

REGULATION 1: INSTITUTE ACTIVITIES

1. The Security Institute's, (The Institute) purpose is 'Supporting professional communities, by driving professional excellence in protective security for the benefit of society' whilst undertaking the following activities:

- Providing an independent means of assessing the professional competence and experience of security practitioners, through a defined process of peer validation.
- Providing a range of benefits for the membership.
- Organising and delivering training and professional development activities in a range of security disciplines within the scope of the Qualification and Credit Framework (QCF) and non-credit bearing courses through screened and approved third parties.
- Arranging or assisting others in arranging meetings, exhibitions, webinars, educational courses and lectures, and also social occasions for the interest of the members and for their development within the Institute and as individual security professionals. The principal such event is the Annual Conference.
- Providing advice, encouragement and mentoring to those who are contemplating a security career through a structured programme aimed at the Next Generation of security professionals.
- Research into, and participation in, developing and improving standards across the security sector.
- Developing close liaison with like-minded organisations for mutual benefit, including shared events.
- Providing advice to the UK Government, and other bodies and organisations, on good practice.
- Encouraging academic achievement and supporting higher education establishments.
- Encouraging excellence, through bursaries, prizes, grants, or other awards.
- Administering a Continuous Professional Development scheme, appropriate for the Institute membership and members of like organisations.
- Facilitating the means to provide membership support within the Institute through effective communications.

- Supporting charitable organisations and receiving sponsorship and donations. This may include the creation of a 'Charitable Trust'.
- Permitting Institute activities to be organised and delivered outside the United Kingdom.
- Providing management and administration support to like-minded organisations, based on an agreed list of tasks for which a suitable fee or remuneration may be appropriate.
- Seeking and selecting Corporate Partnerships, Continuous Professional Development Partners, Education and Training Providers, and Sponsors.

2. The Security Institute shall manage the following:

- Register of Chartered Security Professionals (RCSP), including the Chartered Security Professional Regulation Authority (CSPRA) on behalf of the Worshipful Company of Security Professionals (WCoSP). This shall include:
 - Processing of all applications for admittance to the Register.
 - Allocating assessors.
 - Liaising with the Registrars.
 - Maintaining all standards of the Register.
 - Marketing and fee collection. Continuous Professional Development recording for the RCSP and individual Chartered Security Professionals.
- The Security Institute shall manage and deliver SABRE services and activities falling within the scope of the Licence Agreement with BRE Global Limited (dated 1st May 2022). This shall include:
 - 'SABRE Assessor' training.
 - Company licensing.
 - Online listing of 'SABRE Licensed Companies'.
 - Project/facility registration.
 - Technical scheme updates.
 - Scheme marketing and promotion.
 - All additional SABRE-related services devised during the Licence Term.

3. Suitable arrangements will be made for undertaking the work of the Institute and for organising meetings of the Institute, including:

- Employing, supporting, and developing management and support staff.
- The Security Institute is a not-for-profit body that re-invests any surplus income into its activities.

- Acquiring offices and assets.
- Providing effective communications to the membership and stakeholders.

4. The Institute will ensure that adequate management control processes are established across all areas of the business and regularly review them to ensure that they are fit for purpose and provide appropriate compliance with current standards and legislation.

REGULATION 2: MEMBERSHIP

1. Any person employed or engaged as a current or former security practitioner may apply for membership of the Institute, including, but not limited to, those in the business of security, as well as security managers of commercial and industrial businesses, trainers, academics, consultants, suppliers of security goods and services, members of public bodies, police forces, and armed forces. Those aspiring to reach management positions through study and/or personal development, or whose core business is closely aligned to that of a security practitioner, may also be eligible for membership.

Anyone studying on a full or part-time course in a security-related subject may be eligible for Student Membership. Graduates with non-security related degrees are also eligible to apply, but they will not be admitted to full membership until they have a minimum of 3 years security-related work experience.

Membership is granted to an individual, not to an organisation.

The Membership Year runs from 1st of the month following grading confirmation, and annual subscriptions fees are payable on the anniversary of this date. Failure to pay annual subscription fees as required may invalidate membership and require revalidation including subsequent re-joining fees to be paid.

The Institute Code of Ethics shall apply equally to both applicants and to members of, The Institute.

2. Honorary appointments may be bestowed upon individuals who are seen by the Institute as key influencers and upon those individuals who have significantly contributed, strategically or tactically, to the running, development, and status of the Institute in previous years. It is in the gift of the Board to vote upon and make such bestowals, and, if necessary, to review and remove bestowals.

Such appointments may include:

- Patron – an individual who is able to use status, position, and influence, to further the aims and objectives of the Institute.
- President – a high profile public figure who, through their position of gravitas and influence, is able to publicly champion and support the Institute.

- Vice President – A highly placed security professional who is able to use external influence to provide significant strategic and tactical support to the Institute.
- Chair Emeritus – An individual who has previously held the post of Chair of the Institute.
- Companion – Awarded to an individual who is a proven exceptional and prestigious leader in the field of security, a significant influencer and someone who has consistently demonstrated exceptional impact in their field of expertise and related professions.
- Honorary Fellow - An Honorary Fellowship is a highly prestigious award which the Institute can bestow to distinguished individuals who have a connection with, and have made an outstanding contribution to, the Institute and to the security profession.

3. Directors, Associates, Members and Fellows of the Institute including those holding Retired status are eligible to vote on Institute matters. All other grades of membership including Student, Graduate, Affiliate, Honorary Appointments, are not eligible to vote.

4. The grades of membership are:

- Student
- Graduate
- Affiliate
- Associate
- Member
- Fellow

4. Membership ceases when:

- Notification is received from the member concerned
- Annual subscription fees are not paid within an approved timescale, currently within 60 days of invoice
- The Board, after proper investigation, decides to expel a member for conduct which is proven to breach the Institute Code of Ethics.

REGULATION 3: APPLICATION PROCESS

1. Applications shall be made on the relevant Application Form available on the Institute's website at <https://www.security-institute.org>

2. Relevant joining fees must be submitted with applications. Once membership has been confirmed, the first year's annual subscription fee will be due. Failure to pay this may result in membership being withdrawn.

3. Each application shall be reviewed by the Membership Registrar, or their representative, and validation point scoring shall be drafted for review by the Validation Board. Points are awarded for:

- Certain academic qualifications, both security-related and non-security related.
- Security experience, including areas of responsibility and roles held.
- Training, including non-examination vocational and non-vocational training courses.
- Professional Commitment, including but not limited to, security articles published, participation in projects and/or organisations for the benefit of the larger security community, that is conducted outside the normal job role, achieving Chartered status, and completing annual CPD.

Membership at Associate and Member levels may also be awarded under the Institute Fast Track route whereby individuals who are proven to have appropriate security-related academic qualifications may be admitted without being processed via a formal scoring route.

All applicants for professional membership of the Institute shall, as part of the application, undergo a process of screening and due diligence. This may be carried out by an approved third-party organisation. Applicants currently holding a Security Industry Authority licence or who have been successfully vetted through the UK National Security Vetting process pertinent to their current role, shall be exempt from further screening and due diligence.

4. The grades of membership are:

- Student
- Graduate
- Affiliate
- Associate
- Member
- Fellow

Fellowship status is only awarded through the validation process to someone who:

- Has been part of the Institute professional membership for a minimum period of two years.
- Has a minimum of 10 years proven security management experience.
- Has demonstrated a minimum of two years Continuous Professional Development with the Institute or through a recognised CPD system from another organisation or body which is recognised by the Institute.
- Has achieved a mandatory level of validation points in the categories of Academic Qualifications and Professional Commitment

5. Post nominals may be used by the following grades:

- Associate - ASyl
- Member - MSyl
- Fellow - FSyl

6. Members may at any time apply for revalidation to progress through the grades of membership.

7. Members at any grade retiring from full-time employment or self-employment within the security sector, may apply for retired membership status at reduced annual subscription rates.

8. Validation points will only be awarded based on information supplied by applicants. Copies of examination certificates or other proofs of achievement must be provided. Student applicants will need their applications verified by their course tutor or university. A copy of the current Scoring Matrix can be found on the Institute's website. The Scoring Matrix will be reviewed and updated as and when appropriate.

9. Membership grades are recommended by the Validation Board and approved by the Validation Board Chair on behalf of the Board, based on reaching minimum point scores and/or academic achievement as detailed in the Scoring Matrix.

10. Mandatory minimum levels of points must be achieved in the categories of Security Experience, Academic Qualifications and Professional Commitment in order for applicants to be considered for Fellowship of the Institute.

11. The Institute will verify personal information and confirm the accuracy of information submitted. It reserves the right, if necessary and appropriate, to invite applicants to attend a personal interview. Such interviews will always be voluntary. In addition to reaching minimum scores, applicants must also pass a basic screening and identity check to align with the requirements of British Standard BS7858 (Security screening of individuals employed in a security Environment). A third-party background screening specialist organisation may be used for this purpose. Applicants who hold a Security Industry Association licence or who are currently approved for National Security Vetting shall be exempted from Institute screening.

12. Applicants are temporary members of the Institute until their grade of membership is confirmed and the initial invoice paid. Applications are closed after 3 months if the Institute is unable to complete validation. As applicants are considered temporary members, they are also bound by the Code of Ethics.

13. The Validation Board meets as required, normally monthly, to review all applications for membership. Membership of the Validation Board is by invitation only and comprises a mixture of volunteers from across the security spectrum. Validation Board members are expected to attend a minimum of three meetings per year and failure to do so may result in the volunteer being asked to step aside to allow others an opportunity.

14. The Validation Board Working Group is a sub-committee of the Validation Board, established to review and recommend improvements to the validation process, and other processes, as requested by the Board. Other appointed Institute committees, boards and groups may similarly be tasked outside normal terms of reference by the Board.

15. Institute members can apply for revalidation using the standard application form. The normal validation process will be followed, excluding screening checks. Existing membership grades will remain in place until the outcome of revalidation is known.

16. Applicants' identities will remain anonymous to the Validation Board until it has agreed a grade of membership

17. Members may challenge their grading within 3 months of award, setting out their reasons in writing to the Validation Board Chair. Appeals will be considered at the next available Validation Board meeting. Recommendations shall be considered and ruled upon by the Board of Directors.

18. Lapsed members may re-join within 36 months of their membership ceasing and will retain their original membership number and grade. The relevant application fee for the grade must be paid.

19. The Institute offers a Corporate Partnership scheme, which includes bundled Affiliate memberships. There is a defined process for this in the Institute Quality Management System (QMS), individuals so admitted remain subject to the usual individual membership rules and Code of Ethics.

20. The Institute offers a Group Membership scheme, which offers fast-track membership to groups of employees meeting pre-application criteria. Typically, these employees will already hold vetting/screening and reach minimum standards of knowledge and experience for Associate Membership. There is a defined process for this in the Institute Quality Management System, and the individuals so admitted remain subject to the usual individual membership rules and Code of Ethics.

REGULATION 4: PRIVACY AND DATA PROTECTION

1. The Institute collects and uses personal data for the following groups:

- Members and prospective members
- Current, past, and prospective employees
- Suppliers and customers
- Other organisations and individuals in the security sector, including media contacts
- Stakeholders – individuals or organisations which, in whole or in part, contribute to the aims, objectives and good running of The Security Institute.

The processing of all personal data collected whether verbally, on paper, in a computer, or by any other means, shall only be conducted in compliance with relevant data protection legislation. The Institute is registered with the Information Commissioner's Office as a processor of personal information.

2. The Chief Executive has overall responsibility for data protection and will nominate a Data Protection Officer from the Institute Head Office staff. All staff shall sign a confidentiality agreement and must be trained in the correct management and handling of personal data.

3. All applicants for membership are required to sign the following declaration which is contained within the application form:

- I give my permission to the Institute to process, retain and file the information that I have provided in this application
- I undertake to advise the Institute of any changes to my personal contact details
- I understand that my personal data will not be divulged to a third party without my prior consent
- Members are responsible for declaring to Institute Headquarters all instances where they have been convicted of any unspent indictable or either way criminal offence, or if they are the subject of any conduct allegation that may be in breach of the Institute's Code of Ethics.

4. Storage and protection of personal data:

Personal data about members is processed by Institute staff, the Board, members of the Validation Board, Validation Board Working Group, Ethics and Professional Standards Committee, or other Institute groups in a variety of locations. Transfers of personal data between data processors may be made verbally, electronically, by hand, by Royal Mail Special Delivery or by other secure means. Personal data (GDPR) will be encrypted at rest and only authorised access by staff.

The membership database is stored on Institute electronic data retrieval systems, including portable devices held remotely. Selected data fields are hosted on the Institute website and in the mobile app, administration rights to which are accessible to system administrators only.

In all cases, appropriate levels of physical and electronic security shall be in place so as to prevent unauthorised access together with deliberate or accidental destruction or alteration of personal data. Individual personal files may occasionally be taken to meetings to support specific matters or investigations. The Security Institute shall ensure that it is accredited to Cyber Essentials (Plus) and that this accreditation is maintained annually.

5. Release of Information:

Postal addresses and other personal data of members shall not be released to 3rd parties without members' consent and unless authorised by the Chief Executive.

Individual member personal files may be reviewed by the Board, members of the Validation Board, Validation Board Working Group, Ethics and Professional Standards Committee, or other Institute groups if required to do so in the furtherance of bona fide Security Institute business.

The Board, members of the Validation Board, Validation Board Working Group, Ethics and Professional Standards Committee, employees and other Institute groups shall sign a Non-Disclosure Agreement (NDA) prior to being given access to personal data.

6. Destruction:

All personal data shall be destroyed when it is no longer required for legitimate purposes. Membership files shall be retained for 3 years after membership ceases, in case members wish to return, after which time all records shall be destroyed.

7. A copy of the Institute's Privacy Policy is available on the Institute's website. [Privacy - Security Institute \(security-institute.org\)](https://www.security-institute.org/privacy-security)

8. Other official information such as finance data and employee data shall be retained for periods of time that align to UK statutory requirements. This is explained in the Institute's Quality Management System and audited externally.

REGULATION 5: CONDUCT OF MEMBERS

1. The Institute publishes a Code of Ethics, which applies to all applicants to, and members of, the Security Institute. It shall also apply to all Institute employees and appointed advisors. It exists to ensure there is clarity in what is expected of members and potential members in terms of ethical behaviour. A copy of the Code of Ethics shall be published on the Institute's website.

2. The Code of Ethics underpins the way that members, potential members, and employees are required to behave, do business, and treat one another. The Institute determines its values and expected behaviours, and it encourages ways of working that are honest, responsible, and respectful, generating trust.

3. Everyone in the Institute shall:

- Treat everyone with dignity and respect, listening carefully to all those with whom business is conducted.
- Treat the Institute's assets and equipment with care and respect.
- Operate within the requirements and spirit of the law, exercising power and influence responsibly, ultimately to the betterment of the Membership.
- Respect the laws and customs of countries and nations with whom the Institute operates or may operate.
- Comply with the Institute Articles and Regulations.
- Ensure that their professional and personal behaviour does not place at risk the reputation of the Institute, or its stakeholders.

4. The Ethics and Professional Standards Committee will, as required, consider, and may investigate any ethical issues which may arise in the course of Institute business under the Code of Ethics. Anyone found to have breached this Code may be subject to disciplinary action.

5. Members are responsible for notifying the Institute Head Office of changes to their personal contact information, and for paying annual subscription fees and other invoices promptly.

6. Members are responsible for declaring to Institute Headquarters all instances where they have been convicted of any unspent indictable or either way criminal offence, or if they are the subject of any conduct allegation that may be in breach of the Institute's Code of Ethics. Such disclosures may be managed by the Institute Ethics and Professional Standards Committee. Members are not required to declare criminal convictions deemed to have become "spent" under the terms of the Rehabilitation of Offenders Act 1974.

7. Members are required to comply with any additional requirements relating to their individual grade of membership, such as completion of annual CPD for Fellows, or in relation to the positions they hold, such as Board Directors also being required to complete CPD.

REGULATION 6: BOARD OF DIRECTORS

1. The Institute is registered with Companies House as a Company Limited by Guarantee. The Institute requires its Directors to act in good faith in the interests of the company, including:

- treating all members fairly
- avoiding conflicts of interest and declaring any conflicts of interest. Interests shall include both personal and business interests of a pecuniary or ethical nature which might influence a Director's judgment, deliberation, or actions, or which may reasonably be perceived to do so. Each Director completes a Register of Interests declaration which is reviewed annually and updated as and when the need arises and referenced at the Quarterly Board meetings.
- not making personal profits at the Institute's expense
- to act in accordance with the Institute's Articles of Association and Regulations and to use powers only for the purposes for which they are conferred
- to promote the success of the Institute for the benefit of the Institute as a whole, not for oneself or others
- to exercise reasonable care, skill, and diligence
- not to accept benefits such as a gift, payment or secret commission which could amount to a bribe from third parties, arising from the fact that they are a Director.
- To monitor and approve the company accounts.

2. The Board shall ensure that the Chief Executive, or other person nominated will:

- Comply with employment law in all dealings with employees or may be found personally liable for unfair dismissal, racial or sexual discrimination or unfair work practices. Directors shall also ensure that the company complies with all employment law changes.
- Recognise employees' health and safety responsibilities, ensuring that, when appropriate, risk assessments are completed and that a suitable health and safety policy is in place.

- Check that the correct amounts of tax, VAT and National Insurance contributions have been paid. Failure to carry out some of these duties, such as where health and safety is concerned, can result in a criminal conviction.
- The Audit & Risk committee will have oversight to assess and manage risks to the Institute, including those mentioned above.

3. In addition, the roles and responsibilities of all Institute Board Directors shall include:

- Set strategy and direction for Institute.
- Actively engaging in the Institute's affairs.
- Management and governance functions, providing direction to the Institute by taking a business risk management approach to decision making.
- Maintaining a common shared understanding of the threat landscape in which the Institute operates.
- Responsibility for employees' health, safety, and welfare.
- Responsibility for appropriate risk and audit oversight of Institute activities
- Responsibility for one or more individual aspects of Institute activity, providing strategy and leadership. A list of these in respect of each Director shall be published on the Institute's website. i.e., Audit & Risk committee
- Communicating with the membership via any means agreed by the Board.
- Attending and participating in Board meetings and Annual or Extraordinary General Meetings (AGM/EGM) including timely submissions of reports.
- Supporting the organisation at events, although attendance may not be mandated, save for the Annual Conference and the AGM.
- Representing the Board or Institute at external events or meetings.

4. A Director shall cease to hold office if he/she:

- Is prohibited by law from being a Director, or by virtue of any provision in the Companies Act 2006; or
- Becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
- Becomes incapable by reason of illness or injury of managing and administering his/her own affairs; or
- Resigns as a Director by notice to the Institute; or
- Completes their term of office and is not re-elected at the Annual General Meeting; or
- Misses three consecutive Board meetings or does not participate effectively outside the meetings; or
- Is removed from office by an ordinary resolution of members in a general meeting; or by a majority decision by the Board; or
- Brings the reputation of the Institute into disrepute; or
- Fails to declare an interest in a purchasing decision where their company may be a beneficiary.

5. Re-Election of Directors

A Director who has completed a first 3-year term of office but is not re-elected for a second term at the Annual General Meeting shall be eligible to stand for further election to the Board after a period of 12 months has expired from the date of that Annual General Meeting.

A Director who retires from the Board by virtue of having completed two consecutive 3-year terms in office shall be eligible to stand for further election to the Board after a period of 12 months has expired from the date of retirement.

A Director who voluntarily resigns from the Board by notice to the Institute during the term of a first or second 3-year term of office shall be eligible to stand for further election to the Board after a period of 12 months has expired from the date of resignation.

A Director who voluntarily resigns from the Board as a result of an identified period of non-performance as a Director or by failing to participate effectively outside Board meetings shall be eligible to stand for further election to the Board after a period of 24 months has expired from the date of resignation.

A Director who has been removed from office as a result of an identified period of non-performance as a Director or by failing to participate effectively outside Board meetings or by failing to attend 3 consecutive Board meetings shall be eligible to stand for further election to the Board after a period of 24 months has expired from the date of removal.

A Director who is removed from office for any other reason either by an ordinary resolution of members in a general meeting or by a legitimate vote by the remaining Board members shall be eligible to stand for further election after a period of 36 months has expired from the date of removal.

A Director who, during their term of office as a Director, resigns or is removed from office as a result of being convicted of a criminal offence, or if they are found to have contravened the Institute Code of Ethics, shall be eligible to stand for further election to the Board:

- In the case of contravening the Code of Ethics, as ruled upon by the Ethics and Professional Standards Committee, after a period of 36 months has elapsed.
- In the case of a criminal conviction, only after a period of time has elapsed equal to the time stipulated by UK statute such that the offence becomes “spent”; and
- Subject to any constraints, restrictions, or requirements of the Companies Act 2006 or other relevant legislation.

6. A Director must seek the prior approval of the Chairman of the Board before they seek or accept a role as a director, employee, officer or in a position of influence within a similar organisation.

7. Where a Director is also a director, employee, officer, or in a position of influence of a company supplying goods or services to the Institute:

- The Director shall declare that interest and take no part in any decision-making process to award the contract or purchase the product.
- The total value of the purchase will be recorded in the Institute Annual Accounts, identifying the Company receiving the benefit and the Director's connection with both organisations.

8. No former employee of the Institute shall be permitted to stand for election as Director, nor to be co-opted onto the Board as a Director, until a minimum of 36 months has elapsed since cessation of that employment.

REGULATION 7: POWERS AND STRUCTURE OF THE BOARD

1. The Institute Board of Directors (The Board) shall comprise a maximum of 11 members, and a minimum of 3. The Board shall have the discretion to appoint within this range of Directors, a maximum of two Independent Directors for their specific knowledge and skills and who may receive payment for their services at rates agreed by The Board. The tenure of office for Independent Directors shall be a maximum of 3 years but that can be renewed or extended at the discretion of The Board for a further 3 years, in line with other Directors, but subject to annual performance review. Independent Directors do not need to be members of the Security Institute.

2. The Board shall appoint a Chief Executive who shall run the Security Institute under delegated authority of the Board and be accountable to it. The Chief Executive shall not have any voting rights and shall be a salaried full-time employee of the Institute. The Chief Executive may not be a Director of the Institute and must seek the permission of the Board to hold any Directorship outside of the Institute or other employment or voluntary position whilst being Chief Executive of the Institute. When a Chief Executive appointment is in force, the Line Manager for the Chief Executive is the Chair of the Board at the time. The removal of the Chief Executive shall be a Board decision only and shall be governed by the Chief Executive's Contract of Employment and relevant employment legislation.

3. Board meetings will be convened at least quarterly. A quorum for a Board meeting is 3, either present or participating by telephone or videoconferencing. All Directors have the right to vote at Board meetings. All voting will be by a show of hands unless a poll has previously been arranged. If the vote is tied, the Chair of the meeting shall have the casting vote.

4. Directors, excluding the Chair, are elected by the membership at a General Meeting for a three-year term of office running from the AGM held in that year. A maximum of 6 continuous years serving as a Director is allowed, however, in extremis the Board may extend a Director subject to normal AGM members vote.

Again, and in extremis, it shall be within the gift and discretion of the Board that, in order to ensure board effectiveness and succession planning:

- It may invite one or more Directors to defer (delay) re-election to the Board by up to 12 months if, at the point of an Annual General Meeting:

- 25% or more of Board Directors have either reached the maximum tenure of 6 continuous years (retiring from the board) or are standing down for any other reason as a Board Director. (For the purpose of retaining corporate memory, however, maintains 6-year maximum tenure, unless para 4 above applies)

5. The Board will conduct enhanced due diligence (EDD) so as to align with UK Government Baseline Personnel Security Standard (BPSS) as best practice (including adverse media checks) to verify an applicant's suitability as an Institute Director from those members who have put themselves forward for election. Prospective candidate(s) will additionally be checked against the following:

- Establish that prospective candidates do not negatively impact on Institute business risk significantly (for example potential loss of revenue, or increased threat profile and subsequent reputational damage and loss of confidence by key stakeholders) and where appropriate aligning with relevant HMG security advice and guidance.
- Establish that prospective candidates do not have any significant conflicts of interest, either through employment, situational conflict or by being a director, officer, or in a position of influence with any organisation deemed to be in competition with the Security Institute.
- Establish that prospective candidates are legally competent to be elected as a Board Director and that there are no issues that would make such a prospective candidate ineligible for election.
- Ensure that prospective candidates have the necessary skills and knowledge, that align with the aims, objectives, and requirements of the Security Institute, and with the requirements of prevailing UK Companies legislation.
- Establish that prospective candidates have permission from their employer, if relevant, to take up a Directorship of the Institute if elected.
- In order to reduce the potential for a conflict of interest, no Board Director or Security Institute Employee may act as 'proposer' or 'seconder' for any prospective candidate(s).

6. Full account shall be taken of Equality, Diversity and Inclusivity and no prospective candidate shall be precluded or disregarded from standing for election as a Board Director, to align with the Equality Act 2010 on the grounds of:

- Race; or
- Ethnicity; or
- Age; or
- Gender; or
- Sexual identity; or
- Disability; or
- Religion or belief; or
- Marriage or civil partnership; or
- Pregnancy or maternity

7. Subject to 8 below, the Board may co-opt any member onto the Board between Annual General Meetings in order to fill a vacancy arising on the Board. Anyone appointed will be required to be formally elected at the next Annual General Meeting, standing against any other nominations. The Board may invite, at its discretion, any individual, or individuals, to attend any Board Meetings in order to provide advice or guidance on any specific matter.

- Anyone appointed to the Board, by whatever route (election, co-option or as an Independent) shall be subject to the same due diligence process

8. The Board may not co-opt a member onto the Board if they are:

- a supplier to the Institute
- director, employee, officer, or in a position of influence of a company where, at the time of appointment, a co-director or employee of that company already sits as a director upon the Board; or
- a director, employee, officer, or person who holds a position of influence within a competing organisation.

9. No former employee of the Institute shall be permitted to stand for election as Director, nor to be co-opted onto the Board as a Director, until a minimum of 36 months has elapsed since cessation of that employment.

10. If subsequent to election, or to being co-opted onto the Board, a member becomes a supplier or a Director/employee as described in 7 above then, subject to the Board resolving any conflict which may arise as a result, the member may continue to participate as a Director. The matter shall then be brought to the attention of the members at the next General Meeting. The decision of the Board shall be minuted.

11. A Director is under a duty not to accept any benefit as determined by the Bribery Act 2010 from any third party.

12. All decisions upon conflicts and potential conflicts of interest, together with any decision to authorise such a conflict, must be clearly minuted having regard to the duty placed upon each Director to promote the success of the Institute and to avoid reputational damage arising from a perceived significant conflict of interest. Any decision by the Board to authorise a conflict shall be reviewed by the Board at least every 12 months.

Any such authorisation shall:

- Set out the matter that has been authorised
- State the duration of the authority and, that it can be revoked by the Board at any time
- Set out any circumstances when the Director must revert to the Board for the authority to be reviewed
- Include, where appropriate, provisions stating that the Director may not receive information relating to the conflict or participate in Board discussions where the conflict may be relevant.

- Where any such authorisation has been given, it shall be declared to the membership at the next General Meeting.

13. The Board may co-opt specialist advisors to join an Advisory panel. Advisors do not have a vote and are not Directors of the Institute. They do not have to be members of the Institute but shall be required to sign a non-disclosure agreement. Payment for services provided by the Advisor or Advisors shall be at the discretion of the Board.

14. The Board shall elect, by secret ballot, one Director to be the Chair of the Institute for a 3-year term of office. In the event that there is an even number of Board Directors which leads to a tied vote, the outgoing Chair shall be provided with a casting vote.

15. Chair's Responsibilities:

The Chair is responsible for appointing key officers of the Institute, including one or more Deputy Chair, Vice Chair, and an Ethics Chair. The roles and responsibilities of these positions, plus that of Chair, must be defined and approved by the Board, and published to the membership.

The Chair shall be empowered to select one or more members of the Board and together with the Chief Executive form a Senior Leadership Team (SLT). Whilst the Chief Executive has day to day management, the SLT oversees the effective achievement of goals and priorities of the Institute between Board meetings.

16. Directors' Responsibilities:

The Chair is responsible for identifying roles and responsibilities required in order to meet the Institute's objectives, and for appointing individual Directors as leaders of sectors of the business. The list of Director responsibilities, scope and structure must be published and available to the membership. Directors are responsible for setting objectives, including budgetary, and establishing support teams from within the membership in order to deliver the objectives. Reports must be submitted to the Board, by an agreed date, ahead of each Board meeting.

17. Removing Directors from the Board:

Directors are elected by the membership and are accountable to them and the rest of the Board. If a Director is not delivering what is required for whatever reason, including, but not limited to, responding to emails, providing reports, achieving budgetary targets, or attending Board meetings, then the Chair may be instructed by the Board to discuss the individual's ongoing commitment with that individual. If no improvement is apparent within the following 3 months, then the Board, by a majority vote, is empowered to request the individual's resignation. Should it be the Chair who is deemed not to be performing as required, then the Board should agree between themselves a suitable course of action.

18. The Board is responsible for establishing any further Boards, Panels, Groups and Committees (hereafter referred to as Committees) as needed in order to meet the objectives of the Institute. Each Committee must:

- Appoint a member to Chair the Committee; and
- Have clear objectives and Terms of Reference; and
- Keep records of its meetings and provide copies of minutes to the Institute Head Office

A list of such Committees, their purpose and contact details shall be published to the membership.

19. Advisory Panel:

The Board may invite individuals with relevant expertise or influence, to join an Institute Advisory Panel. Its role is to provide advice and guidance to the Institute. It shall have no voting powers and does not have to comprise members of the Institute. It will have no legal status.

- Appointment to the Advisory Panel will be for a fixed term of 3 years from the date of appointment.
- The Panel will consist of a maximum of 10 members, who do not have to be Members or Fellows of the Institute.
- Removal of a member shall follow the same process as appointment. It will be a matter for the Chair to nominate people to join the Panel, or to request their removal and for Board Members to approve appointment and removal.
- The Panel will be tasked by the Board.
- Each member of the Panel shall maintain regular contact with the Institute Chair.
- Panel Members shall be entitled to attend all key Institute events.
- Panel Members shall be required to sign a non-disclosure agreement and complete a Register of Interests form. Panel members shall be required to comply with the Institute Code of Ethics.

20. The Institute Articles of Association permit remuneration to be paid to Directors and Independent Directors. However, this is not currently implemented in respect of Directors. Directors who are supporting any other Institute event, in the execution of their duties as a Director, may do so free of charge, up to a maximum of 2 Directors per event, excluding the Institute Chair. Directors may claim reasonable travel expenses to attend Board meetings, together with meetings of any other Institute Boards, Panels, Committees, Groups, or other events as described in this section, in line with budget. Directors are required to attend the Annual Conference and AGM and do so free of charge. Independent Directors, who do not have to be Members of the Institute, shall normally be paid for their time, at rates agreed by the Board.

21. The Institute will ensure that relevant insurances are in place to support and protect the Institute, its reputation, membership, Directors, employees, stakeholders, and the public.

Institute Insurances shall be subject to regular review (prior to renewal) by the Audit & Risk Committee.

REGULATION 8: GENERAL MEETINGS

1. The Institute shall convene, as a minimum, one General Meeting each year and may call other meetings as required.

2. Only Associates, Members and Fellows of the Institute (including those who are Retired) are eligible to vote on Institute matters at General Meetings. All other grades of membership, including Honorary Appointments are not eligible to vote. Independent Directors are eligible to vote at General Meetings.

3. There shall be a minimum of 21 days' notice to the membership for General Meetings.

4. The minimum attendance required for General Meetings shall be 50 members or 5% of the membership eligible to vote, including proxies or postal votes, whichever is fewer, of which at least 12 members must attend in person, unless circumstances dictate a virtual meeting for safety reasons.

5. An Annual General Meeting (AGM) shall include:

- Consideration of the income and expenditure accounts and balance sheets
- Reports of the Board and of the Auditors
- Appointment of the Auditors
- Election of members of the Board in the place of those retiring or standing down.
- Any other business requiring membership approval.

6. Director Elections:

The Board shall define and publish details of how elections will be undertaken, including timescales, the number of places to be filled on the Board and the processes to be followed. All nominations must be proposed and seconded, which can only be done by voting members of the Institute. No member may propose more than one person nor second more than one person. Those nominated shall be required to be 'competent persons' with appropriate due diligence undertaken prior to participating in the membership.

7. Voting can be by a show of hands and/or ballot papers. Proxy and/or electronic voting via email, website, or other electronic means shall be allowed. The Chair of the meeting shall be entitled to a casting vote if needed.

8. Where proxy, postal or electronic votes are used, the votes, including real-time online votes, must be lodged with the Chief Executive within a timescale stipulated in the published process.

9. Minutes must be taken and made available to the membership in draft state until they can be approved at the next General Meeting.

REGULATION 9: FINANCIAL MANAGEMENT AND GOVERNANCE

1. The Chief Executive is responsible for ensuring compliance with all relevant legislation, including, but not limited to:

- Financial reporting.
- Full HMRC reporting as an employer for all relevant tax purposes.
- Registration with the Information Commissioner.
- Relevant environmental requirements and legislation.
- Health and Safety at Work.

In addition, good practice will be followed to ensure minimum impact on the environment.

2. The Financial Year shall run from 1st January to 31st December. Annual subscription fees for individuals are paid on a rolling year basis. Fees for Corporate Partnerships, Group Memberships and Approved Training Providers all renew on 1st January annually.

3. The Chief Executive is responsible for ensuring that:

- Adequate controls are in place to safeguard the Institute's funds, protecting it from fraud and theft.
- Sufficient funds are available to meet the needs of the business.
- Any surplus is properly reinvested into the business or planned for future investment in line with the strategy agreed by the Board.

4. Annual budgets are prepared for all aspects of Institute activity by the Chief Executive and are scrutinised and approved by the Board. These budgets are used to generate a Cash Flow forecast for the business. Full Management Accounts are produced periodically but a summary is produced each Quarter and circulated to the Board (via Audit & Risk committee) for review and comment. Annual Income, expenditure and balance sheets are prepared, externally audited (Our accountants), and made available to the membership. Independent external audit should be conducted every 3 years.

5. Staff Authority levels are established and managed by the Chief Executive. All other Authority levels, including those for the Chief Executive, are determined by the Board.

6. Financial records of all transactions are kept electronically, excluding payment card numbers, and audited periodically. Copies of supporting paperwork are kept securely for a period of seven years. Receipts are issued for all payments received.

7. Credit Card payments are processed in line with the Payment Card Industry Data Security Standard (PCI DSS). Credit and Debit card information is not stored electronically, and paper records are destroyed by shredding.

8. The Institute's standard payment terms for invoices raised by the Institute is 60 days, unless otherwise agreed.

9. The Institute's standard cancellation policy, including for event bookings, is 14 days, unless otherwise agreed. A 15% administration fee is retained for cancelled bookings. 100% of the fee is retained for bookings cancelled after the cancellation date.

10. The Audit and Risk Committee shall review quarterly and annual reports and accounts before they are tabled to the Board with any recommendations. The Audit and Risk Committee provide for an annual report to the Board and the members at the AGM providing any recommendations as maybe required.

REGULATION 10: PURCHASING PROCESSES

1. The Institute aims to buy reasonable quality at reasonable prices, using a robust, competitive purchasing process where relevant. It will:

- Ensure value for money, considering whole life costs including maintenance, running costs and reliability.
- Acquire goods and services by competition unless there are convincing reasons to the contrary.

2. The choice of supplier is not based on price alone. Factors to be considered include quality of goods/service, suitability of product/service, delivery details and any discounts that may be offered. Suppliers must be:

- Financially sound, and able to fulfil delivery, warranty, ongoing maintenance, and repair obligations
- Capable of providing the goods/service required
- Reputable and ethical, and compliant with relevant legislation
- On minimising the impact of its goods/services on the environment
- Adequately insured for any events that might be attributable to its goods/service

3. Ideally three or more competitive quotations shall be obtained for purchases with a value in excess of £5,000 per item or over the duration of a contract. A single quote/sole supplier may be chosen if there are sound business reasons i.e., it is an existing supplier from whom we are buying an expanded or additional service, or the sole supplier of the item/service required.

4. Contracts are placed for a maximum of three years duration, with annual contract reviews unless otherwise agreed by the Board. Contracts greater than three years require a majority vote to approve by the Board. All contracts may or may not be renewed but must follow approvals process.

5. Services currently covered by this process include, but are not limited to:

- Delivery of distance learning programmes;
- IT support including, but not limited to, that required for the Institute website;
- Head Office rent and running costs;
- Design & marketing activities;
- Capital purchases;
- Design layout/printing of Good Practice Guides;
- Due diligence and screening processes;
- Online tools and platforms for membership engagement

6. If a Board Director has a financial interest in any company or organisation or individual quoting for Institute business, he/she shall declare it and withdraw from participating in the contract award discussion and decision. Records are kept of Directors who are employed by companies holding Institute contracts, and a declaration of the value of the contract is included in the annual accounts.

7. Invoices shall be checked against the contract prior to payment, ideally by BACS, with an email remittance.

8. Employees, Board members and others issued with personal Institute credit cards may make purchases up to their personal credit limit but must submit a completed expenses form itemising the expenditure at the end of each month. They are responsible for the safety and security of their cards. Receipts for each purchase so made shall be produced as part of each expenses claim.

9. The Chief Executive shall be authorised to approve expenditure up to £5000 per item. Amounts between £5001 and £10000 shall require the authority of the Senior Leadership Team (SLT). For amounts in excess of £10000, and prior to a purchase being made, authorisation shall be required from the Board. Details of requested expenditure, and the reasons for it, shall be disclosed to the Board. Once a majority decision is reached, the purchase can proceed or be declined.

REGULATION 11: PARTICIPATION IN COMMITTEES

1. Members are encouraged to join the various Committees, including but not limited to, Boards, Panels, Working Groups, Focus Groups and Special Interest Groups, hereafter referred to as Committees, to volunteer their services, time, and experience and to assist with projects and initiatives.

2. Membership of such Committees is limited to Institute members of any grade i.e., only those individuals who are bound by Institute governance and its Code of Ethics. This shall include Independent Directors who may or may not be members of the Institute. Members of those Committees which process personal data shall be required to sign a non-disclosure agreement.

3. The Board appoints Committees to ensure fair and proper management of the Institute and its activities. These Committees are chaired by members approved by the Board.

4. Committee Chairs are expected to:

- Serve for the duration of the task or three years - extendable with Board approval.
- Report to the Board, via a nominated (sponsoring) Board member.
- Focus on specific tasks with identified objectives.

5. Volunteer Committee members are selected for their availability and ability to deliver. They provide support to the Institute and not for any personal or business advantage. They will be expected to meet their own expenses unless the Board agree otherwise. The number of volunteers needed for a Committee will be defined by the Committee Chair. Attendance records will be kept, and minutes taken.

6. All Committees shall have clear Terms of Reference (ToR) produced by the Committee Chair or Board. All tasks and deliverables will be documented and agreed, and the ToR published on The Institute website. ToR shall be approved by the Board.

7. Committee Chairs are to report their activity progress at agreed regular intervals to the Board via nominated (sponsoring) Board Directors.

8. Minutes of each Committee meeting shall be taken and forwarded to the Institute Head Office within 10 working days of the meeting.

REGULATION 12: PROFESSIONAL DEVELOPMENT, CONTINUOUS PROFESSIONAL DEVELOPMENT (CPD) & MENTORING

1. A key objective of the Institute is to promote the development of professionalism in security. The Institute is committed to supporting its members' own personal professional development. Full details of all of the following shall be made available to members on the Institute's website:

- Mentoring - Members may apply to join the free Mentoring scheme as either a Mentor or a Mentee, where skilled members of the Institute are matched with those with lesser knowledge and/or experience. The scheme is a managed process which helps build strong relationships within a trusting environment, leading to more effective sharing of knowledge, providing professional development opportunities to both partners in the mentoring partnership. Initial commitment to the mentoring programme is for six months with a further six-month option. Mentors and mentees are required to complete an evaluation survey at the end of the programme, to allow the programme to be further developed and improved.
- Continuing Professional Development (CPD). CPD is an essential way to keep up to date with the latest issues and developments in the security arena, offering those who participate in the scheme a competitive edge over other practitioners and enhancing confidence and competence. The Institute scheme requires a

minimum level of achievement over a set period of time, with CPD activity relating to the development of security and/or management proficiency. All recognised CPD activity has a unit of measure and value.

The scheme is voluntary for the majority, and open to all security professionals. Participants are responsible for maintaining personal CPD records and evidence. The CPD Panel monitors the scheme and undertakes annual sampling. The scheme is a compulsory requirement for Institute Fellows, members of the Board and Chartered Security Professionals. The Security Institute reserves the right to amend these requirements at any time giving suitable notice to the membership.

External organisations, including other security associations, are encouraged to adopt and use the scheme for the benefit of their members.

2. Security Institute Qualifications.

The Institute has established three-formal security qualifications:

- Certificate in Security Management
- Diploma in Security Management
- Advanced Diploma in Security Management

The content, structure and learning materials have been developed by the Institute, which is regularly reviewed and updated. The qualifications are available via distance learning programmes, which are delivered on behalf of the Institute by approved 3rd party trainers or training organisations and those that form part of the Institute Approved Training Partnership. However, the Institute remain responsible for awarding qualifications to successful students. Successful completion of any of these qualifications leads to automatic membership of the Institute, subject to application and due diligence checks.

The Institute also provides training in partnership with other organisations, where the content of the learning has been developed and/or verified by the Institute.

3. Events.

The Institute organises a number of educational and social events throughout the year on a range of security-related topics for the benefit of its membership. These include, but are not limited to, members' evenings, seminars, masterclasses, annual conference, and webinars. Bookings are made online, and each event will publish its own booking and cancellation conditions as appropriate.

The personal data of attendees will not be shared other than with event organisers unless the attendee has given their express permission. Attendance records will be kept and may be used for marketing purposes for similar events which may be of interest.

NB. These Regulations will form appropriate policies, processes, and procedures within the Security Institute, together with Committee(s) Terms of Reference.

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