



At the Council Chamber, Whitehall

THE 11th DAY OF NOVEMBER 2020

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

The Privy Council has approved the revised Bye-laws of The Chartered Institution of Highways and Transportation as set out in the Schedule to this Order.

Richard Tilbrook

SCHEDULE

REVISED BYE-LAWS OF THE CHARTERED INSTITUTION OF HIGHWAYS AND TRANSPORTATION

THE SECOND SCHEDULE

The Bye-laws

1. In these Bye-laws unless the context otherwise requires:

‘authorised representative’ shall mean an individual who is authorised by a Region and Nation Council Member to act on their behalf at meetings of the Council and whose name has been given to the Secretary prior to any meeting;

‘Region’ and ‘Nation’ shall, respectively, mean any Region or Nation of the Institution for the time being established in accordance with paragraph 4.27 of the Charter and ‘Regions and Nations’ shall be construed accordingly;

‘Region and Nation Council Members’ shall refer to members elected to Council by each Region and Nation in accordance with Bye-law 14;

‘Chair’ shall mean the Chair of the Board of Trustees appointed in accordance with Bye-law 22.3;

‘charitable purpose’ shall mean a purpose that is exclusively charitable under the laws of England and Wales provided that it shall not include any purpose that is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or with section 2 of the Charities Act (Northern Ireland) 2008 and ‘charitable’ shall be construed accordingly. For the avoidance of doubt, the system of

law governing the Charter and Bye-laws of the Institution is the law of England and Wales;

‘the Charter’ shall mean the Charter granted to the Institution as amended from time to time, whether by Supplemental Charter or otherwise;

‘clear days’ in relation to the period of a notice shall mean that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

‘the Code of Professional Conduct’ shall mean rules regulating the conduct of members established in accordance with Bye-law 6.2;

‘Council’ shall mean the Council of the Institution with the roles and responsibilities set out in Bye-law 13;

‘electronic communication’ shall mean the same as in the Electronic Communications Act 2000;

‘Trustee’ shall mean a trustee of the Institution and ‘the Board of Trustees’ shall mean all of the Trustees or a duly convened meeting of the Board of Trustees. For the avoidance of doubt, the Trustees are the charity trustees of the Institution;

‘the Institution’ shall mean The Chartered Institution of Highways and Transportation;

‘member’ and ‘membership’ shall refer to membership of the Institution;

‘Membership Application’ shall mean an application for membership made in accordance with Bye-law 4.1;

‘Membership Board’ shall mean a committee of the Board of Trustees created in accordance with Bye-law 4.2 to deal with the issues concerning membership of the Institution;

‘Nominated Council Members’ shall refer to Council Members nominated in accordance with Bye-law 17;

‘Non-Voting Member’ shall mean a non-voting member of the Institution in accordance with Bye-law 2;

‘Ordinary Council Members’ shall refer to Council Members elected in accordance with Bye-law 15;

‘the Objects’ shall mean the Objects of the Institution as defined in paragraph 3 of the Charter;

‘Principal Office’ shall mean the principal office of the Institution;

‘the seal’ shall mean the common seal of the Institution;

‘Secretary’ shall mean the Chief Executive of the Institution ex officio;

‘Transfer Application’ shall mean a transfer application made in accordance with Bye-law 5;

‘Voting Member’ shall mean a voting member of the Institution in accordance with Bye-law 2; and

‘in writing’ shall mean written or printed or otherwise visually reproduced in words. References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Words importing the singular number only shall include the plural number and vice versa and words importing persons shall include corporations.

2. Membership

2.1 Membership shall be divided into Voting Members and Non-Voting Members.

2.2 The Board of Trustees may in its absolute discretion determine from time to time the requirements for appointment to, and the rights attaching to, each class of membership.

2.3 Voting Members are:

- (a) Fellows;
- (b) Full Members;
- (c) Associate Members;
- (d) Graduate Members;
- (e) Apprentice Members;
- (f) Part-time Student Members; and
- (g) Such other classes of member as the Board of Trustees may from time to time determine.

2.4 Non-Voting Members are:

- (a) Honorary Fellows;
- (b) Full-time Student Members; and

- (c) Such other classes of member as the Board of Trustees may from time to time determine.

3. **Designations**

- 3.1 Any Honorary Fellow, Fellow, Full Member or Associate Member may use after their name the designation appropriate to their class of membership in accordance with the following abbreviated forms, namely:

Honorary Fellow Hon FCIHT

Fellow FCIHT

Full Member MCIHT

Associate Member AMCIHT

- 3.2 A Graduate Member, Apprentice Member and Student Member (including Full-time and Part-time Student Members) may be described as such but may not use an abbreviation of the title, or any initials or make use of the description in any manner whatsoever, unless the Board of Trustees from time to time determines otherwise.

4. **Admission of members**

- 4.1 Any individual (or organisation) who is interested in promoting the Objects may submit an application for admission to a class of membership of the Institution.
- 4.2 The Board of Trustees shall appoint a Membership Board to consider Membership Applications and shall prescribe standing orders from time to time setting out how the Membership Board shall operate and how Membership Applications shall be considered. The Membership Board may establish a Membership Panel to consider Membership Applications and may delegate any of its functions to the Membership Panel.
- 4.3 Membership Applications shall be submitted to the Secretary (or such other person as the Board of Trustees may from time to time decide) in writing in the form for the time being required by the Membership Board and shall be accompanied by payment of such subscription or fee as may be required under the standing orders.
- 4.4 Membership Applications for admission as a Fellow, Full Member or Associate Member must be signed by at least two Voting Members who have personal knowledge of the applicant unless the Membership Board, in its absolute discretion, considers that a particular application may be considered even though it is not so signed.
- 4.5 Applicants for admission as a Fellow, Full Member or Associate Member may be asked to attend an interview and/or produce evidence relating to their professional knowledge.

- 4.6 The Membership Board may, in its absolute discretion, refuse to admit any person to any class of membership whether he or she fulfils the requirements for that class or not. The Membership Board shall not be required to give a reason for its decision.
- 4.7 After a Membership Application has been considered, the Institution shall send the applicant a letter informing them whether the Membership Application has been successful and the applicant shall be admitted and shall be granted any certificate of membership applicable to the class of membership to which they are admitted.
- 4.8 The Board of Trustees may in its absolute discretion admit senior industry representatives as Fellows.
- 4.9 The Council may in its absolute discretion admit persons of eminence or distinction as Honorary Fellows.

5. Transfer between classes of membership

- 5.1 A member of any class of membership may submit an application for transfer to any other class of membership and such Transfer Application shall be in writing in the form for the time being required by the Membership Board and shall be accompanied by payment of such subscription or fee as may be required under standing orders.
- 5.2 The Membership Board shall consider Transfer Applications in accordance with standing orders prepared by the Board of Trustees from time to time.
- 5.3 The Membership Board may, in its absolute discretion, reject a Transfer Application whether the applicant fulfils the requirements for that class of membership or not. The Membership Board shall not be required to give a reason for its decision.
- 5.4 After a Transfer Application has been considered the Institution shall send the member a letter informing them whether the Transfer Application has been successful and the member shall be admitted to the new class of membership and shall be granted any certificate of membership applicable to that class.

6. Code of Professional Conduct

- 6.1 Every member shall at all times exercise their professional skill and judgement to the best of his or her ability and discharge any professional responsibilities with integrity and safeguard the public interest in matters of safety, health and otherwise pertaining to his or her work or other involvement in highways and transportation.
- 6.2 The Board of Trustees shall establish rules for regulating the conduct of members of the various classes of membership to be known as 'the Code of Professional Conduct' and may alter or vary the same from time to time provided that such rules shall not be inconsistent with the Charter and these Bye-laws.
- 6.3 The Code of Professional Conduct shall set out the disciplinary procedure to be followed in the event of an allegation of misconduct.

7. Subscriptions and fees

- 7.1 The Board of Trustees shall set the annual subscriptions and other fees payable by members to the Institution and publish them in such a manner as it sees fit.
- 7.2 The membership of any member whose subscription is three months or more in arrears may, at the absolute discretion of the Board of Trustees, be terminated, provided that if the Board of Trustees determines that the membership of a member shall not be terminated under this Bye-law, they may determine that some or all of the membership rights and privileges of that member shall be suspended or terminated. The membership of any such person may, at the absolute discretion of the Board of Trustees, be reinstated upon application to the Board of Trustees and payment of such arrears of subscription and any other reasonable charges.
- 7.3 The Chief Executive may at all times in cases of ill-health, retirement from active practice, advanced age or the performance of service in the Defence Forces or other duties to the State, in acknowledgement of any service to the Institution and in such other cases as they may think fit, waive, suspend, extend the time for payment of, or reduce the amount of any subscription, fee or other sum payable by any member to the Institution.

8. Resignation

- 8.1 Any member who wishes to resign shall submit notice in writing to the Secretary.
- 8.2 Any member who resigns shall be required to pay any sums due to the Institution. The Membership Board may require the resigning member to return any certificate issued to them.
- 8.3 If a member resigns after the first day of December in any year the Membership Board may, at its absolute discretion, require him or her to pay such subscription as he or she would have been required to pay had he or she continued to be a member in the following year.

9. General meetings

- 9.1 The Institution may hold an annual general meeting in any year in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting and the next. The annual general meeting shall be held at such time and place as the Board of Trustees determines.
- 9.2 All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board of Trustees may call an extraordinary general meeting whenever they think fit. Extraordinary general meetings shall be convened on such requisition or may be convened upon the written requisition of the lesser of 20% of or 200 Voting Members at the date of the written requisition. Such members' written requisition shall specify the object of the desired meeting, shall be signed by the

requisitionists and deposited at the Principal Office. The Secretary shall within seven days after receipt of such members' written requisition convene an extraordinary general meeting in accordance with this Bye-law 9.2.

- 9.3 An annual general meeting and an extraordinary general meeting shall be called by at least fourteen clear days' notice.
- 9.4 The notice shall be given to all the Voting Members of the Institution and to the auditors of the Institution.
- 9.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive the notice shall not invalidate the proceedings at that meeting.

10. **Proceedings at general meetings**

- 10.1 No business shall be transacted at any general meeting unless a quorum is present. The quorum is twenty Voting Members present in person or by proxy.
- 10.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the chair may, if he or she thinks fit, permit the reading and discussion of any paper but not any other business and, subject to that, the meeting shall stand adjourned to the same day in the next week at the same place or to such time and place as the chair may determine. If at the reconvened meeting a quorum is not present within half an hour after the time appointed for the meeting the Voting Members present shall be a quorum.
- 10.3 The President, or, in his or her absence, the Vice-President or the Immediate Past President present in that order, shall preside as chair at every general meeting of the Institution, but in the case of the absence of the President, the Vice-President and the Immediate Past President, the Voting Members present shall elect a Trustee or, in the absence of any Trustees, one of their own number, to be chair of the meeting.
- 10.4 The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any reconvened meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place.
- 10.5 Save as otherwise provided in these Bye-laws, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of a show of hands, a poll is duly demanded by the chair or by at least five Voting Members present in person or by proxy. Unless a poll is so demanded a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes cast in favour of or against the resolution.

- 10.6 Except as provided in these Bye-laws, if a poll is duly demanded it shall be taken in such manner as the chair may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 10.7 In the case of an equality of votes, whether on a show of hands or on a poll (whether then taken at the meeting or otherwise pursuant to these Bye-laws) the chair of the meeting at which the show of hands takes place or the poll is demanded, shall be entitled to a second or casting vote.
- 10.8 A poll demanded on the election of a chair, or on a question of adjournment shall be taken immediately.
- 10.9 The demand for a poll shall not prevent the meeting continuing for the transaction of any business other than the question on which the poll was demanded and the demand for a poll may be withdrawn at any time before the next business is proceeded with.
- 10.10 On a show of hands or on a poll conducted at the meeting at which it is demanded, every Voting Member present shall have one vote. On any other poll every Voting Member shall have one vote and such poll shall be taken by a postal and/or electronic vote conducted in accordance with Bye-law 11.

11. Postal and electronic votes

In the event of the Board of Trustees deeming it desirable that the views of all Voting Members be sought in relation to any resolution, whether or not it is proposed at a general meeting, they may require a postal and/or electronic vote to be conducted. A postal and/or electronic vote may be held in such a manner as the Board of Trustees shall see fit, provided that notice of the postal and/or electronic vote shall be sent (whether by post, electronically or otherwise) to every Voting Member and provided that this notice shall specify the date by which a Voting Member must submit his or her vote and provided that this date shall be at least 14 clear days after the notice is delivered to the Voting Member. The votes for and against a resolution shall be counted after the date specified and shall have effect as if they were cast at a meeting of the Voting Members.

12. Proxies and representatives

- 12.1 Votes taken by a poll or show of hands may be cast either personally or by proxy.
- 12.2 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in a form approved by the Board of Trustees.
- 12.3 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board of Trustees may:

- (a) in the case of an instrument in writing be deposited at the Principal Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Institution in relation to the meeting not less than 48 hours before the time for holding the meeting or reconvened meeting at which the person named in the instrument proposes to vote;
- (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purposes of receiving electronic communications:
 - i. in the notice convening the meeting;
 - ii. in the instrument of proxy sent out by the Institution in relation to the meeting, or
 - iii. in any invitation contained in an electronic communication to appoint a proxy issued by the Institution in relation to the meeting, be received at such address not less than 48 hours before the time for holding the meeting or reconvened meeting at which the person named in the appointment proposes to vote;
- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Secretary or to any Trustee; and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

12.4 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice of the determination was received by the Institution at the Principal Office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or reconvened meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or reconvened meeting) the time appointed for taking the poll.

13. **The Council**

The Council shall consist of:

- (a) The President;

- (b) The Vice-President;
- (c) Those of the Past Presidents who have held office as President during the preceding three years, the most recent of whom to have served shall be known as the 'Immediate Past President';
- (d) The Chair;
- (e) The Honorary Treasurer;
- (f) Up to fourteen Ordinary Council Members elected in accordance with Bye-law 15;
- (g) Region and Nation Council Members elected by each Region and Nation in accordance with Bye-law 14; and
- (h) Up to twelve Nominated Council Members (nominated in accordance with Bye-law 17).

14. Nomination of Region and Nation Council Members

- 14.1 Each Region registered in England shall elect to Council one Voting Member who shall have a registered address in the Region area for which they are elected. Each Nation registered in the United Kingdom or the Republic of Ireland shall elect to Council up to two Voting Members who shall have a registered address in the Nation area for which they are elected.
- 14.2 Candidates for Region and Nation Council Membership shall be nominated in writing (which may include electronic communication) by not fewer than four Voting Members who have a registered address in the Region or Nation area in which the election is to take place. The names of the people so nominated shall be set out on balloting lists that shall be sent out to all Voting Members who have a registered address in the Region or Nation area in which the election is to take place. Balloting lists may be sent by post or by electronic communication.
- 14.3 All Voting Members registered in the relevant Region or Nation area shall be eligible to vote for the relevant Region and Nation Council Member.
- 14.4 A Region and Nation Council Member so elected shall (subject to Bye-law 14.5) hold office for a term of three years from the conclusion of the annual general meeting at which his or her election is declared and shall then (subject to Bye-law 14.5) be eligible to be nominated for election for a further term of three years but shall not thereafter for a further period of one year be again eligible to be nominated for election.
- 14.5 If a Region and Nation Council Member so elected to the Council resigns or ceases to reside in the Region or Nation area or is otherwise ineligible to continue as a member of the Council, the resulting vacancy shall be filled by the relevant Region or Nation either by appointing the person with the next highest number of votes in the ballot for

such Region and Nation Council Member held pursuant to Bye-law 14 or, by adopting such other method of appointing a replacement as it deems fit. Such appointee shall hold office for the unexpired term of office of the Region and Nation Council Member whom they replace and shall then be eligible for re-election in accordance with these Bye-laws.

- 14.6 Any Region or Nation outside the United Kingdom and Republic of Ireland shall be entitled to appoint from time to time (in such a manner as they shall see fit) one Voting Member who has a registered address in the Region or Nation area to attend and vote at a meeting of the Council as the representative of that Region or Nation.

15. Nomination of Ordinary Council Members

- 15.1 Candidates for Ordinary Council Membership of the Council shall be nominated in writing either by the Council or by at least four Voting Members.

- 15.2 In any one year, a candidate may not stand in both Ordinary Council Member and Region and Nation Council Member elections.

- 15.3 The names of the people so nominated shall be set out on balloting papers that shall be sent out to all Voting Members.

16. Procedure for election of Region and Nation and Ordinary Council Members

- 16.1 Balloting papers prepared in accordance with Bye-laws 14 and 15 shall be sent at least twenty clear days before the annual general meeting at which the results of the elections will be announced.

- 16.2 Balloting papers must be delivered to the Secretary at least 5 clear days before the annual general meeting at which the results of the elections will be announced. Balloting papers delivered after this date shall not be counted except in exceptional circumstances at the discretion of the Secretary.

- 16.3 Ordinary Council Members will be elected by Voting Members using the single transferable vote method according to the rules of the Electoral Reform Society or equivalent from time to time.

- 16.4 Region Council Members will be elected by Voting Members registered in the relevant Region area who shall vote for one candidate only and any vacancy shall be filled by the candidate who shall receive the largest number of votes. Nation Council Members will be elected by Voting Members registered in the relevant Nation area who shall vote for two candidates only and any vacancies shall be filled by the candidates who shall receive the largest number of votes.

- 16.5 Any balloting list marked in any way otherwise than for the purpose of recording votes in the manner prescribed in these Bye-laws shall be void.

- 16.6 The balloting lists shall, prior to the commencement of each annual general meeting, be handed over by the Secretary to the Electoral Reform Society or equivalent or to at least one scrutineer appointed for that purpose by the Council, and the responsible person shall notify the results of the ballots to the Secretary for reporting to the meeting. The chair shall announce the results of the ballots to the meeting, and such announcement shall, subject to any manifest error, be conclusive, and no discussion of it shall be permitted by the chair. In the case of a tie, the successful candidate shall be determined by lot to be drawn as the chair may direct.
- 16.7 An Ordinary Council Member shall (subject to these Bye-laws) hold office for a term of three years from the conclusion of the annual general meeting at which his or her election is declared and shall then (subject to these Bye-laws) be eligible to be nominated for election for a further term of three years but shall not thereafter for a further period of one year be again eligible to be nominated for election.
- 16.8 In the event of an Ordinary Council Member resigning or otherwise ceasing to be an Ordinary Council Member, the resulting vacancy shall be filled by the Council either by appointing the person (not otherwise being a member of the Council) with the next highest number of votes in such ballot or by adopting such other method of appointing a replacement as it deems fit. The appointee shall hold office for the unexpired term of office of the Ordinary Council Member whom they replace and shall then be eligible for re-election in accordance with these Bye-laws.

17. Appointment of Nominated Council Members

The Council shall appoint up to twelve Members to be Nominated Council Members referred to in Bye-law 13(g) and shall from time to time fill any casual vacancy among the said Nominated Council Members by appointing another Member as a Nominated Council Member. Nominated Council Members shall serve for one year at a time and shall be eligible for reappointment but the total period of service as a Nominated Council Member must not exceed six years whether consecutively or in aggregate.

18. Powers of the Council

The Council shall:

- (a) advise the Board of Trustees on the strategic and professional direction of the Institution;
- (b) elect and remove Trustees in accordance with the provisions in these Bye-laws; and
- (c) operate within standing orders prescribed by the Board of Trustees from time to time.

19. Proceedings of the Council

- 19.1 The minimum number of Council meetings to be held each year shall be determined from time to time by the Board of Trustees and unless otherwise determined the minimum number of meetings to be held in a year shall be three. The Council may adjourn and otherwise regulate meetings as it thinks fit. At the request of the Board of Trustees or one third of Council Members, the Secretary shall at any time call a special meeting of the Council.
- 19.2 The quorum for meetings of the Council shall be one-third of the Council Members or the number nearest to one-third.
- 19.3 A Region and Nation Council Member may appoint an authorised representative to attend a Council Meeting in his or her place provided that no person shall be appointed without the consent of the Chief Executive, or such other person as the Board of Trustees may appoint and provided that the name of the authorised representative shall be given to the Secretary before the beginning of the Council Meeting. An authorised representative of a Region and Nation Council Member shall be counted in the quorum.
- 19.4 Where appropriate equipment is available and consent has been granted by the President, or by such a person as he or she may appoint, any Council Member may participate in a meeting via telephone or such other means of communication enabling all persons participating in the meeting to speak to and hear each other.
- 19.5 Council Members may submit to the President written comments on issues to be discussed at the Council Meeting. Such comments shall be reviewed by the President, or such other person as he or she may appoint. Such comments, or a summary of or extract from them, may, at the discretion of the President, or such other person as he or she may appoint, be distributed to the Council Members or read out at the Council meeting.
- 19.6 The President shall chair the meeting of the Council, or in his or her absence, the Vice-President or Immediate Past President, in that order, present shall chair the meeting. If neither the President, Vice-President nor Immediate Past President is present within fifteen minutes after the time appointed for holding the meeting, the Council Members present may elect one of their number to act as chair.
- 19.7 Each Council Member shall have one vote in respect of proposals arising at a meeting of the Council. Subject to the provisions of these Bye-laws, questions arising at any meeting shall be decided by simple majority vote. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

20. **Disqualification and removal of Council Members**

A person shall cease to be a Council Member if he or she:

- (a) ceases for any reason to be a Member;
- (b) resigns his or her office by notice in writing to the Secretary;

- (c) is absent without good reason for three consecutive meetings of the Council;
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (e) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (f) ceases to hold office by reason of any resolution duly passed by more than fifty per cent of the Council Members present in person or by an authorised representative.

21. Officers of the Institution

- 21.1 The President, Vice-President and Honorary Treasurer of the Institution shall be Voting Members nominated annually by the Council for approval by the Voting Members at the annual general meeting.
- 21.2 If any vacancy in the offices of President, Vice-President or Honorary Treasurer or among Ordinary Council Members or Region and Nation Council Members shall for any reason remain unfilled for a period of eight weeks, it shall be deemed a casual vacancy.
- 21.3 The Council shall have power at any time to fill a casual vacancy in the offices of President, Vice-President or Honorary Treasurer. Any member so appointed shall hold office until the conclusion of the next annual general meeting.

22. Board of Trustees

- 22.1 Subject to these Bye-laws, the Board of Trustees shall comprise:
 - (a) the holders of the following offices from time to time:
 - (1) President;
 - (2) Vice-President;
 - (3) Immediate Past President;
 - (4) Honorary Treasurer;
 - (5) the Chair;
 - (b) up to eight Council Members to be elected by the Council; and
 - (c) up to two individuals appointed by the Board of Trustees as additional Trustees for such renewable terms as the Board of Trustees may determine.

22.2 The Secretary shall be entitled to attend and speak at any meeting of the Board of Trustees provided that the Secretary shall withdraw from the meeting where the Board of Trustees wishes to discuss a personnel issue which relates to the Secretary.

22.3 The Chair shall be a Voting Member elected by the Council for a term of two years, renewable once. If for any reason the office of Chair becomes vacant, the Council shall appoint any Voting Member as Chair for the unexpired period of the previous Chair's term.

23. Powers of the Board of Trustees

Subject to the provisions of the Charter, these Bye-laws and any standing orders the business of the Institution shall be managed by the Board of Trustees who may exercise all the powers of the Institution. No alteration of the Charter or Bye-laws shall invalidate any prior act of the Board of Trustees which would have been valid if that alteration had not been made.

24. Standing orders

24.1 The Board of Trustees may from time to time make such reasonable and proper rules to be known as standing orders as they may deem necessary or expedient for the proper conduct and management of the Institution and may from time to time alter, add to or repeal such standing orders.

24.2 The standing orders may regulate the following matters but are not restricted to them:

- (a) the admission of members and the rights and privileges of such members;
- (b) the conduct of the Council and the conduct of the members of the Institution;
- (c) the procedure at general meetings, meetings of the Board of Trustees, committee meetings and meetings of the Council in so far as such procedure is not regulated by these Bye-laws; and
- (d) generally, all such matters as are commonly the subject matter of standing orders.

24.3 The Institution in general meeting has the power to alter, add to or repeal the standing orders made by the Board of Trustees in accordance with Bye-law 24.1.

24.4 The Board of Trustees must adopt such means as they think sufficient to bring the standing orders to the notice of members.

24.5 The standing orders shall be binding on all members. No standing order shall be inconsistent with, or shall affect or repeal anything contained in, the Charter, or the Bye-laws.

25. Proceedings of the Board of Trustees

- 25.1 The Board of Trustees shall meet as required and normally not less than five times a year. Subject to these Bye-laws, the Board of Trustees may adjourn and otherwise regulate meetings as they think fit.
- 25.2 The quorum for meetings of the Board of Trustees shall be one half of the Trustees or such other number as the Board of Trustees shall by resolution determine.
- 25.3 Where appropriate equipment is available and consent has been granted by the Chair, or by such a person as he or she may appoint, any Trustee may participate in a meeting via telephone or such other means of communication where all persons participating in the meeting can speak to and hear each other.
- 25.4 The Chair, or in his or her absence, the President or Vice-President present shall preside as chair of meeting of the Board of Trustees, but in the case of the absence of the Chair, the President and the Vice-President, the Board of Trustees shall appoint from their number such person to chair a meeting as they think fit upon such terms as they shall determine from time to time.
- 25.5 Each Trustee shall have one vote in respect of questions arising at a meeting of the Board of Trustees. All business of the Board of Trustees shall be passed by a majority vote unless otherwise provided in these Bye-laws. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote. A Trustee shall not vote in respect of any contract or matter in which he or she has declared an interest or on any matter arising from it.
- 25.6 A resolution in writing signed by all the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees. Any such resolution may consist of several documents in the like form, each signed by one or more Trustees.

26. **Disqualification and removal of a Trustee**

A person shall cease to be a Trustee if he or she:

- (a) is directly or indirectly interested in any contract or matter with the Institution and fails to declare the nature of that interest at a meeting of the Board of Trustees at which the question of entering into the contract is first considered or at the next such meeting held after he or she becomes interested in the contract or matter if later;
- (b) holds any office in the Institution entitling him or her to profit or remuneration;
- (c) is disqualified from being a charity trustee under the Charities Act 2011;
- (d) is removed by a resolution duly passed by a majority of not less than seventy five per cent of the Council Members present and voting at a meeting of the Council;
- (e) resigns his or her office by notice in writing to the Secretary;

- (f) is absent without good reason from three consecutive meetings of the Board of Trustees;
- (g) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- (h) becomes bankrupt or makes any arrangement or composition with his or her creditors generally.

27. **Committees**

- 27.1 The Board of Trustees may delegate any of its powers to committees, which may be given such names as the Board of Trustees shall see fit. There shall be such committees and sub-committees as the Board of Trustees may from time to time determine.
- 27.2 The name, membership and purpose of each committee and the manner in which committee meetings are conducted shall be set out in standing orders determined from time to time by the Board of Trustees. Every committee shall, in the exercise of the powers so delegated by the Board of Trustees, conform to any restrictions that may be imposed in such standing orders.

28. **Patron**

The Board of Trustees may in its discretion appoint any person to be a Patron of the Institution on such terms as it shall think fit and may remove any Patron so appointed.

29. **Seal**

The Seal of the Institution shall not be affixed to any instrument except by the authority of a resolution of the Board of Trustees, or duly authorised committee, and shall be signed by any two authorised signatories designated as such by resolution of the Board of Trustees provided that such authorised signatories shall include all Trustees and the Chief Executive.

30. **Accounts**

- 30.1 The Board of Trustees shall cause proper accounts to be kept with respect to:
- (a) all sums of money received and expended by the Institution and the matters in respect of which such receipt and expenditure take place;
 - (b) all sales and purchase of goods by the Institution; and
 - (c) the assets and liabilities of the Institution.

- 30.2 Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Institution and to explain its transactions.
- 30.3 The books of account shall be kept at the Principal Office of the Institution or at such other place or places in the United Kingdom as the trustees shall determine.
- 30.4 In every year, the Board of Trustees shall lay before the Institution an income and expenditure account for the period since the last preceding accounts made up to date not more than nine months before such meeting together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Trustees and of the auditors of the Institution.

31. **Notices**

- 31.1 Any notice pursuant to the Bye-laws (which shall include all communications and enclosures of whatever nature) may be served by the Institution upon any member entitled to receive such notice, either personally or by sending it through the post in a prepaid letter addressed to such member at his or her registered address as appearing in the register of members. Any notice, if served by first class post to any address within the United Kingdom, shall be deemed to have been delivered on the second day after the day of posting or, if sent by second class post, on the third day after the day of posting. Any notice to any address outside of the United Kingdom shall be deemed to have been delivered seven days after the day of posting. In proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted whether or not that letter was actually delivered to the addressee.
- 31.2 Any member described in the Institution's register of members by an address not within the United Kingdom, the Isle of Man or the Channel Islands who shall from time to time give the Institution an address within the United Kingdom, the Isle of Man or the Channel Islands at which notices may be served upon him or her, shall be entitled to have notices served upon him or her at such address. Save as aforesaid, only those members who are described in the register of members by an address within those areas shall be entitled to receive any notice from the Institution.

32. **Dissolution**

The provisions of the Charter relating to dissolution of the Institution take effect as though repeated here.