



*At the Council Chamber, Whitehall*

THE 13th DAY OF AUGUST 2019

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

The Privy Council has allowed the amendments to the Bye-Laws of The Royal Numismatic Society as set out in the Schedule below.

*Ceri King*

---

*SCHEDULE*

AMENDMENTS TO THE BYE-LAWS OF THE ROYAL NUMISMATIC SOCIETY

1. **Delete** Bye-Laws 1 to 14 and **substitute**:
  - “1. Any individual, and appropriate institutions including museums, universities, colleges, libraries, and other bodies, whether corporate or not, with similar objectives or which share the objectives of the Society, may apply to become Fellows of the Society.
  2. The Council of the Royal Numismatic Society may from time to time set separate subscription rates for fellows who are either under the age of 30 or in full-time education.
  3. Every person wishing to become a Fellow shall complete an application form which will be obtainable from the Society's website or on request from the Society.
  4. The application form when duly completed shall be delivered to the Society and the name of the applicant shall be circulated to Council, who will need to approve the application.
  5. If no objection is raised by Council that person shall be deemed to have been elected a Fellow on payment of his or her subscription. The names of new Fellows shall be read out at the subsequent Ordinary Meeting.
  6. When a person shall have been elected a Fellow he or she shall be informed and sent details of Meetings in the then current session. Fellows are

expected to be familiar with the provisions of the Charter and Bye-Laws and Regulations of the Society which shall be available on the Society's website or of which a copy shall be made available to any Fellow on request being made to one of the Secretaries.

7. The annual contribution to be paid by Fellows shall be of such an amount as the Society on the recommendation of the Council shall at a General Meeting from time to time determine, and shall be paid in advance in the year of election, and be due on each successive first of January.
  8. The subscription is payable on 1 January of each year for membership during the year. The Society's journal, The Numismatic Chronicle, shall not be sent to any Fellow who has not paid their subscription for that year."
2. **Renumber** Bye-Laws 15 to 25 as 9 to 19.
  3. In Bye-Law 9, as renumbered, **delete** "and provided also that they shall continue to be liable for the annual contribution until they have returned all books borrowed by them for the library of the Society, or shall have made compensation for the same to the satisfaction of the Council".
  4. In Bye-Law 11, as renumbered, and wherever it occurs elsewhere throughout the Bye-Laws, **delete** "Chairman" and **substitute** "Chair".
  5. In Bye-Law 13, as renumbered, after "contribution to Numismatics" **insert** "or to the Society".
  6. In Bye-Law 17, as renumbered:
    - (i) **delete** "three" and **substitute** "two";
    - (ii) **delete** "Bye-Law 21" and **substitute** "Bye-Law 16".
  7. **Delete** Bye-Laws 18 and 19 as renumbered and **substitute**:
    - "18. The programme of Ordinary Meetings of the Society shall be determined by the Council and appropriate notice shall be given to Fellows. Special General Meetings shall be held as hereinafter provided.
    19. Those entitled to vote at Ordinary Meetings of the Society and the Annual General Meeting, and also at any Special General Meeting shall comprise Individual Fellows who are in good standing with the Society."
  8. **Delete** Bye-Laws 26 and 27.
  9. **Renumber** Bye-Laws 28 to 30 as 20 to 22.
  10. In Bye-Law 22, as renumbered:

- (i) *delete* “in June of each year;
- (ii) *after* “as the Council may appoint” *insert* “: this will normally be in June”.

11. **Insert** new Bye-Law 23:

“23. Fellows will be asked to propose candidates for Council not less than six weeks before the Annual General Meeting. Nominations for Council should be received in writing, duly proposed and seconded by two Fellows of the Society, and confirming the willingness of the nominee to stand for election. Such nominations must reach the Secretary not less than four weeks before the date of the Annual General Meeting.”.

12. **Renumber** Bye-Laws 31 to 38 as 24 to 31.

13. **Delete** Bye-Law 24, as renumbered and *substitute*:

“24. Not less than twenty-one days notice of the date time and place of the Annual General Meeting shall be sent to every Fellow resident in the United Kingdom at the last address of each Fellow communicated to the Society, together with a list of candidates for Council, including the Council’s recommendations for members of Council at the next Session. Candidates living abroad will be notified by email where possible. In the event of more than one candidate for a position on Council, statements from each candidate will be included with the notice of the AGM. Election of candidates at the AGM shall be by secret ballot. Votes from Fellows unable to attend the AGM should be received by one of the scrutineers the day before the AGM.”.

14. In Bye-Law 25, as renumbered:

- (i) *delete* 25(1);
- (ii) *renumber* 25(2) to 25(5) as 25(1) to 25(4).

15. **Delete** Bye-Law 26 as renumbered and *substitute*:

“26. The election of the Council shall be by ballot of those present at the Meeting.”.

16. In Bye-Law 27, as renumbered, after “Chair” *insert* “(if the President is unable to attend the AGM)”.

17. In Bye-Law 29, as renumbered, *delete* “and Northern Ireland”.

18. **Delete** Bye-Law 31, as renumbered, and *substitute*:

“31. The Council shall consist of at least fifteen Members, that is to say, the President, two Vice-Presidents, a Treasurer, up to four Secretaries, who

shall be primarily responsible for the day to day administration of the Society and its Library, among other things, and at least ten ordinary Members.”.

19. **Insert** new Bye-Law 32:

“32. Council may also co-opt additional members of Council, if needed.”.

20. **Renumber** Bye-Laws 39 to 42 as 33 to 36.

21. In Bye-Law 33, as renumbered, **delete** “seven” and **substitute** “eight”.

22. In Bye-Law 35, as renumbered:

(i) after “for five Sessions” **insert** “and may retire earlier”;

(ii) **delete** “five” and **substitute** “three”.

23. **Delete** Bye-Law 36, as renumbered, and **substitute**:

“36. The Council shall meet at least three times during a Session and normally five times; meetings of Council shall normally be held on the same day as, and immediately prior to, the Ordinary Meeting for that month and the Annual General Meeting, and on such other days, whether or not during a Session, as the President shall after consultation with the other Officers of the Society consider necessary; and due notice of each Meeting shall be sent, by one of the Secretaries, to every Member thereof, five of whom shall form a quorum.”.

24. **Delete** existing Bye-Law 43.

25. **Renumber** Bye-Laws 44 to 47 as 37 to 40.

26. In Bye-Law 39, as renumbered, after “persons” **insert** “and organisations”.

27. **Delete** existing Bye-Law 48.

28. **Renumber** Bye-Laws 49 to 73 as 41 to 65.

29. In Bye-Law 42, as renumbered, **delete** “fairly entered into a minute book” and **substitute** “stored on a digital platform accessible to Council”.

30. In Bye-Law 43 as renumbered, **delete** “Bye-Law 42” and **substitute** “Bye-Law 36”.

31. In Bye-Law 45, as renumbered, **delete** “Bye-Law 54” and **substitute** “Bye-Law 46”.

32. In Bye-Law 46, as renumbered, after “when he” **insert** “or she”.

33. **Delete** Bye-Laws 47 and 48, as renumbered, and **substitute**:

“47. It shall be the duty of the Treasurer:

- (1) To supervise the collection of all money due to the Society, to see that every sum so soon as received is paid to the Society’s Bankers.
- (2) To supervise the keeping of the Society’s accounts in the manner directed by the Council and to submit them to an independent examiner as the Society may from time to time appoint.
- (3) To prepare a report showing the financial position of the Society for presentation at the Annual General Meeting. Such report shall state the receipts and disbursements, and the balance in hand.

48. It shall also be the duty of the Officers to report to the Council from time to time the names of any Fellows in arrear with their annual contribution.”.

34. In Bye-Law 49, as renumbered, **delete** “in the minute books” and **substitute** “into the records of the Society”.

35. In Bye-Law 50, as renumbered, **delete** “Secretaries” where it occurs for the third time and **substitute** “Officers”.

36. **Delete** Bye-Law 57, as renumbered, and **substitute**:

“57. Council shall have the power to sell or transfer the Library.”.

37. In Bye-Law 58, as renumbered, **delete** “printed” and **substitute** “published”.

38. **Delete** existing Bye-Law 74.

39. **Renumber** Bye-Laws 75 to 77 as 66 to 68.

40. After Bye-Law 68, as renumbered, **insert**:

**“XIX Data Protection**

69. The Society shall maintain appropriate data protection policies and procedures that comply with current law.”.



*At the Council Chamber, Whitehall*

THE 19th DAY OF AUGUST 2019

BY THE LORDS OF HER MAJESTY'S MOST  
HONOURABLE PRIVY COUNCIL

The Privy Council has approved the revised Bye-Laws of The Institute of Materials, Minerals and Mining as set out in the Schedule to this Order.

*Ceri King*

---

*SCHEDULE*

REVISED BYE-LAWS OF THE INSTITUTE OF MATERIALS, MINERALS AND MINING

**“INTERPRETATION**

Any words and terms which are defined by the Charter have, unless the context otherwise requires, the same meaning in these Bye-laws and the Regulations.

The following words and expressions used in these Bye-laws and the Regulations shall, except where the context otherwise requires, have the following meanings:

| <b>Words</b>     | <b>Meanings</b>  |
|------------------|--|
| Advisory Council | The Advisory Council of the Institute established pursuant to the Bye-laws.  |
| Charter          | The Charter of the Institute to which these Bye-laws are scheduled as amended from time to time and all Supplemental Charters for the time being in force. |
| Disciplines      | The disciplines of the Institute are those technical areas in which its members are involved.  |

|                       |   |
|-----------------------|---|
| Division              | A section of the Institute’s membership interested in a specific technical area.  |
| Executive Board       | The Executive Board of the Institute established pursuant to the Charter.   |
| The Institute         | The Institute of Materials, Minerals and Mining constituted by the Charter.   |
| Laws of the Institute | The Charter, these Bye-Laws, the Regulations and all rules made in accordance with the provisions of the Charter, these Bye-laws and the Regulations. |
| Members               | The members of the Institute of every grade; the term ‘membership’ shall be construed accordingly.  |
| Month                 | A calendar month.   |
| Officers              | The President, the Senior Vice-President, the Vice-Presidents, the Honorary Treasurer of the Institute.   |
| Poll                  | A secret ballot of the relevant members of the Institute conducted for the purposes of and in the manner prescribed by these Bye-laws.                |
| Profession            | The profession relating to the objects of the Institute as defined in the Charter.  |
| Recorded address      | The address of a member for the receipt of communications as last notified to the Institute and recorded in the register.                             |
| Register              | The Register referred to in Bye-law 2   |
| Regulations           | Regulations made from time to time by the Executive Board under the Charter and these Bye-laws.   |
| Staff                 | The paid employees of the Institute   |
| In writing            | All modes of representing words in visible form   |

Singular expressions include the plural, masculine expressions include the feminine, and references to persons including bodies, and, in each case, vice versa.

Headings are inserted for convenience only and shall not affect the meaning of these Bye-laws.

## **BYE-LAWS**

### **MEMBERSHIP**

1 The Institute shall consist of

(a) corporate members who shall be:

- (i) Honorary Fellows
- (ii) Fellows
- (iii) Professional Members
- (iv) Members
- (v) Associate Members
- (vi) Technician Members

(b) non-corporate members who shall be:

- (i) Companions
- (ii) Affiliates
- (iii) Graduates
- (iv) Students

2 The Institute shall establish and maintain a Register containing the name, together with the grade for the time being, of each of the members of the Institute and their recorded address and contact details.

3 The privileges and obligations of members shall be those of the grade assigned to them in such Register, and shall be personal and not transferable.

4 Honorary Fellows

The Executive Board may elect persons for admission to the grade of Honorary Fellow in recognition of distinguished service to the profession or for special service to the Institute. The maximum number of Honorary Fellows shall be prescribed in the Regulations.

5 Companion

The Executive Board may admit as Companion of the Institute persons not eligible for corporate membership, in recognition of their distinguished attainments or their contribution to the advancement of the profession.

6 The Executive Board may admit to the following grades of the Institute

Fellow  
Professional Member  
Member  
Associate Member  
Technician Member  
Affiliate  
Graduate



Candidates who have satisfied such academic, training, experience and competence requirements as the Executive Board may by Regulations from time to time prescribe.

7 Students

The Executive Board may admit as Students any persons who have established to the satisfaction of the Executive Board that they are bona fide students following an approved course of study leading to a qualification recognised for admission to one of the grades of member of the Institute, provided that no person shall remain in the category of Student for more than seven years.

**DESCRIPTION AND DESIGNATORY LETTERS**

8 Members may use the title of the grade to which they belong or its appropriate abbreviation as shown below and shall not use any other title or abbreviation to describe their membership of the Institute:

|                       |              |
|-----------------------|--------------|
| Honorary Fellow       | Hon FIMMM    |
| Fellow                | FIMMM        |
| Professional Member   | MIMMM        |
| Associate Member      | AMIMMM       |
| Graduate              | GradIMMM     |
| Professional Graduate | ProfGradIMMM |
| Technician Member     | TIMMM        |

**AFFILIATE ORGANISATIONS**

9 There shall be power by Regulations to provide for the association of organisations with the Institute in such manner as the Executive Board may from time to time determine and with such privileges and rights as the Executive Board shall think fit; provided that no organisation so becoming associated as aforesaid shall be a member of the Institute for any purpose of the Laws of the Institute.

**EXAMINATIONS AND ACCREDITATIONS**

- 10 (a) The Executive Board shall make and publish Regulations for educational requirements and experience for candidates seeking to become members of the Institute and shall accredit courses offered by educational establishments to meet the academic requirements for Institute membership.
- (b) The Executive Board may cause examinations to be held for candidates seeking to become members of the Institute. The syllabi and methods of conducting such examinations shall be set out in Regulations.

## **ELECTION AND TRANSFER OF CORPORATE AND NON-CORPORATE MEMBERS**

- 11 Regulations shall prescribe the procedure to be adopted for the admission of persons to each grade of membership or on transfer from one grade to another and may impose such other requirements as to the observance of the Laws of the Institute and adherence to the proper standards and practices of the profession as may be thought appropriate.

## **SUBSCRIPTIONS**

- 12 The Executive Board shall from time to time by resolution determine the annual subscriptions, if any, payable by members.
- 13 Subscriptions (or a pro rata proportion) shall be due immediately upon election or transfer to any grade and thereafter shall be due as the Executive Board shall prescribe.
- 14 The Executive Board may in any special case, where in its opinion it is desirable to do so, reduce or remit the annual subscription or the arrears of any annual subscription payable by any member of any grade and reduce or remit the entrance fee which would otherwise be payable on re-election by any person who has previously been a member.
- 15 A person shall continue to be a member of the Institute only for so long as he shall comply with such conditions of and qualifications for membership, and shall pay such fees and subscriptions appropriate to his particular grade as shall for the time being be prescribed by or in accordance with these Bye-laws.
- 16 A person shall cease to be a member of the Institute on their death or in any of the following cases:
  - (a) If he shall fail for a period of nine months to pay all subscriptions and fees for the time being due from him to the Institute.
  - (b) If he shall resign by giving written notice thereof to the Chief Executive, giving two calendar months notice.
  - (c) If he shall be removed from membership of the Institute following a decision of a disciplinary committee in accordance with the Regulations.

Cessation of the membership under (a) or (b) above shall not take effect until any complaint made against that member in respect of their behaviour in relation to the Code of Professional Conduct has been dealt with under the Disciplinary Procedure.

Provided that the Executive Board may in any case in its discretion resolve that the membership of any member shall, notwithstanding the happening of any of

the events specified herein, continue either unconditionally or subject to such conditions as the Executive Board may from time to time prescribe.

- 17 Persons who cease from any cause to be members of the Institute shall remain liable for all sums owing by them to the Institute, whether by way of subscription or otherwise, and no such persons shall be entitled to recover any part of the subscription that they may have paid.

## **CONDUCT**

- 18 Every member of the Institute shall at all times so order his conduct as to safeguard the public interest in matters of competence in professional practice, safety and health and otherwise and to uphold the standing and reputation of the profession. They shall exercise their professional skill and judgement to the best of their ability, discharge their professional responsibilities with integrity, and comply with the Codes of Professional Conduct of the Institute as set out in Regulations. These Regulations shall include any additional conduct requirements for registrations or qualifications granted to that member by the Institute under license from another body.
- 19 Disciplinary procedures to be followed in case of complaint against a member shall be set out in the Regulations. Every member against whom a complaint is raised shall be deemed to remain a member until such time as the Disciplinary procedure is completed.

## **EXECUTIVE BOARD**

### **MEMBERSHIP OF THE EXECUTIVE BOARD**

- 20 Ex-Officio Members
- (a) the President
  - (b) the Senior Vice-President and two Vice-Presidents
  - (c) the Honorary Treasurer
  - (d) The chairmen of the six main boards:
    - IoM Communications Board
    - Technical Technology Communities Board
    - International Affairs Board
    - Members' Board
    - Professional Standards and Development Board
    - Younger Members Board (if a Corporate Member)
  - (e) The most recent Past President to have held office
  - (f) Two members of the Advisory Council appointed by the Advisory Council according to Regulations.

21 Co-opted Members

- (a) Not more than 2 appointed by the Executive Board for the period of one year.
  - (b) Chairman of the Younger Members Committee if not a corporate member
- 22 No person shall be a member of the Executive Board or be capable of continuing to be a member of the Executive Board unless a corporate member of the Institute, except for co-opted members. Co-opted members shall not have a vote on Council and shall not be included in determining whether a quorum is present. No person shall take up their place on the Executive Board until they have undergone such induction as the Executive Board shall from time to time decide and as set out in Regulation.
- 23 Subject to the requirements of these Bye-laws the Executive Board may from time to time and at any time fill any casual vacancy in their number provided that the prescribed maximum for any category of Executive Board membership shall not be exceeded, and any person so appointed by the Executive Board shall retire at the conclusion of the Annual General Meeting next following appointment.
- 24 No member of the staff of the Institute shall be eligible to become a member of the Executive Board.

**OFFICERS**

- 25 The Officers of the Institute shall be the President, the Senior Vice-President, the Vice Presidents and the Honorary Treasurer of the Institute for the time being appointed by the Executive Board. All shall be corporate members of the Institute.
- 26 Each Officer shall be appointed and shall serve a term of office in accordance with Regulations made from time to time by the Executive Board.

**ADVISORY COUNCIL**

- 27 There shall be an Advisory Council to advise the Executive Board on major strategic decisions and strategic planning and with other duties set out from time to time in Regulations.
- 28 The following officers shall be ex-officio officers of the Advisory Council: President, Senior Vice-President, Vice Presidents and Honorary Treasurer.
- 29 The chairman shall be the President or in his absence the most senior Vice-President present.

- 30 Additional membership of the Advisory Council and terms of office shall be set out from time to time in Regulations.
- 31 The Advisory Council shall meet with a frequency as set out from time to time in Regulations.

### **NOMINATIONS TO OFFICER AND BOARDS**

- 32 Nominations to Officer of the Institute and to chairs of the main boards of the Institute shall be determined by a Nominations Committee which shall comprise the President, Senior Vice-President, Immediate Past President and three members of the Advisory Council who are not members of the Executive Board. The methods of appointment of the three Advisory Councillors and any additional duties or procedures required of the Nominations Committee shall be identified in Regulations.

### **PROCEEDINGS OF THE EXECUTIVE BOARD**

- 33 The proceedings of each meeting of the Executive Board including the period of notice of meeting to be given to members of the Executive Board; the person to act as Chairman at meetings of the Executive Board; voting rights at such meetings, and all other questions incidental thereto shall be determined by or in accordance with Regulations. Eight voting members of the Executive Board shall constitute a quorum. Executive Board shall meet at least three times per calendar year.

### **POWERS OF EXECUTIVE BOARD**

- 34 The business of the Institute shall be managed by the Executive Board, the members of which (except for the co-opted members, see Bye-Law 22) shall be the charity trustees of the Institute, which may exercise all such powers on behalf of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not required to be exercised or done by the Institute in General Meeting, subject nevertheless to any requirements of these Bye-laws and to the provisions of any statutes for the time being in force and affecting the Institute.
- 35 Subject to any conditions attached to any gifts to the Institute, all monies received by the Institute and not required for the purpose of payment of interest on borrowed monies, and working and establishment expenses, and the cost of management, maintenance and upkeep of property of the Institute shall be applied by the Executive Board in furthering the objects of the Institute and may pending such application (but subject to the provisions of the Charter), be invested in such securities or investments as the Executive Board shall see fit.
- 36 The Executive Board shall appoint as investment managers for the Institute a person, firm or company who it is satisfied after due enquiry is properly

qualified and authorised to act in this capacity. Regulations shall govern the delegation of power to buy and sell investments.

- 37 The Executive Board may delegate any of its powers to committees consisting of such members of the Institute or others as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any Regulations that may from time to time be imposed by the Executive Board.

#### **CESSATION AND DISQUALIFICATION OF MEMBERS OF EXECUTIVE BOARD**

- 38 (a) The office of a member of the Executive Board shall be vacated if he
- (i) ceases to be a member of the Institute;
  - (ii) by notice in writing to the Chief Executive resigns his office;
  - (iii) has a receiving order made against him becomes bankrupt or enters an arrangement with creditors;
  - (iv) becomes incapable by reason of mental disorder;
  - (v) under these Bye-laws, is found to have materially breached the Code of Professional Conduct;
  - (vi) shall have been absent from three consecutive meetings of the Executive Board (otherwise than through illness or other reasonable cause) and the Executive Board shall resolve to terminate his membership; or
  - (vii) upon expiration of the term of office for which he was appointed.
- (b) An Executive Board member shall be responsible for advising the Chief Executive of any reason why they might become disqualified as soon as practicable.
- 39 Notwithstanding the provisions of Bye-Law 38, the corporate members of the Institute in Extraordinary General Meeting may by special resolution remove any member of the Executive Board from his membership of the Executive Board before the expiration of his period of office by a two-thirds majority of the members entitled to vote in accordance to Bye-Laws 47 & 49.

#### **GENERAL MEETINGS OF THE INSTITUTE**

- 40 The general meetings of the Institute shall be the Annual General Meeting, Extraordinary General Meetings and Ordinary General Meetings. All members of the Institute shall be entitled to receive notice of and to attend all General Meetings of the Institute, but only corporate members shall be entitled to vote at any General Meetings of the Institute.
- 41 An Extraordinary General Meeting of the Institute may be convened at any time by the Executive Board or by requisition of members in accordance with the Regulations.

- 42 The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Board, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
- 43 The Annual General Meeting shall be for the purpose of transacting the following business:-
- (a) Receiving and considering the report of the Executive Board on the activities of the Institute;
  - (b) Receiving and considering the accounts of the Institute;
  - (c) Receiving a report of the appointment of Officers and election of members of the Executive Board and Advisory Council;
  - (d) Appointing the Auditors; and
  - (e) Any other business.
- 44 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any General Meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 45 At any General Meeting 20 corporate members personally present shall be a quorum.
- 46 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of corporate members, shall be dissolved. In any other case it shall stand adjourned.
- 47 Subject to a poll being demanded, every question to be decided by any General Meeting shall be decided on a show of hands, and every corporate member personally present shall be entitled to one vote. All questions shall require a simple majority with the exception of those on motions brought at an EGM requisitioned by the membership or concerning the enactment, amendment or repeal of Regulations proposed by the Executive Board which shall require a majority of two thirds. On a poll every corporate member who is present in person or by proxy shall have one vote. In the case of equality of votes where a simple majority is needed the Chairman shall be entitled to a second or casting vote.
- 48 No poll shall be taken as to the election of a Chairman or the appointment of scrutineers or on a question of adjournment and, notwithstanding a demand for a poll, the meeting shall continue for the transaction of business other than the question in respect of which a poll has been demanded.
- 49 Unless a poll be demanded (before or on the declaration of the result of the show of hands) by the Chairman or by at least 20 Corporate Members of the

Institute present in person or by proxy, a declaration by the Chairman that on a show of hands a resolution has been carried or carried by a particular majority, or lost, and entry to that effect made in the minutes of the proceedings shall be conclusive evidence of the fact so declared without proof of the number or proportion of votes given for or against the resolution.

- 50 Subject to the Charter and these Bye-laws, the following matters relative to General Meetings shall be governed by Regulations:
- (a) The extent, if at all, to which members who are in arrears with subscriptions or other payments shall be entitled to vote;
  - (b) the appointment of a Chairman of each meeting;
  - (c) the procedure for the conduct of a poll and the appointment of a proxy;
  - (d) the circumstances in which and the means by which a meeting may be adjourned;
  - (e) the period, which shall be not less than 21 days, and form of notice of every meeting to be given to each member entitled to attend thereat.
- 51 No objection shall be made to the validity of any vote except at a meeting at which such vote shall be tendered and every vote not disallowed at such meeting shall be valid. The Chairman of the meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting.

#### **THE SEAL**

- 52 The Seal of the Institute shall not be affixed to any instrument except by the authority of the Executive Board as set out in Regulations and in the presence of at least two members of the Executive Board and of the Chief Executive. The said members and the Chief Executive shall sign every instrument to which the seal shall be so affixed in their presence.

#### **THE CHIEF EXECUTIVE AND STAFF**

- 53 There shall be a Chief Executive of the Institute who shall be appointed by the Executive Board. The Chief Executive shall devote his full time to the duties of his office and if he becomes bankrupt, or is guilty of misconduct prejudicial to the interests of the Institute or proves incompetent or inefficient in the discharge of his duties or wilfully neglects the due performance of his duties he may be removed from his office and his appointment terminated by the Executive Board at a meeting convened with express notice that the question of his appointment shall require a resolution passed by not less than three fourths of the members of the Executive Board.
- 54 The Chief Executive shall conduct all the correspondence of the Institute, the Executive Board and the Committees thereof. Subject to the terms of his contract of employment if any, he shall have such other powers and duties as may be vested in him by Regulations.



- 55 The Chief Executive shall be accountable to the Executive Board in all matters, but if he believes that the Executive Board is acting, or proposes to act, or has acted or proposes to direct him to act, in such a way as would cause the Institute to be in breach of its legal or other responsibilities, he shall bring it to the attention of the Executive Board in writing as soon as possible. If, in such circumstances, the Executive Board acts or proposes to act or directs him to act contrary to his advice, the relevant facts shall be recorded in the minutes of the Executive Board, and his advice and any consequences of such action shall not be a cause of complaint against him.

## **FINANCE**

- 56 The funds of the Institute shall, in accordance with the Charter, be applied with a view to the promotion of the objects of the Institute. The administration of all funds of the Institute shall be the responsibility of the Executive Board which shall prescribe Regulations as appropriate notwithstanding the specific requirements of the following Bye-laws. All monies and assets of the Institute shall be held in the name of the Institute which shall not prevent the Executive Board from appointing investment managers.
- 57 The Executive Board shall prescribe by Regulations the persons or committees which shall have power to give receipts for money and to sign cheques or authorise electronic payments and to enter into contracts and to impose liabilities upon the Institute and to pledge the credit of the Institute. This number shall be no less than two.
- 58 The Executive Board shall likewise have power by Regulations to determine that a Reserve Fund shall be created for the purpose of providing against losses on leasehold or other properties subject to depreciation or to meet claims on or liabilities of the Institute or to be used as a sinking fund to pay off encumbrances of the Institute or for any other purpose of the Institute which the Executive Board shall think appropriate.

## **ACCOUNTS AND AUDIT**

- 59 The Executive Board shall comply with the accounting and reporting requirements of charity and other legislation in England and Wales relevant to the Institute with regard to the:
- (a) Keeping of accounting records for the Institute;
  - (b) Preparation of annual statements of account for the Institute;
  - (c) Auditing of the statements of account of the Institute;
  - (d) Preparation of the annual trustees' report to be combined with annual statements of account and auditors' report thereon.
- 60 The accounting records shall be kept in such place as the Executive Board shall determine and shall be open to inspection by the members of the Executive

Board and the Institute's Audit Committee during normal business hours. Accounting records are not routinely available to members.

- 61 At the Annual General Meeting in every year the Executive Board shall lay before the Institute a proper income and expenditure account for the period since the last preceding account made up to a date not more than eleven months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Executive Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be notified and made available to all corporate members and others statutorily entitled to these documents not less than twenty-one clear days before the date of the Annual General Meeting.
- 62 Once at least in every year the accounts of the Institute shall be audited and the correctness of all statements therein ascertained by the Auditors properly and appointed in accordance with the legislation relevant to the Institute.
- 63 If the Office of Auditor or Auditors shall become vacant before the expiration of his or their period of office the Executive Board shall forthwith appoint an Auditor or Auditors in his or their place for the remainder of such period.
- 64 (i) There shall be an Internal Audit Committee and a Remuneration Committee. The Internal Audit Committee shall be entitled to examine any aspect of the Institute's finance, practice, processes or other activities as it sees fit or as it may be requested. It shall be composed of Institute members appointed in line with Regulations. It shall report to the AGM in writing and shall have the freedom to report to the Executive Board or Advisory Council or any other grouping of the Institute as it may see fit and it shall be provided with the mechanisms to enable this. The Committee shall be defined in Regulation.  
  
(ii) The Remuneration Committee shall make recommendations to the Executive Board on any changes to Directors salaries and changes to the Institute's overall salaries budget. It shall be constituted in Regulations.
- 65 The Auditor or Auditors shall have a right of access at all reasonable times to the books, records, accounts and vouchers of the Institute and shall be entitled to require from the Officers and staff such information and explanations as may be necessary for the performance of his or their duties.
- 66 An Auditor may resign by notice in writing addressed to the chairman of the Audit Committee and the Chief Executive.
- 67 The Auditor or Auditors shall make a report to the Institute in General Meeting on all annual accounts of the Institute, of which copies are to be laid before the

Institute in General Meeting during his or their tenure of office, and the report shall so far as relevant contain statements as to the matters mentioned in all relevant statutes.

- 68 The Auditor or Auditors shall be entitled to attend any General Meeting of the Institute and to receive all notices or any other communications relating to any such meeting which members of the Institute are entitled to receive and to be heard at any such meeting which he or they attend on any part of the business of the meeting which concerns him or them as Auditor or Auditors.

## **INDEMNITY**

- 69 Each member and officer of the Institute, each member of the Executive Board and each member of any committee or other body appointed in pursuance of the Laws of the Institute, shall be indemnified by the Institute out of its funds and property in respect of personal liability for any loss, damage or expense whatsoever incurred through any act or omission of such member or officer, whether within such member's or officer's powers under the Laws of the Institute or not, committed in good faith in the course of such member's or officer's duties carried out for the purposes or benefit of the Institute.
- 70 The Executive Board may purchase indemnity insurance in respect of its obligations under Bye-law 69.

## **NOTICES**

- 71 A notice may be served by the Institute upon any member personally, by post of courier, or by electronic means, addressed to the member at his recorded address or communication details as appearing in the Register.
- 72 A notice served by post shall be deemed to have been served seven days after the envelope or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the post as a prepaid letter. A notice served by electronic means shall be deemed to have been served one day after the notice was identified as sent unless the electronic system used has identified the message as undeliverable.”.



*At the Council Chamber, Whitehall*

THE 27th DAY OF AUGUST 2019

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

The Privy Council has approved the amendments to the By-laws of the Chartered Institute of Ecology and Environmental Management as set out in the Schedule below.

*Richard Tilbrook*

---

*SCHEDULE*

AMENDMENTS TO THE BY-LAWS OF THE CHARTERED INSTITUTE OF  
ECOLOGY AND ENVIRONMENTAL MANAGEMENT.

1. In By-law 1:
  - (a) in the "Words" column **delete** "Governing body" and **substitute** "Governing Body";
  - (b) in the definition of "In writing" **delete** "or lithographed,";
  - (c) in the definition of "Member", in the "Words" column **delete** "Member" and **substitute** "member";
  - (d) in the "Words" column **delete** "Chartered Ecologist Code of Conduct" and **substitute** "Chartered Ecologist Code of Professional Conduct";
  - (e) after the definition of "Chartered Ecologist Code of Professional Conduct" **insert**:

|                 |  |
|-----------------|--|
| "Casual vacancy | A vacancy in the membership of the Governing Body or one of its committees caused by the loss of a serving member on the Governing Body or committee other than by expiration of the period of service." |
|-----------------|--|

2. In By-law 2:
  - (a) after “open to any individual” *delete* “or organisation”;
  - (b) in (i) and (ii) and wherever it appears subsequently throughout the By-laws, *delete* “governing body” and *substitute* “Governing Body”;
  - (c) in (iii) delete “(either personally or in the case of as member organisation through an authorised representative)”.
3. In By-law 4 *delete* “Graduate Members” and *substitute* “Qualifying Members”.
4. In By-law 5:
  - (a) after “confirm” *insert* “through their application or their annual renewal of their membership”;
  - (b) *delete* “Graduate Members” and *substitute* “Qualifying Members”.
5. *Delete* By-law 6(i)(d).
6. In By-law 8(ii) *delete* “(or in the case of an organisation ceases to exist)”.
7. *Delete* By-law 9 and *substitute*:

“9. Members shall not resign or have their membership terminated once a professional conduct complaint has been laid against them and until such complaint has been resolved. If such members purport to resign under such circumstances, they will be deemed to remain in membership until the resolution of the complaint.”.
8. In By-law 17 *delete* “office” wherever it occurs and *substitute* “Office”.
9. In By-law 18(ii) *delete* “any vacancies” and *substitute* “any casual vacancies”.
10. In By-law 19:
  - (a) *delete* “elected by the members” and *substitute* “elected by the professional class members”;
  - (b) *delete* “Only Fellows and Full Members may be elected as Honorary Fellows.” and *substitute* “Up to two members of the Governing Body may not be members of the Chartered Institute. Otherwise only Fellows and Full Members may be elected as members of the Governing Body.”.
11. In By-law 21(iv) *delete* “general meetings” and *substitute* “General Meetings”.

12. In By-law 22:
  - (a) *delete* “general meeting” and *substitute* “General Meeting”;
  - (b) *delete* “all such Regulations,” and *substitute* “all such new Regulations or amendments to existing Regulations.”.
13. In By-law 28:
  - (a) *delete* “No member of the Governing Body shall incur personal liability in respect of any loss or damage done in good faith for the benefit of the Chartered Institute.”;
  - (b) *delete* “officer” and *substitute* “Officer”.
14. In By-law 30 after “Auditors or” *insert* “Independent”.
15. In By-laws 31 to 35 *delete* “general meeting” wherever it occurs and *substitute* “General Meeting”.
16. In By-law 31 after “request in writing of” *insert* “at least”.
17. In By-law 32 (iii) *delete* “the meeting” and *substitute* “the Meeting”.
18. In By-law 33 *delete* “in his absence or unwillingness” and *substitute* “if absent or unwilling”.
19. In By-law 35 after “Members may appoint a proxy” *insert* “who shall be a member of the Chartered Institute” .
20. In By-law 38 *delete* “or places”.
21. In By-law 41 *delete* “general meetings” and *substitute* “General Meetings”.
22. In By-law 42 after “audited or” *insert* “independently”.
23. In By-law 43 after “Auditors” *insert* “or Examiners”.
24. In By-law 44 *delete* the text after “list of members,” and *substitute* “or by electronic means and by publication in any newsletter distributed by the Chartered Institute.”.
25. In By-law 45 *delete* “Any notice, if published in a journal, newspaper or newsletter, shall be deemed to have been served on the date of publication of the journal, newspaper or newsletter.”.



*At the Council Chamber, Whitehall*

THE 27th DAY OF AUGUST 2019

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

Their Lordships, in exercise of the powers conferred upon Them by section 76 of the Further and Higher Education Act 1992(a), are pleased to order, and it is hereby ordered, as follows:

**Citation and commencement**

1. This Order may be cited as the Power to Award Degrees etc (Hartpury University) Order of Council 2019 and shall come into force on 27th August 2019.

**Competence to grant awards**

2. With effect from 27th August 2019, Hartpury University shall be competent to grant awards of the kind mentioned in paragraph (a) of section 76(2) of the said Act.

*Richard Tilbrook*  
Clerk of the Council

---

(a) 1992 c.13



*At the Council Chamber, Whitehall*

THE 27th DAY OF AUGUST 2019

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

The Privy Council has allowed amendments to the Bye-laws of The Chartered Insurance Institute resulting in the revised Bye-laws set out in the Schedule to this Order.

*Richard Tilbrook*

---

*SCHEDULE*

REVISED BYE-LAWS OF THE CHARTERED INSURANCE INSTITUTE

Preliminary

1. (1) For the avoidance of doubt, any reference within this document to the masculine (he, him or his) shall be deemed to include the feminine (she, her or hers) and to include the non-binary or the gender neutral (them, they, theirs) and vice versa; the singular shall include the plural and vice versa, unless the context clearly indicates to the contrary.  
  
(2) 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, its committees, subsidiaries, societies and faculties, 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:
  - (a) '*Affiliated Institute*' means an institute for the time being affiliated in accordance with these Bye-laws;
  - (b) '*the Chair*' has the meaning given in Bye-law 49;
  - (c) '*the Charter*' means the Original Charter of the Institute granted on the 5<sup>th</sup> February 1912 and the Supplemental Charter granted to it on the 27<sup>th</sup> January 1987 as from time to time amended or added to;



- (d) '*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;
- (e) '*Chief Operating Officer*' means the person accountable for the accuracy and timely production of the Institute and its group's financial statements, by whatever job title described;
- (f) '*Company Secretary*' means the person performing the role of Company Secretary (however described by title);
- (g) '*complainant*' means a person, whether or not a Member, or a department of the Institute, making a disciplinary complaint against a Member of the Institute;
- (h) '*disciplinary complaint*' means an allegation that a Member has failed to comply with the Laws of the Institute and may comprise several allegations;
- (i) '*Engagement Members*' means the four members of the Board recruited from the Institute's Membership;
- (j) '*electronic vote*' means a poll vote by any electronic means;
- (k) '*evidence*' includes any statement of a witness and any document (including a printout of an electronic document);
- (l) '*Executive Management Team*' means senior employees of the Institute designated as such by the Chief Executive;
- (m) '*Institute*' means The Chartered Insurance Institute;
- (n) '*Independent*' means someone who except where appointed as Independent Chair has not had in the last three years a material business relationship with the Institute, either directly or indirectly as partner, director or senior employee of a body that has (or had) such a relationship with the Institute;
- (o) '*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;
- (p) '*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;
- (q) '*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;
- (r) '*regulations*' means regulations made by the Board;

- (s) '*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 in person or by proxy and voting thereon;
- (t) '*respondent*' means a Member who is the subject of a complaint;
- (u) '*Senior Management Team*' means employees of the Institute designated as such by the Chief Executive;
- (v) '*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, in person or by proxy, and voting thereon or by such other number of votes (being greater than a simple majority) as may be specified in these Bye-laws;
- (w) '*Standing Committees*' mean those Committees deemed to be of long term strategic significance to the Institute and which are designated as such by the Board;
- (x) '*Student Member*' is an individual who is not otherwise a Member and has been admitted as a Student Member in accordance with requirements established pursuant to By-law 4.

#### Classes of Member

2. The Members shall be persons engaged employed or considering employment, 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 or as provided for by regulations.

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.

#### Fellows

5. Every candidate for admission into the class of Fellows shall:

- (a) have followed such course of education (if any) and passed such qualifying examinations, assessments and/or submissions 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 admitted, 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' and/or 'Fellow of the Personal Finance Society' or the initials 'FPFS'.

#### 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 admission into the class of Associate shall:

- (a) have followed such course of education (if any) and passed such qualifying examinations, assessments and/or submissions as the Board may prescribe unless exempted by regulations;
- (b) be wholly or mainly engaged or employed in work connected with insurance;
- (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 admitted, 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' and/or Associate of the 'Personal Finance Society' or the initials 'APFS'.

## Chartered Titles

10. Fellows and Associates so admitted, 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:

- (a) Officers and employees of insurance organisations which underwrite the insurance of risks: 'Chartered Insurer';
- (b) Those carrying on business as insurance brokers: 'Chartered Insurance Broker';
- (c) Those employed or engaged as insurance risk managers: 'Chartered Insurance Risk Manager';
- (d) Those employed or engaged in the underwriting of risk on the delegated authority of insurer principals: 'Chartered Insurance Underwriting Agent';
- (e) Those otherwise employed or engaged in insurance: 'Chartered Insurance Practitioner';
- (f) 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.

## Certificate Holders and Diploma Holders

12. Every candidate for admission to the class of Certificate Holder or Diploma Holder shall:

- (a) unless exempted under the regulations, have followed such course of education (if any) and passed such qualifying examinations, assessments and/or submissions as may be prescribed for the relevant class by the Board;
- (b) be wholly or mainly engaged or employed in work connected with insurance;
- (c) have paid the prescribed fees and subscriptions; and
- (d) be a Member or eligible for membership of the Institute,

and if admitted and subject to continued payment of the relevant subscription, may use the initials 'CertCII' or 'DipCII' as appropriate after their name.

#### Rights and Obligations 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 and Student Member shall, without prejudice to their liability to the Institute, be entitled to resign their membership on giving one month's notice in writing of their intention to do so.

15. If any person from any cause whatever ceases to be a Member or Student Member, or to be entitled to the rights of any degree or class of membership, they shall deliver up any diploma and/or certificate of membership or degree or class of membership then held.

16. No person ceasing to be a Member or Student Member shall have, nor shall their representatives have, any interest in or claim against the funds or property of the Institute except as provided in the Charter.

17. Subject to reasonable adjustments for a person's disability, admission to and continued membership of the Institute shall be subject to the Member, Student Member or prospective Member, providing and maintaining full and up to date contact details, including a live e-mail address.

#### Records of Members

18. 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, admitted to any particular class or degree of membership, ceased to be Members or Student Members or were re-admitted, and such further particulars as the Board may determine.

#### Membership subscriptions and fees

19. Subject to Bye-law 21, 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.

20. 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.

21. 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.

22. Any Member who has failed to pay their 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

23. (1) Subject to any reasonable adjustments for a Member or Student Member's disability or other access arrangements agreed between the Institute and the Member or Student Member, any notice shall normally be served by the Institute upon any Member or Student Member in writing either by sending it through the post or by electronic means, or by any combination thereof, to the Member or Student Member's last recorded postal or electronic address.

(2) Any notice or communication sent in accordance with these Bye-laws shall be deemed to have been received:

(a) If sent by pre-paid first-class post or other next business day delivery service within the UK at 9.00 am on the second day after posting or outside the UK after 96 hours from the time of posting;

(b) If sent by e-mail or other equivalent electronic means at 9.00 am on the next business day after sending.

24. The accidental omission to give any notice shall not invalidate the proceedings at any meeting of which notice ought to have been given.

#### Affiliated Institutes

25. There shall be affiliated to the Institute such national or other insurance institutions as are approved by the Board.

26. Such institutes shall be entitled to describe themselves as "Affiliated to the Chartered Insurance Institute or "CII Affiliated" subject to regulations as to application for and maintenance of the description.

27. Such institutes shall cease to be affiliated upon the rescission of their affiliation having been resolved by the Board. Affiliated Institutes shall pay such fees, if any, as the Board may from time to time determine.

#### Rights of members of Affiliated Institutes

28. Members of 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 the Board may determine by regulation.

#### Officers of the Institute

29. The Officers of the Institute are the members of the Board, the Company Secretary for the time being, the Executive Management Team, and such members of the Senior Management Team as so designated by the Chief Executive from time to time.

#### The Board

30. (1) The Board shall consist of:

- (a) an Independent Chair;
- (b) the President and Deputy President of the Institute;
- (c) the Chairs of the Board's Standing Committees of whom two shall be non-Members of the Institute;
- (d) the Engagement Members;
- (e) the Chief Executive;
- (f) the Chief Operating Officer;
- (g) those appointed or elected to the Board up to and including the 26 June 2019, who will complete the terms of office agreed with them on appointment or election.

(2) The members of the Board shall be appointed through a formal, rigorous and transparent procedure.

(3) The Board may co-opt Members or non-Members to attend meetings and advise on specific matters where the Board considers this necessary.

#### General Provisions

31. 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.

32. The Board may enter into service agreements with any person appointed to the Board 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

33. 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 electronically by which members of the Board or committee are able to speak to and hear all of those connected simultaneously.
34. Seven members of the Board for the time being shall constitute a quorum.
35. Co-opted members of the Board shall not count towards the quorum.
36. The Board may act notwithstanding any casual or other vacancy among its number.
37. 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 Student 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 21, 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 Qualified Members as Vice Presidents of the Institute, subject to regulations and 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 44(c) and (d).

38. A member of the Board shall vacate office as a member of the Board:

- (a) if they resign 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 they would vacate office, there would, as a result, be insufficient members of the Board to form a quorum; or
- (b) if they become bankrupt, suspend payment or compound or make an assignment of their property for the benefit of, or enters into an agreement with, their creditors; or
- (c) if, at a meeting of the Board especially convened for the purpose, a resolution removing them from office is passed by not less than three-quarters of those present and voting; or
- (d) if they fail, without explanation acceptable to the Board, to attend three consecutive meetings of the Board; or
- (e) if they cease to hold the office which made them eligible for appointment.

39. The Board may fill any casual vacancy among the appointed members of the Board subject to the appointment being ratified in accordance with Bye-law 44(d).

#### Committees

40. 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 meetings and deliberations concerned with disciplinary complaints and any appeals arising from such disciplinary proceedings.

41. For all 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

42. Minutes shall be made in proper books or held in secure electronic systems, of all resolutions and proceedings of General Meetings of the Institute, meetings of the Board, committees, societies and faculties and every minute signed by the Chair of the meeting to which it relates, or by the Chair of the subsequent meeting, shall be sufficient evidence of any fact therein stated.

43. 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

44. 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 report on the admission of Fellows and Associates,
- (c) 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,
- (d) to approve the proposed appointments of Vice Presidents and any members of the Board appointed by the Board since the conclusion of the last Annual General Meeting,
- (e) to appoint an Auditor or Auditors and authorise the Board to fix their remuneration as it thinks fit, and
- (f) to decide the rate or rates of annual ordinary grant contributions to Local Institutes.

45. 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.

46. 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 made by a total of not less than 50 Members and endorsed by the Engagement Members.

47. 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 motion, shall give not less than 90 days' notice thereof in writing to the Chief Executive. If so given, the Board shall decide in its sole discretion whether to approve the motion for inclusion as a special business motion in the notice convening the Annual General Meeting, such approval not to be unreasonably withheld. Save as aforesaid, no special business shall be considered at

the Annual General Meeting unless it be deemed a matter of extreme urgency by two thirds of the Members present in person or electronically or be expressly authorised by these Bye-laws.

48. At every General Meeting, 35 Members present in person or electronically, excluding members of the Institute's staff, shall form a quorum. If a quorum is not present within an hour of the time appointed for the meeting, the meeting shall be adjourned.

49. At every General Meeting the Chair shall be taken by the Independent Chair or, in their absence, by the President or, if neither is present, a Chair shall be elected from among the members of the Board present; or, in the absence of all of them, from among the Members present.

50. The Chair 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.

51. The Board shall issue a notice of the revised date, time and venue for any adjourned General Meeting, within 30 working days of the date scheduled for the original meeting.

52. (1) Subject to Bye-laws 53 and 54, a motion or resolution put to any General Meeting (excluding a Special Resolution) shall be determined by simple majority:

- (a) on a vote on a show of hands of the Members present plus the validated proxies received; or
- (b) the electronic vote of the Members present (in person or electronically) plus the validated proxies received.

(2) The Chair of the meeting shall decide in their sole discretion whether a motion or resolution should be determined by a show of hands or electronic vote (plus the validated proxies received). If electronic voting for Members present in person fails, the Chair may decide to combine a show of hands for those present in person with the electronic vote of those present electronically (plus the validated proxies received).

(3) If an electronic vote of the Members present (in person or electronically) is held in accordance with this Bye-law, it shall be taken in such manner and at such time as the Chair directs.

(4) The result of the vote shall be declared by the Chair of the meeting whose decision shall be final subject to any further verifications deemed necessary by the Chair.

(5) In the event of an equality of votes the motion or resolution shall not be carried.

53. Any Member not attending a General Meeting may appoint the Chair of the meeting as their proxy by completing and returning the paper or digital form provided for this purpose

with the notice of the meeting. The form shall set out the motions or resolutions (including Special Resolutions) notified for the meeting and the Member giving the proxy authority, shall indicate in relation to each resolution how they wish their vote to be cast.

54. (1) In the case of a Special Resolution, votes shall be indicated by means of:
- (a) a show of hands of the Members present plus the validated proxies received; or
  - (b) the electronic vote of the Members present (in person or electronically) plus the validated proxies received.
- (2) The Chair of the meeting shall decide in their sole discretion whether the Special Resolution should be determined by a show of hands or electronic vote (plus the validated proxies received). If electronic voting for Members present in person fails, the Chair may decide to combine a show of hands for those present in person with the electronic vote of those present electronically (plus the validated proxies received).
- (3) If an electronic vote of the Members present (in person or electronically) is held in accordance with this Bye-law, it shall be taken in such manner and at such time as the Chair directs.
- (4) The result shall be declared by the Chair of the meeting whose decision shall be final subject to any further verifications deemed necessary by the Chair.

#### Disciplinary powers

55. The Board may approve or by regulation make provision for codes of conduct, ethics or professional standards to be observed by Members of the Institute.

56. Subject to Bye-law 55, a Member may be liable to disciplinary action by the Institute if they are alleged:

- (a) to have failed to comply with the Laws of the Institute; or
- (b) 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 their membership of the Institute.

57. Regulations shall specify procedures for the investigation and determination of disciplinary complaints against any Member, and for the conduct and 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, pools and panels and shall observe relevant principles of United Kingdom and European human rights legislation as amended from time to time.

58. Regulations under Bye-law 57 shall in particular prescribe:

that persons who are not Members of the Institute participate in the determination of disciplinary hearings or in the hearing of appeals;

that a respondent receives notification in writing of the complaint which has been made against them, of any proposed hearing, of their rights to attend, to be represented, to call and cross-examine witnesses, and to appeal against a finding or sanction made against them;

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.

#### Accounts and audit

59. A duly appointed Officer 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.

60. 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.

61. The Auditors shall be qualified in accordance with English law. 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 unless the Board and Auditors agree otherwise.

62. 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

63. The members of the Board, boards of subsidiary and/or associated and/or affiliated companies, committees and forums of the Institute by whatever name described, and members of the Institute's staff 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.

64. Subject to Bye-law 63, no member of the Board, boards of subsidiary and/or affiliated companies, committees and forums of the Institute by whatever name described, and members of the Institute's staff shall be liable for the acts or defaults of any other member of

these entities 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 their own wilful default.

The seal

65. The Company Secretary 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 Company Secretary.