

**CONSTITUTION
OF
THE CHARTERED INSTITUTE OF
LOGISTICS AND TRANSPORT, GHANA**

Adopted by Special Resolution of the Annual General Meeting of the Institute on 25th
January, 2006 and amended in 2013 AGM.

PREAMBLE

WHEREAS:

- (A) the Chartered Institute of Logistics and Transport (CILT), formerly the Chartered Institute of Transport, was formed in 1919 and was granted its Royal Charter in 1926 in the United Kingdom; and

The Chartered Institute of Transport, Ghana fully affiliated to The Chartered Institute of Transport was formed in 1965 and duly registered as a professional body under the Laws of Ghana with registration number PB 20.

- (C) The Chartered Institute of Transport subsequently changed its name to The Chartered Institute of Logistics and Transport (“CILT”) which name change was gazetted in the Commercial and Industrial Gazette of March 8th 2002.
- (D) The Chartered Institute of Transport , Ghana, pursuant to a special resolution passed at an Annual General Meeting held on the 30th day of January 2002, changed its name and has since officially become The Chartered Institute of Logistics and Transport, Ghana.
- (E) The members at General Meeting held at Accra on Wednesday, 25th January, 2006 and in accordance with its constitution resolved to adopt this Constitution as its new constitution.

NOW THEREFORE, the members in General Meeting hereby adopt this as the new constitution

1. NAME

The Institute shall be known as **THE CHARTERED INSTITUTE OF LOGISTICS AND TRANSPORT, GHANA** and shall throughout this Constitution be referred to as the “Institute”.

2. STATUS

The Institute is a company limited by guarantee and not having a share capital and shall be a non-governmental organization and non-profit making institution.

3. MISSION

To promote, encourage and co-ordinate the study and advancement of the science and art of transport and logistics in all its forms and branches in Ghana in particular and elsewhere through its international affiliations to CILT.

4. OBJECTS AND FUNCTIONS

4.1 The Institute shall be the professional body for those engaged in logistics and all modes of transport.

4.2 Through its education courses and development activities, the Institute shall promote professionalism in logistics and transport and keep its members informed of developments and provide a practical forum for discussion and debate on current industry issues and perform all functions related thereto.

5. AFFILIATION

The Institute shall at all times be affiliated to CILT whose current headquarters is at Earlstrees Court, Earlstrees Road, Corby, Northants, NN17 4AX United Kingdom.

6. REGISTERED OFFICES

The Institute’s registered office shall be House. No. 3L National Science Museum Chalets, off Barnes Road, Accra or as from time to time be changed.

7. MEMBERSHIP AND CLASSES

7.1 Every member of CILT whose registered address is within the territory of Ghana shall subject to this Constitution, be deemed to be a member of the Institute provided always that if any person who qualifies to be a member of CILT in Ghana fails or refuses to register with the Institute that person shall not purport to practice under the banner member of CILT in Ghana.

7.2 Members of the Institute shall consist of all such persons as may from time to time, be admitted, elected or transferred from, to any grade of membership in accordance with the provisions of this Constitution and the applicable bye laws and rules of CILT .

7.3 The number of members of any class of the Institute shall be unlimited save such limits as may be imposed by the Governing Council (GC) on the direction of CILT.

7.4 General Membership

The membership of the Institute shall be divided into the following classes namely;

7.4a Institute Members

Honorary Chartered Fellows

Chartered Fellows

Chartered Members

And

7.4b Non-chartered Members

Members

Affiliates (including students)

Corporate Members

The members under Article 7.4 (a) shall be known as Institute members and those under Article 7.4 (b) shall be known as Non-Chartered Members.

7.5 Patrons

At any time it deems fit the Governing Council of the Institute (GC) shall appoint such persons of high repute in society as patrons of the Institute. Provided that the total number of patrons shall not exceed seven (7) at any time. The Patrons shall perform mainly ceremonial and related functions of the Institute as the GC may from time to time determine.

8.0 QUALIFICATION OF MEMBERS

8.1 The criteria and qualification for the grades of membership shall be prescribed by the GC from time to time to be in accordance with the rules and regulations for memberships of CILT and such criteria shall at all times include provisions relating to educational qualifications and experience.

8.2 The manner in which applications for admissions to membership in the various grades shall be in accordance with the applicable bye-laws of CILT provided always that the Institute shall have a Committee known as the Membership and Professional Standards Committee, which shall subject to the CILT Bye-Laws review applications for admission into the various grades and make

recommendations to the President for approval; except for Chartered Fellows where the GC will consider for approval.

8.2.1 **Prior Approval of GC before CILT**

8.2.2 The GC shall, pursuant to the recommendations mentioned in Article give prior approval of all applications for admissions before such application, if required, are submitted by the Executive Secretary to CILT.

8.3 Notwithstanding the generality of Article 8.2 the Membership and Professional Standards Committee shall, in considering application for membership to various grades take provisions of Article 8.4 into consideration.

8.4(i) A Chartered Fellow shall be a person elected to the status by CILT pursuant to the prior approval of the GC and who:-

(a) shall have been nominated for election as a Chartered Fellow by such number of Institute Members and in such manner as determined by CILT from time to time; and

(b) (i) at the date of nomination for election or transfer to the grade of Chartered Fellow has held for at least seven years in aggregate a high position or series of positions of responsibility in logistics and transport management and can demonstrate the educational attainment applicable to the grade of Chartered Member; or

(ii) prior to nomination for election as a Chartered Fellow, has held such high position or positions of responsibility in logistics and transport management and has achieved such eminence in regard thereto as in the opinion of the Council justifies his election as a Chartered Fellow; or

(iii) has such special knowledge of the theory or practice of logistics and transport in any of its branches that election as a Chartered Fellow would in the opinion of the GC conduce to the achievement of the objects of the Institute; or

(iv) has rendered such special contribution to the achievement of the objects of the Institute that election as a Chartered Fellow would in the opinion of the GC conduce to the interests of the Institute.

8.5 A Chartered Member shall be a person elected to the status by CILT pursuant to the prior approval of the GC who:-

(a) shall be nominated for election as a Chartered Member by such number of Institute Members and in such manner as determined by the Council from time to time; and

(b) has completed education and training of a nature satisfactory to the Council; and

(c)

(i) is engaged in and has had relevant experience for periods amounting in the whole to five years in or in connection with logistics and transport management, and has passed or been exempted by the Council from all or any part of the examination at the time applicable to the grade of Chartered Member; or

- (ii) at the date of nomination for election or transfer to the grade of Chartered Member is engaged in logistics and transport management and, for at least five consecutive years immediately preceding such date has held a position or positions of responsibility in logistics and transport management satisfactory to the Council; or
- (iii) has at some time or times previous to nomination for election as a Chartered Member held a position or positions of responsibility satisfactory to the Council in logistics and transport management and has such special knowledge in regard thereto as in the opinion of the Council justifies his election as a Chartered Member.

8.6. A Member shall be a person elected to the status by CILT pursuant to the prior approval of the GC who:-

- (a) shall be nominated for election by such number of Institute Members or Members and in such manner as determined by the GC from time to time; and
- (b) has completed education and training of a nature satisfactory to the GC; and meets such criteria as to experience as the GC may from time to time determine.

8.7. An “Affiliate” shall be a person who at the date of admission as an Affiliate may be:-

such a person connected to or interested in logistics and transport management so that in the opinion of the GC for the applicant to be admitted;

or

has complied with all other requirements under the rules and regulations for membership of CILT and the Institute.

8.8.

- (i) A Corporate Member shall be a public or private body corporate or academic Institution admitted in such manner as determined by the GC from time to time.
- (ii) A Corporate Member shall be entitled to nominate two (2) persons as its representatives who shall become Affiliates to the Institute but who shall not qualify for any other grade by reason of their corporate representation.
- (iii) Notwithstanding (ii) above, person who becomes an Affiliate as a result of representing a corporate entity may take steps to attain the qualifications for membership to the other grades of membership and may, if he/she so satisfies the GC be elected to such grade on his/her merit and not as a result of representing a Corporate Member.
- (iv) Where the person representing a Corporate Member ceases to represent the Corporate Member, the person shall not attend the Institute’s meeting or hold

any position unless such a person otherwise qualified as a member in his/her own capacity or as representation of another Corporate Member.

- 8.9. All categories of members shall be bound by the rules of the CILT Code of Professional Conduct applicable to Members of CILT and the Institute.
- 8.10. All grades of members shall pay subscriptions at rates to be set by the GC from time to time.

9. MEMBERSHIP AND ACCEPTANCE OF THE CONSTITUTION AND BYE LAWS

Admission to the Institute and acceptance of any grade of membership of the Institute shall constitute acceptance to abide by this Constitution and to comply with the bye laws of the Institute and CILT.

10. DURATION OF MEMBERSHIP

A person admitted to membership of the Institute or any grade shall remain a member so long as allowed under this Constitution.

11.0 DESIGNATION OF MEMBERS AND USE OF DESIGNATORY LETTERS

- 11.1 Members of the Institute who are qualified may use the designatory letters/post nominal set out in the second column against their names provided they have satisfied the requirements of that grade and have been duly admitted to that grade.

Honorary Chartered Fellow	Hon.FCILT
Chartered Fellow	FCILT
Chartered Member	CMILT
Member	MILT
Affiliate (including student)	
Corporate Member	

- 11.2 Affiliates and Corporate Members of the Institute shall not be entitled to have post nominal.
- 11.3 Any member who qualifies to use the post nominal but who ceases to be a member of the Institute for whatever reason shall thereupon cease to describe themselves as “Hon. FCILT”, “FCILT”, “CMILT” or “MILT” as the case may be or to use any of the Institute’s post nominal.
- 11.4 Functions of the GC In Respect of Admissions and Transfer to Grade

The functions of the GC in respect of qualification of membership shall be exercised solely by Membership and Professional Standards Committee provided that where in the view of any person, whether a member of the Institute or not the Membership and Professional Standards Committee has erred in its decision regarding the application of any person to membership or transfer to any grade, such a person may appeal to the GC;

- 11.5 The GC shall on receipt of an appeal by any person arising under the provision in Article 11.4 the GC shall hear both sides, examine the merits of the appeal and may do any of the following:
- (a) Refer the request back to the Membership and Professional Standards Committee for reconsideration
 - (b) Revise or amend the decision of the Membership and Professional Standards Committee
 - (c) Replace the Membership and Professional Standards Committee's decision with the GC's decision
 - (d) Annul in whole or in part any unlawful decision of the Membership and Professional Standards Committee
 - (e) Take any other necessary action in the interest of the Institute
 - (f) Refer any unresolved appeal to CILT

11.6 Procedures

The Membership and Professional Standards Committee shall, subject to the prior approval of the GC, establish procedures for the consideration to the various grades of membership and the GC shall from time to time review the effectiveness of such procedures.

11. Notwithstanding the generality of Article 11.6 the Membership and Professional Standards Committee shall at all times ensure its procedure is in conformity with the procedures of the CILT in respect of the consideration to various grades of membership.

12. FORM OF APPLICATION

- 12.1. Applications for admission to membership of the Institute or transfer from one grade to another shall be made in the form approved by the GC.

- 12.2. An applicant shall sign a declaration that his statement is correct to the best of his knowledge and belief and that he agrees to be governed by the rules and regulations of the Institute.
- 12.3. Persons seeking to propose or support the application of any candidate for admission, election or transfer to any grade of membership shall as much as possible have personal knowledge of the candidate and state same in writing provided always that,
 - 12.3.1. Any person desirous of election as a Chartered Fellow shall be proposed by one (1) Chartered Fellow or Chartered Member and supported by the number of Chartered Fellows or Chartered Members (other than the proposing Chartered Fellow or Chartered Member) as may be prescribed in the proposal form provided by CILT or GC as the context may require.
 - 12.3.2. A person desirous of election as a Chartered Member or Member shall be proposed by one (1) Chartered Fellow or Chartered Member and supported by two (2) Chartered Fellows or Chartered Members other than the proposing Chartered Fellow or Chartered Member.
 - 12.3.3. Any person desirous of election as an Affiliate Member shall be proposed by one (1) Chartered Fellow or Chartered Member and there shall be no requirement for endorsement.
 - 12.3.4. A Chartered Fellow or Member who proposes or endorses any application shall, each sign a declaration that he/she has a personal knowledge of the means by which the candidate proposes to satisfy the requirements for admission to the status to which the application applies.

12.4 **Payments**

Every person elected to any grade of membership or transferred from one grade to another shall without delay be notified thereof in writing and shall pay the current subscription applicable to that grade (or in the case of a transfer the pro rata balance thereof for the remainder of the financial year) and the applicable certification fee within such period after the date of election appointment or transfer as the GC shall determine.

A candidate elected or transferred to any grade shall be admitted on payment of the applicable entrance fee, annual subscription or transfer fee as the context may require.

If after the issue of at least two (2) requests of payment, the second of which shall be issued no later than three (3) months after the due date for payment,

there shall be default for a period of two (2) months in the payment of any subscription or other amount due to the Institute payable by the member or payable in respect of the member to the Institute, unless the GC shall in its absolute discretion decide otherwise.

12.4.1 No member of any grade whose subscription remains unpaid beyond any period of grace allowed by the GC shall until the same be paid in full be entitled, unless the GC otherwise decides, to receive any notice or publication of the Institute or to vote at any meeting of the Institute.

12.4.2. The GC may determine that the membership of any member of any particular grade due to:-

The non-payment of any subscription or other amount due to the Institute

12.5. Until admitted a candidate shall not be entitled to the rights or privileges of membership.

12.6. The names of candidates who have been admitted, elected or transferred shall be published in the next available journal of the Institute.

13. TERMINATION OF MEMBERSHIP

13.1 Subject to the provisions of the Constitution and any applicable law, a person shall cease to be a member of the Institute upon the happening of any of the following events in relation to such person:

(i) expulsion and erasure from the Register of members in accordance with this Constitution

(ii) bankruptcy;

(iii) commission of or being found guilty of an offence involving moral turpitude;

iv) insanity;

(v) resignation; and

(vi) death of the member

13.2 Any person who seeks to resign from the Institute may do so in writing to the Executive Secretary and upon acceptance of the resignation by the GC, the name

of such person shall be removed from the Register of Members (the Register), and the information communicated to all members in writing or verbally at the next general meeting.

Unless the GC otherwise decides, such a person shall notwithstanding the termination of membership be liable for the payment of all outstanding subscriptions and instalments of entrance fees, capitation fee, due from him/her.

- 13.3 Unless the GC resolves to the contrary any member whose annual subscription is two (2) months or more in arrears shall, cease to be a member and his/her name shall be removed from the Register.
- 13.4 The GC may resolve by an extraordinary resolution that any member whose continued association with the Institute is deemed for any cause to be undesirable be expelled from the Institute and in such cases the GC subject to Article 13.5 shall remove his/her from the Register.
- 13.5 A member affected by Article 13.4 shall be given reasonable notice of a meeting of the GC called to consider the termination of his/her membership shall be given a reasonable opportunity of attending such meeting and of being heard in his/her own defence. The member shall also have the right of appeal to CILT prior to his/her name being removed from the Register.
- 13.6 The Executive Secretary or any person appointed by the GC shall notify any person who, by virtue of this Article 13.5 has ceased to be a member and may at the direction of the GC publish the fact in the journal of the Institute.

14. RIGHTS AND OBLIGATIONS OF MEMBERS

- 14.1 A member shall be entitled only to those rights and privileges prescribed under this Constitution or the bye laws, rules or regulations made by the GC in accordance with this Constitution or as may be attached to the particular class to which he belongs by CILT. Such rights and privileges shall not be transferred or be transmissible.
- 14.2 Without prejudice to the generality of the provision of Article 14.1 and subject to the other provisions of this Constitution every member of the Institute shall have the following rights:-
- (i) to attend and give views, opinions or proposals in all meetings in which he is allowed to attend and participate;
 - (ii) to elect or be elected as an office bearer in the organs of the Institute to which he/she may qualify;

- (iii) to propose in collaboration with other members of the convening of a Special General Meeting if there is an important and urgent matter to be transacted provided such proposal is made in accordance with the Constitution and the laws of Ghana;
- (iv) to have copies of the minutes of the Annual and Extraordinary General Meetings, the Register and any other documents as the GC may make available to the general membership.

14.3 Every member of good standing shall be entitled to

- (a) Receive notice of any proceedings of the Institute
- (b) Use such facilities as the Institute may from time to time provide,
- (c) To attend such institute activities as he/she may be qualified to attend
- (d) Use the Institute's library

Provided that each member shall only be entitled to same in accordance with the applicable rules or regulations as may from time to time be made by the GC or the Institute in general meeting;

14.4 Members and every Chartered Member in good standing shall have the right to be given notice to attend and in the case of Chartered Members in good standing to attend and vote at general meetings of the Institute which may be convened in accordance with this Constitution.

14.5 Every member of the Institute shall have the following obligations:-

- (i) to pay the entrance fee, transfer fee, other fees payable and annual subscriptions promptly as may from time to time be determined by the GC;
- (ii) to settle his/her financial obligations, if any, towards the Institute promptly;
- (iii) to attend all relevant meetings that he/she is qualified to attend and functions dully convened, held, organized or sponsored by the Institute or any of its committees;
- (iv) to co-operate with other members of and stakeholders of the Institute towards the fulfilment of the objects and functions of the Institute.
- (v) to comply with the CILT Code of Professional Conduct.

15. COMMITTEES OF THE INSTITUTE

- 15.1. There shall be standing or ad hoc committees of the Institute as the GC may deem fit and such committees shall perform various functions assigned by the GC.
- 15.2. The general role of the committees shall be to support and provide advice to the GC on specific matters prescribed by the GC or this Constitution.
- 15.3. Each committee shall consist of such persons deemed fit by the GC, and the GC shall have the power to co-opt non-institute members to serve on committees if the GC deems it appropriate, except that a non-member of the Institute shall not chair any standing committee.
- 15.4. Unless circumstances do not permit, each committee shall be chaired by a member of the GC. The report of each committee shall be made in writing and signed by the Chairman and Secretary to the committee and where the committee consists of more than two (2) persons, at least one (1) other member of the committee.
- 15.5. Notwithstanding the generality of Article 15.1 the GC shall, not later than one hundred and eighty (180) days after taking office, set up the following standing committees which shall perform the functions prescribed under this Article.

(a) Membership and Professional Standards Committee

- (i) Review and evaluate periodically the professional code of ethics and make recommendations for its observance.
- (ii) Review complaints relating to breaches of the code of ethics and make recommendations to the GC.
- (iii) Review all applications for membership and make recommendations to the GC.
- (iv) Develop ethical policy statements to serve as guidelines of ethical conduct.
- (v) Prepare/submit reports of observations, accomplishment and awards to outstanding members.
- (vi) Deal with any irregularities and misconduct in the membership.
- (vii) Perform related functions

(b) Education, Professional Development and Programmes Committee

- (i) To draw up and organise the Institute's yearly activities including but not limited to conferences, workshops and seminars and to notify members in advance of such programmes.
- (ii) Make arrangements for the Institute's professional activities.

- (iii) Review the Institute's educational curriculum and organize training courses and examinations for membership grades together with continuous professional development activities.
- (iv) In conjunction with CILT accredit training institutions on the training of transport and logistics professionals.
- (v) To address the issue of the continuing relevance of qualification, professional development and future trends.
- (vi) Comment and/or recommend appropriate policy to government requiring the Institute's role.
- (vii) Collate views of the Institute's members on issues of concern and make appropriate recommendations to appropriate persons and institutions.
- (viii) Perform related functions.

(c) **Finance and Business Development Committee**

- (i) Ensure the accounts of the Institute are in order at all times.
- (ii) Preparing and collating annual revenue and expenditure budgets and audited annual accounts.
- (iii) Oversee the Institute's business practices and strategies.
- (iv) Submit regular financial reports to the GC .
- (v) Raise and manage funds of the Institute.
- (vi) Perform related functions.

(d) **Marketing Committee**

- (i) To address the Institute's relationship with government policy at international, national and regional level and co-ordinate the Institute's view on such matters as necessary.
- (ii) Present papers and comment on topical issues relating to logistics and transport in a bid to influence public policy.
- (iii) Educate public on crucial logistics and transport issues.
- (iv) Develop a strategy and appropriate communication materials to promote the Institute to attract new members and encourage active participation of its members.
- (v) Publish newsletters/journals of the Institute.
- (vii) To address the development of membership growth in the context of the Institute's market place.

- 15.6. The GC may, at its discretion, form divisions of the Institute related to the primary professional disciplines and qualifications of members in all or any of the professional sectors of the Institute.

16. FEES AND SUBSCRIPTIONS

The following fees and subscriptions shall be applicable to the members of the Institute.

- 16.1. Entrance fees: as shall from time to time be approved by the Annual General Meetings upon recommendation by the GC. Provided that a person transferred from one grade to another shall pay an amount equal to the entrance fee of the grade to which he/she has been transferred less any entrance fee previously paid by him/her.
- 16.2. Entrance fees shall become due on notification by the Executive Secretary to a member of his admission, election or transfer of membership to the appropriate grade.
- 16.3. Annual subscription for respective grades of membership shall be fixed by the GC and approved by the Annual General Meeting.

Special Rates for Retired Members

The annual subscription of any member who has attained sixty (60) years and who satisfies the GC that he/she has substantially retired from remunerative activities may upon application, by the person to the GC, be fixed at a special subscription rate set by the GC.

- 16.5. All subscriptions shall become due on admission, election or transfer and thereafter on the first day of January of each succeeding year for the year commencing on that day, but a member admitted, elected or transferred shall pay the subscription appropriate to the grade to which he/she has been admitted, elected or transferred until 1st January next following the date of admission, election or transfer.
- 16.6. A member of any grade admitted, elected or transferred before the first day of July in any year shall pay the annual subscription for that calendar year. A member admitted, elected or transferred on or after the 1st day of July in any years shall for that calendar year pay half such annual subscription, provided that if he is admitted elected or transferred in the last two months of any calendar year and elects to pay his first subscription at the full rate it shall cover the remainder of that calendar year as well as the succeeding year. The same should apply to those transferred.
- 16.7. A member of any grade whose annual subscription is one year or more in arrears shall be so notified and in the event of continuing in arrears for a further two (2) months after such notification, he/she may, by resolution of the GC be excluded from the Institute and he/she shall thereupon cease to be a member and his/her name shall be erased from the Register; but such erasure shall not relieve him/her

from his/her liability for the payment of the areas of subscription due from him/her calculated up to the 31st day of December preceding his/her exclusion.

- 16.8. In the event the GC is of the view that a member whose subscription is in arrears should retain membership, the GC may only exercise that discretion if the member settles the arrears.
- 16.9 Subject to the provision of this Constitution the GC, with the approval of the Annual General Meeting, may fix different rates of entrance fees and annual subscription payable by members residing outside Ghana.
- 16.10 All entrance fees and annual subscriptions shall be payable directly to the Treasurer or through the Honorary Secretary of the Institute.
- 16.11 The Institute shall pay an annual capitation fee as indicated by CILT. This fee shall be included in all Institute annual subscriptions payable by Institute members.
- 16.12 Corporate members shall pay a special rate fixed by the GC from time to time provided always that a corporate entity that joins any of the branches prescribed under Article 26 shall pay to the branch and the branch shall pay 40% of the amount to the Financial Secretary at the national level.

17. REMOVAL OF NAME FROM REGISTER AND RE-ADMISSION

- 17.1. A member's name shall be removed from the register of members as from the date on which his/her termination becomes effective.
The GC may re-admit a terminated member to the membership in the grade to which he/she formerly belonged provided he/she satisfies any conditions the GC may impose for such re-admission and that GC is satisfied that he/she is worthy of re-admission and pays such amounts in respect of entrance fees and arrears of subscription as the GC may determine.

18. PROFESSIONAL CONDUCT

- 18.1. At all times a member shall uphold the good standing and reputation of the Institute and CILT and in exercising authority as a professional person shall:-
 - 18.1.1. Act with integrity and professionalism and carry out their duties in such a way as to promote a positive image of the Institute and their profession;
 - 18.1.2. Continue their professional development throughout their careers and actively assist and encourage fellow members as well as non-members, to advance their knowledge and expertise;
 - 18.1.4 Endeavour to serve the interests of their employers and employees without compromising professional integrity or ethics;

- 18.1.5 Strive to build their professional reputation on merit and compete fairly where competition is appropriate;
- 18.1.6 Not conduct themselves in a manner that is prejudicial to the interests of the Institute and its members.

Disciplinary Committee

- 18.2. A Professional Conduct Committee shall be appointed by the GC as and when necessary to consider complaints and report to the GC.
- 18.3. The GC may delegate part of its powers to the Professional Conduct Committee and the Committee shall report back to the GC on any proceedings or acts undertaken by it.
- 18.4. When a complaint concerning a Member is received, it shall be referred to the President of the Institute who shall check whether or not the subject of the complaint is in fact about a member of the Institute.
- 18.5. If the individual to whom the complaint relates is not a member of the Institute, the person who submitted the complaint shall be so informed or where possible referred to the appropriate body to deal with the complaint.
- 18.6. Subject to the recommendations of the Professional Conduct Committee the to dismiss the complaint; or to uphold the complaint, and:
 - (i) require the subject of the complaint to undertake such actions as are necessary to resolve the complaint; and/or
 - (ii) admonish the subject of the complaint; or
 - (iii) suspend the subject of the complaint from the Institute for such period as the Professional Conduct Committee sees fit; or
 - (iv) take such action as necessary in the interest of the Institute
 - (v) request the return of a membership certificate from any member dismissed from the Institute and the non use of any post nominal by such members
- 18.7. All minutes, correspondence and documentation relating to a complaint, including any subsequent appeal, shall be kept by the GC in a confidential file.
- 18.8. Where a member is expelled from the Institute, the Institute shall return to that Member a pro rata of his/her subscription for the year of expulsion.

18.9. At the GC discretion information about cases in which a member has been disciplined under the Institute or CILT's disciplinary procedure may be notified in the publications of the Institute and/or to an appropriate authority.

19. REGISTER OF MEMBERS (“the Register”)

19.1. The name and address of every member of the Institute shall be entered in the Register maintained at the headquarters of the Institute in the appropriate grade of membership together with the name of the branch, if any, to which he is attached and such other particulars as the GC may, from time to time, prescribe.

19.2. It is the responsibility of each member to advise the Executive Secretary of any changes in his address.

19.3. Every member of the Institute shall be given a reference number to be referred to as the membership number.

20. GENERAL MEETINGS

20.1. The Institute shall from time to time and in accordance with this Constitution hold meetings open to all grades of members which shall be termed General Meetings.

20.2. Notwithstanding the generality of Article 20.1 the General Meetings of the Institute shall consist of the following category of meetings:

(a) Annual General Meeting

(b) Extraordinary General Meeting

20.3 Status of the Annual General Meeting (AGM)

20.3.1 The AGM shall be the supreme organ of the Institute on matters of policy and the GC and any other Committees established by the Constitution or under the authority of the AGM or any other organ of the Institute shall be subordinate and accountable to the AGM.

20.3.2 The AGM shall carry out the following:-

(i) to evaluate the general performance of the Institute in realizing its objectives and functions and make recommendations;

(ii) to determine the general policies of the Institute;

(iii) to receive and consider annual and other reports of the activities of the Institute generally;

(iv) to elect members of the GC ;

- (v) to discuss and approve the annual budget;
- (vi) to establish standing committees which it deems necessary;
- (vii) to receive and deliberate upon the previous year's audited Accounts;
- (viii) to appoint auditors;
- (ix) to discuss any other business concerning the Institute, in particular matters relating to logistics and transport;
- (x) to do anything that may be legally done by the AGM in furtherance of the objects, powers and functions of the Institute.

20.3.4 The AGM shall be held once a year, except as the GC may approve an AGM; it shall be held not earlier than the first day of March and not later than the last day of June of every year.

20.4 Extraordinary General Meeting (EGM)

20.4.1 An EGM may be held as often as required and at anytime during the year to consider matters that may be considered by members in general meeting other than at the AGM.

21. MEETINGS: NOTICES, PROCEEDINGS & VOTING

21.1. Except in cases of emergency or in the case of an adjourned meeting, at least twenty-one (21) days' notice shall be given for all General Meetings. The notice shall specify the general nature of the business to be transacted and no other business shall be transacted at those meetings except such business of which notice has been given. Subject to the approval of the duly constituted meeting the Chairperson may add other business (es) which is/are incidental to the business of the meeting.

21.2 The accidental omission to send notice of a meeting to or the non receipt of a notice by any member of any grade shall not invalidate the proceedings of the meeting.

Quorum

The quorum for an AGM and EGM shall be one-third of all paid up Chartered Members. Provided that if within half an hour from the time appointed for the meeting the quorum is not realized, the meeting shall stand adjourned to a date and place to be determined by the GC.

21.3 An adjourned General Meeting which lacks the quorum of one-third of all paid-up Chartered Members shall not proceed.

21.4 Any meeting called specifically to discuss an amendment of the Constitution shall only proceed if at least 60% of paid up Chartered Members are present.

Presiding

- 21.5 The President shall preside as Chairman at every General Meeting but if at any meeting the President shall not be present within thirty (30) minutes after the time appointed for holding the same or shall be unwilling to preside, any of the Vice Presidents shall preside and if no Vice President is present or he is absent or unwilling, the persons present and entitled to vote shall choose a member of a Standing Committee.
- 21.6 With the consent of any General Meeting at which a quorum is present, the President or the person presiding may adjourn the meeting from time to time and from place to place, as the meeting shall determine, 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 took place. Whenever a meeting is adjourned for twenty-one (21) days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting.
- 21.7 Voting at any General Meeting may be by open or secret ballot as the GC may deem appropriate and decision by simple majority shall prevail except for a decision to amend the Constitution where the decisions shall be by two-thirds of members present and qualified to vote.
- 21.8 All members qualified to vote shall, subject to Article 21.9, have one vote.
- 21.9. In the case of any equality of votes the President or the person presiding shall have a casting vote in addition to his/her personal vote.
- 21.10. When the votes of members of the Institute not actually present at any General Meeting are taken into account by means of proxy voting and in all instances of proxy voting, notice of the General Meeting in question containing particulars of the motions to be submitted to the General Meeting shall be sent together with a voting paper to each members entitled to be present and to vote before the date of the General Meeting.
- 21.12. (a) A member seeking to vote by proxy shall complete the proxy form and return it to the Executive Secretary so that it shall be received by him not later than the date indicated in the notice of a meeting issued by the GC. All voting papers received by the due date shall be counted towards the determination of the matter in question. In the event the Executive Secretary is contesting for the same or any other position, the proxy forms shall be sent to the person charged with organising the election.
- (b) No person shall act as a proxy who is not entitled to be present and vote in his own right.

22. THE GOVERNING COUNCIL

22.1 There shall be a governing body of the Institute to be known as the Governing Council (GC). The GC shall be composed of the following fifteen (15) persons including all Section Chairmen:-

- (i) President;
- (ii) Immediate Past President
- (iii) Six (6) Vice-Presidents
 - Vice President – Road
 - Vice President – Maritime
 - Vice President – Rail
 - Vice President – Air
 - Vice President – Materials & Logistics
 - Vice President – Education & Professional Development
- (iv) Executive Secretary;
- (v) Financial Secretary;
- (vi) One (1) executive member

22.1.1 All members of the GC except the Immediate Past President shall be elected at the Annual General Meeting in accordance with this Constitution.

22.1.2 The GC shall appoint a person whether or not a member of the Institute to be designated as a Marketing Officer or such similar designation who shall be responsible for the marketing functions of the Institute and shall:

serve as an ex-officio member of the Marketing Committee
attend GC meetings as required by the GC but shall not be counted in the determination of a quorum for the GC and shall not have a vote in any meeting.

22.1.1 In the event the person appointed by the GC as the Marketing Officer under Articles 22.1.2 is also a member and office holder of the Institute in his/her own right then the restrictions under Article 22.1.2 shall not be applicable.

Powers of the GC

22.2 Except as otherwise set out under this Constitution, the GC shall exercise all the powers under the Constitution and act for and on behalf of the Institute and shall be subject to only the decision of the members acting collectively in a duly constituted General Meeting.

- 22.3 Without prejudice to the generality of the provisions of Article 20.2 of the Constitution, the GC shall have the following powers and duties:-
- (i) to manage efficiently and effectively the affairs of the Institute;
 - (ii) to implement all decisions of the Annual and Extraordinary General Meetings;
 - (iii) make recommendations to the Annual General Meeting on appropriate matters including but not limited to the appointment of an auditor, fixing of subscription and fees and all matters related to the growth of the Institute;
 - (iv) to open and operate bank accounts;
 - (v) to approve of the employment of staff required by the Institute
 - (vi) to acquire, buy, purchase, give, grant, exchange, lease, hire or otherwise properties of all kinds whether movable or immovable and whether real or personal and hold the same for the benefit of the Institute;
 - (vii) to negotiate and enter into any agreements, including contracts and memoranda of understanding, with the Government, municipals, or any other public or private authority, which seems conducive or beneficial to any of the objects of the Institute;
 - (viii) on behalf of the Institute, to institute, prosecute, defend and compromise all actions and proceedings, including suits, appeals, reviews, revisions, motions, executions and the like before the government, courts, tribunals and authorities;
 - (ix) subject to approval by an Annual or Extraordinary General Meeting, to engage the services of any person(s), and professional(s) for the purposes of the efficient running of the Institute. The remuneration and other terms and conditions of such persons shall be determined by the GC deems.
 - (x) to approve any recommendations on the amendment of the Constitution before transmitting them to a General Meeting;
 - (xi) to consider annual, quarterly and or any other reports of the Institute's Standing or ad hoc committees before submitting them or informing the General Meeting as the case may be;
 - (xii) subject to the recommendation of the appropriate and subject to the affected persons right of appeal to CILT, the GC may admit elect and transfer members to the various grades in accordance with the provisions of this Constitution;
 - (xiii) subject the provisions of the Constitution, to make rules for the proper and effective putting into effect the provisions of the Constitution;
 - (xiv) to establish branches in any part of the country as the GC deems fit;
 - (xv) to appoint and or dissolve Committees for special purposes;
 - (xvi) to do all such things as may be legitimately done by the Institute in the furtherance of the objects, powers, and functions of the Institute.
 - (xvii) to do all such things calculated at furthering the objects, powers and functions of the Institute.

Functions of Members of The Governing Council

22.4 Notwithstanding the generality of Article 22.3 the functions of the GC shall be as follows:

(a) President

The functions of the President shall be:-

- (i) to chair all the General Meetings and the meetings of the GC;
- (ii) to supervise and make follow-up of the implementation of all activities of the Institute;
- (iii) to be chief spokesman of the Institute;
- (iv) to perform such other functions as are provided for under this Constitution or as may be conferred upon him by the Annual and Extraordinary General Meetings.

(b) Vice-Presidents

The functions of the Vice-President shall be:-

- (i) the principal assistant to the President in respect of the section represented by the Vice President;
- (ii) advise the GC on matters to the section represented by the Vice President
- (iii) to discharge the functions of the President in the absence of the President;
- (iv) to perform such functions as may be delegated to him by the President
- (v) submit reports on activities of the section at every GC meeting

(c) Executive Secretary

The functions of the Executive Secretary shall be:-

- (i) to conduct the correspondence of the Institute;
- (ii) to attend all meetings of the Institute, the GC and other meetings as the GC may direct;
- (iii) to read all minutes and communications that may be ordered to be read;
- (iv) to be the custodian of the seal of the Institute, the minutes, the register of members, Institute's publications, stationary and other documents required to be kept under this Constitution;
- (v) to be responsible for sending notices of meeting as determined by the Constitution;
- (vi) to co-ordinate the day to day affairs of the Institute;
- (vii) to prepare and submit annual reports and other relevant reports for the approval of the GC and before submission to the members where applicable;
- (viii) on the instruction of the President, convene General Meetings as necessary;
- (ix) to perform such other duties and functions as may be assigned to him by the President, the GC or relevant General Meeting.

(d) Financial Secretary

The functions of the **Financial Secretary** shall be:-

- (i) to collect subscriptions and entrance fees and any other monies due to the Institute;
- (ii) to administer the funds of the Institute in accordance with the financial regulations of the Institute;
- (iii) to maintain proper books of accounts in respect of the Institute funds and to cause the Institute accounts to be audited by an auditor appointed at the Annual General Meetings;
- (iv) to ensure the preparation of the audited annual financial statements of the Institute and present the same at Annual General Meetings of the Institute;
- (v) to keep in the Institute's bank account all the money received by the Institute;
- (vi) to account for by way of inventory of all properties of the Institute whether movable or immovable, kept and maintained by the Financial Secretary;
- (vii) to perform any other function as may be delegated to him by the President, the GC and the Annual or Extraordinary General Meetings

(e) Vice-President - Education & Professional Development

- (i) co-ordinate the educational components of the Institutes work in Ghana
arrange and co-ordinate training programmes for the Institute
- (ii) act as the link between the Institute and other Institutions of learning at which CILT programmes may be organised
- (iii) develop educational and professional development programmes for the consideration of the GC
- (iv) ensure that the Institutes educational activities are reviewed and upgraded when the context requires.

Meetings of the GC

The GC shall hold an ordinary meeting once in every three (3) months and as many extraordinary meetings as the business of the Institute may require and the GC's meetings shall be held at such places as the GC may decide.

All branch chairmen shall receive notice of GC meetings and unless the notice specifies, the branch chairmen shall attend GC meetings subject to the restrictions under Article 26.6 of the Constitution

A GC member who fails to attend three (3) consecutive meetings without any reasonable excuse to the other members of the GC shall cease to be a GC

member and the position shall formally be declared vacant at a GC meeting called for the purpose of declaring such vacancy. The affected GC member shall be given notice of the meeting called with the intention to declare his/her position vacant and he/she shall have the right to attend the meeting and be given a hearing. The GC shall deliberate on the matter and may decide to allow the member to continue to serve as a GC member or declare the position vacant if the context so require.

If the GC formally declares the position vacant at the meeting called for the purpose the GC shall thereafter take steps to fill the vacancy in accordance with Article 23.11 of this Constitution.

Quorum

The quorum at any meeting of the GC shall be six (6) of its membership Provided that if a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall stand adjourned to the same hour and place in the following week or a date and the GC may decide

- 22.6. All meetings shall be convened by the Executive Secretary at the request of the President or one third of the members of the GC.
- 22.7 When necessary the Executive Secretary shall convene such a meeting as soon as possible within but not beyond two weeks after the request is made to him.
- 22.8 At each meeting of the GC, the chair shall be taken by the President, or in his absence, any of the Vice Presidents.
- 22.9 At any meeting of the GC each member present shall have one vote. Voting shall be decided by show of hands. When necessary, voting shall be by secret ballot. In the event of a tie during any voting, the President or any person is presiding over the meeting shall have a casting vote.

Standards of GC Members

Members of the GC shall uphold the reputation and dignity of the Institute and set example to other members.

23. NOMINATION & ELECTIONS OF THE GC MEMBERS

- 23.1. Persons qualified to vote and be voted for shall be members in good standing other than Affiliate Members.
- 23.2. To be a candidate for election to the GC a member shall be an Institute member and must be in good standing and must be nominated as a candidate by one (1)

person qualified to vote at a General Meeting and supported by at least two (2) members qualified to vote at a General Meeting.

Procedure for Nomination and filling of Vacancies

- 23.3. No member may nominate or join in nominating more than three candidates for the same election.
- 23.4. Each nomination shall be in writing signed by the nominators and shall contain a consent signed by the person nominated to stand for election.
- 23.5. Each nomination shall relate only to the next ensuing election and must be received by the Executive Secretary not later than forty-eight (48) hours prior to a date of the election.
- 23.6. Except in the case of an emergency, election shall be held at an Annual General Meeting called not earlier than March and not later than June of any given year.
- 23.7. Members of the GC specified in the Constitution shall be elected at the Annual General Meeting by secret ballot after every two (2) years.
- 23.9 Members of the GC shall hold office for a term of two years and shall be eligible for re-election for only one more term.
- 23.10 A person shall not be entitled to election as a Member of the GC unless:-
 - (ii) he is an active member of the Institute;
 - (i) he is registered as an Institute Member
- 23.11 Where there is a vacancy in respect of any elected office, such a vacancy shall be filled through a bye-election and where there is a vacancy in respect of any appointed office, such a vacancy shall be filled by appointment made by the GC. If a vacancy occurs in respect of an elected office when the term of office has less than six (6) months to the date of the next election, the GC may fill the office by appointment for a period not beyond the date fixed for elections.
- 23.12 A person elected to the GC through a by-election or appointment by the GC shall hold office for such period as his predecessor would, in the ordinary course, have retained the office.

24. TERMINATION OF MEMBERSHIP TO THE GC

- 24.1 A member of the GC shall cease to be a GC member of the Institute if:
 - (a) receiving order is made against him or he makes any arrangement or composition

- with his creditors;
- (b) He or she is, or may be, suffering from mental disorder and either:-
 - (i) he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health or
 - (ii) an order is made by a court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
 - (c) he or she ceases to be a member of the Institute;
 - (d) being an ex-officio member of the GC he ceases to hold the office by virtue of which he is a member of the GC;
 - (e) by notice in writing to the Institute, he resigns his membership of the GC;
 - (f) he ceases to be a member of the GC by virtue of any provision of the Act or order of a court he/she becomes prohibited by law from being a director of any company;
 - (g) he is requested in writing by resolution of the GC to resign; or
 - (h) he absents himself/herself from six consecutive meetings of the GC including at least one AGM without any reasonable permission;
 - (i) the GC resolves that he should no longer hold office.
 - (j) he is convicted of any offences involving moral turpitude;
 - (k) he is expelled from the Institute in accordance with Article 17....

International Appointments

Where a GC member is appointed or elected to occupy an international office in CILT, such GC member shall be deemed to have automatically relinquished his/her position and the position shall be deemed to have become vacant. In any such event the position shall be filled in accordance with Article 23.11

FINANCES

The GC shall have the authority to open various types of bank account it deems fit with reputable banking organizations with the view of enhancing operations of the Institute.

Signatories

The signatories to any bank account of the Institute shall be any three (3) and shall comprise the following:

- (a) The President or the Financial Secretary
- (b) Any two (2) of the following;
any of the Vice Presidents
the Executive Secretary

25.3 Sources of Funds

The source of funds of the Institute shall consist of but shall not be limited to:-

- (i) entrance fees and annual subscription payable by members;
- (ii) donations received from fund raising activities by the Institute;
- (iii) voluntary donations from members and non-members;
- (iv) contributions by way of grants, gifts, donations, support from the Government, and subventions received from bilateral and NGOs or from any source or sources in support of the Institute;
- (v) interest, dividends and other forms of income from the Institute's investments and activities;
- (vi) contributions other than entrance fees and annual subscriptions due from members;
- (vii) loans contracted by the Institute;
- (viii) any other legitimate income howsoever accruing or due to the Institute

25.4 The funds and assets of the Institute shall be controlled by the GC in furtherance of the Institute's objectives.

25.5 The GC shall cause to be kept proper and sufficient accounts of the capital, funds, receipts and expenditure of the Institute, so that the true financial state and conditions of the Institute may at all time be exhibited by such accounts.

25.6 Financial years of the Institute shall begin on 1st January and end on the 31st day of December, in each year and the audited accounts of the Institute having been approved by the GC and audited by an auditor or auditors, shall together with the auditors' report as well as the report of the GC be laid before the Annual General Meeting next following.

BRANCHES

For the furtherance of the work of the Institute in any locality the GC may establish or authorise the establishment of a branch of the Institute to be called a Branch at various locations within Ghana and the GC may make rules and regulations for governing the functions, meetings and proceedings of such Branches, their conduct and management as the GC shall think fit.

In the absence of such rules or regulations, and in matters to which such rules or regulations do not extend, the meetings and proceedings of every such Branch shall be governed by the provisions of this Constitution for regulating the meetings and proceedings of the GC so far as applicable.

The GC may terminate or close any Branch at any time and on such terms as it shall think fit.

Each Branch shall maintain a written record of the minutes of its proceedings. Such written record shall be produced to the GC periodically on demand.

Until such rules and regulations are made for the Branches, Branches shall have such executives as the Branch deem fit except that the head of the Branch executive shall be called Chairman and not President and the Secretary of the Branch shall not be called Executive Secretary and no Branch official shall bear the same title as used by the GC members spelt out under Article 22.1 of this Constitution.

Except where the GC specifically stipulates, all Branch Chairmen shall attend any meeting of the GC and speak at the meeting as may be permitted by the GC but a Branch Chairman shall not be counted in the determination of a quorum and no Branch Chairman shall have a vote.

Notwithstanding the rules and regulations the GC may make by virtue of this Article, the GC shall not authorise the establishment of a Branch unless the Branch has at least twenty (20) members including Non-chartered Members but at least five (5) of whom are Institute Members.

All branches shall contribute 100% of capitation fees and 40% of all contributions from corporate entities and donations to the Financial Secretary of the Institute.

Every member of the Institute shall be deemed to be a member of a branch and shall not be deemed to be a paid up member or a member in good standing unless the member has paid both its branch and national financial commitments.

27. **PUBLICATIONS**

27.1 The GC shall approve such publications as may be necessary to promote the Institute's objectives and growth including but not limited to publication of newsletters, journals and proceedings at conferences, workshops and seminars.

27.2 The right of publishing shall be reserved to the GC who may, as they think fit, give their consent to the publication by any Branch of the Institute or any other appropriate person.

27.3 The Institute shall have the right of free use of paper presented to the institute and accepted for reading or publication in full or in abstract, and every paper read before the Institute or a Branch in any manner that will further the aims of the Institute. The GC in such cases as they may think fit, shall have power to release or surrender rights of the Institute in respect of any such paper.

27.4 The newsletters and the magazines of the Institute shall be supplied free to all members of good standing or at a cost as a General Meeting on the recommendations of the GC may approve.

28. AMENDMENTS

28.1 A proposed amendment to this Constitution shall be submitted to the Executive Secretary by any Chartered Member who is of good standing.

28.2 The proposed amendment shall be placed on the GC's agenda by the Executive Secretary and discussed at a GC meeting. After its deliberations the GC shall submit the original proposal for amendment as well as any comments or variations the GC may have to the general membership at an AGM or an EGM called for the purpose.

28.3 An AGM or EGM called to consider the proposal for amendment shall only be convened after the giving of at least twenty-one (21) days notice to all members of an AGM or EGM called for the purpose of the consideration of the proposed amendment to the Constitution.

28.4 The proposal shall be deemed to be adopted if three-fourths or seventy-five (75%) percent of the duly constituted quorum for the AGM or EGM called to amend the Constitution vote in support of the amendment.

TRANSITIONAL PROVISIONS

At any time a new GC is elected, the out-going GC shall hand over to the elected GC not later than twenty-eight (28) working days following the date of the election.