



Professional Development Institute
info@pdi.org.uk
+44 208 720 6582

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Byelaws of PDI International Ltd (A Company Limited by Guarantee and not having a share capital).
Company number 13240672

1. INTERPRETATION

In these Byelaws:-

- a) The terms 'Association' and 'PDI' mean PDI International Ltd (a Company Limited by guarantee and not having a share capital).
- b) 'Articles' means the Articles of Association of PDI International Ltd.
- c) The expression 'Committee' shall also include the expression 'Project Group', 'Working Group' and/or any synonymous description.
- d) For disciplinary purposes, the term 'member' shall include all classes of member.
- e) For the purpose of these Byelaws, the pronoun 'he' shall be used regardless of case.

2. THE MANAGEMENT OF PDI INTERNATIONAL LTD (PDI)

- a) There shall be a Board that shall for all purposes be the governing body of PDI and shall manage the affairs and business of the organisation.
- b) Election to, and the governance of, the Board of the PDI is covered by the Articles of Association.

The Board shall appoint a Chief Executive Officer to administer the business of the PDI on their behalf.

Board meetings will be held not less than three times each year, at which activities will be monitored and directed.

At the Board meeting subsequent to the Annual General Meeting the statutory committees will be appointed in consultation with the Chief Executive Officer. A chairperson, convenor or similar shall be appointed for each committee.



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3. BOARD REMUNERATION

Board members may be remunerated by the Association in respect of normal Board and Committee duties at such rate as the Board may from time to time determine.

In addition, Board members shall be entitled to reimbursement of reasonable out-of-pocket expenses.

For work carried out in addition to that of a normal Board member remuneration shall be paid at a rate no higher than would otherwise be payable. For example:-

- a) Distributing either by hand, mail or otherwise, the publicity matter of PDI.
- b) Contributing either literary or other matter for publication by the PDI.
- c) Undertaking, by the instruction of Board, any specific assignments that are outside their normal and regular duties as Board members.

Remuneration shall be determined by the Chief Executive Officer in advance and paid at a rate no higher than would otherwise be payable.

4. CORPORATE MEMBERSHIP

- a) The Board may admit any corporate entity to membership that it considers shall assist the Association to achieve its objects or purpose.
- b) Corporate members shall be voting members of the Association and, at the discretion of the Board, may be exempt from any fees or subscriptions in respect of their membership.
- c) Corporate membership shall terminate upon receipt of a written notice of resignation or upon notice given to the member by the Association at any time.

5. PROFESSIONAL MEMBERSHIP

- a) All members of the Association shall pay such fees and subscriptions to the Association as the Board shall determine from time to time. The relevant fees and subscriptions shall vary according to grade of membership.
- b) The Board delegates to the Executive power to admit members in accordance with these byelaws and the power to waive the Examinations Exemption Fee in respect of members admitted if appropriate.



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6. PROFESSIONAL MEMBERSHIP GRADES

- a) A member on admission or upon transfer to a higher grade is entitled to receive a certificate of membership stating his designation, signed by the person from time to time appointed by Board to carry out this function. Upon cessation of membership through any cause whatsoever, the certificate shall be returned to PDI upon demand.
- b) The Board may determine, postpone or refuse any application for membership or transfer to a higher grade without assigning any reason to the applicant or transferee.
- c) Notwithstanding byelaw 6b) above a person shall be eligible for admission to membership if he has shown to the satisfaction of the Board that appropriate qualifications have been successfully completed.

The Board at its sole discretion is empowered to confer an appropriate Honorary status to the President of the Association appointed from time to time. The Board may also at its sole discretion confer the status of Honorary Membership to persons who in the view of the Board have proved to be outstanding in the world of Finance.

- d) No right or privilege conferred on any individual member shall be transferable or transmittable either inter vivos or by operation of law or otherwise, but shall be personal to the member and be extinguished upon cessation of membership of the Association from whatever cause.
- e) Every member shall notify the secretary of PDI of the place of residence to be registered as his place of address. The place from time to time so registered shall, for the purpose of the statutes and articles and all matters relating to the Association, be or be deemed to be his place of residence, and is hereafter referred to as his registered address.
- f) If any member shall fail to notify his registered address he shall not be entitled to receive notice of any Annual General Meeting or other proceedings of PDI and no meetings or other proceedings shall be invalidated by reason of such notice not being received.
- g) Any member may resign membership of the Association by sending to the registered office a notice in writing. If such a notice is not received on or before their renewal date in any year the member shall be liable to pay an annual subscription for the ensuing year, which shall be a legal debt.



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- h) Any person ceasing to be a member of PDI from any cause whatsoever shall not, nor his personal representatives, have any claim upon, or interest in the funds or property of PDI by reason of their former membership, and this bye-law shall apply and be effective without prejudice to the right of the Association to claim from him or his personal representatives any subscriptions or other sum due at the time of ceasing to be a member.

7. NON-UK MEMBERSHIP

- a) Non-UK members shall be non-voting members of the Association (as defined in the Articles) and, as such, shall not be subject to the obligations of registered members to undertake to contribute to the assets of the Association in the event of its being wound up and shall not be entitled to the rights of registered members, including the right to receive notice of, attend and vote at, general meetings of the Association.
- b) Non-UK Membership is a grade of membership for any person who is not ordinarily resident in the United Kingdom and who has shown to the satisfaction of the Board that appropriate examinations have been successfully completed or submits for assessment, a certified list of 'accredited prior learning competencies' and references (as agreed by the Board from time to time) which demonstrates that he is a fit and proper person to be a non-UK member of the Association both in character and employments and appropriate work experience, including the use of a commercial accounting software package.

8. MEMBERSHIP YEAR AND FEES

- a) All subscription fees shall be due for payment annually on or before the renewal date.
- b) All fees shall be determined and made public from time to time.

9. DISCIPLINARY ACTION

- a) The Board shall have the power to take disciplinary action in the manner set out in these byelaws, without assigning any reason therefore and to take such action as it shall consider fit in the cases where a member:-
 - i. Is in arrears with his annual subscription for one month from the date upon which payment thereof became due.



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- ii. Has been found on inquiry overseen by the Board to have been found guilty of dishonourable conduct prejudicial and affecting his professional status or the reputation of PDI either before or after his admission to membership.
 - iii. Has become a bankrupt or makes any arrangement or composition with his creditors generally.
 - iv. He is or may be suffering from mental disorder and either:-
 - He is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1960. OR
 - An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) 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.
 - v. Is convicted of a criminal offence other than a minor traffic violation either in a magistrates' court, crown court or equivalent court or higher court either within the United Kingdom, European Union or elsewhere.
- b) The Board may delegate its powers of disciplinary action against any member for any breach of PDI's regulations to three Committees constituted as follows:-
- i. Investigatory Committee
 - ii. Disciplinary Committee
 - iii. Appeals Committee
- c) The qualifications for serving on these committees are
- (i) The members should have appropriate knowledge and competencies and
 - (ii) Not be disqualified by 'declared interest'.
- d) The Investigatory Committee shall consist of three persons that the Board considers to be appropriately qualified.
- e) The Disciplinary Committee shall consist of three members of PDI and two lay persons.



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- f) The Appeals Committee shall consist of five persons being three members of PDI, one lay person and a chairman with a suitable legal background.
- g) No person may serve on more than one of these committees at any one time.
- h) The Investigatory Committee will consider cases as and when required and shall submit a report to the Disciplinary Committee if it considers that a prima facie case is to be answered by the member of professional misconduct arising from a complaint received from any party.
- i) All complaints received in writing alleging misconduct against a member of PDI shall be referred to a Technical Consultant or a suitably appointed person determined by Board from time to time.
- j) If the consultant deems it appropriate the matter will be referred to the Investigatory Committee who will determine whether there is a case is to be considered by the Disciplinary Committee.
- k) Obvious fee disputes will not be considered.
- l) If a complaint against a member is to be investigated, the member shall be advised of details of the allegations and be requested to submit a defence within twenty-one days.
- m) If after investigation of a complaint it is established that there is a prima facie case to be put before the Disciplinary Committee in connection with the received complaint, a letter shall be sent informing the member that the complaint is to be referred to the Disciplinary Committee. Furthermore that he will be invited to attend the hearing of that Committee or be represented by Legal Counsel or an advisor of his choice at his own expense. He shall be given at least 21 days notice of the date of such Disciplinary hearing.
- n) Any member of the Board referred by Investigatory to the Disciplinary Committee shall be required to absent himself from all Board activities until the conclusion of the proceedings of the disciplinary and appeals process.
- o) The member will be informed in writing and in person if attendance is made, of the decision of the Disciplinary Committee and of his right to appeal. If the member wishes to exercise his right to appeal, he must notify PDI in writing within 21 days of receiving the decision of the Disciplinary Committee, stating the reason for appeal.



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- p) The member shall be informed of the date of the appeal and of his right to attend and if he so wishes, to be accompanied by Legal Counsel or an advisor at his own expense.
- q) If the Disciplinary Committee proves that a complaint against a member has been upheld wholly, or in part, it shall state a finding to that effect after the appeal (if this process is instigated) the issue is still upheld. In event of such findings, it may make any one, or more, of the following orders against the member, having regard to the case stated by the member, and the committee's views as to the nature and seriousness of the complaint or any other circumstances, which the committee considers relevant. The orders that may be made against a member are that :-
 - i. He be admonished.
 - ii. He be severely and publicly admonished.
 - iii. He be reprimanded.
 - iv. He be severely and publicly reprimanded.
 - v. He be excluded or suspended from membership.
 - vi. A fine and/or costs be levied if appropriate on the member, which would be enforced by legal action as a debt if necessary. The maximum of such fines shall for the time being be £2,500 and costs up to £1,500.
- r) A permanent register shall be kept of all disciplinary cases.
- s) If membership is ended due to disciplinary action all outstanding sums due to PDI at the date of cessation of membership shall be a legal debt.

10. SERVICES

Members shall be entitled to the services and benefits made available to or arranged by PDI from time to time.