



TERMS OF REFERENCE FOR COMMITTEES

May 2005

BOARD OF DIRECTORS/ COUNCIL OF MANAGEMENT

1. Unless otherwise determined by a General Meeting, the number of members of the Council (excluding the Board of Directors) shall not be less than six and consist of:-
 - (A) President and Vice-President as appointed from time to time by the Council, and
 - (B) Corporate Members of the Institute actively engaged in Road Safety, who shall occupy the categories:-
 - (a) Board of Directors – these shall be Chairman, Vice-Chairman, Treasurer, Honorary Secretary, Registrar, Public Relations Officer of the Institute and one Area Rep.
 - (b) Elected Members - such numbers as the Board of Directors may from time to time determine of members representing the officially recognised Area Groups (Branches) in proportion as agreed by vote of the general membership from time to time.
2. The Board of Directors may from time to time and at any time appoint any member of the Institute as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office until the next Annual General Meeting, but he shall then be eligible for re-election.
3. No person who is not a member of the Institute shall in any circumstances be a member of the Council, except as President or Vice-President.

POWERS OF THE DIRECTORS/COUNCIL

4. The business of the Institute shall be managed by the Board of Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Institute, as they think fit, and may exercise all such powers of the Institute, and do on behalf of the Institute all such acts as may be exercised, and done by the Institute and as are not by Statute or by these presents required to be exercised or done by the Institute in General Meeting subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force and effecting the Institute and to such regulations or provisions, as may be prescribed by the Institute in General Meeting, but no regulation made by the Institute in General Meeting shall invalidate any

prior act of the Board of Directors which would have been valid if such regulation had not been made.

5. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Institute, filling up vacancies in their body, or of summoning a General Meeting but not for any other purpose.
6. In addition to the Honorary Secretary, the Board of Directors may appoint a Secretary of the Institute for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary may be removed by them. The provision of Sections 177 and 179 of the Act shall apply and be observed. The Board of Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

BRANCHES

7. The Board of Directors may from time to time for the purpose of promoting any of the objects referred to in the Memorandum of Association, establish branches in the United Kingdom and elsewhere as may seem expedient, and may dissolve any such branches. The Board of Directors may also from time to time prescribe, alter and repeal branch laws and other regulations (not being consistent with the Memorandum of Association of the Institute or these presents) for the formation of branches, their management and administration and the conduct of business.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

8. The office of a member of the Council shall be vacated:-
 - (a) If a receiving order is made against him or he makes any arrangements of composition with his creditors.
 - (b) If he becomes of unsound mind.
 - (c) If he ceases to be a member of the Institute
 - (d) If by notice in writing to the Institute he resigns his office.
 - (e) If he ceases to hold office by reason of any order made under Section 188 of the Act.
 - (f) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

- (g) If he ceases to be a member by virtue of Section 185 of the Act.

BYE-LAWS

9. (i) The Institute may by Special Resolution, from time to time, in General Meeting prescribe, repeal and vary Bye-laws (not being inconsistent with these presents or Statutes) which it may consider convenient for purpose of regulating or managing its affairs. Provided that no proposed alterations or rescission of or addition to any existing Bye-law not recommended by the Council shall be submitted to any General Meeting unless notice of the intention to propose the same shall have been sent to the Secretary not less than three calendar months before the meeting.
- (ii) Such changes as agreed constitutionally will become effective from the date of the General Meeting.
10. (a) Officers of the Institute (excepting Chairman and Vice-Chairman) shall serve for a period of three years from the time of their appointment after which time they shall retire.
- (b) Such retiring officers shall be eligible for re-election.
- (c) The election of Chairman and Vice-Chairman of the Council shall be by members of the Council from among serving Group representatives excluding officers. These officers shall be elected annually and will usually hold office for a maximum of two years. Council may choose to extend this term of office for a further one year if they believe this is in the best interest of the Institute.
11. When an election for officers of the Institute is necessary, other than for Chairman and Vice-Chairman, nominations in writing accompanied by the written consent of the nominee must be submitted to the Secretary not later than twenty eight days prior to the Annual General meeting of the Institute. The Secretary shall send to every member of the Institute entitled to vote not later than fourteen days prior to such meeting a numbered voting paper setting out the names of all those validly nominated as aforesaid together with the names of the members and officers by whom they have been nominated and containing a statement that voting papers must be sent to an independent party nominated by the Council and be received by him at least seven days before the Annual General Meeting.
12. All valid papers thus received shall be counted by an independent person or persons nominated by the Council and the results shall be announced by the Chairman at the Annual General Meeting. The members and Officers elected to Council shall take office at the close of the Annual General Meeting at which their election is announced.

13. In addition and without prejudice to the provisions of Section 184 of the Act, the Institute may by Extraordinary Resolution, remove any member of Council before expiration of this period of office, and may by Ordinary Resolution accept another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

14. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined two shall be a quorum. With the exception of matters dealt with by the Membership Committee, questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
15. The main meetings of the Council will be The Annual Business Forum, to be held prior to the AGM each year and a Business Planning Weekend in the autumn.
16. Two members of the Council may, and on the request of two members of the Council in writing to the Secretary shall, at any time, summon a meeting of the Council by notice served upon the members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
17. The Chairman or in his absence the Vice-Chairman shall be entitled to preside at all meetings of the Council, but if neither the Chairman or the Vice-Chairman be present within five minutes after the time appointed for holding the meeting and willing to preside the members of Council present shall choose one of their number to be Chairman of the meeting.
18. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and richest by or under the regulations of the Institute for the time being vested in the Council generally.
19. Council may delegate any of its powers to a committee consisting of such members of the Institute as they shall from time to time appoint and any such committee shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of such Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. The Council shall

have power to ratify, vary or reject any of the recommendations of any committee.

The Council shall following the Annual Business Forum, meet to appoint the various committees as detailed:

- (a) The Board of Directors consisting of the Chairman, Vice-Chairman, Secretary, Public Relation Officer, Treasurer, Registrar and one Area Rep.
 - (b) The Chairmen and members of the Finance, Public Relations, Membership, Professional Development Committees and Board of Fellows.
20. All acts bona fide done by any meeting of the Council or of any Committee of the Council, or by any person acting as a member of the Council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting aforesaid, or that they or any of them were disqualified, be as valid as if every such member had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
21. A resolution in writing signed by all the members for the time being of the Council or of any Committee of the Council who are entitled to receive notice of a meeting of the Council or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.

MEMBERSHIP COMMITTEE

1. (a) Application shall be on such form as may be from time to time prescribed by the Membership Committee, accompanied by the relevant application fee, which will have been determined by the Board of Directors.
- (b) All applications shall be placed before the Institute's Membership Committee and to secure election to an appropriate grade each applicant shall receive the votes of at least two-thirds of the Committee members voting. An applicant who has been rejected by the Membership Committee may apply to be reconsidered for membership after twelve months have elapsed from the time of their previous application.
- (c) These provisions regarding membership applications shall not apply in the case of the election of an Honorary Fellow, who shall be elected by the Board of Fellows.

Each Honorary Fellow shall be permitted to enjoy the same rights and privileges as an ordinary member save that an Honorary Fellow shall not be liable to pay any subscription nor shall he be permitted to vote at any General or Annual General Meeting of the Institute.

- (d) Fellowship of the Institute will be conferred upon persons, if appropriate, by The board of Fellows.

TRANSFERS

2. (a) Except in the case of transfer to the grade of Fellow, a member desiring to be transferred from one grade of membership to another shall make application on the prescribed form, including the appropriate fee, and the member shall satisfy the Membership Committee that they possess the necessary qualifications to be admitted to the desired grade and they shall be transferred if obtaining the same proportion of votes as prescribed at that time for persons seeking admission as new members but no member shall be eligible for transfer if they owe any entrance fee or annual subscription(s) to the Institute.
- (b) No election or transfer shall become effective until entrance fee and annual subscription on such election or transfer shall have been paid.

RESIGNATION

3. Any member of any grade wishing to resign shall tender his resignation in writing to the Secretary and the Secretary shall accept same after payment of all outstanding dues has been received from him and his Certificate of

Membership and any other property belonging to the Institute have been returned.

EXPULSION OF MEMBERS

4. (a) The Council alone shall, subject to 4 (b) below have power by resolution passed by a two-thirds majority of members present and voting to expel any member whose conduct in the opinion of such majority makes him no longer acceptable as a member of the Institute.
- (b) A member whose conduct is taken into consideration by the Council under the provisions of 4 (a) above shall receive fourteen days' clear notice in writing forwarded to him by registered post to his registered address and upon his giving notice in writing to the Secretary of his intention to appear, shall be heard by the Council either in person or through his duly authorised agent. Alternatively, or in addition, he may put in a written statement which shall be taken into consideration.
- (c) Upon expulsion a member shall be liable to pay all outstanding dues and shall return any Institute property he has in his possession.

RE-ADMISSION OF MEMBERS

5. The Membership Committee, at their discretion may readmit to membership, at any grade to which they formerly belonged, any person whose membership terminated, provided he pays such amounts in respect of arrears of subscription and other liabilities as determined by the Board of Directors.

GRADES OF MEMBERSHIP

6. (a) **Corporate Members**

The Institute shall consist of three classes of persons namely:-

FELLOWS
MEMBERS
ASSOCIATES

- (b) **Non-Corporate Members**

There shall be three other classes of persons to whom privileges in relation to the Institute may be granted.

The said three classes shall comprise respectively:-

HONORARY FELLOWS
RETIRED MEMBERS
OVERSEAS MEMBERS

and the members of those classes shall collectively be known as Non-Corporate Members of the Institute.

- (c) Every Corporate and Non-Corporate Member shall be given, upon application to the Secretary, a certificate of admission to his class of membership. Every such certificate shall remain the property of the Institute and shall be returned to the Secretary when the person to whom it was issued has ceased to be a member.

Abbreviated Titles and Description of Membership

- (d) Each Corporate member of the Institute may use the title of the class to which he belongs, or the appropriate abbreviation thereof as shown hereunder, and shall not use any other title or abbreviation to describe his membership of the Institute:-

Fellow	FIRSO
Member	MIRSO
Associate	AMIRSO

Bona-fide Retired Members may continue to use post-nominals at the time of retirement followed by “(Retired)”.

REGISTER

7. A Register shall be kept (hereinafter referred to as 'The Register') containing the name, together with the class for the time being, of each of the Corporate and Non-Corporate Members of the Institute. The privileges and obligations of any member shall be those of the class assigned to him in the register.

ENTRANCE FEES AND SUBSCRIPTIONS

8. (a) The entrance fee to be paid on admission to membership shall be such amount as may be decided by the Council from time to time.
- (b) Annual subscriptions should be paid in advance in the amounts decided upon by the Council from time to time and will become due of 1st January each year.

- (c) If any member is accepted after 1st October of any year the subscription will cover the following year's subscription.
- (d) Should the subscription of any member remain unpaid for one year, his membership may be deemed terminated by resolution of the Council but he shall remain liable for payment of arrears of subscription unless the Council shall resolve otherwise.
- (e) no member of any grade whose annual subscription remains unpaid in any year at the date laid down from time to time by the Council of Management shall be entitled to take part in meetings of the Institute or to receive notices or publications of the Institute, nor shall any such member be entitled to vote.

QUALIFICATIONS FOR MEMBERSHIP

- 9. (a) The qualification requirements for each grade of Corporate and Non-Corporate Member as contained in 6 above shall be determined by resolution of the Council and published by them.
- (b) Special Exemption Clause.

Members will be entitled to retain their grades on the passing of such resolutions and to transfer under the resolved rules which were in operation on the date of their acceptance into the Institute.

FINANCE COMMITTEE - ACCOUNTS

1. The Directors shall cause proper books of account to be kept with respect to:-
 - (a) all sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases by the Institute and
 - (c) the assets and liabilities of the Institute

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Institute and to explain its transactions.

2. The books of account shall be kept at the office, or, subject to Section 147(3) of the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the members of the Council.
3. At the Annual General Meeting in every year the Board of Directors shall lay before the Institute a proper income and expenditure account for the preceding calendar year, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Directors and the Accountants or Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158 (1)(c) of the Act, be sent to the Accountants or Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Accountants or Auditors' report shall be open to inspection and be read before the meeting.
4. Once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and the balance sheet ascertained by one or more persons who meet the criteria of properly qualified Auditor or Auditors.
5. Accountants or Auditors shall be appointed and their duties regulated in accordance with the relevant Section of the Companies Act.