

CIPS Regulations





CIPS

Regulations

Overview

CIPS is a global professional body which values the diversity of its membership and its status as a Chartered Institute and charity. CIPS runs a global network of commercial activities in pursuit of its Charter objectives to fund value propositions and initiatives for the public good.

The purpose of these Regulations is to explain the governance structure of CIPS and set out rules and operational procedures.

Charter and Byelaws

As a professional body incorporated under Royal Charter and a charity registered in the England and Wales, CIPS must operate in accordance with its Charter and Byelaws and within the provisions of the Charities Act 2011 as amended. Together these provide the legal and regulatory framework for CIPS governance and will always take precedence over these Regulations in the event of a conflict.

Amendment of Regulations

Except where rules and procedures are prescribed by the Charter and Byelaws or by charity law, the Regulations may be changed by agreement of the Trustees, provided that at least two thirds of all the Trustees vote in favour.

Audit

It is intended that there should be an independent third-party audit on a periodic basis of the governance of CIPS and the effectiveness of these Regulations. On an ongoing basis, the Trustees keep the Regulations under review to ensure they remain fit for purpose. Amendments are made by the Trustees from time to time as required to support effective governance.

Global Board of Trustees

GBT is the principal governing body of CIPS and has ultimate responsibility for CIPS and its group entities (the CIPS Group).

Role

GBT is responsible for:

- Ensuring CIPS acts in fulfilment of its Royal Charter and abides by charity and other applicable laws
- Setting the organisational strategy
- Overseeing, monitoring and evaluating the implementation of the strategy against agreed objectives
- Holding the Executive to account by providing constructive scrutiny and challenge
- Offering independence, external perspective, skills and challenge
- Responsibility for the overall governance of CIPS Group globally
- Responsibility for prudent financial management of the organisation

GBT must:

- act in CIPS' best interests
- identify and effectively manage conflicts of interest
- manage CIPS resources responsibly
- act with reasonable care and skill
- ensure that there is effective oversight to mitigate, manage and reduce risks

Composition

- There shall be up to 15 Trustees on GBT.
- Trustees will serve an initial three-year term. On the recommendation of the Nominations Committee, GBT may approve an extension to a Trustee's term, to serve up to a maximum of six years.
- Trustees and Board roles are unremunerated except for the Chair of GBT who may exceptionally be paid a fixed annual rate with the prior approval of the Trustees.

Appointment

- The Nominations Committee manages the selection of Trustees, it recommends candidates for endorsement by GBT and member approval at a General Meeting
- The Chair of GBT is proposed by the Nominations Committee either from amongst the current Trustees or externally for approval by GBT.
- The Deputy Chair is proposed by the Nominations Committee either from amongst the current Trustees or externally for approval by GBT.
- Upon appointment, new Trustees will be provided with appropriate induction training, led and managed by the Company Secretary, but responsibility for understanding their role, powers and obligations rests with each Trustee.
- Trustees will be required to sign and adhere to a Trustee Agreement; this sets out the expectations of Trustees as agreed by GBT.
- Trustees must adhere to relevant Group policies.
- Each year and as circumstances change Trustees will be required to consider any actual or potential conflicts of interest, sign a declaration stating that no such conflicts exist and that they will notify the Chair of GBT in the event of any conflict arising in the future. Trustees should be invited as a matter of routine at the beginning of each board meeting to raise any conflicts of interest they may have with any item on the agenda. The remaining Trustees will then decide how to proceed.
- Trustees who are conflicted on certain matters will be excluded from relevant discussions, papers will be withheld, and they may not vote. If the Chair is conflicted, the Deputy Chair will chair the meeting for that agenda item.

- Trustees will be required to agree to comply with the principles of good governance:
 - to behave with integrity
 - to be open and accountable
 - to respect the confidentiality of GBT's deliberations
 - to work effectively both individually and collectively
 - to exercise effective control of CIPS
 - to take responsibility for understanding their role
 - to ensure delivery of CIPS' purpose

Removal

- Individual Trustees will be expected to fulfil their obligations and conduct themselves in a proper manner. Trustee attendance and performance will be monitored by the Nominations Committee from time to time and may support the Chair of GBT in the cautioning or removal of a Trustee. A removal of a Trustee will require a majority decision of GBT. If a complaint is made against a Trustee, this will be investigated by the Nominations Committee and may be referred to the Disciplinary Committee.
- Any Trustee who fails to participate in three consecutive meetings of GBT without good reason (such as serious illness) may be required to stand down.

Operation

- GBT will typically meet four times a year, meetings will be face to face, virtual or hybrid.
- If the Chair is unavailable, the Deputy Chair will deputise for that meeting only.
- The quorum for meetings of GBT is half of current Trustees plus one; the minimum quorum is 6 (this includes virtual attendance).
- Decisions of the Trustees will be by majority vote of those present, except in

the case of constitutional matters including these Regulations where there must be a two thirds majority of all the Trustees whether present at the meeting or not; the Chair will not vote except in the case of a tie, in which case they will have the casting vote. Written resolutions must be approved by 75% of Trustees

- The agenda and papers will be circulated at least 7 days before the meeting
- Accurate minutes of all meetings will be prepared and copies circulated to the Trustees within two weeks of the meeting.

Chair of GBT

The Chair of GBT is recruited to a role description.

Deputy Chair of GBT

The Deputy Chair of GBT is recruited to a role description.

Audit and Risk Committee

The Audit and Risk Management Committee is responsible for monitoring the integrity of the financial statements and reviewing internal controls, including internal audit reports issued from time to time. It oversees the preparation and finalisation of the annual financial statements for the CIPS Group.

It ensures that the management of CIPS has an effective risk management focus and strategy in place.

The Committee is governed by a set of terms of reference put in place and reviewed on a periodic basis by GBT.

Foundation Committee

The Foundation Committee supports the Board in fulfilling its responsibilities for the control and governance of the CIPS Foundation, ensuring that the Foundation operates within its purpose and complies with its charitable status.

The Committee is governed by a set of terms of reference put in place and reviewed on a periodic basis by GBT.

Nominations Committee

The Nominations Committee is responsible for the integrity, efficiency, and management of the process for selecting Trustees on to GBT and the Board committees and for overseeing the board's aspects of the recruitment of certain senior roles, principally Chief Executive Officer, Finance Director and Company Secretary. The Nominations Committee establishes performance standards for Trustees and monitors their compliance.

The Nominations Committee is governed by a set of terms of reference put in place and reviewed on a periodic basis by GBT.

People and Governance Committee

The purpose of the People and Governance Committee is to ensure that CIPS appropriately and fairly remunerates its employees.

The People and Governance Committee oversees the CIPS Group Policy Framework and reviews policies periodically; the Audit and Risk Management Committee handles finance-related policies.

The Committee is governed by a set of terms of reference put in place and reviewed on a periodic basis by GBT.

Membership Committee

The Membership Committee supports the Board by ensuring Trustees receive input from a diverse range of members and that members' views are represented objectively to the Trustees and acted upon by the CEO. The Membership Committee provides assurance to GBT on the effective performance of membership representation mechanisms.

The Committee is governed by a set of terms of reference put in place and reviewed on a periodic basis by GBT.

Disciplinary Committee

The Disciplinary Committee functions as an ad hoc committee, assembled specifically to review cases where a member or Trustee has violated the Code of Conduct.

The Committee is governed by a set of terms of reference put in place and reviewed on a periodic basis by GBT.

General Meetings

General Meetings are meetings of the full members of CIPS (MCIPS and FCIPS) where matters which can only be decided by the membership are put to the vote.

Rules

General Meetings must be conducted under the following rules:

- a Notice must be issued to all MCIPS and FCIPS at least 21 days in advance of the date of the meeting
- members can vote at the meeting (in person or virtually) or by proxy
- only current MCIPS and FCIPS may attend or vote

- the quorum is 18. If within 15 minutes of the start of the meeting, quorum is not present, the meeting will be adjourned to the same day in the fourth week thereafter. If at the adjourned meeting, a quorum is not present within 15 minutes, the members present shall be a quorum
- the Chair may with the consent of those present adjourn the meeting from time to time and place to place but no business shall be transacted at the adjourned meeting other than that of the original meeting. At least 7 days' notice must be given to members of an adjournment
- meetings can be face to face, virtual or hybrid
- meetings are chaired by the Chair of GBT; if the Chair is unavailable, the Deputy Chair will chair the meeting. If neither is available another Trustee may chair the meeting.
- a resolution will be decided on a show of hands (in person or via virtual technology) or a poll and carried by the majority, if there is a tie, the Chair will have the casting vote

Form of Proxy:

I, *[insert name]* being a current MCIPS/FCIPS appoint *[insert name]* as my proxy to vote on my behalf at the General Meeting to be held on *[insert date]* and at any adjournment thereof. The proxy will vote as he/she thinks fit.

Signed *[sign here]*

on *[date here]*

The proxy form must be completed in the prescribed format within the dates published to members. Forms returned less than 48 hours prior to the meeting will not be valid.

Annual General Meetings

An Annual General Meeting (AGM) must be held each year to conduct the following business:

- to receive the Trustees' report and the audited accounts for the previous year
- to appoint the auditors for the current financial year and approve their remuneration
- to appoint Trustees on to GBT
- to conduct any other business appropriate to a General Meeting

Extraordinary General Meetings

- an Extraordinary General Meeting (EGM) can be held at any time and can be convened at the request of the GBT with 14 days' notice to members
- an EGM can be called at the written request of a minimum of 10% of the membership (current MCIPS or FCIPS) this must be submitted in writing to the Company Secretary setting out the matters for consideration and signed by the members
- If the request is valid, GBT must call an EGM within 2 calendar months. If GBT fails to do so within these timescales, the members may call an EGM themselves.

CEO

The duties of the CEO are set out in a role description. The Nominations Committee leads the recruitment process of a CEO on behalf of GBT.

Company Secretary

The duties of the Company Secretary are set out in a role description.

Membership Grades

Members who meet the requirements of CIPS professional standards, experience, and continuing professional development, are eligible to use such designatory letters including MCIPS, FCIPS, Chartered Professional and ExDip.

CIPS will maintain the Register of current members and publish this on the website. The processes for applying for membership, rejoining and resigning from membership are published on the CIPS website.

The privileges and obligations of each member shall be those of their grade, these are personal and not transferable. Before a person is admitted to a grade, they must meet the entry requirements. GBT may refuse an application for any grade and will not be obliged to give an explanation for the refusal.

Entry Requirements

Chartered Procurement and Supply Professional

The status of Chartered Procurement and Supply Professional is awarded to MCIPS/FCIPS who evidence a commitment to their professional career and ethical procurement and supply practices. Those who achieve this level of membership may use “Chartered Professional” after their name.

Applicants must demonstrate specific criteria including:

- MCIPS/FCIPS for at least three years
- has adequately trained in the procurement and supply and met the educational requirements, being a postgraduate degree or equivalent qualification
- passed an equivalent experiential assessment and such other tests as required from time to time

To retain Chartered Procurement and Supply Professional status, a member must:

- undertake mandatory Continuous Professional Development annually
- satisfactorily complete such tests as required from time to time.

Fellow

A Fellow is a senior advocate of CIPS and the profession. This grade recognises members outstanding achievements, knowledge and experience. Those who achieve this level of membership may use “FCIPS” after their name.

Applicants must meet the published criteria, including:

- current MCIPS
- must demonstrate their suitability as a procurement and supply professional promoting public good
- be responsible for at a senior management level
- must demonstrate significant contribution to the advancement of CIPS and the profession

In exceptional circumstances, GBT may award Honorary Fellowship for outstanding contribution to the profession, in this case the individual does not have to be MCIPS.

Member

A Member is a person who has achieved an internationally recognised award representing the global standard for a procurement and supply professional. Those who achieve this level of membership may use “MCIPS” after their name.

To be eligible for MCIPS, applicants need to have achieved one of the following qualifications awarded:

- CIPS accredited degrees
- CIPS Diploma, Advanced Diploma and Professional Diploma
- CIPS Corporate Award Advanced Practitioner
- Other qualifications and tests as agreed by GBT from time to time

Applicants should also have a minimum of three years of experience in a role of responsibility in the procurement and supply profession.

Associate Member

Applicants must demonstrate specific criteria including has:

- interests in or is engaged in the procurement and supply profession
- met the educational requirements, being an ordinary degree or equivalent qualification
- passed specific assessments as may be required from time to time

Diploma Member

Applicants must demonstrate specific criteria including has:

- interests in or is engaged in the procurement and supply profession
- met the educational requirements, being a foundation degree or equivalent qualification
- passed specific assessments as may be required from time to time

Certificate Member

Applicants must demonstrate specific criteria including has:

- interests in or is engaged in the procurement and supply profession
- met the educational requirements, being at a post compulsory education level or equivalent qualification
- passed specific assessments as may be required from time to time

Student Member

This is the entry level for procurement and supply professionals in the early stages of their development, or those looking to join the profession.

Affiliate Member

This is a member grade for anyone not seeking professional qualifications but with a strong interest in procurement and supply.

Executive Diploma

Members who have completed the CIPS Executive Diploma they may use: "FCIPS ExDip" or "MCIPS ExDip" after their name.

Members wishing to resign their membership can do so by contacting CIPS. Detailed guidance is available on the CIPS website. Should a member wish to rejoin, they can also find relevant guidance on the CIPS website.

cips.org

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