



CHARTERED
INSTITUTE
OF EXPORT &
INTERNATIONAL
TRADE

At the Court at Buckingham Palace

The 19th DAY OF JULY 2023
PRESENT,

THE KING'S MOST EXCELLENT MAJESTY IN COUNCIL

The following Report of a Committee of the Privy Council dated 11th July 2023 was today considered: —

“Your Majesty was pleased, by Your Order of 15th February 2023, to refer to this Committee a Petition of the Institute of Export & International Trade praying for the grant of a Charter of Incorporation:

The Committee, have accordingly considered the Petition and have agreed to report that the Charter may be granted by Your Majesty in the terms of the annexed Draft.”

His Majesty, having taken into consideration the Report and the Draft Charter accompanying it, was pleased, by and with the advice of His Privy Council, to approve them. It is accordingly ordered that the Right Honourable the Lord High Chancellor of Great Britain should cause a Warrant to be prepared for His Majesty's Royal Signature for passing under the Great Seal a Charter in conformity with the annexed Draft.

Ceri King, LVO

C HARLES THE THIRD

By the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories King, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS the incorporated charitable organisation commonly known as the Institute of Export & International Trade (hereinafter referred to as ‘the former Company’) petitioned Us for a Charter of Incorporation:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW THEREFORE KNOW YE that We by virtue of Our Royal Prerogative in that behalf and of all others powers enabling Us so to do of Our Especial grace, certain knowledge, and mere motion do hereby for Us, Our Heirs and Successors will grant, direct, appoint and declare as follows:

1. THE CHARTERED INSTITUTE OF EXPORT & INTERNATIONAL TRADE

1. The persons now members of the former Company and all such persons as may thereafter become members of the body corporate hereby constituted pursuant to or by virtue of the powers granted by these Presents and their successors shall for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one body corporate by the name of the Chartered Institute of Export & International Trade (hereinafter referred to as ‘the Institute’) and by the same name shall and may sue and be sued in all Our Courts of law, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a body corporate.

1.1 TRANSFER OF ARMS

- 1.1 The certain Armorial Ensigns appointed, given and granted to the former Company (then known as the Institute of Export) by Letters Patent under the hand and Seal of Garter, Principal King of Arms, Clarenceux King of Arms and Norroy and Ulster King of Arms bearing date the tenth day of July 1986 shall be transferred unto the Company on the date on which this Our Charter shall take effect, and We do hereby give and grant unto the Company Our Royal Licence and Authority that it may thenceforth bear and use the said Armorial Ensigns according to the Laws of Arms, the said transfer being first recorded in Our College of Arms, otherwise this Our Licence and Permission to be void and of none effect.

OBJECTS

3.1 The objects for the public benefit for which the Institute is hereby constituted are:

- (a) To promote industry and commerce and particularly international trade in goods and services of all kinds;
- (b) To examine research and analyse problems connected with industry

and commerce and particularly international trade in goods and services of all kinds and to publish the results of such work together with recommendations and advice to make the same available to all persons, firms, or companies whether or not members of the Institute; and

- (c) To advance public education as to commerce and industry and particularly the need for exports and the method of realising the same and further to educate those who are or may become involved or interested in international trade in all aspects of the same.

POWERS

4.1 The Institute shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

- 1.1 To advance the Institute as the foremost national provider and accreditor of professional export education, training and good practice and to raise the profile and awareness of the Institute, its members and the profession.
- 1.1 To maintain a register of Fellows, Members, Affiliate Members, accredited trainers and consultants.
- 1.1 To award scholarships, bursaries, prizes and other grants to persons engaged in the study of or research into exporting and international trade;
- 1.1 To hold conferences and meetings to discuss, consider and promote methods of attaining the objects of the Institute and addressing the problems/opportunities for furthering international trade;
- 1.1 To represent the views of exporters and offer advice to the Government and other authorities on all aspects of international trade and on the education of those involved therein;
- 1.1 To be a source of reference for all aspects of the United Kingdom's international trade in goods and services;
- 1.1 To monitor and influence policies and activity related to international trade, advising Government and other organisations as appropriate;
- 1.1 To promote the formation of organisations, whether charitable or not, for the purpose of any of the objects of the Institute and to assist, or amalgamate with, such organisations as necessary in the fulfilment of their objects;
- 1.1 To prepare, edit, print, publish, issue and circulate including in electronic form, such papers, periodicals, books and other literary matter as may be deemed conducive to the study and practice of credit management and matters connected there with;
- 1.1 To establish, form and maintain a digital campus carrying all content as a matter of interest in connection with all matters affecting the study and practice of international trade.
- 1.1 To provide a sound financial base and policy for future development and growth.
- 1.1 To create such Bylaws subject to the approval of the Privy Council as the Institute may consider necessary for the good administration of the Institute. The first such Bylaws are attached to this Our Charter as the Schedule;
- 1.1 To do all such other lawful and charitable things as are incidental to the attainment or furtherance of the said objects.

5. APPLICATION OF INCOME AND PROPERTY

5.1 The Institute may also accept the transfer of the assets, rights and liabilities of the former Company (including any contractual rights and liabilities, property and monies held on behalf of, or in trust for, the former Company by any person or body corporate or unincorporate) and on such terms as the Institute and the former Company may agree.

(i) The income and property of the Institute shall be applied solely towards the promotion of its objects as set forth in this Our Charter.

(ii) No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Institute other than members employed by the Institute, and no Trustees of the Institute shall normally be appointed to any Office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or in kind from the Institute.

(iii) Nothing herein shall prevent any payment in good faith by the Institute:

- i. of reasonable and proper remuneration to any member, Officer, or employee of the Institute for any agreed services rendered to the Institute, including by Trustees other than for duties as Trustees, where the Trustees have been contracted to provide a particular service.
- ii. to any member of the Institute of reasonable out-of-pocket expenses.

(iv) To raise funds and to invite or receive contributions from any person whatsoever by way of subscription, donation, and otherwise than through permanent trading unless undertaken through a subsidiary incorporated Institute.

(v) To invest the monies of the Institute, not immediately required, in or upon such investments or other property or other assets as the Institute may think fit.

i. To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges therein, and to construct, maintain and alter buildings or erections.

To sell, let, mortgage, dispose of or turn to account all or any of the assets of the Institute.

(vi) To borrow or raise money on such terms and on such security as may be thought fit by the Board of Trustees.

6. CHARTER CHANGES

6.1 The members, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members present and voting, in such manner as the Bylaws may allow, may revoke, amend or add to the provisions of this Our Charter. Voting members being those who have achieved, Fellow, Full or Graduate member status as per paragraph 2 of the Bylaws.

6.2 No such revocation, amendment or addition, until approved by Us, Our Heirs or Successors in Council shall become effectual so that this Our Charter shall thenceforward continue and operate as revoked, amended or added to. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.

7. BYLAW CHANGES

7.1 The members, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members present and voting, in such manner as the Bylaws may allow, may revoke, amend or add to the Bylaws for the time being in force.

SCHEDULE

BYLAWS OF THE CHARTERED INSTITUTE OF EXPORT & INTERNATIONAL

1. INTERPRETATION

In the Charter and these Bylaws, the words standing in the first column of the Table next hereinafter shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context: -

Words Meanings

The Institute: The Chartered Institute of Export & International Trade

Month Calendar month

In writing: Written, printed or partly one and partly another, and other modes of representing or reproducing words in a visible form including electronic form

General Meetings: Meetings of the Institute to which members have a right of access

Special resolution: Resolutions to be passed by a majority of two-thirds of those present and voting Fellows, Members and Graduate

Voting Members: Members as defined in paragraph 2

Admitted: A member who has applied for and met the qualifications of a Class of Member and as such become admitted into membership of the Institute 1.1 Words importing the singular number only shall include the plural number, and vice versa, and 1.2 Words importing the masculine gender only shall include the feminine gender; and 1.3 Words importing persons shall include corporations.

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1.2 Words importing the masculine gender only shall include the feminine gender; and

1.3 Words importing persons shall include corporations.

2. MEMBERSHIP

2.1 Persons with appropriate qualifications, knowledge and experience may apply to join the Institute.

2.2 The Institute shall comprise the following categories of voting members.

(a) Fellows,

(b) Full Members and

(c) Graduate Members.

(d) In addition, there shall be a category of Associate and category of Affiliate who shall not have the right to vote at General Meetings. There may also be elected Honorary Fellows.

2.3 The following post-nominal extensions may be used by members in the relevant categories:

CLASS OF MEMBER QUALIFICATIONS FELLOW:

An existing Graduate or Admitted Member who can demonstrate outstanding achievements and has reached eminence in the field of international business or in overseas related trade and/or has made an outstanding contribution to the Institute may be proposed to be a Fellow by six Members and elected by a two thirds majority of the Board.

PRIVILEGES/ CONDITIONS

Fellows shall be entitled to denote their connection with the Institute by the use of the letters, FCIEx

GRADUATE AND FULL MEMBERS

3.1 Graduate Members shall be entitled to denote their connection with the Institute by the use of the letters, MCIEx (grad)

Persons who shall have passed such examination at a minimum level 5 as accredited by the IOE&IT Academic Board in accordance with government authority from time to time be specified pursuant to this charter and/or who in the course of their business or employment work in the field of international business or in overseas related trade.

3.2 Full Members shall be entitled to denote their connection with the Institute by the use of the letters, MCIEx

For full membership evidence more than 5 years of international trade experience which is supported by continued development and learning through their career which is then ratified via the Institute.

ASSOCIATE MEMBERS

3.3 AMCIEEx

Awarded level 4 or equivalent regulated qualification in international trade, or evidence 3 years of international trade experience which is supported by continued development and learning through their career which is then ratified via the Institute.

AFFILIATE MEMBERS

1.1 Affiliate Members may be individuals or corporations. To be admitted as an

1.2 Affiliate Member of the Institute it must satisfy the Board that it meets the qualifications for one of the classes of Affiliate Member.

1.3 Affiliate Members shall not be “Members” and as such will not enjoy the rights of Members. In particular, (without limitation) they will not have the right to receive notice of, attend or vote at General Meetings of the Institute.

2.4 The criteria for the qualifications, knowledge and experience required for admission to the Institute and the assessment procedures therefor, shall be as determined from time to time by the Trustees and shall be published in regulations.

2.5 Members shall have such rights and obligations as the Trustees may determine from time to time as published in regulations.

2.6 Persons of distinction who have contributed to the Institute or to its aims shall be eligible for election as Honorary Fellows on the nomination of the Trustees.

2.7 Honorary Fellows shall have all the rights of members other than the right to vote at General Meetings.

2.8 Every application for membership shall be in such form as shall be required by the Trustees.

2.9 Resignation of membership shall be signified in writing, but the person so resigning shall be liable for payment of the annual subscription for the current year, together with any arrears to the date of such resignation. However, the Trustees, in their discretion, and subject to the Regulations, may expel a member for conduct likely to bring the Institute into disrepute. Nonpayment of subscriptions or death shall also terminate membership.

3. SUBSCRIPTION

3.1 The Trustees from time to time shall determine the annual subscription to be paid by each category of membership and any other payments that may be required from members and voted on at the General Meetings each year. 3.2 The subscriptions for any subscription year shall become due on such dates as Trustees shall determine.

4. THE EXECUTIVE BOARD OF TRUSTEES

4.1 The business of the Institute shall be managed by an Executive Board of Trustees herein referred to as the Trustees. The first Trustees after incorporation shall be those who have been elected to serve as Trustees for the period during which incorporation shall take place. They shall hold Office as such until the expiration of their respective terms of Office and the election and coming into Office of their successors. The Trustees shall meet as often as they shall determine.

4.2 The Trustees shall consist of Voting Members and a term may be for up to six years.

4.3 A Trustee standing for election must consent in writing to stand, to the Chairman not less than thirty days before the meeting at which the election will take place.

4.4 Trustees will be elected by members at Annual General Meetings. Each person so elected to the Board shall take office at the conclusion of the meeting at which they are elected but their office shall expire at the conclusion of the third Annual General Meeting after their election unless that person has been re-elected.

4.5 A Trustee may stand for re-election upon expiry of their term of office. If a Trustee has served for six years, that Trustee Director is not eligible to serve on the Board for one year.

4.6 There will not be less than six nor more than twelve Trustees. An additional five places are reserved to allow the Trustees to co-opt specialist skills or experience not currently available within the existing skillset.

4.7 The following positions as Officers of the Institute, shall be elected by the Trustees from amongst themselves, shall consist of: The Chair, The Vice Chair, The Honorary Treasurer.

4.8 Only Trustees may be elected as Officers of the Institute. There may also be a President of the Institute appointed by the Trustees who shall be entitled to attend Trustees' meetings but not to vote thereat. In addition, the Trustees shall appoint the posts of Director General, the Chair of the Academic Board and the Chair of the Professional Standards Committee the last two of which shall not be employees.

4.9 A quorum at a Trustees' meeting shall be as determined from time to time by the Trustees and published in the Regulations but shall not be less than four. Subject to the provisions of these Bylaws, the Trustees may regulate their proceedings as they think fit. Questions arising at a meeting of the Trustees shall be decided by a majority of votes and in the case of an equality of votes the Chair of the meeting shall have a second and casting vote. The Trustees may invite at their discretion any person to attend their meetings, but such persons shall not vote or contribute to the quorum.

4.10 The Trustees may make, from time to time, such regulations as they deem necessary or expedient or convenient for the proper conduct and management of the Institute and for the purposes of prescribing conditions of membership, and in particular but without prejudice to the generality of the foregoing, such regulations may provide for:

- (i) the admission of members to the Institute and the rights and privileges of such members and the conditions of membership.
- (ii) the conduct of members of the Institute in relation to one another and to the Institute's employees; and
- (iii) the procedure at General Meetings and meetings of the Trustees and committees of the Institute.

4.11 The Trustees may open and control such bank accounts as they may consider necessary and shall authorise from time to time the procedures for withdrawing money from such accounts.

4.12 The Trustees may form committees consisting of members of the Institute and such other persons as they think fit and may delegate any of their powers to such committees, and any such committee so formed shall in the exercise of the powers so delegated, conform to rules imposed on it by the Trustees.

4.13 No Trustees or members of any committee of the Institute shall incur personal liability in respect of any loss or damage done in good faith for the benefit of the Institute. The Institute shall indemnify every Trustee and committee member, Officer and employee of the Institute against any loss or expense incurred through any act or omission done or committed by them in the course of the performance in good faith of their authorised duties on behalf of the Institute.

4.14 Trustees shall avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Institute.

4.15 Trustees in such a situation shall declare their interest or possible interest at a relevant meeting of the Trustees or by notice in writing to all the other Trustees. The Trustees shall decide how this conflict shall be managed:

- (i) they can decide that the conflicted person may remain at the meeting, participate in the discussion, and even vote on the matter concerned, or
- (ii) they can allow the conflicted person to remain but not vote and/or speak, or
- (iii) they can require the conflicted person to withdraw from the meeting for the duration of the discussion and the voting on the issue (and not being counted in the quorum for the duration of the discussion and voting).

5. THE CHIEF EXECUTIVE

5.1 There shall be a Director General/Chief Executive of the Institute, appointed by the Trustees who shall have such duties, responsibilities and conditions of appointment as the Trustees shall decide. The Director General may or may not be a member of the Institute but shall have a right to attend all meetings of Trustees and to speak but not vote.

6. THE HONORARY TREASURER

6.1 There shall be appointed by the Trustees an Honorary Treasurer who shall oversee the management of the funds of the Institute.

6.2 The Honorary Treasurer shall ensure the preparation of the annual accounts of the Institute in each year to such date as may from time to time be determined by the Trustees and shall present at the General Meeting an Income and Expenditure Account and a Balance Sheet duly certified by the Auditors or Financial Examiners.

7. THE PRESIDENT

7.1 The President shall be an ambassadorial appointment for such periods as the Trustees decide.

7.2 The position of President will be ratified at each General Meetings by the members' vote although a candidate for the presidency does not have to be a member to stand for the post.

7.3 The appointment may also be terminated at any time by the Board if it considers that its continuance will or may be otherwise averse to the interests of the Institute or the furtherance of its objects.

7.4 The President shall advise and guide the Director General and support the remit of the Institute in any way appropriate to the furtherance of the objects.

7.5 If the President deems it appropriate, he or she will have the power to appoint a Young Assistant President or Assistant Presidents to help support the work of young members and develop future leaders in international trade.

7.6 The President shall have no formal powers or duties and will not be remunerated for such services.

8. THE CALLING AND CONDUCT OF GENERAL MEETINGS

8.1 There shall be an Annual General Meeting held no more than fifteen months after incorporation and thereafter the Annual General Meeting shall be held not more than fifteen months after its predecessor, for receipt of the Annual Report and Accounts and the conduct of any other business for which notice has been duly given. There may be other General Meetings during each year which shall be called by the Director General on the instruction of the Trustees or at the request in writing of thirty Voting Members.

8.2 Notice of the Annual General Meeting shall be published at least twenty-eight clear days before the date of the Meeting, shall be sent to all members, and shall also be sent to the Auditors or Financial Examiners. The notice shall give the time, date and place of the meeting, and the purpose for which it is called shall be explicitly stated. No other business shall be transacted at the meeting except on the directions of the Trustees.

8.3 Meetings may be held physically, virtually or a hybrid combination of physical and virtual attendance.

8.4 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting. 8.5 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be dissolved.

8.5 The Chair, with the consent of any meeting at which a quorum is present (and shall if so, directed by the meeting) may 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 which might have been transacted at the meeting from which the adjournment takes place. Whenever a meeting is adjourned for twenty-eight clear days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

8.6 The Chair at any General Meeting of the Institute shall be the President or, if absent, the Chair or the Vice Chair.

8.7 At any General Meeting a quorum shall be ten Voting Members present in person either physically, virtually or by proxy, of whom at least six shall be physically present in person, subject to any government regulations regarding physical meetings.

9. THE COMMON SEAL

9.1 The seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Trustees.

10. ACCOUNTS

- 10.1 The Trustees shall cause accounting records to be kept at such place as the Trustees shall think fit, and which shall always be open to the inspection of the Trustees.
- 10.2 The Trustees from time to time shall determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be opened to the inspection of members not being Trustees.
- 10.3 At the Annual General Meeting the Trustees shall lay before the Institute an income and expenditure account for the period since the last preceding account together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Trustees and the Auditors or Examiners and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any legal 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 be sent not less than fourteen clear days before the date of the meeting to the Auditors or Examiners and to all other persons entitled to receive notices of General Meetings in the manner in which notices are herein directed to be served.

11. AUDIT OR FINANCIAL EXAMINATION

11.1 Once at least in every year the accounts of the Institute shall be audited or examined, and the correctness of the income and expenditure account and balance sheet ascertained by the Auditors or Examiners.

11.2 Auditors or Examiners shall be appointed, and their duties regulated in accordance with the provisions of the law. The Auditors or Examiners (who shall be qualified under the law) shall be appointed and their remuneration determined by the Trustees.

12. NOTICES

12.1 A notice may be served by the Institute upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at the registered address as appearing in the list of members or by electronic means as agreed by the member.

12.2 Any member described in the list of members by an 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, shall be entitled to have notices served by post at such address, but, save as aforesaid, only those members who are described in the list of members by an address within the United Kingdom shall be entitled to receive notices from the Institute unless they are to be served electronically.

12.3 Any notice, if served by first-class post, shall be deemed to have been served within the two days 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 as a prepaid letter. Any notice served electronically shall be deemed to have been served within twenty-four hours of despatch.

