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BCI By-Laws November 2018

Adopted by the Board on 19th February 2018

These By-Laws must be read in conjunction with the Articles of Association which take precedence, unless specifically stated to the contrary in the Articles.

Interpretation of Terms

For the purpose of this document, the following terms shall be given the meaning below, where a term is defined in the Articles the meaning in the Articles is definitive and the word is repeated here for the sake of convenience:

“**A year**” is defined as the period from the close of one Annual General Meeting to the close of the next subsequent Annual General Meeting.

“**Act**” means the Companies Act 2006;

“**Articles**” means the BCI articles of association and any reference to an “Article” is a reference to a particular provision contained in those Articles;

“**BCI**” means the Business Continuity Institute

“**BCI Chapter**” means a legal entity that meets the requirements set out in clause C.5 of these Bylaws, that is established in a country with the approval of the board and that is under the authority of the Board. A BCI Chapter's purpose is organising events and activities for BCI members, and representing the interests of BCI members in the country where it is established and in such other countries as may be agreed by the Board.

“**BCI Forum**” means an organising group that meets the requirements set out in clause C.6 of these Bylaws, established in one or more countries with the approval of the board and that is under the authority of the Board. A BCI Forum's purpose is organising events and activities for BCI members in the country or countries from which it draws its members

“**Board**” means the board of Directors of the Company from time to time.

“**By-Laws**” means the by-laws of the Company from time to time;

“**Certified Members**” means people who have satisfied the requirements of Bylaw B1.1

“**Chair of the Board**” has the meaning given in Bylaw C4;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

“**Contribution**” means with respect to each Member, the amount shown in the books of the Company as contributed to the capital of the Company from time to time;

“**Director**” means any director of the Company for the time being;

“**Document**” includes, unless otherwise specified, any document sent or supplied in Electronic Form;

“**Electronic Form**” has the meaning given in section 1168 of the Companies Act 2006;

“**Executive Director**” means the person occupying the position of head of the central office of the Company from time to time;

"Ex officio" shall be defined as "By right of office or position". Ex officio members of the Board, its' committees, Chapters or Regional Forums may actively participate at their discretion, but their participation is not mandatory. An ex officio member may not vote on any matter.

"Forum organising committee" means the group of volunteers notified in writing to the BCI Head of Communities as being involved in organising community activities in their region.

"Gender". Wherever masculine terms such as "he" or "his" are used, they shall be understood to include the equivalent feminine terms.

"Honorary Members" mean people who have satisfied the requirements of Bylaw B3;

"Member" has the meaning given in section 112 of the Companies Act 2006 and reference made in the Articles to "Members" or "Member" and encompasses all Certified Member(s), Non-Certified Member(s) and Honorary Member(s) of the Company unless otherwise specified;

"Non-Executive Director" means a Director not involved in the day to day operational activity of the Company and who brings independent judgment to bear on issues of strategy performance and resources of the Company;

"Non-Certified Members" means neither Honorary Members nor Certified Members;

"Ordinary Resolution" has the meaning given in section 282 of the Companies Act 2006;

"Participate", in relation to a Board meeting, has the meaning given in Article 12 of the Articles of Association;

"Proxy Notice" has the meaning given in Article 37 of the Articles of Association;

"Qualified Privilege" arises when the maker of the statement has a legal, social or moral duty to make the statement, and the person to whom the statement was addressed has a corresponding duty to receive it. Qualified privilege, in the absence of actual malice, allows the members of the Board, its committees, groups or Chapter Boards to raise matters of concern that need to be debated, without fear of recourse.

"Quorum". A quorum for the Board, its committees, groups or Chapter Boards shall be 50% of its membership plus one. If this is not an integer, it shall be rounded up to the nearest integer.

"Special Resolution" has the meaning given in section 283 of the Companies Act 2006;

"Subsidiary" has the meaning given in section 1159 of the Companies Act 2006; and

"Vice-Chair of Board" has the meaning given in Bylaw C4

"Voting Member" means a certified member holding one of the following grades: AMBCI, MBCI, Hon MBCI, AFBCI, FBCI, Hon FBCI

"Writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

Section A - General

A.1 - Jurisdiction

A.1.1 The BCI is incorporated under English law, and all formal BCI business shall be conducted under English law and the jurisdiction of the English courts.

A.1.2 All formal BCI business will be conducted and recorded in the English language, except where such business is conducted in the official language of a Chapter or Regional Forum as constituted under these By-Laws.

A.2 - Quorum

A.2.1 No meeting of the Board, its committees, groups or Chapter Boards shall proceed unless a quorum is present.

A.3 - Rules of Debate

A.3.1 The rules of debate governing the Board, its committees, groups and Chapter Boards are agreed and published by the Board.

A.4 - Code of Conduct

A.4.1 A code of conduct for Members is maintained and published by the Board

A.4.2 Any complaint made about the conduct of a member(s) of the BCI shall be dealt with in accordance with the Procedural Rules for dealing with complaints relating to BCI Professional Conduct

A.5 - Indemnity

A.5.1 The Central Office shall maintain a liability insurance policy which covers claims against BCI Board Directors (Executive and Non-Executive). Chapter Boards are encouraged to take out similar coverage which will be funded by Central Office.

A.6 - By-law Amendments

A.6.1 These By-Laws must be read in conjunction with the Articles of Association which will take precedence, unless specifically stated to the contrary in the Articles.

A.6.2 The Board may, by resolution, make amend or repeal any clause in these By-Laws.

A.6.3 Any By-Law, repeal or amendment is effective from the date it is approved by the Board.

A.6.4 The Board shall notify all such changes to the membership.

A.7 - Terms of Reference

A.7.1 Terms of Reference for all formal BCI groups shall be maintained and published by the Board and should be read in conjunction with these bylaws. The bylaws will take precedence over the Terms of Reference.

Section B - Membership

B.1 - Certified Membership

B.1.1 The grades of certified membership shall be determined by the Board.

B.1.2 Entry requirements for each of the certified grades shall be determined by the Board.

B.1.3 An assessment fee shall be payable at the time of application by persons applying for certified membership in accordance with the published membership application process.

B.1.4 A person who ceased to be a member up to three (3) years previously may apply to be re-admitted in accordance with the published membership application process.

B.1.5 A person who ceased to be a member more than three (3) years previously and who wishes to be re-admitted shall be treated as a new applicant in accordance with the published membership application process.

B.2 - Non-certified Membership

B.2.1 The grades of non-certified membership shall be determined by the Board.

B.2.2 Entry requirements for each of the non-certified grades shall be determined by the Board.

B.3 - Honorary Membership

B.3.1 The Board may at its absolute discretion admit as Honorary Fellows or Honorary Members persons who have rendered some outstanding service to the practice of business continuity management or to the BCI.

B.3.2 A Gifted Grades & Awards procedure may be agreed and published by the Board.

B.3.3 Honorary Fellows and Honorary Members shall:

- Have all the benefits of certified members including voting rights
- Be subject to all obligations of certified members except the payment of an annual subscription.

B.4 - Subscriptions

B.4.1 Annual subscriptions and any other fees shall be payable by certified and non-certified members, and shall be subject to the current subscriptions procedure as published by the BCI.

B.4.2 Upon termination of membership a member is not entitled to any refund of annual subscription or fees.

Section C - Constitution

The framework governing the Board, its committees, groups and Chapter Boards is agreed and published by the Board. The framework covers planning, reporting, external representation of the BCI and other relevant disciplines and standards.

C.1 - Board of Directors

C.1.1 Non-attendance by a Board member is acceptable where holidays or work commitments intrude, or as agreed with the Chair. However, a Board member who misses more than two Board meetings in a year should seriously consider whether their other commitments make a genuine commitment to the Board impractical

C.1.2 The Board shall oversee the strategy, policy and direction of the BCI.

C.1.3 The Board shall review and approve the annual business plan and budgets for the BCI as submitted by the Executive Director.

C.1.4 The Board shall operate under acceptance of Qualified Privilege.

C.1.5 The Board may from time to time allocate specific areas of responsibility to Board members of which one will be for liaison with Members.

C.2 - Eligibility criteria for joining the BCI Board

C.2.1 Any person who wishes to serve as a candidate for the Board must, in addition to the requirements outlined in the BCI Articles of Association, meet the following criteria

- Be a registered (have formally registered their appointment or election to the group with the BCI Central Office in writing) and active member of one of the following groups with at least 1 years' service.
 - Any BCI chapter board
 - Any BCI forum organising committee
 - Any BCI special interest group
 - Awards Judge Panel
 - Technical Review Panel (must have actively taken part in a review)
 - Membership Assessors Panel
 - Membership Audit Panel
 - Risk & Governance Committee
 - Professional Conduct Committee or Appeals Committee
 - Any 2020 think tank
- Confirmed written support for the nomination from an established BCI Forum or Chapter, where this is applicable (e.g. areas that have active BCI Forums).
- Be able to commit sufficient time to conduct the board role competently in accordance with role descriptions that may be published from time to time.

C.2.2 If a person's eligibility to nominate for a position on the Board is in doubt for any reason, the BCI Head of Communities will review the information submitted in support of the nomination along with any information to suggest the candidate or the method of nomination does not meet the criteria stated in the BCI Articles of Association, and / or in clause C.2.1. The BCI Head of Communities will then submit a recommendation to the Board on the eligibility of all nominating candidates, and the Board will make the final decision as to which candidates can go forward for the election based on the criteria stated in the BCI Articles of Association and in clause C.2.1.

C.3 - Electing Members to the BCI Board

C.3.1 When it is necessary to elect a Member to the BCI Board the list of Voting Members entitled to vote for their preferred candidate will be determined in the following way;

- Voting Members who are also registered (have formally registered their appointment or election to the group with the BCI Central Office in writing as described in clause 3.4 below) and active. Members of the following groups will be invited to vote in the election
 - Any BCI chapter board
 - Any BCI forum organising committee
 - Any BCI special interest group
 - Awards Judge Panel
 - Technical Review Panel (must have actively taken part in a review)
 - Membership Assessors Panel
 - Membership Audit Panel
 - Risk & Governance Committee
 - Professional Conduct Committee or Appeals Committee
 - Any 2020 think tank

C.3.2 Members will be asked to vote for their preferred candidates in descending order i.e. 1st choice, 2nd choice etc.

C.3.3 The Member with the most 1st choice votes will be elected to the board. In the event of a tie then the Member with the most 2nd choice votes etc. will be elected to the Board.

C.3.4 The Voting Members Register will be maintained under the control of the BCI Head of Communities, who will be the final arbiter of eligibility of any member to vote at any BCI election, and who will determine a cut-off date for inclusion at least 4 weeks ahead of any vote taking place. It is the responsibility of the Heads of any BCI committee or group to provide the names of eligible voting members to be recorded in the Voting Members Register, and to notify the Head of Communities of any changes to the register. The Voting Members Register will be reviewed annually and the Heads of any BCI committee or group may be asked to reconfirm the current membership of their committee or group at that time.

C.3.5 The term of office for elected board members is 2 years.

C.4 - Chair and Vice-Chair of the Board

C.4.1 The Chair of the Board will be responsible for:

- The stewardship of the BCI
- Chairing the Board meetings
- Chairing the AGM and any EGM
- Ensuring that the Board conducts BCI business in an appropriate and considered manner.

C.4.2 The term of office of the Chair of the Board will be a single two (2) year term.

C.4.3 At the end of the term of office of the Chair of the Board the Vice-Chair of the Board will become Chair of the Board without election, subject to ratification by the Board. If the Board do not ratify the appointment then a Chair of the Board will be appointed from the remaining Board members on a majority vote by the Board.

C.4.4 If the office of Chair of the Board becomes vacant before the end of the incumbent's term of office, the Vice-Chair of the Board shall, subject to ratification as described in C.4.3, immediately succeed to the office of Chair, and the Board shall elect a new Vice-Chair of the Board. The term of office of the Chair and Vice-Chair of the Board shall be the period between their election and the next AGM, plus 2 years.

C.4.5 The Vice-Chair of the Board will be responsible for supporting the Chair in his duties and deputising for him when he is unavailable.

C.4.6 The term of office of the Vice-Chair of the Board will be a single two (2) year term or such lesser period as may be determined at the time of election.

C.4.7 If the office of Vice-Chair of the Board becomes vacant before the end of the incumbent's term of office, the Board shall elect a new Vice-Chair. The term of office of the Vice-Chair shall be the unexpired term of the previous incumbent.

C.4.8 No Voting Member who has previously served as Chair of the Board or Vice-Chair of the Board shall be eligible for re-election as Vice Chair of the Board until at least two (2) years have elapsed since the end of his previous term as Chair of the Board or Vice-Chair of the Board.

C.4.9 The Chair of the Board and the Vice-Chair of the Board are appointed for 2 years. If, however, the holder of one of these posts resigns part way through the election year, then it may become necessary for other post holders to extend their tenure or assume a new post early. In these circumstances the maximum term of office for Chair of the Board and The Vice-Chair of the Board is no more than 3 consecutive years in the same role.

C.5 - Chapters

C.5.1 In accordance with the objectives of the BCI, national groupings of BCI members may be created, to be known as Chapters.

C.5.2 Chapters may be formed to represent a group of countries within a region where such a grouping follows a logical political or geographic arrangement.

C.5.3 The establishment of any Chapter must be approved by the BCI Board and all Chapters operate only with the express permission of the Business Continuity Institute. In particular, consent is required in relation to the use of the name "Business Continuity Institute"

and all variations of the BCI brand and name which may include, but is not limited to, "the BCI".

C.5.4 The BCI Board recognises the need, in some locations, to create local legal entities or companies which may include "the BCI", or other variations of this name, in the registered name of the local legal entity and these entities may only be created with the consent and under the supervision of the BCI Board.

C.5.5 Directors of these local legal entities, who must be Voting Members, must be aware that they are acting on behalf of the Business Continuity Institute and that they do not have legal ownership or rights to the BCI name or brand in any form.

C.5.6 The objectives, establishment, constitution and operation of each Chapter of the BCI (hereinafter referred to as "the Chapter") shall be subject to an "Acknowledgement of Authority Agreement" and an operating policy as agreed by the Board and as published by the BCI.

C.5.7 The Board will withdraw endorsement from any Chapter deemed to be acting contrary to the interests of the BCI.

C.5.8 There will be no additional dues or subscription fees for Chapter membership although Chapters may charge for attendance at meetings.

C.6 - Forums

C.6.1 In accordance with the objectives of the BCI, local groupings of BCI members may be created, to be known as Forums.

C.6.2 Forums may be formed on the basis of geography, industry, or area of common interest.

C.6.3 The objectives, establishment, constitution and operation of each Forum of the BCI shall be subject to an operating policy as agreed by the Board and as published by the BCI.

C.6.4 The Board will withdraw endorsement from any Forum deemed to be acting contrary to the interests of the BCI.

C.6.5 There will be no additional dues or subscription fees for Forum membership although Forums may charge for attendance at meetings.

C.6.6 The establishment of any Forum must be approved by the BCI Board and all Forums operate only with the express permission of the Business Continuity Institute. In particular, consent is required in relation to the use of the name "Business Continuity Institute" and all variations of the BCI brand and name which may include, but is not limited to, "the BCI".

C.7 - Partnership Steering Group

C.7.1 The Partnership Steering Group will have global scope for promoting the overall awareness raising goals of the BCI and initiating sector specific activities.

C.7.2 The Partnership Steering Group will have no representation on the BCI Board but will operate with strategic guidance from the Board working independently of individual membership representative groups.

C.7.3 The Partnership Steering Group shall have no executive authority or operational management responsibilities but shall be responsible for offering advice and support to staff at BCI Central Office in carrying out their duties with regard to the BCI Partnership.

C.7.4 The Partnership Steering Group shall be responsible for ensuring that the Partners comply with the Principles of Membership as published by the BCI.

C.7.5 The Partnership Steering Group does not exist to promote the interests of individual organisations but to advance recognition of business continuity management as a management discipline.

C.7.6 The Partnership Steering Group shall consist of up to ten (10) Partner organizations. Should the number of Partners seeking representation on the Partnership Steering Group exceed ten (10), then an election will take place.

C.7.7 It is the Partner organizations who are elected rather than any individual within those organizations. Each Partner organization can serve a maximum term of three (3) consecutive years before a new election must take place.

C.7.8 The Partnership Steering Group should be balanced to reflect the diversity of the Partners and not have more than one (1) member who is employed by any one (1) group of companies.

C.7.9 The Chair of the Partnership Steering Group will be a member of the BCI's staff.

C.7.10 The Partnership Steering Group shall have up to three (3) ex-officio members from appropriate Central Office and/or Regional Office employees.

C.7.11 The Partnership Steering Group should meet at least three times per year.

C.8 - Central Office

C.8.1 This office will be led by the Executive Director who will be responsible for day to day management of the business of the BCI and implementation of the Board's strategy.

C.8.2 The Executive Team shall comprise the Executive Director and such other staff as the Executive Director shall determine.

C.9 - Regional Offices

C.9.1 These offices will evolve over time as activity demands.

C.9.2 These offices will be led by senior staff, such as Regional Executive(s), reporting to the senior staff of the Central Office.

C.9.3 These offices will provide regional support to the Regional Forums, Chapters, Members and Partners within their Region.

