

The Institute of

Chartered Secretaries and Administrators

Founded 1891

INCORPORATED BY ROYAL CHARTER

4th November, 1902

Patron-HER MAJESTY THE QUEEN

Charter and Bye-Laws

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CHARTER

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CHARTER

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith: To all to whom these Presents shall come, Greeting!

WHEREAS His Majesty King Edward the Seventh in the year of our Lord One thousand nine hundred and two by Royal Charter dated the fourth day of November in the second year of His Reign (hereinafter referred to as "the original Charter") constituted a Body Corporate and Politic by the name of "The Chartered Institute of Secretaries of Joint Stock Companies and other Public Bodies" (hereinafter referred to as "the Institute") with perpetual succession and a Common Seal:

AND WHEREAS supplemental Charters (hereinafter referred to as "the Supplemental Charters") were granted to the Institute in the years One thousand nine hundred and thirty-six, One thousand nine hundred and forty-seven, One thousand nine hundred and fifty, One thousand nine hundred and fifty-three and One thousand nine hundred and sixty-four.

AND WHEREAS the Institute has presented an humble Petition unto Us praying that We would be graciously pleased to grant it a new Charter:

NOW THEREFORE KNOW YE that We having taken the said Petition unto Our Royal Consideration by virtue of Our Prerogative Royal and moved thereto by Our desire to further the object of the Institute for Ourselves, our Heirs and Successors have granted and declared and are graciously pleased by these Presents to grant and declare as follows:

1. The provisions of the original Charter (except in so far as they incorporate the Institute and confer upon it perpetual succession and a Common Seal) and the Supplemental Charters are hereby revoked but nothing in this revocation shall affect the legality or validity of any act, deed or thing lawfully done or executed under the provisions of the original Charter or Supplemental Charters.
2. The Institute shall henceforth be known by the name of the "The Chartered Institute of Secretaries" and by the same name shall have perpetual succession and a Common Seal, with power to break, alter and make anew the said Seal from time to time at the will and pleasure of the Institute and by the same name shall and may sue and be sued in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
3. The Institute may acquire and hold any land, tenements or hereditaments whatsoever within Our United Kingdom of Great Britain and Northern Ireland and any other part of the Commonwealth or elsewhere and from time to time demise, alienate or otherwise dispose of the same or any part thereof.

4. The object for which the Institute is established and incorporated is the promotion and advancement of the efficient administration of commerce, industry and public affairs by the continued development of the study and practice of secretaryship and administration of companies and other bodies, and for that purpose to do any or all of the following things:
 - (a) to hold conferences and meetings and to provide for the reading of papers and the delivery of lectures;
 - (b) to prepare and publish, or superintend the publication of, journals, books, pamphlets and papers, and to utilize any other means of communication;
 - (c) to hold examinations, establish scholarships, organise lectures and grant prizes and by other means to promote and advance the study of matters relevant to the object of the Institute;
 - (d) to promote the study of and research into law and the practice of secretaryship and administration;
 - (e) to promote the efficiency and usefulness of the service and the standard of professional conduct provided by members of the Institute, and for the purpose to exercise professional supervision and disciplinary powers over them;
 - (f) to establish and maintain libraries and collections of documents, papers and other effects;
 - (g) to purchase, lease, rent, hold and dispose of any land and premises for use as halls, libraries, colleges, lecture rooms and offices, or for any other purpose of the Institute;
 - (h) to make grants to universities or other educational establishments or for the promotion of the study of subjects relevant to the object of the Institute;
 - (i) to establish or administer any charitable or benevolent fund, and contribute to any such fund, including in particular funds from which may be made provision for persons who are or have been members of the Institute or their dependants in necessitous circumstances;
 - (j) to establish divisions, branches and other local organisations of members or students, in Our United Kingdom and any part of the Commonwealth or elsewhere and to delegate to such organisations such powers as the Institute may think fit;
 - (k) to do all other things incidental or conducive to the attainment of the object of the Institute.
5. The Institute shall not carry on any trade or business or engage in any transactions with a view to the pecuniary gain or profit of the members thereof. No member

shall have any personal claim on any property of the Institute or make any profit out of his membership except in the case of and as a salaried officer of the Institute.

6. The management of the Institute shall be vested in a Council (hereinafter referred to as "the Council") constituted as prescribed by the Bye-laws for the time being of the Institute (hereinafter referred to as the "Bye-laws") and all powers of the Institute shall be vested in and exercisable by the Council except so far as the same are by this Our Charter or by the Bye-laws expressly required to be exercised by the Institute in General Meeting.
7. Of the members of the Council of the Institute, one shall be the President and two or more shall be Vice-Presidents of the Institute. The said President and Vice-Presidents shall be elected in such manner and shall hold office for such periods and on such terms as to re-election and otherwise as the Bye-laws shall direct.
8. The Institute shall have a Secretary with such functions, tenure and terms of office as the Bye-laws may prescribe and such other officers as the Council of the Institute may from time to time appoint.
9. Unless and until the Bye-laws shall otherwise provide there shall be two classes of members of the Institute termed respectively Fellows and Associates.
10. No person shall be elected as a Fellow or an Associate unless in addition to complying with the requirements and conditions provided in this Our Charter and the Bye-laws he shall have passed such qualifying examinations as shall be prescribed by the Bye-laws: provided always that such examinations may be dispensed with in such exceptional cases on such conditions and in such manner as may be prescribed by the Bye-laws.
11. The qualifications, examination, election, privileges and obligations of Fellows and Associates and conditions governing membership, shall be such as the Bye-laws shall direct.
12. The Council shall have power respecting each person proposed for election as a Fellow, or an Associate, to decide conclusively whether he has or has not fulfilled the conditions applicable to his case.
13. A member shall be entitled to call himself Chartered Secretary; a Fellow may use after his name the initials "F.C.I.S." and an Associate may use after his name the initials "A.C.I.S."
14. All members of the Institute shall, subject to any conditions imposed by the Bye-laws, be entitled to be present and vote at General Meetings and to take part in the discussion of business thereat.
15. The Council may elect any person of distinction or one who has rendered outstanding service to the Institute to be an Honorary Member of the Institute subject to that person's consent; Honorary Members shall have such privileges and obligations and be subject to such conditions as the Bye-laws may prescribe.

16. The Bye-laws of the Institute in force at the date of this Our Charter shall in so far they do not conflict with the provisions of Our Charter remain in force as the Bye-laws of the Institute unless and until revoked, amended or added to in manner hereinafter provided.
17. The Council shall have power from time to time to make such Bye-laws as shall seem requisite and convenient for the management of the Institute and for the furtherance of the object of the Institute and from time to time to revoke, amend or add to any such Bye-law. Provided that no such Bye-law, revocation, amendment or addition shall take effect until the same has been approved by resolution passed by a majority of not less than two-thirds of the members present and voting at a General Meeting of the Institute, of which due notice in writing shall have been given of the nature of the business to be considered, and has been allowed by the Lords of Our Most Honourable Privy Council of which allowance a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
18. The Institute may by resolution passed by a majority of not less than three-fourths of the members present and voting at a General Meeting of the Institute, of which due notice in writing shall have been given of the nature of the business to be considered, amend or add to this Our Charter and such amendments or additions shall when allowed by Us, Our heirs or Successors in Council become effectual and this Our Charter shall thenceforth continue to operate as if it had originally been granted and made accordingly. This Article shall apply to this Our Charter as amended or added to in manner aforesaid.
19. The Institute may by resolution passed by a majority of not less than three-fourths of the members present and voting at a General Meeting of the Institute, of which due notice in writing shall have been given of the nature of the business to be considered, surrender this our Charter and any Supplemental Charter subject to the sanction of Us, our Heirs or Successors in Council and upon such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Institute in such manner as shall be directed by General Meeting or in default of such direction as the Council shall think expedient having due regard to the liabilities of the Institute for the time being and if on the winding up or dissolution of the Institute there shall remain after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Institute or any of them but shall (subject to any special trusts affecting the same) be given or transferred to some other institute or institutes having objects similar to the object of the Institute and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institute under or by virtue of this Our Charter, such institute or institutes to be determined by the members of the Institute at or before the time of dissolution thereof if and so far as effect cannot be given to the foregoing provisions then to some charitable object.

20. For the purposes of Articles 17, 18 and 19 of this Our Charter the period of due notice shall be at least twenty-one days.
21. And We do hereby for Us, Our Heirs and Successors grant and declare that these our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts or elsewhere in the most favourable and beneficial sense and for the best advantage of the said Institute, any mis-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS ourself at Westminster the twenty-second day of June in the fifteenth year of Our Reign.

BY WARRANT under the Queen's Sign Manual,

COLDSTREAM.

SUPPLEMENTAL CHARTER OF 1971

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

To all whom these presents shall come, Greeting!

WHEREAS His Majesty King Edward the Seventh in the year of our Lord One thousand nine hundred and two by Royal Charter dated the fourth day of November in the second year of His Reign (hereinafter referred to as "the original Charter") constituted a Body Corporate and Politic by the name of "The Chartered Institute of Secretaries of Joint Stock Companies and other Public Bodies" (hereinafter referred to as "the Institute") with perpetual succession and a Common Seal:

AND WHEREAS Supplemental Charters (hereinafter referred to as "the Supplemental Charters") were granted to the Institute in the years One thousand nine hundred and thirty-six, One thousand nine hundred and forty-seven, One thousand nine hundred and fifty, One thousand nine hundred and fifty-three and One thousand nine hundred and sixty-four, pursuant to which amendments were made to certain Articles of the original Charter:

AND WHEREAS a new Charter (hereinafter referred to as "the new Charter") was granted to the Institute in the year One thousand nine hundred and sixty-six, whereby the provisions of the original Charter (except in so far as they incorporated the Institute and conferred upon it perpetual succession and a Common Seal) and the Supplemental Charters were revoked, the name of the Institute was altered to "The Chartered Institute of Secretaries" and new provisions were made for the governance of the affairs of the Institute:

AND WHEREAS the Institute has presented an humble Petition unto Us praying that We would be graciously pleased to grant it a further Supplemental Charter:

NOW THEREFORE KNOW YE that We having taken the said Petition into Our Royal Consideration by virtue of Our Prerogative Royal and moved thereto by Our desire to further the object of the Institute for Ourselves, Our heirs and have granted and declared and are graciously pleased by these Presents to grant and declare as follows:

1. The Institute shall henceforth be known by the name of "The Institute of Chartered Secretaries and Administrators" and the original Charter and the new Charter shall be construed accordingly.
2. The Bye-laws of the Institute shall be amended in the manner set out in the Schedule to this Our Supplemental Charter.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the tenth day of September in the twentieth year of Our Reign.

BY WARRANT under the Queen's Sign Manual,

DOBSON

SCHEDULE

In Bye-laws 1 and 62 the words "The Chartered Institute of Secretaries" shall be deleted and the words "The Institute of Chartered Secretaries and Administrators" shall be substituted therefor.

**THE INSTITUTE OF CHARTERED SECRETARIES AND
ADMINISTRATORS**

BYE-LAWS

ICSA

23RD SEPTEMBER 1999

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At the Council Chamber, Whitehall

THE 13TH DAY OF DECEMBER 1999

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

WHEREAS The Institute of Chartered Secretaries and Administrators has duly revoked its Bye-laws and made new Bye-laws:

AND WHEREAS the revocation of the Bye-laws and the new Bye-laws have been submitted to the Lords of the Privy Council for allowance:

NOW, THEREFORE, Their Lordships, having taken the submission of the Institute into consideration, are pleased to allow the revocation of the Bye-laws and to allow the new Bye-laws as set out in the Schedule to this Order.

A. K. Galloway

SCHEDULE

Bye-laws of the Institute of Chartered Secretaries and Administrators referred to in the foregoing order.

At the Council Chamber, Whitehall

THE 11TH DAY OF AUGUST 2004

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

WHEREAS The Institute of Chartered Secretaries and Administrators has duly made amendments to its By-laws, as set out in the Schedule to this Order:

AND WHEREAS the amendments have been submitted to the Lords of the Privy Council for allowance:

NOW, THEREFORE, Their Lordships, having taken the amendments into consideration, are pleased to allow them.

A. K. Galloway

SCHEDULE

Amendments to the Bye-laws of the Institute of Chartered Secretaries and administrators referred to in the foregoing order:

Bye-law 25.2, Bye-law 25.3 and Bye-laws 54 to 58.

The meaning of the Bye-laws

The meaning of certain words used in the Bye-laws

1.1 The following table defines certain words which are used in the Bye-laws with a particular meaning.

Words	Definitions
Associated Territories	Countries where members live which are not in a Division. But this does not include the United Kingdom and the Republic of Ireland.
Charter	The Royal Charter of 22 June 1966 (as amended under article 18, and as amended by the Supplemental Charter of 10 September 1971 and any future Supplemental Charter), and the part of the Royal Charter of 4 November 1902 which is not revoked.
Institute	The Institute of Chartered Secretaries and Administrators.
in writing	In writing, or any substitute for writing, or both.
Institute's laws	The Charter, the Bye-laws and any rules, regulations and codes of conduct made under them.
previous Bye-laws	The Bye-laws of the Institute which were replaced by these Bye-laws.
United Kingdom	The United Kingdom is treated as including the Channel Islands and the Isle of Man

1.2 The following table shows where certain names and titles are defined and explained in the Bye-laws.

Names and titles	Bye-law where they are defined
Affiliated persons	20
Appeal Tribunal	54.1
Associate	6
Chief Executive	62
Council	23
Delegation Agreement	37
Division	35
Divisional Committee	36
Divisional Disciplinary Tribunal	56
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Fellow	4
Graduate	9
Honorary member	8
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Member in private practice	21
One-off Investigation Group	55
President and Vice Presidents	27
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Secretary	62
United Kingdom Committee	34
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1.3 Words that refer to a single number also refer to plural numbers, and the other way around.

1.4 Words that refer to men also refer to women.

1.5 The headings and side headings in the Bye-laws are only included for convenience. They do not affect the meaning of the Bye-laws.

1.6 Where the Bye-laws give any power or authority to anybody, this power or authority can be used on any number of occasions, unless the context does not allow this meaning.

1.7 Where the Bye-laws refer to months or years, these are calendar months or years.

1.8 Where the Bye-laws refer to passing or making regulations, Bye-laws and rules, this includes making, altering, amending, adding to, and revoking them.

The Charter

The standing of the Charter

- 2** These Bye-laws must be read with the Charter. If there is any inconsistency between these Bye-laws and the Charter, the Charter applies.

Members, Graduates and Affiliated persons

Types of members

3 The Institute's membership is made up of Fellows, Associates and Honorary members.

Fellows

4 The Council elects Fellows. For a person to be elected:

- he must have passed the Institute's examinations that he is not exempt from;
- he must satisfy the Council that, considering his own character and his position, he is fit and proper to be elected;
- his main occupation for at least 8 years in total, and for 3 years in the last 10 years, must have been as:
 - a secretary, or assistant secretary;
 - a senior executive or in an administrative position that, in the Council's opinion, has at least the same status as a secretary or assistant secretary;
 - a senior academic in a university, or other higher or further education body;
 - a member in public practice;
 - or alternatively, he must have completed any other professional development that the Council decides on;
- any experience must have been with one or more organisations that, in the Council's opinion, justifies electing the person as a Fellow; and
- he must give the Council any information it requires about his duties and any organisation he has served.

The 8 year qualifying period can be reduced by up to 3 years; see *bye-law* 7.

The Lord Mayor of the City of London

5 The United Kingdom Committee can elect the Lord Mayor of the City of London as a Fellow. The Lord Mayor is treated as having the qualifications needed to be a Fellow.

Associates

6 The Council elects Associates. For a person to be elected:

- he must have passed the Institute's examinations that he is not exempt from;
- he must satisfy the Council that he is fit and proper to be elected;
- his main occupation for at least 6 years, or for periods totalling at least 6 years, must have been in one or more positions that are relevant to the profession of being a Chartered Secretary, or alternatively he must have completed any other professional development that the Council decides on; and

- he must give the Council any information it requires about his duties and any organisation he has served;

The 6 year qualifying period can be reduced by up to 3 years; see *bye-law* 7.

The Council can reduce the qualifying periods for election

7 The Council can reduce the 8 and 6 year qualifying periods in *bye-laws* 4 and 6 by up to 3 years where a person has:

- a degree from a university which the Council considers of suitable academic standing;
- a diploma or other certificate which is nationally recognised as being equivalent to a degree from such a university;
- a professional qualification which the Council recognises as justifying the reduction; or
- completed any other professional development that the Council decides justifies a reduction.

Honorary members

8 The Council elects Honorary members as set out in *Article 15* of the Charter. Honorary members are entitled to the same membership privileges as Fellows, except for the right to vote and take part in managing the Institute's affairs. Honorary members do not have to pay membership subscriptions or fees.

Graduates

9.1 When a person has passed the Institute's examinations that apply to him, he becomes a Graduate unless he declines in the three months after the Institute notifies him that he has passed. The Council can fix a different period.

9.2 A Graduate is not a member of the Institute, and is not entitled to attend or vote at any general meetings.

9.3 A Graduate is, however, subject to the same disciplinary rules as a member.

9.4 A Graduate must pay an annual subscription at a level decided by Council, but this must not be more than the subscription for Associates.

9.5 While he is a Graduate, a person can describe himself as a Graduate of the Institute, and use the letters 'Grad. ICSA' after his name. However, he must not describe himself as a Chartered Secretary. A Graduate is entitled to a certificate stating that he is a Graduate.

Moving on from being a Graduate

10.1 Graduates should apply to become either an Associate or a Fellow within 10 years of becoming a Graduate.

10.2 The Council will consider the cases of Graduates who do not meet the requirements to become an Associate or a Fellow (set out in *bye-laws 4 and 6*) within the 10 years to decide whether they can, or cannot, continue to be Graduates. The Council can impose conditions for a person to continue as a Graduate.

People who cannot become members

11 The following people are automatically prevented from becoming members, unless the Council makes an individual exception:

- those who decline to become Graduates;
- those who do not keep up being a Graduate; and
- those who are not allowed to continue to be Graduates under *bye-law 10.2*, or under the Bye-laws dealing with discipline.

Membership application forms

12 Applications for membership must be made to the Council on the form it approves. The form must be fully completed, and sent with the correct entrance fee and subscription.

Professional conduct

13 For as long as a person is a member, he must observe strictly the standards of professional conduct which the Council requires under *Article 4(e)* of the Charter, and the Institute's other laws. The application form referred to in *bye-law 12* will contain a declaration to this effect.

Membership certificates

14.1 When a Fellow or Associate is elected, he is entitled to a membership certificate, which he can keep whilst he is a member.

14.2 Membership certificates will be in the form decided on by the Council, and they belong to the Institute at all times. Certificates must be returned to the Institute when a person is no longer a member, unless the Council agrees otherwise.

Members must give the Institute their details

15 Members must give details to the Secretary, and tell him of any changes to:

- their home and business addresses;
- their official positions; and
- any other information that the Council reasonably needs.

Members must pay their subscriptions and so on promptly

16 Members must promptly pay subscriptions and other money due under any regulations made by the Council, or a Divisional Committee acting for the Council, under these Bye-laws

Resigning membership

17.1 Any member who does not owe any money to the Institute can resign by writing to the Institute. He must return his membership certificate with his resignation, unless the Council agrees otherwise.

17.2 The Council can refuse to accept a resignation where the disciplinary bodies are considering a member's conduct (under *bye-laws 54 to 58*).

17.3 A member who resigns is not entitled to any refund of his subscription.

Re-electing members

18 To be re-elected as a member, a person must comply with the Bye-laws, and any other conditions that the Council decides to require on a case by case basis.

Members who do not pay their subscriptions

19.1 If a member does not pay his subscription when it is due his membership will lapse, and his name will be removed from the membership register. A grace period of up to six months can be given. The member will still be liable to pay the amount he owes. The Council can make general, special or individual exceptions to this Bye-law by passing a resolution.

19.2 Where the disciplinary bodies are considering a member's conduct, his membership will not lapse under this Bye-law until the procedure is complete.

Affiliated persons

20 The Council can invite people who have not passed the Institute's examinations to take part in activities which support the Institute's objectives. They are Affiliated persons, and they are not members. The Council can make regulations about them, and these can set subscriptions or fees to be paid by them to the Institute.

Members in public practice

21.1 A member can only carry on public practice as a Chartered Secretary in the United Kingdom, the Republic of Ireland, and Associated Territories if he has a valid practising certificate issued under regulations made by the United Kingdom Committee.

21.2 A Divisional Committee can make regulations (if it has been given this power in its Delegation Agreement) which forbid a member to carry on public practice as a Chartered Secretary in its area unless he has a valid practising certificate issued under regulations made by the Divisional Committee.

21.3 The regulations referred to in *bye-laws 21.1 and 21.2* must set out, among other things:

- the definition of ‘public practice as a Chartered Secretary’;
- the qualification and experience required;
- the professional standards and rules which must be upheld;
- the fee for granting, and renewing, a practising certificate;
- when a practising certificate can be withheld, withdrawn or suspended; and
- the procedure for dealing with complaints against members in public practice.

21.4 The Council can pass regulations relating to practising certificates, but they must be consistent with the Bye-laws.

Examinations

Examinations

22.1 The Council will decide what the Institute's examinations will be.

22.2 The Council must make rules about its examinations. These can include rules for exempting people from part of the examinations because of their education or experience.

22.3 The Council can only exempt people from all examinations in exceptional circumstances. To do this the Council must pass a resolution at a meeting called with notice of the proposal to be voted on, by a majority of at least two thirds of the members who are present and who vote. The Council cannot delegate its power to exempt people from all examinations.

22.4 The Council can use any of the Institute's funds for prizes, medals and scholarships to promote the Institute's aims.

The Institute's management

The Council

23.1 Because the Institute is incorporated in the United Kingdom by Royal Charter, its ultimate control must be in the United Kingdom. The Council (which is referred to in *Article 6* of the Charter) has responsibility for the following, as well as the other matters set out in the Charter and Bye-laws:

- making Bye-laws for approval by the members;
- setting the professional standards required for being a member;
- monitoring and maintaining those standards, and making sure that the disciplinary Bye-laws and regulations are properly applied;
- managing the Institute's business and affairs; and
- entering into, amending, adding to or revoking Delegation Agreements with Divisional Committees (see *bye-law 37*).

23.2 The Council consists of:

- the President, who is elected from the Council members;
- up to five of the most recent Past Presidents who are eligible and willing to be members of the Council (*bye-law 31.2* explains who is eligible);
- the people referred to in *bye-law 28*;
- one eligible Fellow, who lives in a Division, elected by members living in the Division, if less than 10,000 members normally live there;
- two eligible Fellows, who live in a Division, elected by members living in the Division, if 10,000 or more members normally live there; and
- the number, set by *bye-law 23.3*, of eligible Fellows, who live in the United Kingdom or the Republic of Ireland, elected by members living there.

23.3 Members living in the United Kingdom and the Republic of Ireland will elect two more Council members than members living elsewhere, but not counting the people referred to in *bye-law 28*.

Elections

24.1 The principles which must be followed in elections to the Council are:

- each member has one vote;
- candidates must be eligible Fellows (see *bye-law 31.2*);
- each candidate must be nominated by a proposer and seconder, or by a Divisional Committee;
- voting is by secret ballot in the United Kingdom and the Republic of Ireland
- the preferred way of voting is by secret ballot in the Divisions, but the Divisional Committee can decide that voting will be at a general meeting instead; and
- the period of office starts from 1 January.

24.2 The Council will regularly review the electoral system. It can make regulations for Council elections, which may change the terms of *bye-law 24.1*.

24.3 After the first Council elections held after these Bye-laws come into effect, the Council will make regulations to:

- fix retirement dates for Council members elected for the United Kingdom and the Republic of Ireland so that one third of the members retire from the Council each year; and
- set the retirement date for all Council members to be 31 December, instead of any other date in the year they are due to retire.

Period of office

25.1 Elected Council members hold office for three years. Council members can be elected for a second term of three years. After a second elected term, a Fellow can only be re-elected after being out of office for a year. Service under *bye-law 29* is not taken into account for the limits in this Bye-law. Nor do these limits apply to Past Presidents serving under *bye-law 23.2*.

25.2 A Vice President shall, upon his election, continue to serve as a member of Council, notwithstanding that his term of office as a Council member would otherwise expire, provided that his Division or the United Kingdom Committee, as the case may be, accept that the person elected as a Vice President, shall continue to be the Territory's member on Council.

25.3 If a member has been elected President, Treasurer and Vice President, or Vice President of the United Kingdom Committee he is treated as being re-elected when his period of office ends and *bye-Law 25.1* does not apply.

Alternate Council members

26.1 Every Council member can appoint an alternate, who must be a Fellow. The Council must make rules for appointing alternates and for their service and voting rights.

26.2 At the start of every Council meeting, the Secretary will give the names of Council members who have appointed alternates, and the names of the people who have been appointed.

26.3 If, at the start of a Council meeting, any Council member elected for the United Kingdom and the Republic of Ireland is not present and has not appointed an alternate, the other members elected for the United Kingdom and the Republic of Ireland can choose one of themselves to be the alternate for all of those absent Council members. Anybody appointed in this way will have the same power as if he was appointed by the absent Council member to act for the whole meeting.

The President and Vice Presidents

27.1 The President and Past Presidents on the Council ('the Nomination Committee') nominate a President and any Vice Presidents for the next year, for the Council's approval.

27.2 The Council then decides whether to elect the President or any Vice Presidents nominated by the Nomination Committee. If the Council does not elect the nominated person, the Nomination Committee can nominate another person, and so on.

27.3 The Council will pass regulations setting out who is eligible to be a President and Vice Presidents, the terms which apply to them (including how long they will serve), and the election procedure.

27.4 The Council can fill any vacancy for the remainder of the original term of office.

Council members in office before these Bye-laws came into effect

28.1 Any Council member who was its President at any time before 5 July 1990, and who is less than 70 years old, can continue as a Council member until the end of the year when he becomes 70.

28.2 The following Council members who were in office immediately before these Bye-laws came into effect can continue to be Council members::

- anybody who was appointed under the previous Bye-laws as a member of the Council by a territorial company, registered body or territorial body from among its members, and who was the only person nominated, can continue until the date when he was due to retire;
- one person can be nominated, for a set period which must end by 31 December 2003, by each company or body which had nominated or elected more than one person to the Council under the previous Bye-laws; and
- anybody who was elected by members of the Institute living in the United Kingdom, Republic of Ireland and the Associated Territories under the previous Bye-laws can continue until the date he was due to retire.

Vacancies

29 The United Kingdom Committee and Divisional Committees can fill any vacancy (except the President or Vice President) by nominating an eligible Fellow to serve on the Council for the remainder of the original term (*bye-law 31.2* explains who is eligible).

Resigning from the Council

30 A Council member can resign by writing to the Secretary. His resignation will take effect 30 days from receiving his resignation, or earlier if the Council agrees.

When Council members are disqualified

31.1 A Fellow ceases to be a Council member in any of the following circumstances:

- when the term he was elected for ends;
- at the end of the year when he is 70 years old;
- if he ceases to be a member of the Institute, or if he is suspended or excluded from the Institute; and
- if the Council has passed a resolution to that effect at a meeting where at least two thirds of the members are present (whether or not they vote). The meeting must have been called with notice of the proposal to be voted on, and there must have been a majority of at least three quarters of the members who were present and who voted.

31.2 A Fellow is not eligible to become a Council member if he is over 70, or if he has stopped being a member or the Council has removed him by a resolution passed under *bye-law 31.1*

Committees

32.1 The Council can appoint committees. People who are not members of the Council or the Institute can be included on committees, but people who are not members of the Institute must not account for more than one third of the members on any committee. The President and the immediate Past President are automatically members of every committee.

32.2 The Council can delegate any of its powers to committees set up under *bye-law 32.1*, except where the Charter or the Bye-laws specifically prohibit this. The Council can impose conditions, and it can make rules for the procedure of the committees (including the quorum).

Chief Executives

33 The Chief Executive of the Institute, and of each Division, is entitled to attend and speak at Council meetings, but not to vote.

The United Kingdom Committee

34.1 The United Kingdom Committee is a standing committee of the Council. It manages the Institute's affairs in the United Kingdom, the Republic of Ireland and the Associated Territories.

34.2 The United Kingdom Committee can make regulations about its own composition, procedure and business, which can include the power to set up committees, but the United Kingdom Committee must include the Council Members elected by the Members living in the United Kingdom and the Republic of Ireland. These regulations must be approved at a general meeting of the members in the United Kingdom Committee's constituency.

34.3 *Bye-laws 24 to 31* also apply to the United Kingdom Committee (read with any necessary changes to make them apply).

Divisions

Divisions

35.1 The Council can designate a country, or group of countries, as a Division. To do this it must appear to the Council that enough members live there so that a separate body should manage the interests of the Institute and its members locally.

35.2 The Council will decide on the constitution and powers of a Division, and set these out in a Delegation Agreement.

Divisional Committees

36.1 If the Council sets up a Division, the Institute's affairs there will be run by a Divisional Committee. A Divisional Committee is a committee of the Council, and it is elected by the members in the Division, from members living in that constituency. *Bye-law 37* sets out the powers of a Divisional Committee.

36.2 The members of the Division will decide on how many elected members of the Divisional Committee there should be by passing a resolution at a general meeting of the Division.

36.3 In addition to the elected members the most recent Past Presidents of a Divisional Committee who are willing to continue will be members of a Divisional Committee. At least 3, and no more than 5 Past Presidents will serve, as decided by the Divisional Committee.

36.4 A Divisional Committee can make regulations about its own procedures and business, which can include the power to set up committees. These regulations must first be approved by the Council before being put to the constituency members for approval.

36.5 *Bye-laws 24 to 31* also apply to Divisional Committees (read with any necessary changes to make them apply).

Delegation Agreements

37.1 A written Delegation Agreement must be entered into between the Council and each Divisional Committee. This must include:

- acceptance that the Division is bound by the Charter and the Bye-laws; and
- details of the powers which are delegated to the Division.

37.2 A Divisional Committee may be given responsibility, in a Delegation Agreement, for any of the following:

- setting the Institute's examinations in its Division (but see *bye-law 23.1*);
- making rules about examinations, and exemptions from them under *bye-law 22* (but see *bye-law 22.3 and 23.1*);

- electing members, and admitting Graduates (*under bye-laws 4 to 10*);
- all aspects of the Institute's activities in its Division (including responsibility for assets, liabilities, income and expenditure, and setting subscriptions and other payments); and
- any other duties and responsibilities.

37.3 A Divisional Committee cannot be given any of the responsibilities set out in *bye-law 22.3 and 23.1*. The Council has responsibility for those matters.

Meetings

Notice of Council meetings

38.1 28 days' notice of Council meetings must be given to each Council member. This can be reduced in emergencies, but must never be less than 14 days. The President, or any three Council members can decide whether there is an emergency.

38.2 Notice must be given either personally, or by post or by fax or some other electronic method. If notice is not given personally, it must be sent to the address or number that the member has given to the Secretary for this purpose.

Calling Council meetings

39 The President or any three Council members can require the Secretary to call a meeting.

Quorum for Council meetings

40 The quorum for Council meetings is one half of the members and these must include at least half of the members elected from the United Kingdom and the Republic of Ireland.

Procedure at Council meetings

41.1 Council meetings must follow the Bye-laws and any directions or regulations which the Council makes. These directions and regulations can, among other things, lay down conditions for meetings to be held by telephone, video conference or in any other way, but a quorum of members must always be able to take part at the same time.

41.2 This Bye-law applies to a written resolution which is signed by all the Council members who would be entitled to vote on the resolution at a Council meeting. This kind of resolution is just as valid and effective as a resolution passed at a meeting which is properly called and held. The resolution can be passed using several copies of a document, if each copy is signed by one or more Council members. These copies can be fax copies.

41.3 Council resolutions are decided by a simple majority vote, unless the Bye-laws say that a larger majority is needed. If a vote is equal, the resolution is treated as lost.

41.4 Anything done by the Council, or by any of its committees, or by any person as a Council or committee member, shall be fully valid and effective even though afterwards it is found that:

- any meeting was not properly formed;
- there was a defect in the procedure at the meeting; or
- the person was not properly appointed.

The Chairman of meetings

42.1 The President will chair Council and general meetings unless the Council selects another chairman. The President may also chair any committee meetings he chooses to attend.

42.2 If the President is not at a Council or general meeting the Council members at the meeting will decide which one of them is to take the chair.

42.3 If there is not a Council member to chair a general meeting, the members will decide which one of them is to take the chair.

Meetings and conferences

43.1 The Council can hold meetings and conferences for any of the purposes set out in article 4 of the Charter, or for social purposes.

43.2 The Council can make rules and regulations relating to these meetings and conferences.

General meetings

44.1 The Council can call a general meeting by giving at least 21 days' notice. The notice of meeting must state what the purpose of the meeting is.

44.2 Fifty or more members (including at least 30 Fellows) can require a general meeting to be called. To do this they must sign a requisition which they serve on the Secretary stating the purpose of the meeting. They must at the same time deposit enough money to cover the full cost of calling and holding the meeting. This deposit must be refunded if the proposal set out in the requisition is carried, or if the Council does not call the meeting as required by *bye-law 44.3*.

44.3 If the Council receives a requisition under *bye-law 44.2*, it must send out a notice calling a general meeting within 28 days. The notice must give at least 21 days' notice of the meeting, and the notice must specify the purpose of the meeting.

44.4 If the Council has not sent out a notice within 28 days of receiving the requisition ("the deadline"), 25 or more of those who signed the requisition may send out a notice themselves. The notice, signed by those who want the meeting, should state what the meeting is for, and set a date for it. This must be at least 21 days after the date on which the notice is sent out, but must not be more than three months after the deadline.

44.5 General meetings can only deal with business allowed by the Charter.

44.6 Only the business stated in the notice of a general meeting can be considered at the meeting.

The quorum at general meetings

- 45.1** The quorum for general meetings is at least 20 members personally present.
- 45.2** If a meeting is called by members under *bye-law 44* and a quorum is not present within 30 minutes of the starting-time on the notice of meeting, the meeting is dissolved.
- 45.3** For other meetings, if a quorum is not present within 30 minutes, the meeting will be adjourned to a date, time and place decided on by the majority of the members who are present. At the adjourned meeting, the members present will be a quorum.

Adjourning general meetings

- 46** The chairman of a general meeting can adjourn a meeting if the meeting agrees. The adjourned meeting can be at a different time, or date, or place.

Voting at general meetings

- 47.1** Questions at general meetings are decided, in the first place, by a show of hands.
- 47.2** If a vote is equal, either on a show of hands, or a poll vote, the motion is treated as lost.

The chairman declaring the results of a vote

- 48** Unless a poll is demanded, a declaration by the chairman that a show of hands vote has been carried unanimously or by a certain majority, or lost, is final. A record of a declaration in the minutes of the meeting is conclusive evidence of the result, and no more proof is needed.

Voting

- 49.1** Votes on a show of hands or a poll at a meeting can be either by the member personally, or by a proxy.
- 49.2** Votes in an election, or poll, carried out by post (under *bye-law 51*) must be given personally.
- 49.3** Every member, except Honorary members, has one vote. But a member cannot vote at any meeting (either for himself or for anyone else) in any way, or be counted in a quorum, if he owes any money to the Institute.

Poll votes

- 50.1** Either the chairman of a meeting, or at least 10 members, can demand a poll vote (using voting papers), either when, or before, the chairman declares the result of a show of hands vote.

50.2 There cannot be a poll vote on a motion to elect a chairman of a meeting, or to adjourn.

50.3 The chairman will direct when and how the poll vote is to be carried out.

50.4 The chairman can direct that the poll should be carried out by a postal vote. The procedure in *bye-law 51* will apply, but the chairman can vary this.

50.5 The result of a poll vote is treated as the result of the motion at the meeting where the poll was demanded.

50.6 A demand for a poll on a particular matter will not stop a meeting from continuing to deal with other matters.

Postal voting

51.1 The Council will decide on the form of any postal voting paper.

51.2 The Secretary will send the voting papers to all members of the Institute who are not overdue in making any payment to the Institute.

51.3 The sealed voting papers must be returned to the Secretary by prepaid post by the date fixed by the Council.

51.4 The Secretary will put the voting papers, unopened, in a sealed box and deliver them to the scrutineers.

51.5 The scrutineers will supervise opening the boxes, and examining and counting the votes.

51.6 The scrutineers will prepare a signed report and hand this to the Secretary for publication. The report must state:

- how many voting papers were received;
- how many voting papers were rejected, and why; and
- the total votes in favour of, and against, each resolution.

51.7 The scrutineers' report will be final, even if it is irregular or informal in any way.

51.8 The scrutineers are the people appointed by the Council for the purposes set out in this Bye-law.

Proxies

52.1 A proxy form must be in writing and signed by the member appointing the proxy.

52.2 A proxy must be a member of the Institute who can vote.

52.3 Proxy forms must be in any form which is commonly used, or in any other form which the Council approves.

52.4 To be valid this form must be received at the Secretary's office at the Institute at least 48 hours before the time the meeting is due to start. A form is only valid for the meeting it refers to (including any adjournment of that meeting).

Notices to members

53.1 The Institute can serve any document on a member either personally, or by sending it (stamped) to him at his registered address, or to any other address he has given to the Institute for this purpose.

53.2 If a document is posted to a member, it is treated as served on him when it is posted.

53.3 To prove that a document was served by post, all that is needed is to prove that it was properly stamped, addressed and posted.

53.4 If any notice of any meeting of the Institute is accidentally not sent to any member, the meeting will not be invalid as a result.

Disciplinary proceedings

Disciplinary bodies

54.1 The Institute's disciplinary bodies are:

- The Investigation Group set up by the United Kingdom Committee, to investigate matters referred to in *bye-law 56.8*;
- The Disciplinary Tribunal set up by the United Kingdom Committee, to carry out the duties set out in *bye-law 56*;
- The Appeal Tribunal set up by the United Kingdom Committee, to hear appeals against decisions of the Disciplinary Tribunal, as set out in *bye-law 58*.

54.2 The disciplinary bodies set up by the United Kingdom Committee will have the authority to act in all territories except where *bye-law 54.3* applies.

54.3 Where the Council has set up a Division the Council can authorise a Divisional Committee to set up and operate any or all of the following disciplinary bodies:

- Divisional Investigation Group
- Divisional Disciplinary Tribunal
- Divisional Appeal Tribunal

54.4 The Council must confirm appointments to all the disciplinary bodies.

54.5 The Council can remove members from all or any of the disciplinary bodies

54.6 At least once every three years the Council must review the membership of the disciplinary bodies and their operation. After carrying out the review, the Council can appoint and remove members.

54.7 There must be no overlap in the members of any of the disciplinary bodies which consider a particular case.

54.8 Members of the disciplinary bodies stay in office until they resign or are removed by the Council.

One-off Investigation Groups

55.1 This Bye-law applies if the Disciplinary Tribunal set up by the United Kingdom Committee considers that action under *bye-law 56* is appropriate in relation to the behaviour of a member who lives in any country outside the United Kingdom or Republic of Ireland where there is no Division.

55.2 Where *bye-law 55.1* applies, the Disciplinary Tribunal set up by the United Kingdom Committee can ask the Council to confirm the appointment of a one-off Investigation Group in the country where the member lives.

55.3 If it appears that disciplinary action is appropriate against:

- a Council member;
- a Divisional Committee member; or
- the Secretary (or equivalent post) of the Institute or a Division (if a member);

Disciplinary Procedure

56.1 The Council must make regulations setting out the constitution and procedures to be followed by the disciplinary bodies established under *bye-laws 54.1 and 54.3*.

56.2 The Council can, if it considers it necessary or desirable, appoint people who are not members of the Institute to the disciplinary bodies and where appropriate as Chairman of the body. However, non-members must not make up more than one third of the membership of any disciplinary body.

56.3 If it appears that a member might have done any of the things referred to in *bye-law 56.8*, the appropriate Investigation Group, or a one-off Investigation Group, will investigate this in the way it thinks right, and decide whether or not to refer the matter to the appropriate Disciplinary Tribunal.

56.4 If the Investigation Group decides to refer a matter to the Divisional Disciplinary Tribunal under *bye-law 56.3*, it must provide a written report of its investigation, with any supporting evidence it thinks appropriate. The Investigation Group must state whether in its opinion there are sufficient grounds to bring one or more charges, and if so what charge or charges the member should answer.

56.5 If an Investigation Group report states that there are grounds to bring one or more charges, the Disciplinary Tribunal must arrange for the charges to be heard. The Disciplinary Tribunal must at the same time give the member a copy of the Investigation Group's report.

56.6 The member, and any representative whose name he has given to the Disciplinary Tribunal in writing, can:

- attend and be heard at the hearing;
- call and cross-examine witnesses; and
- make written representations about any charges.

56.7 After the hearing, the Disciplinary Tribunal must consider and decide whether it is satisfied that each charge has been proved.

56.8 If it is found, by the procedure set out in these Bye-laws and any consistent regulations made by Council under *bye-law 56.1*, that a member has:

- become bankrupt or insolvent;
- been convicted of an offence which might bring discredit on the Institute or the Profession;
- failed to uphold the code of professional conduct and ethics;

- behaved, by doing something or not doing something, in a way considered to bring the Institute or the Profession into disrepute;
- disobeyed any decisions of the Council or of its Divisional Committee; or broken any of the Institute's Bye-laws or Charter or Regulations;
- failed to comply or co-operate with a Disciplinary Investigation
- failed to comply with a decision or any conditions made by a Disciplinary or Appeal Tribunal.

The Disciplinary Tribunal can apply any of the sanctions set out in *bye-law 57*.

56.9 The Disciplinary Tribunal must make its decision in a written report setting out:

- the details of any charges;
- the finding on each charge;
- the penalty, or penalties, it recommends for each charge found proved; and
- a ruling on whether the report, or any related matter, should be published, and if so how it should be published.

56.10 The Disciplinary Tribunal must give the member a copy of its report and finding together with details of the Appeal procedure.

Penalties

57 The Disciplinary Tribunal can impose one or more of the following penalties as part of its decision under *bye-law 56.9*:

- to issue a written reprimand;
- to order the member to pay costs;
- to fine the member;
- to order the member to pay restitution;
- to cancel the member's practising certificate and require him to return it;
- to deprive the member of his Fellowship, either permanently, or for a period, or until he is re-elected as a Fellow;
- to suspend the member for a specified period, and to decide whether the member should continue to pay his subscription while suspended;
- to call for, and accept, the member's resignation;
- to expel the member, and remove his name from the membership register;

A penalty does not affect the member's liability to pay his subscription and any other money he owes to the Institute.

Appeals

58.1 A member can appeal against the Disciplinary Tribunal's decision against him, or against part of it. To appeal the member must ask in writing for the Appeal Tribunal to consider the appeal, giving the grounds for the appeal.

58.2 The appeal notice must be received by the Chief Executive of the United Kingdom Institute or of the appropriate Division of the Institute within 28 days from the day after the notice of the Disciplinary Tribunal's decision was sent to the member. The appeal notice can be given to:

- the person who gave the member the notice of the decision;
- the Secretary; or
- any other person who is authorised to receive it.

If the appeal notice is given by telephone, or in any other electronic way, it must be confirmed in writing within 14 days.

58.3 The Disciplinary Tribunal's decision will be carried out immediately after 28 days if an appeal notice is not received.

58.4 If, in accordance with *bye-law* 58.2, an appeal notice is received on time, the member has six weeks from the end of the 28 day period referred to in *bye-law* 58.2 to submit his written appeal application. The appeal application must set out the grounds for the appeal in detail.

58.5 The Appeal Tribunal can refuse to hear an appeal if it considers, in all the circumstances, that the request is frivolous or without merit.

58.6 The Appeal Tribunal will decide how it will hear an appeal. A member alone, or any representative whose name he has given to the Appeal Tribunal in writing, or both, can:

- attend the hearing of the appeal;
- be heard at the hearing;
- call witnesses;
- cross-examine witnesses; or
- make written representations about any charges.

58.7 After it has heard an appeal, the Appeal Tribunal must reach a decision, which must cover:

- details of the decision appealed against;
- a summary of any additional evidence considered;
- the finding on each charge appealed against;
- whether any penalty should be confirmed, quashed, reduced or increased; and
- whether, and if so how, the appeal decision, and anything relating to it, should be published, and whether this will include the member's name.

58.8 The Appeal Tribunal must send a copy of its decision to the member, and its decision will be carried out immediately.

58.9 The decision of the Appeal Tribunal will be final.

58.10 The decisions of all the Disciplinary Tribunals and Appeals Tribunals will be reported to Council and recorded by the Secretary.

Finance

The Institute's finances

59.1 The United Kingdom Committee is responsible for raising from the Divisions and the countries managed by the United Kingdom Committee as defined in *bye-law 34.1*, the amounts decided on by the Council to meet the costs of the Council and the Institute.

59.2 The United Kingdom Committee must manage, and account to the Council for all of the money which it receives in this way.

Expenses

60 The Council can authorise expenses to be paid to members which are incurred while they are on the Institute's business ;on the basis it decides.

Borrowing and charging by Divisional Committees

61.1 Divisional Committees can borrow in any way for the purposes of their Division up to the limit referred to in *bye-law 61.3*.

61.2 The Divisional Committees can give guarantees and security in any way over any property, in connection with any borrowing allowed by *bye-law 61.1*.

61.3 A Divisional Committee can only borrow up to the amount of the Division's income from subscriptions in the last financial year, unless the members of the Division allow more borrowing by passing a resolution at a general meeting. The resolution can also allow security and guarantees for the increased borrowing.

Salaried staff

The Chief Executive and the Secretary

62.1 The Institute's, and the Chief Executive's, administrative head office must be based in the United Kingdom.

62.2 Whoever is the Chief Executive of the United Kingdom Committee is also the Chief Executive of the Institute, and the Secretary of the Council.

62.3 The Chief Executive is entitled to attend all of the Institute's meetings (including the Council and its committees), unless the meeting is discussing appointing, dismissing or disciplining the Chief Executive, or his pay or other employment terms.

62.4 The United Kingdom Committee will decide on the pay, and other employment terms (including pension contributions) of the Chief Executive, and the other permanent paid staff which it, or the Chief Executive, has appointed.

62.5 Staff receiving salaries from the Institute, the Council or any of its committees, cannot be members of the Council, or any of its committees.

Records, documents and registers

Minutes

63 Minutes must be kept on paper or computerised minute books. The minutes must record all resolutions and proceedings of the Institute, the Council and its committees (including Divisional Committees), general meetings of Divisions, and the Institute's other bodies.

The Membership Register

64 A Register must be kept of the names and other necessary details of:

- members (including the dates they were elected and re-elected, when they moved from one type of membership to another, and when they stopped being members);
- Graduates;
- candidates for examinations (including when they sat examinations, withdrew, passed or failed; when they became Graduates and when they became members); and
- members in public practice.

Keeping the Institute's Charter and documents

65 The Council must pass regulations for looking after the Institute's Charter and other important documents.

Membership lists

66 Each Division, and the United Kingdom Committee, can supply lists of members in their constituencies to members and other people. They can decide whether to make a charge.

Copies of the Charter and bye-laws

67 The Council, or the United Kingdom Committee, or the Divisional Committees must supply members with copies of the Charter and Bye-laws on request. They can decide whether to make a charge.

The seal

Using the seal

68.1 The Institute's common seal can only be used if the Council or the United Kingdom Committee authorises this.

68.2 Documents must be sealed in the presence of a United Kingdom Committee member.

68.3 Sealed documents must be signed by the United Kingdom Committee member who witnessed the seal being used, and also by the Chief Executive or any other permanent paid member of staff authorised by the United Kingdom Committee.

68.4 The keys to the seal must be kept by the Chief Executive, or by any other person or people who are authorised by the United Kingdom Committee.

Indemnity

Indemnity for officers and staff

69.1 The following people will be indemnified by the Institute against all losses and expenses which they incur in carrying out their duties, unless the losses or expenses are caused by their own deliberate fault or negligence:

- members of the Council and its committees
- disciplinary groups and tribunals;
- trustees appointed by the Council;
- the Chief Executive; and
- the other officers and paid staff of the Institute.

69.2 Nobody will be liable for anything done, or not done, by any other person, or because he adds his signature to a receipt, or joins in some other act for the sake of conformity, or for any loss suffered by the Institute, unless this is the result of his own deliberate fault or negligence.

Delegation

The Council can delegate its powers

70.1 The Council can delegate any or all of its powers, unless the Charter or the Bye-laws specifically restrict this. The Council can, by passing a resolution, impose controls and safeguards and require supervision.

70.2 The Council can revoke any power which it has delegated, at any time, without any restriction.

Amendments

Amending the Bye-laws

71 These Bye-laws can only be amended, added to or revoked in the way set out in *Article 17* of the Charter.

Note:

The Bye-laws of 13th December 1999 supercede the Bye-laws as allowed by the Lords of Her Majesty's Most Honourable Privy Council on 20th March 1968, with amendments allowed on 19th March 1969, 9th January 1970, 9th August 1971, 10th September 1971, 12 June 1975, 22nd February 1980, 5th March 1982, 17th June 1983, 10th October 1983, 26th June 1987, 12th June 1989, 5th July 1990 and 7th June 1991.