
CAREER DEVELOPMENT INSTITUTE

THE COMPANIES ACT 2006: COMPANY LIMITED BY GUARANTEE

RULES OF THE COMPANY

REFERENCE THE CDI ARTICLES OF ASSOCIATION

DEFINED TERMS

1. In these Rules:-

‘voting member’	means an individual who takes on a financial liability for CDI and is able to vote at an AGM/EGM. Names of ‘voting members’ will be recorded in the CDI’s statutory books;
‘membership’	means individuals and organisations who have paid a subscription to join the CDI membership database and receive benefits and services and who benefit from the associated accreditation;
‘the Board’	means the board of directors of the Institute from time to time, which are the directors of the Institute as a company;
‘the Honorary Secretary’	means the Honorary Secretary who shall perform the statutory duties of the secretary of the Institute;
‘Chief Executive’	means the Chief Executive (by whatever title) of the Institute for the time being;
‘Closing Date’	means the last date on which nomination papers to be included in the ballot for any of the elected posts may be returned to the Honorary Secretary.
‘the Office’	means the Registered Office for the time being of the Institute;
‘Officer’	means any of the President, President Elect, and Honorary Secretary;
‘Financial Scrutiny Committee’	means the Committee, by whatever name, which shall oversee financial matters, in accordance with the Companies Act, on behalf of members
‘the Council’	means the Council of the Institute established by the Board for the time being, which an is advisory body;
‘Professional Standards Committee’	means the Committee established by the Board to oversee the professional standards and Code of Ethics of the CDI

‘Professional constituencies’	mean those in the membership with special interests that shall be determined from time to time. To include ‘Communities of Interest’.
‘National constituencies’	means the Nations of England, Northern Ireland, Scotland and Wales;
‘Regional Representatives’	means those members of the Council who represent the membership in the Regions of England, Northern Ireland, Scotland and Wales as may be determined by the Board from time to time.
‘Rules’	means subsidiary rules amplifying the Objects and Articles which shall be determined by the directors from time to time;
‘the Seal’	means the Common Seal of the Institute;
‘the United Kingdom’	means Great Britain and Northern Ireland;
‘year’	means the period between any two successive Annual General Meetings;

Unless the context otherwise requires, words or expressions contained in these Rules shall bear the same meaning as in the Companies Acts, or any statutory modification thereof in force at the date at which these Articles become binding on the Institute.

Words in the singular shall include the plural and vice versa. The male gender shall include the female gender.

MEMBERS

2. Members are entitled to attend and vote at an AGM/EGM and are herein referred to as Voting Members. (Article 23). Any reference to member or members without the prefix ‘Voting’ refers to those individuals or organisations who pay a subscription to join the CDI membership database as defined in Rule 9 below.
3. Voting members can appoint/dismiss one or all of the directors at an AGM or EGM providing that the appropriate procedures are followed. Rule 51(a-g) also applies.
4. Voting Members are those individuals who apply in the approved form to the directors to become a member of the company, are approved by the directors and agree to take on a prescribed financial liability for the company. (Articles 2 and 21).
5. Officers and directors and other agreed post holders nominated and elected by the full membership shall automatically be Voting Members and they cease to be Voting Members when their term of office ends. Rule 7 below also applies.
6. Their name shall be added to the Register of Members of the Institute.

7. Voting Members cease to be members of the company either by giving 7 days' notice to the company in writing, or when that person dies or ceases to exist and this shall be recorded in the Register of members and at Companies House. (Article 22)
8. The status of a Voting Member cannot be transferred. (Article 22)

ADMISSION TO THE CDI MEMBERSHIP DATABASE

9. Candidates for admission to any category of membership as defined by the directors shall make application to join the CDI membership database in the form for the time being prescribed by the directors and the directors shall consider such applications by such process as they shall determine. Such candidates shall be herein called 'members'.
10. On admission such members shall be duly informed thereof by letter and shall be issued with a Certificate of Membership.
11. Members joining the CDI membership database receive benefits and services including associated accreditation.
12. Members who are part of the membership database but who are not Voting Members as defined in 2 above shall be able to attend AGMs. (Article 26).

SUBSCRIPTIONS

13. The subscription payable by each class of member on the membership database, and the method of collecting the same, shall be determined by the directors and notified to the members annually.
14. Annual subscriptions shall be for a period of **12** months or such other period as the directors may determine and shall be due at the end of each 12 month period.
15. The directors may remove any member from the membership database of the Institute where any subscription is more than **THREE** months in arrears.
16. The directors may at their discretion partially or wholly and for any such period or periods as they think fit, waive, suspend, extend the time for payment of, or reduce the subscription or any other contribution to the funds of the Institute, including any arrears thereof, payable by any member.

DESIGNATIONS

17. Candidates may use the post-nominal MCDI. Any candidate fulfilling the criteria for inclusion onto the Institute's official Register of Career Development Professionals may use the post-nominal RMCDI.
18. Other designations, as may be determined by the directors from time to time, may also be used by classes of membership eg Affiliate.

RESIGNATION

19. Any member on the membership database may resign by giving notice in writing addressed to the Institute at its office or alternatively on death or by decision of the directors on the recommendation of the appropriate committee(s), as set out in the Rules from time to time.

DISCIPLINARY ACTION

20. Any member whose conduct is considered to have breached the Institute's Code of Ethics or may bring the Institute into disrepute may be reprimanded, suspended or expelled by resolution of the directors in accordance with any procedure set out in the Institute's Rules.

GENERAL MEETINGS

21. The Institute shall in each year hold a General Meeting as its Annual General Meeting at such time and place as may be determined by the directors, and shall specify the meeting as such in the notices calling it provided that not more than **15** months shall elapse between one Annual General Meeting of the Institute and that of the next.
22. All General Meetings, other than Annual General Meetings shall be called Extraordinary General Meetings.
23. The directors may, whenever they think fit, convene an Extraordinary General Meeting. The directors shall also convene an Extraordinary General Meeting for a date not later than **EIGHT** weeks after receipt of a requisition of Voting Members pursuant to the provisions of the Act.
24. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by **21** clear days notice in writing, and a meeting of the Institute other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by **14** clear days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and the date for which it is given, and shall specify the place, the day and the hour of the meeting, and in case of special business the general nature of that business and shall be given in the manner hereinafter mentioned or in such other manner if any, as may be prescribed by the Institute in general meeting, to such persons as are, under these Rules, entitled to receive such notice provided that they have a registered address within the United Kingdom. Only such business as is mentioned in the notice calling the meeting shall be discussed, except if it be deemed a matter of urgency by the Voting Members assembled.
25. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.
26. Proxies may only validly be appointed by a notice in writing (a "proxy notice"). (Article 31)

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

27. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. **Three** Voting members and **20** individuals in membership of the CDI personally present shall be a quorum. (Article 24).
28. If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting, if convened on the requisition of Voting Members, shall be dissolved. In any other

case it shall stand adjourned to such time, on the same date or later, and place as the directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Voting Members and other individuals in CDI membership present shall be a quorum. (Article 27)

29. The President shall preside as Chair at every General Meeting at which they are present and in their absence the President Elect, if in post, shall preside. Otherwise the Voting Members and others in CDI membership present shall choose some director or, if no such director be present or if all the directors decline to take the Chair, any Voting Member who is present and prepared to act as Chair shall preside. (Article 25)
30. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for **30** days more, notice of adjourned meeting shall be given in the same manner as for the original meeting. Save as aforesaid, Voting Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. (Article 27)
31. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or upon the declaration of the result of the show of hands) demanded by the Chair or by at least ten per cent of those Voting Members present. Unless a poll be so demanded a declaration by the Chair that a resolution has been carried by a simple majority, and an entry to that effect in the Minute Book of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
32. If a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chair of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
33. No poll shall be allowed on the election of a Chair of a Meeting, or on any question of adjournment.
34. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.
35. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES AT GENERAL MEETINGS

36. On a show of hands or poll every Voting Member present shall have one vote.
37. The directors may determine such issues on which individuals who are not 'members' as defined in Articles 2 and 21 but who are in membership of the CDI at the time of the meeting may vote.
38. A vote on an 'Ordinary Resolution' shall be decided by a simple majority of those present and eligible to vote.

39. A vote on a 'Special Resolution' shall be decided by a 75% majority of those present and eligible to vote

PRESIDENT AND PRESIDENT ELECT

40. The President shall be nominated and elected by the full Membership by ballot in the form for the time being prescribed by the directors for a two-year term. The first year shall be as President Elect. For the purposes of such election, the Honorary Secretary shall issue nomination papers as required for completion and return duly signed with the names of at least **FIVE** Members who support the nomination. Confirmation of support for any nomination may also be submitted in an electronic format.
41. The Honorary Secretary shall be the presiding officer of the ballot and shall appoint suitable persons who are not candidates for election to act as scrutineers.
42. In the first year of the Presidential term a ballot will take place of the full membership to elect a President Elect who will take up office in the second year of the presiding Presidential term.
43. Should only one nomination for the position President Elect be received by the Closing Date that nominee will be put to the membership who will vote on their appointment.
44. The President Elect (provided he is prepared to act) shall automatically become President on the retirement from office of the then President. Where the President Elect is not prepared to act or there is no President Elect the office of President shall be elected in the same way and at the same time as the President Elect.
45. No President shall hold office as such for more than one two-year term. Under exceptional circumstances the President may extend their term of office. In the event that the President continues in office for an additional period of time the President Elect shall remain in office as such for a similar term.
46. In the event of the death or resignation of the President, the President Elect shall take office as President for the remainder of the unexpired term. In the event of the death or resignation of the President Elect or the elevation of the President Elect to the office of President due to the death or resignation of the President a ballot of the membership shall be held to fill the vacancy. In the event of the death or resignation of any other Officer, the Board shall have the power to fill the vacancy for the remainder of the term.
47. Where the post of either President or Vice President are unable to be filled under the provisions of the above Rules the Council shall have the power to appoint any Member to act as President or President Elect as the case may be.

HONORARY SECRETARY

48. The post of Honorary Secretary shall be nominated and elected, by the full membership. For the purposes of such election, nomination papers shall be issued as required for completion and return duly signed with the names of at least **FIVE** Members who support the nomination. Confirmation of support for any nomination may also be submitted in an electronic format. The term of office shall be three years, renewable only once.

THE BOARD OF DIRECTORS (Article 17)

49. The directors shall consist of:-

- (a) the Officers, who shall be the President, President Elect, and Honorary Secretary to be elected by the full membership of the Institute. Such Officers shall have Board voting rights and are Voting Members of the company. Terms of office are determined by the Rules.
- (b) three further directors elected by the full membership. Such Directors shall have Board voting rights and are Voting Members of the company. The term of office shall be for three years, renewable only once.
- (c) no more than 4 further individuals appointed by the directors through a formal selection process. Such Directors shall have Board voting rights. The term of office shall be for three years.
- (d) The Board may co-opt two additional temporary directors for an agreed period of time if required to ensure an appropriate range of expertise. Such directors shall have Board voting rights.
- (e) The Chief Executive shall attend all meetings of directors but shall not have Board voting rights.
- (f) The Board may invite other parties to attend Board meetings for specific purposes. Such attendees shall not have Board voting rights.

50. The Board shall elect one of its members to act as Chair of all meetings of the Board or in his or her absence such member of the Board as may be elected by the meeting shall take the chair.

POWERS OF THE DIRECTORS

51. The business of the Institute shall be managed by the directors, subject to the provisions of the Act, the Objects and the Articles, and to any decisions of the Voting Members at an Annual General Meeting or Extraordinary General Meeting. (Articles 3 + 4) or any Rules pertaining to the involvement of the membership in decision making.

52. The office of director of the Institute shall be vacated if:-

- (a) he ceases to hold the office by virtue of which he is entitled to be a director; or
- (b) he resigns his office by notice in writing; or
- (c) he shall have absented himself without leave of absence from two consecutive meetings of the directors and the directors resolve that his office shall be vacated; or
- (d) he is called upon to resign by notice in writing signed by all of the other directors for the time being; or
- (e) a bankruptcy order is made against him or he makes any arrangement or composition with his creditors generally; or

- (f) he becomes of unsound mind; or
- (g) he becomes prohibited by virtue of any provision of the Act from being a director.

MEETINGS OF THE BOARD

- 53. The directors shall meet at such times as they see fit. (Article 9)
- 54. The quorum for meetings of the directors shall be **three** one of whom must be an Officer. (Article 11)
- 55. Questions arising at meetings of the directors shall be determined by a simple majority of those eligible to vote and in the case of an equality of votes the Chair of the meeting shall have a casting vote.
- 56. A resolution in writing signed by all of the directors who are entitled to receive notice of a meeting of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and constituted.
- 57. All or any of the directors or any committee of the directors may participate in a meeting of the Board or that committee by means of conference telephones or any communications equipment that allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or if there is no such group where the chair of the meeting then. (Article 10)

THE COUNCIL

- 58. The Board shall establish a Council in the form for the time being prescribed by the directors which shall be drawn from the membership comprising:
 - i) The 3 elected Officers; President, President Elect (when in post) and the Honorary Secretary,
 - ii) The full Membership will be entitled to nominate and elect to the Council **two** representatives chosen from one of three professional constituencies and **one** member elected from their chosen national constituency. Council members will have other representational responsibilities as may be defined by the Board from time to time. Constituencies may be varied as appropriate.
 - iii) Up to 2 co-opted individuals from the membership to ensure a balance of geographical representation, skills, and experience.
- 59. Council Representatives shall be elected for a term of 3 years from the next Council meeting following their appointment, renewable only once. In the event of the resignation, death or appointment of a Council Representative then the membership shall appoint a new representative by ballot. Any Council Representative so appointed will hold office for a term of 3 years following his or her appointment.
- 60. Should only one nomination for the position of Council Representative in a particular professional or national constituency be received by the Closing Date that nominee will be put to the membership who will vote on their appointment.

61. At the date of adoption of these Rules those members of the Council who are not Officers shall be deemed to be Council Representatives for the purposes of these Rules until Council Representatives have been duly elected.

POWERS AND DUTIES OF THE COUNCIL

62. The Council will meet to consider reports from the Board and shall advise the directors on matters of policy or strategy and/or principles relating to the interests of the profession.
63. The quorum for meetings of the Council shall be **6** serving members **one** of whom shall be an elected Officer. Questions arising at meetings of the Council shall, unless and until the Council shall otherwise determine either generally or with reference to any particular case, be decided by a simple majority.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

64. The office of a member of the Council shall be vacated if:-
- a) he/she ceases to be in membership of the Institute; or
 - b) he/she resigns his office by notice in writing to the Office; or
 - c) he/she ceases to hold the office by virtue of which or she is entitled to be a member of the Council; or
 - d) he/she shall have absented himself/herself without leave of absence from two consecutive Meetings of the Council and the Council resolves that his or he office shall be vacated; or
 - e) not being elected by a Region/Area and/or sector, he/she is called upon to resign by notice in writing signed by all the other members of the Council; or
 - f) a bankruptcy order is made against him/her or he/she makes any arrangement or composition with his/her creditors generally; or
 - g) he/she becomes of unsound mind; or
 - h) is directly or indirectly interested in any contract with the Institute and fails to declare the nature of his/her interest in the manner required by the Act.
65. A member of the Council shall not vote in respect of any contract in which he/she is interested or any matter arising thereon, and if he/she does so vote his/her vote shall not be counted.

PROFESSIONAL STANDARDS COMMITTEE

66. The Board shall establish a Professional Standards Committee with its members elected by the full CDI membership body in the form for the time being prescribed by the directors;
- i) two members to represent each professional constituency
 - ii) one member to represent each national constituency
 - iii) a Chair elected by the full membership

- iv) up to 2 co-opted individuals from the membership to ensure a balance of skills and experience.

For the purposes of such election, the Honorary Secretary shall issue nomination papers as required for completion and return duly signed with the names of at least **FIVE** Members who support the nomination. Confirmation of support for any nomination may also be submitted in an electronic format.

The term of office shall be for three years, renewable only once.

- 67. The quorum for the Professional Standards Committee shall be 50% of the membership of the Committee, provided that no decision affecting a member of a professional constituency or community of interest, including discipline issues affecting a member from that constituency, shall be made unless at least one of that constituency's representatives is present.

POWERS AND DUTIES OF THE PROFESSIONAL STANDARDS COMMITTEE

- 68. The Committee shall undertake the following functions amongst others as defined by the Board from time to time in force:
 - 1) Development of policy on professional standards, including ethical practice;
 - 2) Establish a Code of Ethics applicable to all the membership;
 - 3) Admission, monitoring and disciplining of the membership, including terminating membership on professional grounds or personal conduct which brings the Institute into disrepute;
 - 4) Prescribe the CPD requirements for membership of the CDI.
 - 5) Establish and maintain a Register of Career Development Professionals;
 - 6) Admission, monitoring and disciplining Registered Career Development Professionals, including terminating membership on professional grounds or personal conduct where necessary;
 - 7) Resolving individual disputes and complaints affecting individual members but not in the capacity of acting as a Trades Union.
 - 8) The Chair of the Committee shall be a Voting member of the company
- 69. Decisions to terminate membership or registration shall be reported to the Board.
- 70. Disciplinary panels shall be run in accordance with the CDI Discipline and Complaints Procedure.
- 71. The Chair of the Committee shall submit regular reports to the Board and Council, and attend meetings as appropriate.

ACCOUNTS

- 72. The directors shall cause accounting records to be kept in accordance with the Act.
- 73. The accounting records shall be kept at such place as the directors think fit, and shall always be open to inspection of the members of the Council and the directors.
- 74. The directors shall from time to time determine whether and to what extent and what times and places and under what conditions the accounts and books of the Institute or any of them shall be open to the inspection of members not being directors or members of the Council.

75. The directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Institute in General Meeting such profit and loss accounts, balance sheets, and group accounts (if any) and reports as are required by the Act.

76. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Institute in General Meeting, together with a copy of the auditor's report and report of the directors shall be placed on the Institute's website.

AUDIT

77. Auditors shall be appointed by the Board and their duties regulated in accordance with the Act.

NOTICES

78. A notice may be served by the Institute upon any voting member, either personally or by sending it through the post in a pre-paid envelope or sent by electronic means, addressed to such member at the address within the United Kingdom appearing in the Register of Members of the Institute.

79. Any member described in the Register of Members by any address not within the United Kingdom, who shall from time to time give the Institute an address within the United Kingdom at which notices may be served upon him or her, shall be entitled to have notices serve upon him at such address.

80. A notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to certify that the letter containing the notice was properly addressed and put into the post in a prepaid envelope Any electronic communication shall be deemed to have been received within 12 hours of its being sent.

81. The Directors may chose to send Notices to those on the membership database who are not Voting Members regarding matters they consider is of specific interest to them.

THE SEAL

82. The Seal, shall only be used by the authority of the directors or a committee thereof authorised by the directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a director and shall be countersigned by the Honorary Secretary or by a second director or by some other person appointed by the directors for that purpose.

INDEMNITY

83. Every director shall be entitled to be indemnified out of the assets of the Institute against all losses or liabilities which he may sustain or incur in or about the execution in good faith of the duties of his office.

CHANGING THE RULES

84. The Board will seek the views of the Council and the Professional Standards Committee prior to changing any of the Rules.