



At the Council Chamber, Whitehall

THE 22nd DAY OF MARCH 2023

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

The Privy Council has approved the revised Byelaws of The Chartered Institute of Housing as set out in the Schedule to this Order.

Richard Tilbrook, CVO

SCHEDULE

REVISED BYELAWS OF THE CHARTERED INSTITUTE OF HOUSING

PART A – DEFINITIONS AND INTERPRETATION

1. Definitions

In these Byelaws:

- i "Annual General Meeting" means an annual general meeting of the Institute;
- ii "Approved Duties" means such duties as the Governing Board shall from time to time approve for the purposes of these Byelaws;
- iii "Approved Experience" means such experience as the Governing Board shall from time to time approve for the purposes of these byelaws;
- iv "Certified Practitioner" means those Non-Chartered Members identified as such in Byelaw 12;
- v "Chartered Member" means those members identified as such in Byelaw 6;
- vi "Continuing Professional Development" means such programme of continuing professional development for Members as the Governing Board may from time to time adopt";
- vii "Council" means the Council of the Institute prior to adoption of these Byelaws;

- viii "Delegated Board" means a board set up by the Governing Board to whom matters have been delegated in accordance with Byelaw 32;
- ix "Designated Fellow" means a person who, immediately prior to 21 June 2011, was in the process of applying to become a Fellow of the Institute in such way as the Council may have required and who subsequently completes such application process successfully;
- x "Electronic Communication" means the same as in the Electronic Communications Act 2000;
- xi "Fellow" means those Chartered Members identified as such in Byelaw 9;
- xii "Governance Framework" means such document(s) as the Governing Board may promulgate in accordance with these Byelaws which will regulate the governance of Institute in such manner as the Governing Board sees fit;
- xiii "Housing Organisation" means any public or private body or authority whether constituted in the United Kingdom or not (including but not limited to the Institute) concerned with or connected in any way with the provision or management of housing including without limitation:
- A Housing Associations or Housing Trusts within the meaning of sections 5 and 6 of the Housing Act 1985 and in Scotland of section 83 of the Housing (Scotland) Act 2001; or
- B any Government Department; or
- C any registered provider of social housing within the meaning of the Housing and Regeneration Act 2008;
- provided that in case of for profit private bodies such bodies shall only be included in this definition if the Governing Board in their absolute discretion have approved them for the purposes hereof, and provided further that any reference to a statute in this Byelaw 1 xiii shall be to that statute or any statutory modification or re-enactment thereof for the time being in force;
- xiv "In writing" means written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including by email (authenticated in such manner as the Institute may require from time to time);
- xv "Member" means a Chartered Member and/or a Non- Chartered Member and "Membership" shall be construed accordingly;
- xvi "Members Resolution" means a resolution passed pursuant to Byelaw 73;

- xvii "Month" means calendar month;
- xxviii "National Board" means a board set up by the Governing Board to whom matters have been delegated in accordance with Byelaw 32 in so far as such matters relate to the geographical area covered by such National Board;
- xix "Non - Chartered Member" means those members identified as such in Byelaw 11;
- xx "Recruitment Panel" means a sub-committee of the Governing Board and established in accordance with Byelaw 28;
- xxi "Regional Groups " means groups set up by the Governing Board to whom matters have been delegated in accordance with Byelaw 32 in so far as such matters relate to the geographical area in England covered by such Regional Groups;
- xxii "Secretary" means the company secretary of the Institute from time to time;
- xxiii "The Charter" means the Charter of the Institute as amended or added to from time to time;
- xxiv "The Governing Board" means the Governing Board of the Institute;
- xxv "The Institute" means the Chartered institute of Housing;
- xxvi "The United Kingdom" means the United Kingdom of Great Britain and Northern Ireland including the Channel Islands and the Isle of Man;
- xxvii "Trustee" means a member of the Governing Board;
- xxviii words importing the singular number only shall include the plural number and vice versa; words importing persons shall include corporations; and
- xxix words importing the masculine gender only shall include the feminine gender; and unless the context otherwise requires words or expressions used in these Byelaws shall bear the same meanings as in the Charter.

PART B - MEMBERSHIP
APPLICATION FOR AND ELECTION TO MEMBERSHIP

2. Election of Members etc.

- a) Every application for election as a Member or for transfer to a different grade or class of Membership shall
 - (i) be made to the Governing Board in such form as the Governing Board may from time to time require;

- (ii) be accompanied by a written undertaking in such form as the Governing Board may from time to time require wherein the candidate has bound himself or herself to observe these Byelaws and the rules and regulations of the Institute for the time being in force.
- b) Any Member who in connection with his or her application for Membership or for transfer to a different grade or class of Membership deliberately makes a statement which he or she knows to be false or misleading or does not believe to be true or deliberately withholds material information which he or she ought to have disclosed shall be deemed to be guilty of dishonourable or unprofessional conduct.
- c) The Governing Board shall at their discretion, subject only to these Byelaws, determine as to the election, admission or transfer of the applicant, and their decision not to elect, admit or transfer any applicant shall be final. Any person whose application for Membership is refused by the Governing Board shall be entitled to receive a statement in writing of the reasons for the Governing Board's decision.
- d) No person shall be admitted to any grade or class of Membership unless he or she satisfies the Governing Board that he or she is a fit and proper person to be so admitted having regard to all circumstances including, where appropriate, his or her general education, the nature of his or her employment, the responsibility of the office which he or she holds and his or her character.
- e) The Governing Board will determine the basis of election of Members of the Institute from time to time and will publish guidance.

3. Register of Members

The name of every Member shall be entered in a Register of Members in such form as the Governing Board may determine.

4. Addresses of Members

Every Member shall from time to time notify to the Secretary the place of his or her business or residence and the address so notified shall be deemed to be his or her registered address.

5. Resignation of Membership

If any Member shall leave at or send by post or Electronic Communication to the registered office of the Institute (or such e-mail address as may be published from time to time on any website of the Institute for such purpose) a notice in writing, signed by himself or herself and addressed to the Secretary stating that he or she wishes to resign from Membership of the Institute he or she shall from the date of receipt of the said notice by the Institute, cease to be a Member.

CHARTERED MEMBERS

6. Designation of Chartered Members

The following persons shall be Chartered Members:

- (i) subject to Byelaw 15 any person who was described as a Corporate Member or Fellow of the Institute on 21 June 2011, and
- (ii) subject to Byelaw 7, any person who is elected by the Governing Board to be a Chartered Member in accordance with Byelaw 2.

7. Election of a Chartered Member

No person shall be elected a Chartered Member unless:

- a) he or she has passed an appropriate Housing Examination or an appropriate test of professional competence recognised for this purpose by the Institute; or
- b)
 - (i) he or she has passed an appropriate Housing Examination at post graduate or equivalent level recognised for this purpose under rules promulgated by Governing Board for senior entrants; and
 - (ii) at the date of his or her election he or she is employed in a senior position by a Housing Organisation in the performance of Approved Duties or has Approved Experience; or
- c)
 - (i) at the date of his or her election he or she is employed in a position of distinction by a Housing Organisation in the performance of Approved Duties and has been employed by a Housing Organisation in the performance of Approved Duties for a period of at least five years or for periods (whether or not with the same Housing Organisation) amounting to an aggregate of not less than five years of which not less than two years have been in a position of distinction; and
 - (ii) the election is approved by no less than two thirds of the Members of an interviewing panel set up for the purpose of approving the election of Members under this paragraph.

8. Continuing Professional Development

All Chartered Members (which for the avoidance of doubt includes Fellows) shall be required to undergo appropriate Continuing Professional Development of a nature laid down by the Governing Board in regulations from time to time.

Any Chartered Member who fails to comply with the requirements of such regulations shall cease to be a Chartered Member in accordance with the said regulations.

FELLOWS

9. Description of Fellows

The following Chartered Members shall be Fellows:

- a) Subject to Byelaw 18, any person who is a Chartered Member and who was described as a Fellow of the Institute or a Designated Fellow on 21 June 2011 and has been described as either a Fellow of the Institute or a Designated Fellow for the period since 21 June 2011; and
- b) Subject to Byelaw 10, any person who is a Chartered Member and elected by the Governing Board to be a Fellow in accordance with Byelaw 2.

10. Election of a Fellow

No Chartered Member shall be elected a Fellow unless he or she fulfils all of the following conditions:

- a) at the date of his or her election the Chartered Member has been actively engaged in developing and supporting other members of the profession and/or the community and can demonstrate achievement with evidence approved for this purpose by the Institute; and
- b) at the date of his or her election the Chartered Member has shown leadership in his or her field, has developed and delivered a vision, has encouraged others and has advanced the environment in the sector in which they operate and can demonstrate achievement with evidence approved for this purpose by the Institute.

NON-CHARTERED MEMBERS

11. Non-Chartered Members

The following persons shall be Non-Chartered Members:

- (i) subject to Byelaw 18, any person who was described as a Housing Practitioner, an Associate, a Registered Student or an Affiliate of the Institute on 21 June 2011; and
- (ii) any person who is elected by the Governing Board to be a Non-Chartered Member in accordance with Byelaw 2.

CERTIFIED PRACTITIONERS

12. Certified Practitioners

Any Non-Chartered Member shall be a Certified Practitioner if that Non-Chartered Member has passed an appropriate assessment of professional competence recognised for this purpose by the Institute.

HONORARY MEMBERSHIP

13. Honorary Members

The following persons shall be Honorary Members:

- (i) subject to Byelaw 18, any person who was an Honorary Member on 21 June 2011; and
- (ii) any person who is elected to be an Honorary Member in accordance with Byelaw 14.

14. Election of Honorary Members

- a) The Governing Board may by resolution passed by not less than three-quarters of the members thereof present and voting at the meeting elect as an Honorary Member any person who in the opinion of the Governing Board has rendered special service to the Institute or in connection with housing.
- b) On the passing of such a resolution it shall be the duty of the Secretary of the Institute to inform the person concerned and, subject to paragraph (c) hereof, election shall not be effective until such time as that person informs the Secretary in writing of his or her acceptance of the election, provided that, if the person concerned does not so inform the Secretary within twelve months of the date of the passing of the resolution, the election shall become void.
- c) An election as an Honorary Member of a person who is at the time of his or her election a Trustee shall not take effect until he or she has ceased to be a Trustee.

RETIREMENT

15.

- a) The Governing Board of the Institute may from time to time set such reasonable criteria as it thinks fit to determine whether a Chartered Member or a Non-Chartered Member is retired either temporarily or permanently.
- b) Any person who satisfies the Governing Board's criteria for being a retired Member or a temporarily retired Member shall be entitled to all the privileges of either his or her Membership of the Institute as appropriate

but shall be required only to pay subscriptions at the rates set out for the retired or temporarily retired Members of his or her category either of Chartered Membership or Non-Chartered Membership as the case may be.

RIGHTS AND PRIVILEGES OF MEMBERS

16. Use of Distinctive Initials and/or other titles

- a) A Chartered Member may use the following titles or abbreviated titles and no other to denote his or her Membership that is to say:

in the case of a Fellow, "FCIH" or "CIH Chartered Member" or "CIHCM" or "Chartered Housing Professional";

in the case of a Chartered Member "CIH Chartered Member" or "CIHCM" or "Chartered Housing Professional";

in the case of a Non-Chartered Member "CIH Member" or "CIHM" (subject to Byelaw 16.c)).

- b) An Honorary Member may use the following abbreviated titles and no other to denote his or her honorary Membership, that is to say:

if he or she has been a fellow "Hon FCIH" or "Hon CIH Chartered Member" or "Hon CIHCM" or "Hon Chartered Housing Professional";

if he or she is an Honorary Chartered Member "Hon CIHCM" or "Hon CIH Chartered Member" or "Hon Chartered Housing Professional";

in any other case "Hon CIHM" or "Hon CIH Member".

- c) In addition, notwithstanding Byelaw 16.a), Certified Practitioners may use the term "Cert CIH" together with the specific level of course completed as the case may be.

No other person connected with the Institute shall use any letters or other abbreviations indicating or intended to indicate that connection.

A former Member (including a person whose Membership has been suspended) shall not use an abbreviation or title which he or she was entitled to use when he or she was a Member or in any manner represent himself or herself as being a Member.

Any person using designatory letters as in paragraphs (a), (b) and (c) hereof without the authority of the Governing Board shall, unless the Governing Board shall otherwise resolve, be debarred from future Membership.

17. Privileges of Members, etc.

The rights and privileges of a Member shall be personal to himself or herself and shall not be transferable or transmissible by his or her own act or by operation of law.

DISCIPLINE

18. Disqualification of Members

- a) Subject to the provisions of this Byelaw if in the opinion of the Governing Board any Member is guilty of dishonourable or unprofessional conduct or of conduct prejudicially affecting the welfare of the Institute (which may include failure to comply with the undertaking referred to in Byelaw 2.a)(ii) above), he or she may be suspended from Membership for such period, not exceeding two years, as the Governing Board may determine or may be required to resign his or her Membership.
- b) Any proposal that a Member shall be suspended from his or her Membership or be required to resign his or her Membership shall be made at a meeting of the Governing Board or such subcommittee of the Governing Board as it deems appropriate, of which not less than twenty one days' notice shall be given to the Members of the Governing Board (or that sub-committee, as the case may be) and to the Member concerned stating the object of the meeting and the grounds on which the proposal to suspend or to terminate his or her Membership is based; and no such Member shall be suspended or required to resign his or her Membership except by a resolution passed by not less than three-fourths of the Members of the Governing Board (or that subcommittee, as the case may be) present and voting at the relevant meeting and unless he or she shall first have had an opportunity of stating his or her defence either in writing or orally either in person or by Counsel or Solicitor or agent, and of cross-examining any witnesses brought against him or her.
- c) If any Member, who, in pursuance of the foregoing provisions of this Byelaw, has been called upon to resign his or her Membership fails to do so within seven days from the date of the requirement, the Governing Board shall remove his or her name from the register of Members and he or she shall thereupon cease to be a Member.
- d) A Member whose Membership has been suspended shall not during the period of suspension be entitled to exercise any of the rights of Membership but any such suspension shall be without prejudice to the right of the Governing Board during the period of suspension to require him or her to resign his or her Membership under this Byelaw as if the suspended Member remained a Member and was subject to the provisions of these Byelaws.
- e) Any decision to suspend a Member or to require him or her to resign his or her Membership may be at any time revoked or modified by the Governing Board at a further meeting called in accordance with paragraph b) above and by such a

majority as aforesaid, on such terms and conditions as the Governing Board think fit.

SUBSCRIPTION FEES

19. Rights etc Dependent Upon Dues Having Been Paid

No Member shall be entitled to any of the rights and privileges appertaining to the grade of Membership to which he or she has been elected until he or she has paid the amount of the subscription or additional subscription (if any) due upon such election.

20. Subscription Fees

- a) No fee shall be payable on transfer from one grade of Membership to another.
- b) An annual subscription shall be payable in respect of each grade of Membership, other than for any Member who successfully applied to become a Life Member before 1 January 2001 and who paid a one-off fee for the same.
- c) The Governing Board shall from time to time by resolution in that behalf passed at any meeting of the Governing Board and confirmed by an Ordinary Resolution duly passed at a General Meeting of the Institute held not less than one month and not more than four months afterwards set the subscriptions payable in accordance with this Byelaw subsection (b) at such sum or sums as shall be specified in the resolution of the Governing Board (provided that the Governing Board may, if they think fit, at any point following confirmation by a General Meeting of the Institute of the resolution, discount any such sum or sums by such amounts as the Governing Board in their discretion may determine).

21. Payment of Fees

- a) Every subscription shall be paid at such a time and by such instalments and generally in such manner as the Governing Board shall from time to time prescribe.
- b) Unless the Governing Board shall otherwise resolve annual subscriptions shall not be apportionable but the Governing Board may, if they think fit, remit part of the subscription due in respect of the year in which it first becomes payable, or first becomes payable at a higher rate in consequence of a transfer in grade of the person concerned.
- c) Any person liable to pay an annual subscription shall cease to be a Member in the event of his or her annual subscription being in arrears for six months from the date of the same becoming payable, but the Governing Board may at their discretion suspend the operation of this Byelaw as regards any person, or, if in any case it has not been suspended, may reinstate the person concerned on such terms and conditions as they may think fit to impose.

22. Subscription, etc on Resignation or Disqualification

- a) Any person who under the provisions of these Byelaws resigns his or her Membership shall remain liable to pay the amount of his or her current annual subscription or annual subscription next due and any other sums due from him or her to the Institute unless he or she has, in writing to the Secretary of the Institute, delivered an intention to resign his or her Membership at least one month prior to the date on which such subscription becomes due.
- b) Any person who under the provisions of these Byelaws is required to resign his or her Membership or whose name is removed from the relevant register or who otherwise ceases to be a Member, or whose Membership is suspended, shall remain liable to pay the amount of his or her current annual subscription and any other sums due from him or her to the Institute.

PART C – THE GOVERNING BOARD COMPOSITION AND ELECTION OF GOVERNING BOARD

23. Composition of Governing Board

- a) The Governing Board shall consist of up to fifteen Trustees who shall be appointed on the basis of their skills and experience.
- b) Subject to (c) below, all Trustees shall be Members of the Institute and any Member (of any grade) may be appointed a Trustee In accordance with these Byelaws.
- c) The Institute may appoint up to two individuals as Trustees who are not Members of the Institute provided that any such individuals are made Members prior to their appointment.
- d) Subject to Byelaw 25 below, no individual shall be appointed a Trustee unless he or she shall have been approved by the Recruitment Panel and subsequently approved by the Members in General Meeting (which approval, in the case of the President, shall be deemed to have been given to any person nominated and approved in accordance with Byelaw 48).

24. Retirement of Members of Governing Board

- a) At each Annual General Meeting one-third of the Trustees shall retire (including any otherwise required to retire), save that the Chair of the Governing Board shall not be required to retire pursuant to this Byelaw during his or her term of office. If the number of Trustees is not exactly divisible by three, the nearest whole number above one-third thereof shall retire and, where possible, the Trustees to retire shall be those who have been appointed Members of Governing Board for the longest period since their appointment.

- b) If it is necessary to choose between two or more Trustees because they were appointed at the same Annual General Meeting the Trustee or Trustees to retire shall be determined by lot.
- c) If a person has served on the Governing Board as a Trustee for a continuous period of six years he or she shall be ineligible for re-appointment as a Trustee at the Annual General Meeting at which he or she ceases to hold office.

25. Co-opting onto the Governing Board

Any vacancy among the Trustees shall if the Governing Board think fit be filled by the Governing Board, and any person co-opted to such a vacancy shall serve until the annual general meeting after his or her appointment, provided that no person may be appointed to fill this vacancy if he/she has served on the Governing Board either as an officer or as a Trustee (or both) for a continuous period of six years up to the Annual General Meeting immediately prior to the date on which the Governing Board wishes to fill the relevant vacancy.

26. Cessation of Membership of the Governing Board

A Trustee shall cease to be a Trustee:

- (i) if, having been a Member he or she either ceases to be a Governing Board in Certain Circumstances Member or is suspended from Membership;
- (ii) if he or she resigns by notice in writing to the Secretary;
- (iii) if he or she is removed from the Institute in General Meeting;
- (iv) if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;
- (v) if he or she is convicted by a Court of competent jurisdiction of a criminal offence which in the opinion of the Governing Board renders him or her unfit to be a Member;
- (vi) if a registered medical practitioner who is treating him or her gives a written opinion to the Institute stating that person has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- (vii) if, by reason of his or her mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (viii) if he or she fails without good and sufficient reason to attend two-thirds of the meetings, in a period from one Annual General Meeting to the next, of the Governing Board or of any Delegated Board of the Governing Board of which he or she is a member to which he or she has been duly invited.

27. **Interpretation**

For the purpose of these Byelaws the period between one Annual General Meeting and the next shall be counted as one year.

28. **Role of the Recruitment Panel**

- a) The Recruitment Panel will be a sub-committee of the Governing Board.
- b) The members of the Recruitment Panel shall be approved by the Members in in each General Meeting.
- c) The Governing Board shall formulate and publish regulations, standing orders and guidelines (which shall be included in the Governance Framework) which shall determine the constitution and operation of the Recruitment Panel, and the recruitment and selection of Trustees by the Recruitment Panel.
- d) The Recruitment Panel will, when carrying out its functions in accordance with the publications referred to in Byelaw 28.c) above, take full account of issues of equality and the need for diversity among Trustees.
- e) Each Recruitment Panel shall recommend the appointment of Trustees and such appointments shall be presented for approval to each Annual General Meeting.

29. **CHAIR OF THE GOVERNING BOARD**

Appointment and Term of Office

The Chair of the Governing Board shall be either:

- a) the person appointed as such from time to time by the Recruitment Panel, or
- b) an existing Trustee voted for by the majority of Governing Board Trustees,

who is then approved by the Members in General Meeting or by a resolution in accordance with Byelaw 73.

The Chair shall serve in office for such term as the Members shall approve, not to exceed two terms of three years each and always subject to the provisions of these Byelaws.

30. **VICE CHAIR OF THE GOVERNING BOARD**

Appointment and Term of Office

- a) The Governing Board may appoint one or more Vice Chairs from time to time. There shall be a maximum of two Vice Chairs of the Governing Board at any one time.

- b) The persons to be appointed as Vice Chairs of the Governing Board shall be proposed and seconded by the members of the Governing Board and shall serve in office for such term as the Governing Board shall approve not exceeding two terms of three years each and always subject to the provisions of these Byelaws.

POWERS OF GOVERNING BOARD

31. General Powers of Governing Board

The Governing Board is responsible for the management of the business of the Institute. This will include driving forward the strategic direction of the Institute as a whole, setting priorities, ensuring performance and managing risk and accountability, viability and sustainability. The Governing Board may exercise all powers of the Institute as are not by these Byelaws or by the Charter required to be exercised by the Institute in General Meeting subject to such resolutions as may be passed by the Members; but no such resolution passed by the Members in General Meeting shall invalidate anything which the Governing Board has done before the passing of the resolution.

32. Powers of Governing Board

The Governing Board's powers will without limitation include:

- (i) the appointment, supervision, remuneration and dismissal of the Chief Executive and any other staff whom the Governing Board considers necessary for or conducive to the objects of the Institute or any of them;
- (ii) the establishment and maintenance of a superannuation scheme for the employees of the Institute or any of them and the grant of such gratuities, pensions or allowances or such other payments as they may think fit to any such employee or to the widow or family or any dependant of any such employee;
- (iii) the undertaking and execution of agreements with any local or other authority, insurance company or other company or association or person or persons for securing to any such employee widow family or dependant such gratuities, pensions, allowances or payments as are by sub-paragraph (ii) of this Byelaw authorised to be granted or made;
- (iv) the establishment and appointment of Delegated Boards, which shall include an Audit and Risk Committee (whose chair shall be a person from time to time who shall (with effect from the date of approval by the Members of the first Trustee chair in accordance with this Byelaw) be a Trustee and who is recommended by the Recruitment Panel (as the case may be) and whose appointment as chair of the Audit and Risk Committee must be approved by the Members in General Meeting) and may also include (but not be limited to):

A a "Learn" Board,

- B an "Influence" Board,
 - C a National Board for Scotland, Wales, Northern Ireland and such other geographic areas, nationally or internationally, as the Governing Board think fit,
 - D Regional Groups for each region in England;
- (v) the delegation to such Delegated Boards of any of the Governing Board's powers and duties including in the case of any National Board or Regional Group in so far as such powers and duties relate to the geographical area covered by such Delegated Board, and the regulation of their procedures, and the Governing Board at all times having the discretion to determine the composition, name and tenure of such Delegated Boards;
 - (vi) the convening of conferences and events open to such persons as the Governing Board may determine (whether Members or not);
 - (vii) the execution of any trust undertaken by the Institute;
 - (viii) the administration of any benevolent or charitable fund and any bursaries created by the Institute, the former Institute of Housing or the former Society of Housing Managers under and subject to the provisions of the Charter;
 - (ix) the making, variation and revocation of regulations (including but not limited to a Governance Framework) prescribing the arrangements for:
 - a) the nomination of the President, the Vice President and the appointed Trustees and for any necessary voting arrangements (whether postal or otherwise) for the appointment of the same; and
 - b) the training of Registered Students, the examination of candidates desirous of qualifying as Members and the issue of certificate and diplomas; and
 - c) the governance of the Institute, any Delegated Boards and any other group or entity within the Institute as the Governing Board shall think fit; and
 - d) written resolutions of the Members from time to time, which shall be passed in accordance with Byelaw 73; and
 - (x) the co-opting of members to the Governing Board in accordance with Byelaw 25.

33. Examination

The Governing Board may hold examinations of persons in any subjects pertaining to the profession of housing practice and they may grant to candidates certificates of competence in any such subjects.

34. Powers and Actions not Invalidated by Reason of Vacancies or Defects

- a) The Trustees may act and exercise all their powers notwithstanding any vacancies in their number.
- b) All acts done by the Governing Board or any Delegated Board of the Governing Board at any meeting or by a Trustee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of the Governing Board, Delegated Board or Trustee, so that they or any of them were disqualified, be as valid as if the Governing Board, Delegated Board or Trustee had been duly appointed or had duly continued in office and were qualified to act.

PROCEEDINGS AT MEETINGS OF THE GOVERNING BOARD

35. Meetings of the Governing Board

The Governing Board may meet for the despatch of business, adjourn and subject to the provisions of these Byelaws regulate their meetings as they think fit. The Secretary on the request of the Chair of the Governing Board or any five Trustees shall at any time summon a meeting of the Governing Board. The Governing Board shall meet as required but with a minimum of four times in any period of twelve months starting immediately upon the end of each Annual General Meeting.

- 36. A Governing Board meeting is called by giving at least 7 days' notice of the meeting to the Trustees.
- 37. Notice of the meeting must indicate:
 - a) its proposed date and time
 - b) where it is to take place, and
 - c) if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed they should communicate with each other during the meeting.
- 38. Notice of a Governing Board meeting must be given to all Trustees, but need not be in writing.
- 39. Trustees participate in a Governing Board meeting, or part of a Governing Board meeting when:
 - a) the meeting has been called and takes place in accordance with the Byelaws, and
 - b) they can each communicate to the others any information or opinions they have on any particular items of business of the meeting.

40. In determining whether Trustees are participating in a Governing Board meeting, it is irrelevant where any Trustee is or how they communicate with each other.
41. If all the Trustees participating in a Governing Board meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
42. The Trustees must ensure that the Governing Board keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision made by the Trustees in accordance with the provisions of these Byelaws.

43. **Quorum of the Governing Board**

The quorum necessary for the transaction of the business of the Governing Board shall be one third of the then current number of Trustees (rounded down to the nearest whole number) plus one.

44. **Chair of the Governing Board**

At all meetings of the Governing Board the Chair of the meeting shall be the Chair of the Governing Board, or in his or her absence one of the Vice Chairs and if there is no Vice Chair present, by the person elected from among the Trustees present.

45. **Voting at Governing Board Meetings**

Except as otherwise provided by these Byelaws, every question at a meeting of the Governing Board shall be determined by a majority of the votes of the Trustees present and voting. Every Trustee shall have one vote and in the case of an equality of votes the Chair shall have a second or casting vote.

INDEMNITY

46. **Indemnity**

The Trustees and the officers and staff of the Institute shall be indemnified out of the funds and property of the Institute from and against all reasonable costs, charges, losses, damages and expenses whatsoever which they or any of them shall sustain or incur in the execution of their powers of duties.

PART D – THE PRESIDENT AND VICE PRESIDENT

47. **Election of the President and Vice President**

- a) At each Annual General Meeting, unless the Members in General Meeting otherwise direct, the appointment of the Vice President shall be carried out in accordance with Byelaw 48 below and the appointment of the President shall be carried out in accordance with Byelaw 49 (or, where appropriate, Byelaw 48) below.

- b) A person may not be appointed as President or Vice President:
- (i) if he or she either ceases to be a Member or is suspended from Membership;
 - (ii) if he or she resigns by notice in writing to the Secretary;
 - (iii) if he or she is removed from the Institute in General Meeting or the Institute in General Meeting directs that he or she is not to be so appointed;
 - (iv) if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;
 - (v) if he or she is convicted by a Court of competent jurisdiction of a criminal offence which in the opinion of the Governing Board renders him or her unfit to be a Member;
 - (vi) if a registered medical practitioner who is treating him or her gives a written opinion to the Institute stating that person has become physically or mentally incapable of acting as President or Vice President and may remain so for more than three months; or
 - (vii) if, by reason of his or her mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.
- c) The President shall be a Trustee ex officio for so long as he or she is President and, for the avoidance of any doubt, the President shall cease to be the President in circumstances where under Byelaw 26 he or she is required to cease to be a Trustee.

48. **Nominations**

The Institute shall, at such reasonable time before its Annual General Meeting in each year as the Governing Board shall nominate, invite each of its Members, in such manner as the Governing Board sees fit, to apply for the position of Vice President and (where appropriate) President. Any Member (of any grade) may apply in accordance with these Byelaws.

All applications received shall be considered by the Recruitment Panel against such criteria (including suitability for the relevant job description and person specification, if any) as may be determined by the Governing Board from time to time, and the Recruitment Panel shall identify those applications which meet the relevant criteria. Should more than one Member meet the relevant criteria for any position, the Governing Board shall hold a ballot of Members of the Institute, in such manner as it thinks fit, to select which Member(s) accede to the position(s) in question.

The Member(s) selected in accordance with the preceding two paragraphs shall, subject to the paragraph below, be deemed to be elected to hold office at and from the next Annual General Meeting following his or her selection.

In the event that between the selection of the Vice President and/or President (as the case may be) as aforesaid and the next following Annual General Meeting circumstances arise such that the selected Member(s) would be required to cease to be the President or Vice President (as the case may be) in accordance with Byelaw 47.b), the selected Member(s) shall be deemed to have withdrawn his or her application to the relevant position(s) and the office(s) shall be filled by the Institute at such following Annual General Meeting.

49. Tenure

At the next Annual General Meeting after his or her appointment, unless the Members in General Meeting otherwise direct:

- a) the President shall retire; and
- b) the Vice President shall, if willing to do so, become President.

PART E – GENERAL MEETINGS

CONVENING OF GENERAL MEETINGS

50. Annual General Meetings

The Institute shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between Annual General Meetings. The Annual General Meeting shall be held at such time and place as the Governing Board shall appoint, which may be held by virtual means or as a combined physical and virtual meeting if so decided by the Governing Board.

51. Extraordinary General Meetings

All General Meetings other than the Annual General Meetings shall be called Extraordinary General Meetings.

52. Convening Extraordinary General Meetings

A General Meeting of the Institute other than an Annual General Meeting may be convened at any time by the Chair of the Governing Board or the Governing Board, which may be held by virtual means or as a combined physical and virtual meeting if so decided by the Governing Board, and shall be so convened within two months of the receipt of a written requisition signed by not less than fifty Members, stating fully the objects of the meeting and deposited at the office of the Secretary. Such requisition may consist of several documents in like form and may request that the General Meeting be held via virtual means or as a combined physical and virtual meeting if the

requisitionists so decide. If no such General Meeting has been convened within two months of the receipt of such requisition as aforesaid a General Meeting may be convened by the requisitionists or a majority of them, for such purposes only as shall be specified in the requisition in the same manner as nearly as possible as that in which General Meetings are convened by the Governing Board, but so that any such General Meeting shall be convened not later than three months after the expiration of the aforesaid period of two months.

53. Notice of General Meetings

All General Meetings shall be called by twenty-one days' notice in writing or by electronic communication at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place (which may include a virtual platform to be used), the day and the hour of meeting and, in case of special business, the general nature of that business shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Institute in General Meeting, to such persons as are, under these Byelaws, entitled to receive such notices from the Institute.

Provided that a meeting of the Institute shall, notwithstanding that it is called by shorter notice than that specified in this Byelaw be deemed to have been duly called if it is so agreed:

- (i) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

NOTICE OF MEETINGS

54. Persons Entitled to Receive Notice

Notice of every General Meeting shall be given to:

- (i) every Member except those who (having no registered address within the United Kingdom) have not supplied to the Institute an address within the United Kingdom or addresses or number for the purposes of electronic communication for the giving of notices to them; and
- (ii) the auditor or auditors for the time being of the Institute.

No other person shall be entitled to receive notices of General Meetings.

55. **Signature of Notices**

All notices sent in pursuance of the last preceding Byelaws shall be signed by, or have printed at the foot thereof, the name of the Secretary or such other person in his or her place as the Governing Board shall appoint, except in the case of a meeting convened by Members in accordance with these Byelaws and in that case shall be signed by or have printed at the foot the names of at least ten of the Members convening the same.

56. **Service of Notices**

- a) Notice may be given by the Institute to any Member either personally or by sending it by post to him or her at his or her registered address or (if he or she has no registered address in the United Kingdom) to the address (if any) within the United Kingdom supplied by him or her to the Institute for the giving of such notices to him or her.
- b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected at the expiration of three clear days after the letter containing the same was posted as a prepaid letter.
- c) Notice may be given by the Institute to any Member via electronic communication (for example, email), where that Member has agreed (generally or specifically) that the notice and accompanying documentation may be sent in that form (and has not revoked that agreement) (or where such Member has been deemed to have agreed to such service where no response to the Institute's invitation to receive notice of General Meetings via electronic communication has been received by the Institute). The Institute shall not be responsible for failure in such electronic communication being received in circumstances where such failure is outside its control. Where the Institute is aware of a failure in service of a notice via electronic communication, the Institute shall provide a hard copy of the notice and/or any accompanying documentation (as appropriate) to the relevant Member in accordance with Byelaw 56.a).
- d) Where a notice has been sent by electronic communication, service of the notice shall be deemed to be effected by properly addressing (to the address provided by the Member) and sending the communication containing the notice and to have been effected at the expiration of 48 hours after it was sent.
- e) Notwithstanding the provisions of Byelaw 56.c), a Member who has agreed to receive notices of General Meetings otherwise than in hard copy form shall be entitled to require the Institute to send him or her a version of the notice and/or any accompanying documentation in hard copy form. The Institute shall send the notice and/or any accompanying documentation (as appropriate) in hard copy form within 21 days of receipt of the request from the Member. Where the notice has been served on the Member otherwise than in hard copy form prior to the request of a hard copy version of the notice and/or accompanying documentation, the request and provision of a hard copy version of the notice and/or any

accompanying documentation shall not effect the validity of the notice period provided in the notice served otherwise than in hard copy.

- f) The accidental omission to give notice of meeting to or the non-receipt of notice by any person entitled to receive the same shall not invalidate the proceedings at any meeting.

57. Proxies

A Member may appoint a proxy by a notice in writing or by electronic communication identifying the name and address of the Member, the identity of the proxy and the General Meeting in relation to which that person is appointed. Such notice may be delivered in hard copy or by electronic means and must be signed by the Member or otherwise authenticated in such manner as the Governing Board may determine and must be delivered to the Institute in accordance with the instructions contained in the notice of the General Meeting to which it relates. An individual may be proxy for more than one Member and shall be entitled to exercise the vote for each of them.

58. Notice of Proxies

All notices provided in accordance with Byelaw 57 shall be delivered to the Governing Board at least two (2) days before the date on which the General Meeting to which they relate falls.

PROCEEDINGS AT GENERAL MEETINGS

59. Attendance at General Meetings

Every Member and Honorary Member (and proxy for the same) shall be entitled to attend General Meetings and to vote thereat. In determining whether persons are attending or participating in a General Meeting, it is immaterial whether any two or more Members attending it are in the same locate as each other or how they communicate with each other. A virtual meeting or a combined physical and virtual General Meeting shall be duly constituted and its proceedings valid if the Chair of the meeting is satisfied that adequate facilities are available throughout the meeting (including the use of the electronic platform) to ensure that Members attending the meeting who are not present together at the same place are able to exercise such rights to participate in the business of the meeting.

60. Quorum and Adjournment in Absence Thereof

- a) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, twenty-five Members present, whether in person or attending by virtual means, or by proxy shall be a quorum. Two or more persons who are not in the same location as each other shall be taken as attending a General Meeting and count towards the quorum of it if their circumstances are such that, if they have (or were to have) the rights to speak and vote at that

meeting (whether in person or by proxy), they are (or would be) able to exercise those rights to participate in the meeting.

- b) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Governing Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

61. **Chair**

- a) The Chair at every General Meeting shall be at the first mentioned of the following persons who is present within fifteen minutes after the time appointed for the holding of the meeting and who is willing to act as Chair, namely the Chair of Governing Board, the President, Vice President, or a Trustee chosen by the Members of the Governing Board present.
- b) If at any meeting no Trustee is willing to act as Chair or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chair of the meeting.

62. **Business at General Meetings**

Business transacted at any General Meeting shall be transacted as follows:

- (i) Business shall be deemed either special business or ordinary business, depending upon whether the business is proposed by a Special or by an Ordinary Resolution in accordance with the Charter or these Byelaws;
- (ii) Voting on an Ordinary or a Special Resolution shall take place in accordance with Article 14 of the Charter;
- (iii) Where the Charter or these Byelaws make no provision for either an ordinary or special resolution for any particular business, such business will be regarded as ordinary and may be passed by Ordinary Resolution: this shall include without limitation the consideration of the accounts and balance sheets and the ordinary reports of the Governing Board and of the auditors, the election of the Officers and of Trustees of the Governing Board as need to be elected at that meeting, the appointment of and the fixing of the remuneration of the auditors, the discussions of questions relating to the profession of Housing Practice, and receiving the report of the Chair of the Audit and Risk Committee;
- (iv) Any proposed amendment to an Ordinary Resolution (which Ordinary Resolution either

- (a) revokes, amends or adds to any of the provisions of the Charter or these Byelaws; or
- (b) confirms in accordance with Byelaw 20.c) a Governing Board resolution setting either entrance fees or annual subscriptions payable in accordance with Byelaws 20.a) and 20.b),

and the text of which Ordinary Resolution has been set out in full in the notice convening the General Meeting at which such Ordinary Resolution is proposed to be passed) may only be voted on if its terms have been sent to the Secretary seven days before the date of the relevant General Meeting, and any such amendment shall only be deemed validly passed if it is passed by not less than two-thirds of the Members present and voting (in person or by proxy).

- (v) A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate during the meeting to all those attending the meeting any information and opinions which that person has on the business of the meeting, regardless of the location from which the person attends the General Meeting.

63. A poll on an Ordinary or Special Resolution may be demanded:

- a) advance of the General Meeting where it is to be put to vote; or
- b) at a General Meeting, either before a show of hands on that Resolution or immediately after the result of a show of hands on that Resolution is declared.

64. A poll may be demanded by:

- a) the Chair of the meeting;
- b) the Trustees; or
- c) not less than one hundred of the Members of the Institute.

65. A demand for a poll may be withdrawn if:

- a) a poll has not yet been taken, and
- b) the Chair of the meeting consents to the withdrawal.

66. Polls must be taken immediately and in such manner as the Chair of the meeting directs.

67. **Notice of Motion**

A motion at an Annual General Meeting other than a motion upon any subject before the meeting shall not be moved unless notice in writing of the terms or purport of such

motion has been sent to the Secretary at least forty-two days before the date of such meeting. Notice of the intention to move any motion of which notice has been duly given as aforesaid shall be included in the notice convening the meeting.

68. Adjournment

- a) 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 adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, but save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

69. Signed Minutes to be Deemed Correct

Every entry in the minute book of the proceedings of General Meetings shall in the absence of proof to the contrary be deemed to be a correct record and an original proceeding of the Institute.

VOTING

70. Base of Voting

Every Member present in person shall have one vote and every person who is present as a proxy for a Member but is not a Member shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

71. Chair to Have Casting Vote

In the case of equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands take place or at which the poll is demanded shall be entitled to a second or casting vote and at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded.

72. Validity of Votes

No objection shall be made to the validity of any votes except at the meeting or poll at which such vote shall be tendered and every vote not disallowed at such meeting or poll shall be deemed valid. The Chair shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll or on a Members' Resolution.

73. Members' Resolution

The Governing Board may, and if required by not less than one hundred Members of the Institute shall, cause a vote to be taken on any question or matter affecting the interests of the Institute, including any question or matter which under these Byelaws is expressed as requiring determination by a General Meeting. Notice of the question or matter shall be sent to each Member in the same manner as set out in Byelaw 53 for notices of General Meetings. The accidental omission to provide notice of a question or matter to or the non- receipt of such details by any person entitled to receive the same shall not invalidate the results of any related vote. In such notice the Governing Board shall specify the mechanisms by which Members may vote on the question or matter (which may include voting by electronic means but which shall always include a postal option) including such means for authentication as the Governing Board considers appropriate and shall provide for affirmative or negative votes and an option of expressing a neutral view which shall not be counted as a vote on the question or matter. The Governing Board shall fix the date for closure of the vote and shall make such arrangements for the organisation of the vote, the appointment of scrutineers and the counting of votes as it deems appropriate. For the avoidance of any doubt, the passing of a Members' Resolution shall be determined by reference to the proportion of Members' who have voted in favour of such Members' Resolution out of the total number of Members of the Institute voting in respect of the same. Any question or matter so decided shall have the same effect as if the decision had been a resolution of the Members duly carried at a General Meeting properly called to consider the same.

PART F – MISCELLANEOUS ACCOUNTS

74. Accounts to be kept

- a) The Governing Board shall cause proper books of account to be kept with respect to:
 - (i) all sums of money received and expended by the Institute and the matters in respect of which the receipts and expenditure takes place;
 - (ii) the assets and liabilities of the Institute; and
 - (iii) all sales and purchases of goods by the Institute.

Proper books of account 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 the Institute's affairs and to explain its transactions.

- b) The books of account shall be kept at the registered office of the Institute or at such other place or places as the Governing Board think fit, and shall always be open to the inspection of Trustees.

- c) The accounts and books of the Institute shall be open to the inspection of Members during business hours subject to any reasonable restriction as to the time and manner of inspecting the same that may from time to time be imposed by the Governing Board.

75. Submission of Annual Accounts

The Governing Board shall from time to time cause to be prepared and to be laid before the Institute in General Meeting such income and expenditure accounts balance sheets and reports as may be prescribed in General Meeting.

76. Accounts to be sent to Members

A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Institute in General Meeting, together with a copy of the auditors' report shall not less than twenty-one days before the date of the meeting be sent (or otherwise made available in accordance with these Byelaws) to all Members of the Institute who are entitled to receive notices of General Meetings.

AUDITORS

77. Auditors

- a) The Members of the Institute in General Meeting shall appoint an auditor or auditors. Every such auditor shall be a Member of a body of accountants established in the United Kingdom. No person shall be appointed auditor who shall be or any of whose partners shall be a Trustee or the staff of the Institute.
- b) The auditor or auditors shall hold office for one year or until his or her or their resignation and shall be eligible for re- appointment and shall receive such remuneration as may be determined by the Governing Board.
- c) Once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure accounts and balance sheet ascertained by the auditors.

THE SEAL

78. Sealing of Instruments

The Governing Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Governing Board or of a Delegated Board of the Governing Board authorised by the Governing Board in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee or by some other person appointed by the Governing Board for the purpose.

79. A deed may be executed on behalf of the Institute in accordance with the provisions of the Charities Act 1993:
- a) by a majority of Trustees; or
 - b) by two or more of the Trustees who have been authorised by all of the Trustees to execute in the name and on behalf of the Institute.