

Chartered  
Insurance  
Institute  
Standards. Professionalism. Trust.

# Charter & Bye-Laws

July 2007 and amended in October 2015



## Contents



The Original Charter  
of 5 February 1912



The Supplemental  
Charter of  
27 January 1987



The Bye-laws

### The Chartered Insurance Institute (CII) Professionalism in practice

As the premier professional body for the insurance and financial planning professions, the CII promotes higher standards of integrity, technical competence and business capability.

With over 120,000 members in more than 150 countries, the CII is the world's largest professional body dedicated to these sectors.

Success in CII qualifications is universally recognised as evidence of knowledge and understanding. Membership of the CII signals a desire to develop broad professional capability and subscribe to the standards associated with professional status.

The CII works with businesses to develop bespoke, company-wide solutions that ensure competitive advantage by enhancing employees' technical and professional competence.

Individually, CII's members are able to drive their personal development and maintain their professional standing through an unrivalled range of learning services and by adhering to the CII's Code of Ethics.



### Contacting the CII

If you have any queries regarding the information in this brochure please contact Customer Service.

The CII is committed to delivering a first-class service and, to this end, we welcome feedback on any aspect of your relationship with our organisation.

Please forward any views you may have on the service you receive, whether they are positive or otherwise.

We take all such comments seriously, answer them individually, and use them to help ensure that we continually improve the service we provide.

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## The original charter

**So far as it remains operative George the fifth** by the grace of God of the United Kingdom of Great Britain and Ireland and of the British Dominions beyond the Seas King, Defender of the Faith, to all to whom these Presents shall come, Greeting!

**Whereas** the Voluntary Association or Society now existing and known as The Insurance Institute of Great Britain and Ireland hath Petitioned Us for a Charter of Incorporation such as is in and by these Presents granted; and whereas We are minded to comply with the Prayer of such Petition;

**Now therefore we** of Our Special Grace, certain knowledge and mere motion, do hereby for Us, Our Heirs and Successors, will, grant, direct, appoint and declare to the said Voluntary Association or Society as follows:

The persons now Members of the said Voluntary Association or Society known as The Insurance Institute of Great Britain and Ireland, and all such persons as may hereafter become Members of the body corporate hereby constituted pursuant to or by virtue of the powers granted by these Presents, and their successors shall for ever hereafter be by virtue of these Presents, one body corporate and politic by the name of The Chartered Insurance Institute, and by the same name shall have perpetual succession and a Common Seal, with power to break, alter, and make anew the said seal from time to time at their will

and pleasure, and by the same name shall and may implead, and be impleaded in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

In witness whereof We have caused these Our Letters to be made Patent.

Witness Ourselves at Westminster the fifth day of February in the second year of Our Reign.

By warrant under the hands of the Lords Commissioners in the name and on behalf of His Majesty.

[The Great Seal]

Muir Mackenzie



## Supplemental charter

Elizabeth the second by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

To all to whom these presents shall come, greeting!

Whereas His Majesty King George the fifth in the year of Our Lord One thousand nine hundred and twelve by Royal Charter dated the fifth day of February in the second year of His Reign (hereinafter referred to as the Original Charter) constituted a Body Corporate and politic by the name of The Chartered Insurance Institute (hereinafter referred to as the Institute) with perpetual succession and a Common Seal:

And whereas the Original Charter was amended by Supplemental Charters of various dates and in particular, of the twenty ninth day of December One thousand nine hundred and forty nine and the twenty sixth day of April One thousand nine hundred and sixty six (the last two being hereinafter referred to as 'the Supplemental Charters of 1949 and 1966'):

And whereas by an humble Petition the Institute has prayed that We would be graciously pleased to grant to it a further Supplemental Charter:

Now therefore know ye that We, having taken the said Petition into Our Royal consideration, by virtue of Our Prerogative royal and of Our especial grace, certain knowledge and mere motion, do hereby for Us, Our Heirs and Successors grant and declare as follows:

1. The provisions of the Supplemental Charters of 1949 and 1966 are hereby revoked provided that nothing in this revocation shall affect the validity of any act or deed lawfully done thereunder.
2. In this Our Charter the following words and expressions shall unless the context otherwise requires have the following meanings:
  - 'The Board' means the governing Board for the time being of the Institute constituted under article 7
  - 'Members' means members of the Institute;
  - 'Bye-laws' means the Bye-laws contained in the schedule to this Our Charter or other Bye-laws of the Institute as from time to time in force;
  - 'General Meeting' means and includes the Annual General Meeting and Special General Meetings of the Institute.
  - 'insurance' means insurance and related financial services
3. The objects and purposes for which the Institute is constituted are as follows:
  - a. To promote efficiency and improvement in the practice of insurance among persons engaged or employed in that activity, whether Members of the Institute or not, to render the conduct of such business more effective and professional, to secure and justify the confidence of the public and employers by the conduct of reliable tests of the competence of persons engaged or employed in insurance and the provisions of reliable assurances of their trustworthiness and to provide and maintain a central organisation for those purposes;
  - b. To promote and assist the study of any subjects bearing on any branch of insurance;
  - c. To collect and form a body of expert opinion on the law and practice relating to all things connected with insurance;
  - d. To exercise supervision and control over the professional standards and conduct of the Members. To seek to improve the professional status of Fellows and Associates and to promote the interests, welfare and advancement of the Members in general;
  - e. To provide information and advice about employment in insurance for Members and others;
  - f. To assist Members and the dependants of Members or of deceased Members suffering financial hardship by such measures as may be deemed appropriate and to contribute directly or indirectly to the work of the Insurance Charities and any other appropriate fund or charity.
4. The Institute or any person on its behalf shall have power for the purpose of the said objects, but not otherwise:
  - a. to devise and implement means for testing the qualifications of candidates for the certificates of the Institute by examination in theory and practice or by any other actual and practical tests and to grant diplomas and certificates of qualification to the successful candidates;
  - b. to publish a Journal and any other matter deemed desirable by the Board of the Institute;
  - c. to form and maintain a library for the use of Members and others;



## Supplemental charter continued

- d. to offer money or other prizes on the results of examinations and for essays or research in any subject bearing on insurance;
  - e. to hold conferences and meetings for the discussion of professional affairs, interests and duties, the reading of papers and the delivery of lectures and for the purpose of promoting personal and friendly intercourse between Members; to compile lists, registers and records of events and proceedings of interest to the Members, to issue copies of such lists, registers and records from time to time to Members and generally to collect, collate and publish statistical or other information of service or interest to members of the profession;
  - f. to purchase, take on lease or hire or in any other way acquire any real or personal property and any rights or privileges over or options of acquiring the same and to sell, lease, assign, mortgage (by the issue of debentures, debenture stock or otherwise), exchange, partition and otherwise deal in every way with any real or personal property, rights, privileges or options of the Institute;
  - g. to construct, alter, repair and maintain any buildings required for the purposes of the Institute and to provide the same and any buildings and rooms in the occupation of the Institute with all proper and necessary fixtures, fittings, apparatus, appliances and conveniences;
  - h. to enter into agreements with other kindred bodies under which the members or students of such bodies may become subject to the disciplinary provisions of the Institute;
  - i. to do all such other acts and things as are or may be deemed incidental or conducive to the attainment of any of the purposes or objects of the Institute or the exercise of any of its said powers.
5. The Institute shall not carry on any trade or business, or engage in any transaction with a view to the pecuniary gain or profit of individual Members. Provided that, without prejudice to the generality of the foregoing, the Institute may establish or enter into or cause to be entered into any agreement or arrangement leading to the provision of a credit card on beneficial terms by a financial institution to Members or their families. No Member shall have any personal claim on any property of the Institute or make any profit out of his membership, except in the case of remuneration or reimbursement for services rendered to the Institute including services as a member of the Board.
  6. The Institute shall support the activities of independent insurance institutes which have been or may be established locally in any part of the United Kingdom, the Channel Islands or the Isle of Man by Members and which have been approved by the Board insofar as those activities will further the objects of the Institute.  
  
In particular the Institute shall contribute annually to the funds of each such independent institute a grant at a rate or rates to be decided from time to time by the Annual General Meeting and may make such other contributions as the Board may from time to time determine.
  7. There shall be a Board of the Institute consisting of such numbers of Members or other persons, with such qualifications, to be elected, appointed, co-opted, or otherwise given or held to be in office, by such means, and holding office for such period or on such terms as to re-election or other form of extension or renewal of office, as the Bye-laws shall from time to time prescribe.
  8. There shall be a President and a Deputy President of the Institute elected or re-elected, and holding office, in accordance with the Bye-laws.
  9. The Institute shall have such other officers, with such functions, tenure and terms of office and such employees as may be prescribed by or pursuant to the Bye-laws.
  10. The government and control of the Institute and its property, affairs and business shall be vested in the Board, subject to the provisions of this Our Charter and to the Bye-laws. Subject as aforesaid the Board shall have power from time to time to make, revoke and vary regulations for the conduct of the business and affairs of the Institute and of the Board.  
  
Subject to the provisions of this Our Charter all or any of the powers of the Board may be delegated or directed to Committees constituted by or pursuant to the Bye-laws. Any such Committee may be empowered to appoint Sub-committees and to delegate all or any of its powers to such Subcommittees.



## Supplemental charter continued

11. In every year an Annual General Meeting and an Annual Conference shall be held at such times and places as are prescribed by or pursuant to the Bye-laws. The business to be transacted at the Annual General Meeting and the method of conducting the same shall, subject to the provisions of these Articles, be as prescribed in the Bye-laws.
12. The Institute shall consist of such classes or categories of membership with such rights and privileges as the Bye-laws shall prescribe.
13. Members of the Institute shall be entitled to use such designatory letters, descriptions and titles as shall from time to time be specified in the Bye-laws, subject to such conditions as may be specified therein, or in regulations made thereunder.
14. The Board shall have power to decide conclusively in respect of each person proposed for or seeking election as a Fellow or Associate, whether he has or has not fulfilled such conditions as are applicable to his case.
15. The Institute shall hold such qualifying examinations for Fellowship and Associateship as prescribed in the Bye-laws and such other examinations as the Board may from time to time prescribe, and shall grant diplomas or certificates to all candidates who have in such examination satisfied the examiners as to their proficiency.
16. Examinations required by or under this Our Charter shall (subject to the provisions of this Our Charter) be held, conducted and passed at such time, in such manner and subject to such conditions as prescribed by or pursuant to the Bye-laws.
17. Subject as above, the qualifications, method and terms of admission, privileges and obligations, including liability to expulsion or suspension, of Members shall be such as the Bye-laws shall prescribe.
18. Insurance institutes established outside Our United Kingdom may be associated with, affiliated to or correspond with the Institute on such terms and conditions as may be provided by the Bye-laws. The members of such Associated Institutes, Affiliated Institutes or Corresponding Institutes shall have such privileges and advantages as the Bye-laws may confer.
19. The Institute in General Meeting may from time to time revoke, amend or add to any of the provisions of this Our Charter by a Special Resolution, in accordance with the provisions of the Bye-laws from time to time and any such revocation, amendment or addition shall, when allowed by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforth continue to operate as revoked, amended or added to in the manner aforesaid. This provision shall apply to this Our Charter as revoked, amended or added to in the manner aforesaid.





## Supplemental charter continued

20. Unless and until revoked or varied in accordance with the next following Article, the Bye-laws appended to this Our Charter shall constitute the Bye-laws of the Institute.

21. The Board, or the majority of the members thereof actually present and voting at any duly convened meeting, shall have power from time to time to make such Bye-laws as are consistent with the provisions of this Our Charter and as to them shall seem requisite or convenient for the regulation, government and advantage of the Institute, its Members and property, and for the furtherance of the objects of the Institute, and from time to time to revoke, alter or add to any Bye-law or Bye-laws theretofore made. Provided that no such Bye-law, revocation, alteration or addition shall take effect until the same has been submitted to the Members in General Meeting and approved either in its original or a modified form by a Special Resolution, in accordance with the provisions of the Bye-laws from time to time, notice of such General Meeting having been given in accordance with the Bye-laws that such Bye-law, revocation, alteration or addition will be taken into consideration thereat and has been allowed by the Lords of Our Most Honourable Privy Council, of which allowance a certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence.

22. And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters Patent or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all our Courts or elsewhere in the most favourable and beneficial sense and for the best advantage of the Institute, any mis-recital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

**In witness** whereof We have caused these Our Letters to be made Patent.

**Witness** Ourselves at Westminster the twenty-seventh day of January 1987 in the thirty-fifth year of Our Reign.

**By warrant** under the Queen's Sign Manual.



## The Bye-laws

### Preliminary

1. Words in these Bye-laws have the same meanings as in the Charter; and references herein to Members, Fellows, Associates, and meetings are to the Members, Fellows, Associates, and meetings of The Chartered Insurance Institute; and in the interpretation of these Bye-laws and the regulations the following words and expressions shall have the following meanings, unless such meaning is excluded by the subject or context:
  - **'Affiliated Institute'** means an institute for the time being affiliated in accordance with these Bye-laws;
  - **'Associated Institute'** means an institute for the time being associated in accordance with these Bye-laws;
  - **'the Charter'** means the Original Charter of the Institute granted on the 5th February 1912 and the Supplemental Charter granted to it on the 27th January 1987 as from time to time amended or added to;
  - **'Chief Executive'** means the chief executive officer (however described by title) for the time being of the Institute and includes any person for the time being duly authorised to perform any of the duties of the Chief Executive;
  - **'complainant'** means a person, whether or not a Member, or a department of the Institute, making a complaint;
  - **'complaint'** means an allegation that a Member has failed to comply with the Laws of the Institute and may comprise several allegations;
  - **'evidence'** includes any statement of a witness and any document (including a printout of an electronic document);

- **'Laws of the Institute'** means the Charter, these Bye-laws, and all regulations and Codes or other requirements of the Institute from time to time published;
- **'Local Institute'** means an independent insurance institute which has been established in any part of the United Kingdom, the Channel Islands or the Isle of Man by Members of the Institute and which has been approved by the Board;
- **'Member'** means Member of the Institute in any grade except Student Member, but for the purposes of the disciplinary procedures of the Institute shall include Student Member and any other person who has undertaken to be bound by the Laws of the Institute;
- **'Regional Constituency'** means a constituency of Local Institutes for Representative Council election purposes for the time being specified in regulations;
- **'Regulations'** means regulations made by the Board;
- **'Representative Council'** means the Representative Council constituted by regulations;
- **'Resolution'** means a resolution submitted to a General Meeting which is not a special resolution and which is required to be passed by a simple majority only of the Members present and voting thereon;
- **'respondent'** means a Member who is the subject of a complaint;

- **'Special Resolution'** means a resolution submitted to a General Meeting convened with notice of such resolution, which is required to be passed by a vote of not less than two thirds of the Members present and voting thereon or by such other number of votes (being greater than a simple majority) as may be specified in these Bye-laws.

### Classes of member

2. The members shall be persons engaged or employed in work connected with insurance, subject to such further provision as may be made in regulations. Members who cease to be so engaged or employed may retain their membership at the Board's discretion.
3. The membership of the Institute shall consist of
  - a. Student Members
  - b. Ordinary Members,
  - c. qualified Members being
    - i. Certificate Holders;
    - ii. Diploma Holders;
    - iii. Associates;
    - iv. Fellows; and
  - d. Honorary Fellows.
4. The Board shall provide for and regulate the admission of Members and Student Members and all applicants for admission shall satisfy such requirements as may from time to time be specified in the Laws of the Institute.





## The Bye-laws continued

### Fellows

5. Every candidate for election by the Board into the class of Fellows shall:
  - a. have followed such course of education (if any) and passed such qualifying examinations as the Board may prescribe unless exempted by regulations;
  - b. have been wholly or mainly engaged or employed in work connected with insurance for at least four years excluding any period spent as a full-time student;
  - c. have paid the prescribed fees and subscriptions; and
  - d. be a Member.
6. Fellows so elected, provided that they pay the prescribed annual subscription, shall be entitled to use after their names the words 'Fellow of The Chartered Insurance Institute' or the initials 'FCII'.

### Honorary Fellows

7. Honorary Fellows shall be entitled to describe themselves as 'Honorary Fellow of The Chartered Insurance Institute' and to use the initials 'Hon FCII' after their names. They may attend and vote at all General Meetings of Members.

### Associates

8. Every candidate for election by the Board into the class of Associate shall:
  - a. have followed such course of education (if any) and passed such qualifying examinations as the Board may prescribe unless exempted by regulations;
  - b. have been wholly or mainly engaged or employed in work connected with insurance for at least two years excluding any period spent as a full time student;
  - c. have paid the prescribed fees and subscriptions; and
  - d. be a Member or eligible to become a Member of the Institute.
9. Associates so elected, provided that they pay the prescribed annual subscription, shall be entitled to use after their names the words 'Associate of The Chartered Insurance Institute' or the initials 'ACII'.

### Chartered Titles

10. Fellows and Associates so elected, who have completed a period of not less than five years of approved professional experience in insurance, provided they have included in the Associateship examination a specified minimum proportion of insurance papers to be prescribed by regulation, shall be entitled to use a descriptive title according to their occupation, as follows, subject to regulations as to application for and maintenance of the description:
  - Officers and employees of insurance organisations which underwrite the insurance of risks: 'Chartered Insurer';
  - Those carrying on business as insurance brokers: 'Chartered Insurance Broker';
  - Those employed or engaged as insurance risk managers: 'Chartered Insurance Risk Manager' (2nd October 2015)
  - Those otherwise employed or engaged in insurance: 'Chartered Insurance Practitioner';
  - Those carrying on the business as providers of financial planning advice to individuals or corporate entities who have completed a period of not less than five years experience in the industry and who are members of the Personal Finance Society may use the title 'Chartered Financial Planner', subject to regulations as to application for and maintenance of the description.

11. The Institute may authorise a company, partnership or other entity composed wholly or partly of, or employing, members of the Institute who hold the Chartered titles specified in Bye-law 10 to describe itself using a plural of one of those titles subject to compliance with regulations.



## The Bye-laws continued

### Certificate Holders and Diploma Holders

12. Every candidate for election to the class of Certificate Holder or Diploma Holder shall,
- unless exempted under the regulations, have followed such course of education (if any) and passed such qualifying examinations as may be prescribed for the relevant class by the Board;
  - have had two years' working experience satisfactory to the Board;
  - have paid the prescribed fees and subscriptions; and
  - be a Member or eligible for membership of the Institute, and if elected, and subject to continued payment of the relevant subscription, may use the initials "CertCII" or "DipCII" as appropriate after his or her name.

### Rights of Members

13. All Members shall, subject to these Bye-laws, be entitled to be present at all General Meetings of the Institute and to take part in the discussion of business thereat and to such other rights, including voting rights, as may be conferred upon them by the Laws of the Institute.
14. Any Member shall, without prejudice to his liability to the Institute, be entitled to resign his membership on giving one month's notice in writing of his intention to do so.

15. If any person from any cause whatever ceases to be a Member, or to be entitled to the rights of any degree or class of membership, he shall deliver up any diploma and/or certificate of membership or degree or class of membership then held by him.
16. No person ceasing to be a Member shall have, nor shall his representatives have, any interest in or claim against the funds or property of the Institute except as provided in the Charter.

### Records of Members

17. A record shall be kept by the Institute containing the names of all Members and Student Members, the dates when they were admitted to membership, elected to any particular class or degree of membership, ceased to be Members or were re-admitted, and such further particulars as the Board may determine.

### Membership subscriptions and fees

18. Subject to Bye-law 20, all subscriptions and fees shall be fixed by the Board and the Board shall have power, in cases of ill-health, misfortune, advanced age or on other grounds which it shall think sufficient, to waive all or any part of the subscription or fees, or any arrears thereof, due from any Member. The Board may also fix rates at which any subscriptions or fees may be compounded.

19. The subscription year for each Member shall run for 12 months from the first day of the month following the date on which the Member's first subscription is credited to the bank account of the Institute or from such other date as the Board may determine in respect of any particular Member or group of Members.
20. Until otherwise determined by a Special Resolution the subscriptions and fees payable in respect of membership shall not be increased by more than 5% in any one year.
21. Any Member who has failed to pay his subscription within three months of its falling due may be excluded from membership, unless the Board determines otherwise, and if excluded shall cease to have any of the rights or privileges of membership. Such Member shall nevertheless remain liable to the Institute for the amount due unless the Board otherwise directs.

### Notices

22. Any notice shall normally be served by the Institute upon any Member by sending it through the post to the Member's last recorded address, but the Board may make regulations permitting the sending of notices by electronic or other means.
23. Any notice sent by post within the United Kingdom shall be deemed to have been served at the expiration of 48 hours after the time of posting and in proving such service it shall be sufficient to show that the notice was properly addressed and posted.



## The Bye-laws continued

24. Any notice sent by post to an address outside the United Kingdom but within The European Union shall be deemed to have been served at the expiration of 72 hours after the time of posting and in proving such service it shall be sufficient to show that the notice was properly addressed and posted.
25. Any notice sent by post to an address outside the European Union shall be deemed to have been served at the expiration of 96 hours after the time of posting and in proving such service it shall be sufficient to show that the notice was properly addressed and posted.
26. The accidental omission to give any notice shall not invalidate the proceedings at any meeting of which notice ought to have been given.

### Associated Institutes

27. There shall be associated with the Institute such national or other institutions in other countries of the European Union whose association may be recommended by the Board and approved by a General Meeting.
28. Such institutions shall cease to be associated if they shall be in default for a period of six months in payment of the subscription hereinafter mentioned, unless the Board determines otherwise, or upon the rescission of their association having been recommended by the Board and approved by a resolution of a General Meeting.

29. Associated Institutes shall be charged an annual subscription fixed by the Board. In addition, Fellows and Associates who are members of Associated Institutes shall pay such subscriptions to the Institute as the Board may from time to time determine, at rates not exceeding those prescribed under Bye-law 20. Such Fellows and Associates shall be entitled to receive copies of the Journal and, if they are also members of the Personal Finance Society, the Institute shall arrange for them to receive copies of the corresponding publication of that Society.

### Affiliated Institutes

30. There shall be affiliated to the Institute such national or other insurance institutions outside the European Union which are recommended by the Board and approved for affiliation by a resolution of a General Meeting.
31. Such institutes shall cease to be affiliated upon the rescission of their affiliation having been recommended by the Board and approved by a resolution of a General Meeting. Affiliated Institutes shall pay such fees, if any, as the Board may from time to time determine.

### Rights of members of Associated and Affiliated Institutes

32. Members of Associated Institutes and Affiliated Institutes shall not be entitled to vote at general meetings of the Institute unless they are also Members of the Institute. They shall have such further rights as may be determined from time to time by the Board.

### Officers of the Institute

33. The Officers of the Institute are the members of the Board for the time being.

### The Board

34. The Board shall consist of:
- the President of the Institute;
  - the Deputy President of the Institute;
  - the Immediate Past President of the Institute;
  - four Constituency Representatives appointed by the Representative Council in accordance with regulations from amongst their own number;
  - up to four other persons appointed by the Board, including up to two persons who are not Members of the Institute and up to two Employer members, as defined from time to time by the Board, who shall take up office upon their appointments being approved by the Members in General Meeting;
  - the Chief Executive;
  - the person occupying the post of Finance Director of the Institute;
  - the persons who were members of the former Management Committee of the Institute as comprised on the day before the Board came into existence by virtue of being members of the former Council of the Institute, who shall serve on the Board until their period of office on that Council would have expired.



## The Bye-laws continued

35. In accordance with the Charter, the Board shall be the governing body of the Institute and its members shall have duties and obligations analogous to the directors of a registered limited liability company.
36. The Board may enter into service agreements with any person appointed to the Board under Bye-law 34(e) who is not a Member of the Institute and make such payments to such person in respect of services rendered to the Board as the Board shall see fit.

### Proceedings of the Board

37. The Board shall meet for the conduct of business at such times and places as it may determine, and shall determine its own procedure and that of its committees, including procedure for meetings conducted by telephone or other means by which members of the Board or committee are able to speak to and hear all of those connected simultaneously.
38. Seven members for the time being of the Board shall constitute a quorum.
39. The Board may act notwithstanding any casual or other vacancy among its number.
40. The Board:
- a. shall present at each Annual General Meeting a report on the position of the Institute, financial and otherwise, and on the affairs and proceedings of the Institute during the preceding year;

- b. may authorise borrowing by way of mortgage, debenture or otherwise long term borrowings and the payment of interest thereon on such terms and subject to such conditions as it shall from time to time determine;
- c. may make such regulations as it may from time to time determine for the control of the conduct of the Members or the governance of the affairs of the Institute, provided that no such regulation shall be of effect if inconsistent with any provision contained in the Charter or these Bye-laws;
- d. may apply to or petition Parliament, the Privy Council or any Government department or public authority, officer or body, in the name of the Institute;
- e. may make, revoke, add to or amend Bye-laws pursuant to the Charter, subject to the further approvals required therein;
- f. shall record the approval of local institutes and the withdrawal of approval;
- g. shall, subject to Bye-law 20, fix the subscriptions payable by Members;
- h. may appoint such Committees from time to time and on such terms as it considers appropriate, to deal with any matters under its own control and to delegate to such Committees all or any of its powers accordingly;
- i. may appoint Members as Vice Presidents of the Institute, subject to approval by resolution of the Institute at the Annual General Meeting of the Institute, who shall serve from such meeting until the next Annual General Meeting.

- j. may appoint a person to fill a vacancy in the office of President or Deputy President who shall serve for the remainder of the period of office of the person whose departure gave rise to the vacancy but shall then be eligible for election to the office in question under Bye-law 48(d) and (e).
41. A member of the Board shall vacate office as a member of the Board:
- a. if he resigns with one month's notice (or with such lesser period of notice as may be accepted by the Board) unless, at the date on which he would vacate office, there would, as a result, be insufficient members of the Board to form a quorum; or
  - b. if he becomes bankrupt, suspends payment or compounds or makes an assignment of his property for the benefit of, or enters into an agreement with, his creditors; or
  - c. if, at a meeting of the Board specially convened for the purpose, a resolution removing him from office is passed by not less than three-fourths of those present and voting; or
  - d. if he fails, without explanation acceptable to the Board, to attend three consecutive meetings of the Board; or
  - e. if he ceases to hold the office which made him eligible for appointment.
42. A casual vacancy among the appointed members of the Board may be filled by the body having the authority to make the appointment to that seat.





## The Bye-laws continued

### Representative Council

43. The Representative Council shall be constituted, have such powers and functions, and shall conduct its proceedings, in accordance with regulations.

### Committees

44. Any Committee shall operate in accordance with the terms of reference as issued by the Board from time to time and shall, in the exercise of its powers, conform to any instructions given by the Board, but shall in all other respects regulate its own procedure. The President and the Deputy President shall be entitled to attend all meetings of such Committees except those of the Disciplinary Committee and Appeal Committee.

45. For all Institute Committees, unless varied in terms of reference issued by the Board, a quorum shall be one third of the total membership of the Committee or three members, whichever is the greater.

### Minutes, certificates and forms

46. Minutes shall be made in proper books of all resolutions and proceedings of General Meetings of the Institute, meetings of the Representative Council, meetings of the Board and meetings of Committees and every minute signed by the Chairman of the meeting to which it relates, or by the Chairman of the subsequent meeting, shall be sufficient evidence of any fact therein stated.

47. The Board shall have power to authorise and supply for use, and to vary from time to time as may be thought fit, such certificates of membership, examination certificates, diplomas and forms for enquiries, applications, recommendations and otherwise as it may determine, and to make rules and regulations relating thereto to be observed by the persons to whom the same are issued.

### Annual and Special General Meetings

48. The Annual General Meeting shall be held at such time and at such place as the Board may from time to time determine. The ordinary business of an Annual General Meeting shall be

- a. to receive and consider the Annual Report and Accounts,
- b. to announce the results of the election of Members to the Representative Council and any appointments to the Board,
- c. to report on the election of Fellows and Associates,
- d. to elect the President for the relevant forthcoming year (provided that no person shall serve as President for two years in succession) and Deputy President,
- e. to approve the proposed appointments of Vice Presidents, the Treasurer and any members of the Board appointed by the Board since the conclusion of the last Annual General Meeting,
- f. to appoint an Auditor or Auditors and fix their remuneration as it thinks fit, and
- g. to decide the rate or rates of annual ordinary grant contributions to Local Institutes.

49. All other business transacted at the Annual General Meeting and all business transacted at a Special General Meeting shall be deemed to be special business.

50. The Board

- a. may, whenever it thinks fit, convene a Special General Meeting;
- b. shall convene a Special General Meeting within 28 days from the receipt by the Chief Executive of a request in writing, endorsed by the Representative Council, made by a total of not less than 50 Members from not less than 10 Local Institutes.

51. 28 days' notice of the Annual General Meeting and 14 days' notice of all Special General Meetings shall be given to each Member, specifying the date, hour and place of business and, in the case of special business, the general nature of such business. A Member wishing to bring before the Annual General Meeting in any year any special business shall give not less than 90 days' notice thereof in writing to the Chief Executive and, if so given, notice thereof shall be included in the notice convening the Annual General Meeting. Save as aforesaid, no special business shall be considered at the Annual General Meeting unless it be deemed a matter of extreme urgency by the Members assembled or be expressly authorised by these Bye-laws.

52. At every General Meeting, 35 Members from not less than 15 Local Institutes shall form a quorum. If a quorum is not present within an hour of the time appointed for the meeting, the meeting shall be abandoned.





## The Bye-laws continued

53. At every General Meeting the chair shall be taken by the President or, in his absence, by the Deputy President or, if neither is present, a chairman shall be elected from among the members of the Board present; or, in the absence of all of them, from among the members of the Representative Council present.
54. The chairman of any General Meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice need be given of an adjourned meeting unless it be so directed in the resolution for adjournment.
55. A motion or resolution put to any General Meeting (excluding a Special Resolution or other resolution of which notice has been given in the notice of the meeting) shall be determined by simple majority on a vote on a show of hands of the Members present and the result shall be declared by the chairman of the meeting whose decision shall be final. In the event of an equality of votes the motion or resolution shall not be carried.
56. Any Member not attending a general meeting may appoint the chairman of the meeting as his proxy by completing and returning the form provided for this purpose with the notice of the meeting. The form shall set out the resolutions notified for the meeting and the Member giving the proxy authority shall indicate in relation to each resolution how he wishes his vote to be cast.

57. In the case of a Special Resolution or any other resolution of which notice has been given in the notice of the meeting, votes shall be indicated by means of a show of hands of the Members present, to which votes the chairman of the meeting shall add the proxy votes he holds, being votes for or against the relevant resolution.

### Disciplinary powers

58. The Board may approve or by regulation make provision for codes of conduct or professional standards to be observed by Members of the Institute.
59. A Member may be liable to disciplinary action by the Institute if he is alleged:
- to have failed to comply with the Laws of the Institute; or
  - to have been subject, whether during or before a period in membership, to disciplinary sanction by another body or tribunal, or found guilty of a criminal or other offence considered by the Board to be relevant to his membership of the Institute.
60. Regulations shall specify procedures for the investigation and determination of complaints against any Member, and for the hearing of appeals against findings and sanctions under those procedures. Such regulations shall prescribe the composition, method of appointment, functions, procedure, powers and quora of committees, and shall observe relevant principles of United Kingdom and European human rights legislation as amended from time to time.

61. Regulations under Bye-law 60 shall in particular prescribe:
- that persons who are not Members of the Institute participate in the investigation or determination of complaints or in the hearing of appeals;
  - that a respondent receives notification in writing of the complaint which has been made against him, of any proposed hearing, of his rights to attend, to be represented, to call and cross examine witnesses, and to appeal against a finding or sanction made against him;
  - the sanctions which may be imposed on Members following disciplinary action, which shall include expulsion from membership, or a fine, or an award of costs, or any combination of sanctions;
  - the circumstances, if any, in which hearings may be held in public; and
  - the circumstances and manner in which decisions in disciplinary cases may be published.



## The Bye-laws continued

### Accounts and audit

62. The Finance Director of the Institute shall cause to be kept a proper account of the receipts and expenditure of the Institute and of the matters in respect of which such receipt and expenditure take place, and of the property, assets and liabilities of the Institute, and shall produce up-to-date accounting records, when required by the Board.
63. An Honorary Treasurer may be appointed by the Board to undertake such functions as the Board may determine.
64. Once at least in every year the Institute's accounts shall be duly certified by Auditors as provided below. The Institute's accounts shall be submitted to the Board and, when adopted by the Board, shall be signed by two members of the Board, and an abstract thereof shall be printed and issued with the notice of the Annual General Meeting.
65. The Auditors shall be qualified in accordance with the Companies Acts. The Auditors shall hold office from the close of the Annual General Meeting at which they are appointed until the close of the next Annual General Meeting.
66. Auditors shall be eligible for reappointment. If any vacancy should occur between two Annual General Meetings, or if no Auditors be appointed as aforesaid, the Board may appoint Auditors for the vacancy and fix their remuneration as it shall think fit.

### Indemnity

67. The members of the Board, of the Representative Council, and of committees of the Institute shall be indemnified by the Institute from all losses and expenses incurred by them in or about the discharge of their respective duties, except such as happen from their own respective wilful default.
68. No member of the Board, of the Representative Council or any committee or other member of the Institute's staff shall be liable for the acts or defaults of any other member of the Board or Committee or staff or for joining in the execution of any document or the doing of any act for the sake of conformity, or for any loss happening to the Institute unless the same shall be due to his own wilful default.


### The seal

69. The Secretary of the Institute shall be responsible for the safe custody of the Common Seal of the Institute, and every document to which the seal is affixed shall be signed by two members of the Board or signed by the Chief Executive and countersigned by the Secretary of the Institute.

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