break Period is required and as such a Break Period shall only be required after serving two consecutive Council Terms.

1.4.5 Any member of the Council having already served two consecutive Council Terms at the date this regulation is adopted shall be entitled to remain in office until the end of their current Council Term and shall not be eligible for re-election to Council until the expiry of a Break Period in accordance with regulation 1.4.4.

#### 1.5 Eligibility for Elected Membership of the Council Eligibility

for election to the Council shall be:

Paid up membership of the Institute in any grade.

#### 1.6 Cessation of Membership of the Council

Any ex officio member shall cease to be a member of the Council if they cease to hold office for any reason as set out in Bye-law 43 (d)

An elected member shall cease to be an elected member of the Council if:

1.6.1 they cease to be a member of the Institute;

1.6.2 they resign from office;

1.6.3 they become incapable by reason of mental disorder within the meaning of the Mental Health Act 1959 or the corresponding provision of any Act replacing it;

1.6.4 the Disciplinary Committee or such other committee of the Trustee Board set up resolves that they have been guilty of dishonourable or unprofessional conduct or a breach of the Laws of the Institute;

- 1.6.5 in relation to such a member a receiving order in bankruptcy is made or any arrangement or composition with creditors;
- 1.6.6 they fail to attend three consecutive meetings of the Council (otherwise than through illness or other reasonable cause) and the Council resolves that membership of the Council should cease;
- 1.6.7 the members in General Meeting resolve by a simple majority that they be removed from membership of the Council; or
- 1.6.8 they become an ex officio member of the Council.

## 2 ELECTIONS

The following provisions shall apply to the election of Honorary Officers, the elected members of Council and the elected members of the Trustee Board. The President and Deputy President shall assume office at each Annual General Meeting. Vice-Presidents shall assume office at each Annual General Meeting but if filling a casual vacancy then the Vice-Presidents shall assume office at the meeting of Council at which they were elected or such other time as Council shall decide. Elected Council members shall assume office at the close of the Annual General Meeting at which they are elected. Elected Trustee Board members shall assume office at the close of the Council meeting at which they are elected. Subject to regulation 2.3.2 a casual vacancy in relation to any elected office of the Institute shall be a vacancy caused by the death, disqualification or resignation of the office-holder before the expiry of his/her normal term of office.

### 2.1 The Honorary Officers

The President, the Deputy President, and the Vice-Presidents of the Institute, shall be elected by the Council. The Honorary Officers shall be Professional Members of the Institute.

#### 2.1.1 The President

The Council shall from time to time elect, from amongst the candidates put forward by the Nominations Committee, a President, and shall determine the term of office of the President provided however that no such term of office shall exceed one year (excluding any additional part of a year during which the President held office in order to fill a vacancy).

#### 2.1.2 The Deputy President

The Council shall from time to time elect from amongst the candidates put forward by the Nominations Committee a Deputy President, and shall determine the term of office of the Deputy President provided however that no such term of office shall exceed one year (excluding any additional part of a year during which the Deputy President held office in order to fill a vacancy).

#### 2.1.3 The Vice-Presidents

The Council shall from time to time elect the Vice-Presidents, who shall normally include the chairs of the Boards of the Institute and one of whom shall be Vice-President Finance. The Council shall determine the term of office of each Vice-President, each of which shall not exceed three years, provided that on the expiry of any such term a Vice-President shall be eligible for re-election as a Vice-President for one further such term, upon the expiry of which such Vice-President shall be ineligible for re-election as a Vice-President for a period of one year.

### 2.2 The Elected Members of Council

- 2.2.1 Elected members of Council shall be elected in accordance with Regulation 4.

2.2.2 If a casual vacancy arises in the office of the Chair of Council then the Vice-Chair of Council shall become the Chair of Council until the first Council meeting following the next Annual General Meeting. If the Chair of Council ceases to be a member of Council then that vacancy on Council shall be dealt with in accordance with Regulation 4.

### 2.3 The Elected Members of the Trustee Board

2.3.1 The only individuals eligible to be elected as members of the Trustee Board shall be Professional Members who are members of Council but not ex officio members of the Trustee Board. The Council shall elect 4 such members to the Trustee Board. Elections to fill Trustee Board vacancies shall be held at the first meeting of Council following an Annual General Meeting. The term of office of elected members of the Trustee Board shall be from the close of the meeting at which the member is elected to Trustee Board until the close of the first Council meeting following the third Annual General Meeting of the elected member's term, subject to earlier cessation under Regulation 1.6, Bye-Law 43 (b) or Bye-Law 43 (d).

2.3.2 Subject to Regulations 2.3.3 and 2.3.4 where casual vacancies arise they shall be filled by the candidates failing to be elected under Regulation 2.3.1 in such a way that if there be only one such vacancy, it shall be filled by such candidate who secured the next highest number of votes in the most recent Council election to fill Trustee Board vacancies; if there be more than one such vacancy, such candidate shall take the place of the member who caused such vacancy who would otherwise have had the longest period remaining to serve on Council; and so on, until all such vacancies are filled. If there are no unsuccessful candidates remaining who are willing to serve then at its next meeting Council may by resolution appoint any Professional Member who is a member of Council but not on Trustee Board to fill the vacancy until the first meeting of Council following the next Annual General Meeting.

2.3.3 Where a casual vacancy arises for an elected member of the Trustee Board between the start of an Annual General Meeting and the start of the first Council meeting following that Annual General Meeting, the vacancy shall be filled by election at that meeting of Council.

2.3.4 Where an elected member of the Trustee Board is not re-elected to Council, they shall cease to be a member of the Trustee Board in accordance with Bye-law 43(b) and their vacancy shall be filled by election at the first meeting of Council following the Annual General Meeting at which such member was not re-elected.

2.3.5 For the purposes of this Regulation 2.3, all references to meetings of Council shall include virtual meetings of Council conducted in accordance with Council Regulation Section II or any successor regulations governing meetings of Council from time to time, but shall exclude electronic meetings of Council conducted in accordance with Council Regulation Section III or any successor regulations governing electronic meetings of Council from time to time.

## 3 **NOMINATIONS COMMITTEE**

The Terms of Reference and Constitution of the Nominations Committee shall be as follows:

### 3.1 Terms of Reference

The Nominations Committee is a Committee of the Trustee Board and is responsible for:

3.1.1 Nominations for the offices of President, Deputy President and Vice-President to be elected by the Council

- 3.1.2 Providing advice to Trustee Board on the selection of candidates suitable for the office of committee or board chair, and providing recommendations for the office of committee or board chair
  - 3.1.3 The recommendation to the Trustee Board for the appointment of the Chief Executive when the post falls vacant
  - 3.1.4 Nominations for public honours
  - 3.1.5 Nominations for Distinguished Fellowship.
- 3.2 The constitution of the Nominations Committee shall be:

Ex Officio:

The President

The Deputy President

The immediate past President (chair)

The Chief Executive

Elected:

One past President elected by the Council.

One non-executive director of BCS Learning & Development Ltd ('L&D'), who may or may not be a member of the Institute, elected by the Trustee Board and confirmed by the Council.

One professional with human resource ('HR') experience, who may or may not be a member of the Institute, elected by the Trustee Board and confirmed by the Council.

Two Council Members who must be Professional Members, elected by the Council. Up to two industry leaders elected by the Trustee Board and confirmed by Council.

Ex officio members shall hold office for as long as they hold Honorary Office or the office of Chief Executive as the case may be.

Elected terms of office for the past President, Council Members and industry leaders and the professional with HR experience shall be for three years. The non-executive director of L&D shall hold office for three years or until he or she ceases to be such non-executive director, if earlier. At least one year shall elapse before an individual is eligible for re-election.

The quorum for the Nominations Committee shall be six.

A member of Nominations Committee who attends a meeting of it by means of any communication equipment which allows all persons participating in the meeting to hear and speak to each other for the entirety of any matter under consideration shall be deemed to be present in person for that part of the meeting and shall be entitled to vote on a matter for decision or be counted in a quorum accordingly.

### 3.3 Procedures

The Nominations Committee shall put forward to Council not more than four candidates, and may put forward a single candidate, for election to each of the offices of President, Deputy President and each Vice-President. The Chief Executive may participate in the appointment of a new Chief Executive but not vote on the issue in Nominations Committee.

## 4 ELECTION OF THE COUNCIL

### 4.1 Election by the Professional Members

4.1.1 At each Annual General Meeting the vacancies arising in the members of the Council elected by the Professional Members shall be filled in the following manner:

- (a) If the number of candidates nominated does not exceed the number of vacancies to be filled, those candidates so nominated shall, at the Annual General Meeting, be declared to be elected.
- (b) If the number of candidates nominated exceeds the number of vacancies to be filled, such vacancies shall be filled by means of a postal and/or electronic ballot, which shall be conducted in the following manner:
  - (i) not less than four weeks before the date of the Annual General Meeting ballot documents shall be issued to those members of the Institute entitled to vote thereon, being every Professional Member who is entitled to vote at General Meetings of the Institute as at the date of the issue of ballot documents;
  - (ii) the ballot documents shall distinguish between the ordinary vacancies arising and the casual vacancies and in the latter case shall also indicate the period remaining of the original term for which the member or members so elected shall be expected to serve;
  - (iii) the accidental failure to issue a ballot document to, or the non-receipt of a ballot document by, any member entitled to receive the same, shall not invalidate any postal and/or electronic ballot, or the result of any election declared on the basis thereof;
  - (iv) every Professional Member so entitled to vote shall indicate on the ballot document in a way prescribed either on the ballot document itself or in instructions accompanying the ballot document, their order of preference for election of candidates. A ballot document shall be deemed valid if it indicates unambiguously the candidate most preferred by that member. A ballot document which does not indicate an order of preference for all candidates shall nevertheless be deemed valid if an unambiguous first preference is indicated;
  - (v) at a prescribed time not earlier than 48 hours before the Annual General Meeting the counting of the ballot documents shall be held. The count shall be by single transferable vote. It shall be conducted in accordance with the recommendations for the time being in force of the Electoral Reform Society of Great Britain and Ireland (or such appropriate agent thereof or substitute therefore as the Trustee Board shall from time to time decide) for the conduct of elections by single transferable vote;
  - (vi) subject to the foregoing provisions of this Regulation any such ballot shall be conducted and regulated in such manner as the Trustee Board may from time to time determine.

4.1.2 Where casual vacancies arise they shall be filled by the candidates failing to be elected under Regulation 4.1.1 in such a way that if there be only one such vacancy, it shall be filled by such candidate who secures the next

highest number of votes in the ballot conducted under Regulation 4.1.1; if there be more than one such vacancy, that candidate shall take the place of the member of Council causing such vacancy who would otherwise have had the longest period remaining to serve on Council; and so on, until all such vacancies are filled.

- 4.1.3 No individual shall be eligible for election at any Annual General Meeting to fill any such vacancy as is referred to in Regulation 4.1.1 unless either that individual is recommended by the Council or notice in writing from any two or more Professional Members (each of whom, as at the date of the giving of such notice, is entitled to vote at General Meeting of the Institute ) nominating that individual for election, and accompanied by that individual's consent in writing to be so nominated, is given to the Chief Executive or other officer acting in that behalf not less than eight weeks before the date of the Annual General Meeting. Subject to the preceding provisions of this

Regulation every such nomination as aforesaid shall be made in such manner as the Trustee Board shall from time to time prescribe.

4.2 Election by the Specialist Groups constituency

The Specialist Groups shall, at a meeting designated for the purpose, receive nominations for eligible members to be elected to fill the vacancies occurring for the constituency on the Council. Such nominations shall be made in such a manner as the Trustee Board shall from time to time prescribe. If the number of nominations exceeds the number of vacancies, an election shall take place at that meeting using the single transferable vote as hereinbefore provided. Proxy voting is permitted. The provisions governing proxy voting at General Meetings of the Institute shall apply to proxy voting for such elections.

4.3 Election by the regional and international constituencies

The regional and international constituencies shall, at a meeting designated for the purpose, receive nominations for eligible members to be elected to fill the vacancies occurring for the constituency on the Council. Such nominations shall be made in such a manner as the Trustee Board shall from time to time prescribe. If the number of nominations exceeds the number of vacancies, an election shall take place at that meeting using the single transferable vote as hereinbefore provided. Proxy voting is permitted. The provisions governing proxy voting at General Meetings of the Institute shall apply to proxy voting for such elections.

4.4 Election by the young professional constituency

The young professionals shall, at a meeting designated for the purpose, receive nominations for eligible members to be elected to fill the vacancies occurring for the constituency on the Council. Such nominations shall be made in such a manner as the Trustee Board shall, from time to time, prescribe. If the number of nominations exceeds the number of vacancies, an election shall take place at that meeting using the single transferable vote as hereinbefore provided. Proxy voting is permitted. The provisions governing proxy voting at General Meetings of the Institute shall apply to proxy voting for such elections.

**5 NOTICE OF GENERAL MEETINGS**

- 5.1 Sixty days' notice shall be given to the Chief Executive of an intention to propose any Special Resolution or Members' Regulation or any resolution in accordance with Byelaw 30 for consideration by the Professional Members at a General Meeting.
- 5.2 The notice shall be in writing signed by the proposer and shall set out in full the Special Resolution or other such resolution or Regulation proposed.
- 5.3 Twenty-one days' notice of any General Meeting, exclusive of the day when the notice is served or deemed to be served, but inclusive of the day for which notice is given, shall be given by the Chief Executive to all the persons entitled by Bye-law 73 to receive such a notice, and the provisions of Bye-law 72 shall apply.

- 5.4 The notice shall specify the place (if relevant), date and hour of the meeting and whether or not the meeting shall be held as a physical, hybrid or virtual meeting as the case may be, and where special business is to be transacted, the general nature of such business shall be given.
- 5.5 Where notice of intention to propose a Special Resolution or Members' Regulation or any resolution in accordance with Bye-law 30 has been received by the Chief Executive, he shall ensure that the notice of meeting shall contain the text of such Special Resolution or other resolution or Members' Regulation.

## 6 PROCEDURE AT GENERAL MEETINGS

- 6.1 The President, or in his absence, the Deputy President, or in his absence a Vice-President (to be selected by the meeting) shall preside as chair at every General Meeting, but if there be neither President nor Deputy President nor any Vice-President, or if at any meeting none of them shall be present within fifteen minutes after the time appointed for holding the same or if being present none of them shall be willing to preside, the members present shall choose some member of the Trustee Board, or if no such member be present, or if all the members of the Trustee Board present decline to take the chair, one of their number, to preside.
- 6.2 A Professional Member participating virtually by means of an electronic voting platform or similar virtual conferencing arrangements in a General Meeting held as a hybrid meeting or a virtual General Meeting shall be deemed to be 'present in person' at such meeting and shall be entitled to be counted in the quorum and to vote accordingly.
- 6.3 Twenty Professional Members 'present in person' shall constitute a quorum and if, in the case of a General Meeting other than an Annual General Meeting or a meeting convened of its own motion by the Trustee Board, a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.
- 6.4 If, in the case of an Annual General Meeting or a meeting convened of its own motion by the Trustee Board, a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week and at the same time and place and held by the same means. If at such adjourned meeting a quorum is not present, those Professional Members who are present shall be a quorum and may transact the business for which the meeting was called.
- 6.5 The chair of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 6.6 No Professional Member shall be entitled to vote at a General Meeting either in person or by proxy if and whensoever any sum payable by him to the Institute by way of annual subscription or entrance fee remains unpaid and more than four months in arrear.
- 6.7 Subject to Regulation 6.6:
- 6.7.1 on a show of hands every Professional Member of the Institute present in person shall have one vote; and
- 6.7.2 on a poll every Professional Member of the Institute present in person or by proxy shall have one vote.
- 6.8 Every Professional Member entitled to vote in person at a General Meeting of the Institute shall be entitled to appoint a proxy to attend, and (on a poll) to vote (in accordance with Regulation (6.7.2) at that meeting instead of such Professional Member; but no Professional Member who is disqualified by Regulation 6.6 from voting at any General Meeting shall be entitled to appoint any proxy to attend at that meeting.
- 6.9 No person shall be qualified to be appointed or to act as a proxy at any General Meeting, except an individual who is a Professional Member entitled to attend and vote in person at such Meeting.



- 6.10 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or in such other form as the Trustee Board may from time to time specify.
- 6.11 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at or sent to the Headquarters, for the time being, of the Institute or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 6.12 Any instrument appointing a proxy shall be in the following form or in such other form as the Trustee Board may approve or allow:-

"I of

a Professional Member of BCS, The Chartered Institute for IT

HEREBY APPOINT

Of

Or the chair of the meeting

As my proxy to attend and vote for me and on my behalf as indicated below at the General Meeting of the Institute to be held on the day of 2 and at every adjournment thereof and I instruct my proxy to vote as follows, and if no indication is given, as he or she thinks fit in relation to all business of the Meeting. AS WITNESS my hand this day of 2

(signature) Membership No."

- 6.13 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 6.14 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Institute at its Headquarters, for the time being, before the commencement of the meeting or adjourned meeting at which the proxy is to be used.
- 6.15 If, having appointed a proxy, a Professional Member attends a general meeting in person, the instrument appointing the proxy shall thereby be revoked.
- 6.16 No objection shall be raised to the validity of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chair of the meeting, whose decision shall be final and conclusive.

## 7 ACCOUNTS AND AUDIT

- 7.1 Prior to the Annual General Meeting in every year the Trustee Board shall make available on the website, an income and expenditure account showing the receipts and expenditure of the Institute for the period since the preceding account made up to a date not more than nine (9) months before such meeting together with a balance sheet made up as at the same date.
- 7.2 Every such balance sheet shall be accompanied by a report of the Trustee Board upon the general state of the Institute and a Report of the Auditors.

