



CONSTITUTION

OF

THE INSTITUTE OF CIVIL PROTECTION AND

EMERGENCY MANAGEMENT



INSTITUTE OF CIVIL PROTECTION AND EMERGENCY MANAGEMENT

1. NAME

1.1. The title of the organisation, referred to hereafter as 'The Institute', shall be:

'The Institute of Civil Protection and Emergency Management'.

1.2 This title may be formally abbreviated to **'The ICPEM'**.

2. MISSION

2.1 The Mission of the Institute shall be:

'To bring together emergency professionals, academics and business, in order to provide an informed and influential voice on all aspects of civil protection and emergency management'.

3. VISION AND OBJECTIVES

3.1 The vision towards which the Institute shall strive shall be:

'To be an independent and collaborating forum from which emergency professionals, academics and business will collectively champion civil protection and emergency management.'

3.2 The following are the Institutes Objects:

1. To promote public safety and to protect the lives and property of citizens of citizens worldwide.
2. To advance education in the science or art of civil protection.
3. To provide for the relief of poverty, sickness and distress among those who shall be the victims of or suffer from the effects or aftermath of enemy attacks on civilian populations and/or disasters and emergencies in wartime and peacetime.

3.3 Powers of the Institute in furtherance of the Objects:

- To foster international communication and cooperation in all aspects of civil protection and emergency management.
- To promote the highest standards of study and research into all aspects of emergencies and disasters.



- To promote, and assist in, the education and training of all members of the emergency management community including the wider business continuity profession.
- To represent the views of its members to government and other bodies.
- To act as a repository for information for the benefit of members and others.
- To disseminate recognised research and information which could beneficially influence public and private emergency management practices.

4. STATUS

4.1 The Institute is a charitable organisation and it is formally registered with the Charity Commission.

4.2 This charitable status is maintained due to the Institute's involvement in:

- The relief of casualties, suffering and deaths caused by human-made and natural disasters and other catastrophic events.
- Contributing to contemporary debate and research into the prevention and mitigation of the effects of disaster.
- Providing a platform to enable the dissemination of information, lessons learned and publication of good practice related to the prevention and mitigation of the adverse effects of major emergencies at regional, national and international levels.
- The training, education and development of individuals practicing the skills of emergency planning, civil protection and disaster management. In addition, the Institute will assist members in attracting research awards.

5. DEFINITIONS

5.1. 'Civil protection' is widely used in the European Union and refers to procedures, systems and resources designed to protect the civilian population, primarily in the event of natural and human-made disasters, including terrorism, but also those caught up in situations involving fragile or failed states.

5.2. 'Emergency management' means the range of activities designed to maintain control over emergency situations and to provide a framework for helping at risk persons to avoid or recover from the impact of emergencies. Emergency management covers actions that are taken prior to, during and after the emergency.

5.3. 'The Executive Council' means the Executive Council of the Institute of Civil Protection and Emergency Management.



6. MEMBERSHIP

6.1 Membership of the Institute shall be open to, and offered to, any individual who:

- (a) by virtue of their studies, past experience, academic qualifications or professional appointment are considered as being able to add value and depth to the capabilities and reputation of the institute; or
- (b) has paid any examination fee and annual subscription laid down from time to time by the Executive Council

6.2. Every member shall be eligible to attend and vote at the Institute's Annual General Meeting (AGM) and to receive issues of the Institute's journal and other publications as may be produced from time to time. Members shall be eligible for promotion to Fellow after a period of 12 months membership.

6.3 A record of members shall be maintained by the Membership Secretary including appropriate information within the scope of the Data Protection Act. The Executive Council has the right to refuse an application for membership from any person who they consider not to be a fit and proper individual. The Executive Council shall not have to give a reason for such a refusal.

6.3 The following grades of individual membership may be offered:

- a. **Student Members** shall have attained the age of 18 years and be undertaking full or part time education within the emergency management or related domains at the under- or post-graduate level.
- b. **Associate Members** shall have attained the age of 21 years and, whilst not possessing the qualifications or experience to attain the grade of Member, have an interest in the objectives of the Institute.
- c. **Members** who are practising or professionals in the emergency planning or disaster management disciplines. Subject to acceptance, members shall, for professional purposes use the post-nominal of **MICPEM**.
- d. **Fellows** may be appointed subject to reaching the age of 25 and
 - i) having been a member of the Institute for one year and whose experience and background are such that the Executive Council considers such an individual warrants the appointment of fellow; or
 - ii) whom the Executive Council considers should be admitted in this grade given their background and experience.For professional purposes Fellows shall be entitled to use the post-nominal of **FICPEM**.
- e. The grade of **Honorary Member** or **Honorary Fellow** may be offered to individuals who are considered by the Executive Council to have made an exceptional contribution to the profession or whose membership or specialist knowledge is considered to be of exceptional value to the Institution because of their appointment, achievement or status.
- g. **Emeritus Membership** as defined below under Clauses 7.14 and 7.15 below.



- 6.4. Those members awarded Life Membership by the Institute of Emergency Management shall continue to hold that grade of membership but no new Life members shall be appointed. They shall be entitled to use the post-nominal appropriate to the grade of Life Membership they hold.
- 6.5. In addition, **Corporate Membership** may be awarded by the Executive Council to commercial entities or other charities, institutions or professional bodies who may contribute to, or benefit from, the mission and objectives of the Institute or be operating within the emergency management domain, or have an interest therein. Such members shall be allowed to use the Institute logo on their corporate headed paper and use the distinctive title of **CMICPEM**.
- 6.6. The annual subscription fee and joining fees payable by members of the Institute will be determined by the Executive Council from time to time for all grade of membership and will be confirmed by votes of those entitled to vote (see Clause 6.9 below) at the Annual General Meeting as a special resolution.
- 6.7. All subscriptions shall be payable in advance and will become due on the 1st January of every year.
- 6.8. In the case of a member being admitted to the Institute within the last three months of any year, such subscription will cover both the present and succeeding year.
- 6.9. Providing that he or she has paid the appropriate annual subscription, or is exempt from paying the annual subscription by virtue of his/her honorary status, each Fellow and Member shall be entitled to one (1) vote either physically at the AGM, or via postal/electronic voting if so invited by the Executive Council.
- 6.10. Corporate members shall be invited to nominate a named individual to represent their interests at general meetings.
- 6.11. The Executive Council shall jointly approve the membership of all individuals and bodies upon application or at their earliest convenience. However, decisions relating to membership may be devolved by the Executive Council to the Registrar and Membership Secretary. The Council shall also have the authority to terminate the membership of an individual or body if such has brought the reputation of the Institute into disrepute or acted in a manner which is judged to be inconsistent with the aims, objectives and good name of the Institute.

7. GOVERNANCE

President

- 7.1 The President shall either be elected by and from the Fellows of the Institute or shall be a distinguished personage appointed by the Executive Council. He or she shall serve for four years and may be re-elected or re-appointed for a further term of four years.
- 7.2 The President shall be entitled to attend all meetings of the Executive Council but he/she shall not be entitled to vote.



Deputy President

- 7.3. The Deputy President shall be a qualified Fellow of the Institute. The Executive Council may invite the qualified Fellows to elect from their number a Deputy President to assist the President. He or she shall serve for a period of four years and may be re-elected or re-appointed for a further term of four years.
- 7.4. The Deputy President shall be entitled to attend all meetings of the Executive Council but he/she shall not be entitled to vote.

Executive Council

- 7.5 The business of the Institute shall be governed, directed and managed by an empowered Executive Council consisting of the following officers:

- Chair
- Two (2) Vice Chairs
- General Secretary
- Treasurer
- Registrar and Membership Secretary
- Webmaster
- Librarian and Archivist
- Academic Advisor and Director of Studies
- Managing Editor (of the Journal - Alert)
- Editor (of the Journal – Alert)
- The Chair of the Faculty of Health Emergency Planning
- Members Services
- Press and Public Relations
- Officers Emeritus

- 7.6. Other ex-officio and/or officers without portfolio who may, from time to time, be appointed by the Executive Council for particular events and duties.

- 7.7 The above officers will normally serve for a period of two (2) years.

- 7.8. The following officers shall be nominated and elected at the Institute's Annual General Meeting (AGM):

- Chair
- Vice-Chairs
- General Secretary
- Treasurer
- Registrar and Membership Secretary



7.9. The following officers shall be invited to serve by the Executive Council:

- Webmaster
- Librarian and archivist
- Academic advisor and director of studies
- Managing Editor of Alert
- Editor of Alert
- Press and Public Relations
- The Chair of the Faculty of Health Emergency Planning
- Ex-officio officers or officers without portfolio

7.10. In this constitution the expression 'meeting' includes, except where inconsistent with any legal obligation:

- A physical meeting;
- A video conference, an internet facility, or similar electronic method allowing simultaneous visual and audio participation; and
- Telephone conferencing.

7.11. The Executive Council shall meet a minimum of 3 times per year, which shall include at least one physical meeting, at a location as arranged by the General Secretary. The proceedings of the Executive Council shall be formally recorded and the minutes published on the Institutes' web site within 10 days of the meeting. The Executive Council meetings shall take place in:

- April (within 28 days of the preceding AGM)
- October
- January (to confirm arrangements for the forthcoming AGM)

7.12. A special meeting may be called at any time by the Chair or by any two members of the Executive Council upon not less than seven days' notice being given to the other members of the Executive Council of the matters to be discussed.

7.13. The Executive Council shall be empowered to:

- a. Raise funds and account for contributions and membership fees received.
- b. To authorise the expenditure and allocation of funds, in order to meet the running costs and requirements of the Institute.
- c. To appoint any additional officers or temporary posts as may be required from time to time to undertake the affairs and achieve the aims and objectives of the Institute.
- d. To cooperate and liaise with other Institutes and relevant organisations and institutions, both statutory and voluntary, to further the objectives of the Institute and to exchange information and advice with them.



- e. To seek to strengthen and expand the influence and reputation of the Institute by merger and incorporation of other like minded organisations.
- f. To appoint special interest groups or sub-committees as may be required from time to time for specific purposes or events.
- g. To comment upon and advise governments over aspects of policy and legislation pertaining to emergency planning and disaster management worldwide.
- h. To facilitate the interchange of ideas, innovation and creativity within the emergency management community.

Officers Emeritus

- 7.14. The Executive Council may confer the status and dignity of President Emeritus and/or Vice-President Emeritus upon a Fellow retired from office in recognition of service to the Institute.
- 7.15. The status of Emeritus once conferred on a Fellow shall be for life, except that any such member if, not being an Honorary Member, ceases to enjoy the privileges of membership by being in arrears of subscription. Any member whose name has been removed from the Register of Members shall, at the same time, forfeit any conferred status and dignity of Emeritus.

Examination of Accounts

- 7.16. Qualified Accountant(s) to examine the accounts of the Institute shall be appointed at the Annual General Meeting each year whether by way of honorary appointment or otherwise.

Solicitors

- 7.17. Solicitor(s) may be appointed at the Annual General Meeting each year whether by way of honorary appointment or otherwise.

Determination of membership of the Executive Council

- 7.18. A member of the Executive Council shall cease to hold office if he or she:
 - a. Is disqualified from acting as a member of the Executive Council by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision)
 - b. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
 - c. Is absent without the permission of the Executive Council from all its meetings held within a period of six months and the Executive Council resolve that his or her office be vacated; or



- d. Notices to the Executive Council a wish to resign (but only if at least three members of the Executive Council will remain in office when the notice of resignation is to take effect)

Executive Council members not to be personally interested

- 7.19. Subject to the provisions of Clause 6.18, no member of the Executive Council shall acquire any interest in property belonging to the Institute (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Council) in any contract entered into by the Executive Council.
- 7.20. Any member of the Executive Council for the time being who is a solicitor, accountant (but see Clauses 7.16 and 7.17) or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his/her firm when instructed by other members of the Executive Council to act in a professional capacity for the Institute, provided that at no time shall a majority of the members of the Executive Council benefit under this provision and that a member of the Executive Council shall withdraw from any meeting at which is or her own instruction or remuneration, or that of his her form, is under discussion.

Meetings and proceedings of the Executive Council

- 7.21. Bye-laws relating to the meetings and proceedings of the Executive Council are set out in Annex A to the Constitution.

8. RECEIPTS AND EXPENDITURE

- 8.1. The funds of the Institute, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Council in the name of the Institute at such bank as the Executive Council shall from time to time decide.
- 8.2. Bye-laws relating to the financial aspects of the Institute are set out in Annex B to the Constitution.

9. PROPERTY

- 9.1. Subject to the provisions of Clause 9.2, the Executive Council shall cause the title to:
 - a. all land held by or in trust for the Institute which is not vested in the Official Custodian for Charities; and
 - b. all investments held by or on behalf of the Institute to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Council at their pleasure and shall act in accordance with the lawful directions of the Executive Council, provided they only act in accordance with the lawful directions of the Executive Council, the holding trustees shall not be liable for the acts and defaults of its members.



- 9.2. If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive Council may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Council, and must pay such a nominee reasonable and proper remuneration for acting as such.

10. ACCOUNTS

- 10.1. The Executive Council shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:
- a. the keeping of accounting records for the Institute;
 - b. the preparation of annual statements of account for the Institute;
 - c. the auditing or independent examination of the statements of account of the Institute; and
 - d. the transmission of the statements of account of the Institute to the Charity Commissioners.

11. ANNUAL REPORT

- 11.1. The Executive Council shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

12. ANNUAL RETURN

- 12.1. The Executive Council shall comply with its obligation under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

13. ANNUAL GENERAL MEETING

- 13.1. There shall be an annual general meeting of the Institute which shall be held in the month of April in each year or as soon as practicable thereafter, but not more than 14 months must lapse between them.
- 13.2. Every annual general meeting shall be called by the Executive Council. The Secretary shall give at least 28 days' notice of the annual general meeting to all members of the Institute.
- 13.3. All members of the Institute shall have the right to attend general meetings, but only Fellows and Members who have paid their annual subscription shall have notice of and be entitled to vote at any meeting of the Institute.
- 13.4. The Executive Council shall present to each annual general meeting the report and accounts of the Institute for the preceding year.



- 13.5. Nominations for election to the Executive Council must be made by members of the Institute in writing and must be in the hands of the Secretary of the Executive Council at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

14. SPECIAL GENERAL MEETING

- 14.1. The Executive Council may call a special meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered, the General Secretary shall call such a meeting. At least 28 days' notice must be given. The notice must state the business to be discussed. A quorum will consist of an equal number of members of the Executive Council and ordinary members.

15. PROCEDURE AT GENERAL MEETING

- 15.1. The General Secretary or other person special appointed by the Executive Council shall keep a full record of proceedings at every general meeting of the Institute.
- 15.2. There shall be a quorum when at least one tenth of the number of members of the Institute entitled to vote or twenty members of the Institute entitled to vote, whichever is the greater, are present at any general meeting.

16. NOTICE

- 16.1. Any notice required to be served on any member of the Institute shall be in writing and shall be served by the General Secretary of the Executive Council on any member either personally, or by sending it by e-mail to his or her last known e-mail address, or by sending it through the post in a pre-paid letter addressed to such member at his or her last known address in the United Kingdom; any letter so sent shall be deemed to have been received within 5 days of posting.

17. ALTERATIONS TO THE CONSTITUTION

- 17.1. Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two thirds of the members present and entitled to vote at an Annual General Meeting or an Extraordinary General Meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- 17.2. No amendment may be made to Clause 1, Clause 2, Clause 3, Clause 7 or this clause without the prior consent in writing of the Charity Commissioners.
- 17.3. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- 17.4. The Executive Council should promptly send to the Charity Commissioners a copy of any amendment made under this clause.



18. TRUSTEES OF THE CHARITY

- 18.1. There shall be at least 4 and not more than 6 trustees of the registered charity, each appointed by the Executive Council.
- 18.2. The Trustees may be members of the Institute or non-members, selected for their specialist knowledge, experience or other value in the role.
- 18.3. Any person may be nominated as a Trustee, but that nomination must be accepted by the nominee and supported by at least two members of the Institute.
- 18.4. Each appointment shall be made for :
- (a) two years
 - (b) if the appointment is being made to fill a casual vacancy, the unexpired term of the person's predecessor.
- 18.5. The trustees must receive a copy of the Governing documents of the charity and a copy of the charity's latest annual account report and statement of accounts.
- 18.6. A Chair of Trustees shall be appointed from within the number of Trustees appointed by virtue of Section 18.1
- 18.7. The Chair of Trustees must keep a register of the name and address of every Trustee and the dates on which their terms of office begin and end. Every Trustee must sign the register before acting as a Trustee.
- 18.8. Trustees must not have a personal interest, receive benefits in money or in kind from the charity or have an interest in the supply of goods or services to the charity.
- 18.9. Duties of Trustees – it is the duty of Trustees of the charity –
- (a) To have and accept ultimate responsibility for directing the affairs of the charity and ensure that it is, and remains, solvent and well-run and delivers the charitable outcomes for which it has been set up.
 - (b) To exercise their powers and to perform their functions as a Trustee of the charity in the way they decide in good faith would be the most likely to further the purposes of the charity; and
 - (c) To oversee the Governance of the charity and to make recommendations to the Executive Council.

19. DISSOLUTION

- 19.1. If the Executive Council decides that it is necessary or advisable to dissolve the Institute it shall call a meeting of all members of the Institute, of which not less than 28 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Executive Council shall have the power to realise any assets held by or on behalf of the Institute. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Institute as the members of the Institute may determine or failing that shall be applied for some other



charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Institute must be sent to the Charity Commissioners.



BYE-LAWS RELATING TO THE CONDUCT OF MEETINGS OF THE EXECUTIVE COUNCIL

CHAIRING OF MEETINGS

- A.1. The Chair shall chair meetings of the Executive Council. If the Chair is absent then the Vice-Chair shall chair the meeting. If both are absent, the members of the Executive Council present shall choose one of their number to chair the meeting before any other business is transacted.

QUORUM

- A.2. There shall be a quorum when at least one third of the number of members of the Executive Council for the time being or five members of the Executive Council, whichever is the greater, are present at the meeting.

VOTING

- A.3. Every matter shall be resolved by a majority of votes of the members of the Executive Council present and voting on the question but in the case of equality of votes, the chair of the meeting shall have a second or casting vote.

MINUTES

- A.4. The Executive Council shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Council and any sub-committee.

APPOINTMENT OF SUB-COMMITTEES

- A.5. The Executive Council may appoint one or more sub-committees consisting of three or more members of the Executive Council for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Council would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Council.

CHANGE IN BYE-LAWS

- A.6. The Executive Council may, from time to time, make and alter rules for the conduct of their business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with the Constitution of the Institute.



BYE-LAWS RELATING TO THE FINANCIAL REGULATIONS OF THE INSTITUTE

B1. FINANCIAL ADMINISTRATION

- B1.1. The Treasurer shall be elected by the Fellows and Members and be responsible for the proper administration of the Institute's financial affairs. As such, he shall be responsible for –
- Maintaining a proper record of all financial transactions of the Institute;
 - Keeping the Institute informed of the financial implications of all new policies and changes in existing policy.
- B1.2. The Treasurer shall take appropriate action to –
- Effect all insurance cover the Executive Council considers necessary;
 - Open such bank accounts as are deemed necessary and to negotiate and accept charges and fees with the Institute's bankers.

B2. INCOME

- B2.1. The collection of all membership fees due to the Institute shall be under the supervision of the Registrar who will make adequate arrangements for prompt and proper accounting for all monies so collected.
- B2.2. The collection of all other monies due to the Institute shall be under the supervision of the Treasurer.
- B2.3. Sums due to the Institute may be written off by the Treasurer in consultation with the Chair[man] if both are satisfied that the debt is irrecoverable or where the recovery is deemed to be uneconomic.
- B2.4. All sums received on behalf of the Institute shall be acknowledged by the issue of a receipt or other method agreed by the Treasurer.
- B2.5. The Registrar or the Treasurer shall deposit all monies received within one week of receipt or as soon as practical.

B3. EXPENDITURE

- B3.1. Expenditure on account of the Institute may only be incurred by a decision of a General or Extraordinary Meeting of the Institute or by the General Council, subject to any matters that may be delegated to the Treasurer.
- B3.2. When a new proposal involving expenditure is under consideration by the Institute or its Executive Council, it shall have before it, before a decision is reached, a detailed estimate of the cost of the proposal and the cost of any future commitment arising from it.



B4. BANKING ARRANGEMENTS AND CHEQUES

- B4.1. All arrangements with the Institute's bankers shall be made by, or approved by, the Treasurer, who shall be authorised to operate such banking accounts as he/she may consider necessary provided that all monies are on deposit at a bank or building society.
- B4.2. All cheques for payments on behalf of the Institute up to and including £100 shall be signed by the Treasurer. All cheques in excess of £100 shall be signed by the Treasurer and one other signature of either the Chair or the General Secretary.

B5. PAYMENT OF EXPENSES

- B5.1. The payment of any expenses, necessarily incurred undertaking the official business of the Institute, and other emoluments shall be made by the Treasurer.
- B5.2. Where the travel expenses can be reasonably attributable to the individuals professional responsibilities, a first approach should be made to the member's employer to recover the costs.
- B5.3. Payment of travelling expenses shall be at the rate of the lowest reasonable method of travel by public transport in standard class accommodation. In circumstances where public transport is not reasonably accessible, or where it is more economical than public transport, reimbursement for travel by motor vehicle will be allowable at a mileage repayment rate, which will be set by the Executive Council from time to time.
- B5.4. Any expenses incurred by the Treasurer will be paid upon receipt of the appropriate documentation duly certified and countersigned by one of either the Chair or the General Secretary.

B6. CHANGES IN BYE-LAWS

- B6.1. Any proposal to alter the Bye-Laws relating to Financial Regulations of the Institute shall be submitted to the Executive Council for approval. No bye-law may be made which is inconsistent with the Constitution of the Institute.