



Chartered  
Insurance  
Institute  
Standards. Professionalism. Trust.

# Charter & Bye-Laws

August 2019



# Contents



The Original Charter  
of 5 February 1912.  
Page 3



The Supplemental  
Charter of  
27 January 1987.  
Page 4



The Bye-laws  
of 27 August 2019  
Page 8

## The Chartered Insurance Institute (CII)

The Chartered Insurance Institute (CII) is a professional body dedicated to building public trust in the insurance and personal finance profession. Our 125,000 members commit to high professional standards and continuing professional development.

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

Success in CII qualifications is universally recognised as evidence of knowledge and technical expertise.

Our members are able to drive personal development and maintain their professional standing by adhering to our Code of Ethics and by accessing a range of learning services

**Standards. Professionalism. Trust.**



## Contacting the CII

Should you have any queries regarding the Charter & Bye-laws, please contact the Governance Director at:

Chartered Insurance Institute  
21 Lombard Street  
London  
EC3V 9AH

e-mail: [CIICorporateGovernance@cii.co.uk](mailto:CIICorporateGovernance@cii.co.uk)

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## The original charter

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

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

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

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

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

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

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

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

[The Great Seal]

Muir Mackenzie



## Supplemental charter

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

To all to whom these presents shall come, greeting!

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

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

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

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

1. The provisions of the Supplemental Charters of 1949 and 1966 are hereby revoked provided that nothing in this revocation shall affect the validity of any act or deed lawfully done thereunder.
2. In this Our Charter the following words and expressions shall unless the context otherwise requires have the following meanings:

- ‘The Board’ means the governing Board for the time being of the Institute constituted under article 7;
- ‘Members’ means members of the Institute;
- ‘Bye-laws’ means the Bye-laws contained in the schedule to this Our Charter or other Bye-laws of the Institute as from time to time in force;
- ‘General Meeting’ means and includes the Annual General Meeting and Special General Meetings of the Institute;
- ‘insurance’ means insurance and related financial services.

3. The objects and purposes for which the Institute is constituted are as follows:

- (a) To promote efficiency and improvement in the practice of insurance among persons engaged or employed in that activity, whether Members of the Institute or not, to render the conduct of such business more effective and professional, to secure and justify the confidence of the public and employers by the conduct of reliable tests of the competence of persons engaged or employed in insurance and the provisions of reliable assurances of their trustworthiness and to provide and maintain a central organisation for those purposes;
- (b) To promote and assist the study of any subjects bearing on any branch of insurance;
- (c) To collect and form a body of expert opinion on the law and practice relating to all things connected with insurance;

- (d) To exercise supervision and control over the professional standards and conduct of the Members. To seek to improve the professional status of Fellows and Associates and to promote the interests, welfare and advancement of the Members in general;
  - (e) To provide information and advice about employment in insurance for Members and others;
  - (f) To assist Members and the dependants of Members or of deceased Members suffering financial hardship by such measures as may be deemed appropriate and to contribute directly or indirectly to the work of the Insurance Charities and any other appropriate fund or charity.
4. The Institute or any person on its behalf shall have power for the purpose of the said objects, but not otherwise:
- (a) to devise and implement means for testing the qualifications of candidates for the certificates of the Institute by examination in theory and practice or by any other actual and practical tests and to grant diplomas and certificates of qualification to the successful candidates;
  - (b) to publish a journal and any other matter deemed desirable by the Board of the Institute;
  - (c) to form and maintain a library for the use of members and others;
  - (d) to offer money or other prizes on the results of examinations and for essays or research in any subject bearing on insurance;



## Supplemental charter continued

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



## Supplemental charter continued

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



## Supplemental charter continued

21. The Board, or the majority of the members thereof actually present and voting at any duly convened meeting, shall have power from time to time to make such Bye-laws as are consistent with the provisions of this Our Charter and as to them shall seem requisite or convenient for the regulation, government and advantage of the Institute, its Members and property, and for the furtherance of the objects of the Institute, and from time to time to revoke, alter or add to any Bye-law or Bye-laws therefore made. Provided that no such Bye-law, revocation, alteration or addition shall take effect until the same has been submitted to the Members in General Meeting and approved either in its original or a modified form by a Special Resolution, in accordance with the provisions of the Bye-laws from time to time, notice of such General Meeting having been given in accordance with the Bye-laws that such Bye-law, revocation, alteration or addition will be taken into consideration thereat and has been allowed by the Lords of Our Most Honourable Privy Council, of which allowance a certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence.
22. And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters Patent or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all our Courts or elsewhere in the most favourable and beneficial sense and for the best advantage of the Institute, any mis-recital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

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

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

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



## The Bye-laws

### Preliminary

1. (1) For the avoidance of doubt, any reference within this document to the masculine (he, him or his) shall be deemed to include the feminine (she, her or hers) and to include the non-binary or the gender neutral (them, they, theirs) and vice versa; the singular shall include the plural and vice versa, unless the context clearly indicates to the contrary.
- (2) Words in these Bye-laws have the same meanings as in the Charter; and references herein to Members, Fellows, Associates, and meetings are to the Members, Fellows, Associates, and meetings of The Chartered Insurance Institute, its committees, subsidiaries, societies and faculties, and in the interpretation of these Bye-laws and the regulations the following words and expressions shall have the following meanings, unless such meaning is excluded by the subject or context:
  - (a) **'Affiliated Institute'** means an institute for the time being affiliated in accordance with these Bye-laws;
  - (b) **'the Chair'** has the meaning given in Bye-law 49;
  - (c) **'the Charter'** means the Original Charter of the Institute granted on the 5th February 1912 and the Supplemental Charter granted to it on the 27th January 1987 as from time to time amended or added to;
  - (d) **'Chief Executive'** means the chief executive officer (however described by title) for the time being of the Institute and includes any person for the time being duly authorised to perform any of the duties of the Chief Executive;
  - (e) **'Chief Operating Officer'** means the person accountable for the accuracy and timely production of the Institute and its group's financial statements, by whatever job title described;
  - (f) **'Company Secretary'** means the person performing the role of Company Secretary (however described by title);
  - (g) **'complainant'** means a person, whether or not a Member, or a department of the Institute, making a disciplinary complaint against a Member of the Institute;
  - (h) **'disciplinary complaint'** means an allegation that a Member has failed to comply with the Laws of the Institute and may comprise several allegations;
  - (i) **'Engagement Members'** means the four members of the Board recruited from the Institute's Membership;
  - (j) **'electronic vote'** means a poll vote by any electronic means;
  - (k) **'evidence'** includes any statement of a witness and any document (including a printout of an electronic document);
  - (l) **'Executive Management Team'** means senior employees of the Institute designated as such by the Chief Executive;
  - (m) **'Institute'** means The Chartered Insurance Institute;
  - (n) **'Independent'** means someone who except where appointed as Independent Chair has not had in the last three years a material business relationship with the Institute, either directly or indirectly as partner, director or senior employee of a body that has (or had) such a relationship with the Institute;
  - (o) **'Laws of the Institute'** means the Charter, these Bye-laws, and all regulations and Codes or other requirements of the Institute from time to time published;
  - (p) **'Local Institute'** means an independent insurance institute which has been established in any part of the United Kingdom, the Channel Islands or the Isle of Man by Members of the Institute and which has been approved by the Board;
  - (q) **'Member'** means Member of the Institute in any grade except Student Member, but for the purposes of the disciplinary procedures of the Institute shall include Student Member and any other person who has undertaken to be bound by the Laws of the Institute;
  - (r) **'regulations'** means regulations made by the Board;
  - (s) **'Resolution'** means a resolution submitted to a General Meeting which is not a special resolution and which is required to be passed by a simple majority only of the Members present in person or by proxy and voting thereon;
  - (t) **'respondent'** means a Member who is the subject of a complaint;





## The Bye-laws continued

- (u) **'Senior Management Team'** means employees of the Institute designated as such by the Chief Executive;
- (v) **'Special Resolution'** means a resolution submitted to a General Meeting convened with notice of such resolution, which is required to be passed by a vote of not less than two thirds of the Members present, in person or by proxy, and voting thereon or by such other number of votes (being greater than a simple majority) as may be specified in these Bye-laws;
- (w) **'Standing Committees'** mean those Committees deemed to be of long term strategic significance to the Institute and which are designated as such by the Board;
- (x) **'Student Member'** is an individual who is not otherwise a Member and has been admitted as a Student Member in accordance with requirements established pursuant to Bye-law 4.

### Classes of Member

2. The Members shall be persons engaged employed or considering employment, in work connected with insurance, subject to such further provision as may be made in regulations. Members who cease to be so engaged or employed may retain their membership at the Board's discretion or as provided for by regulations.

3. The membership of the Institute shall consist of:
  - (a) Student Members;
  - (b) Ordinary Members;
  - (c) Qualified Members being:
    - (i) Certificate Holders;
    - (ii) Diploma Holders;
    - (iii) Associates;
    - (iv) Fellows; and
  - (d) Honorary Fellows.
4. The Board shall provide for and regulate the admission of Members and Student Members and all applicants for admission shall satisfy such requirements as may from time to time be specified in the Laws of the Institute.

### Fellows

5. Every candidate for admission into the class of Fellows shall:
  - (a) have followed such course of education (if any) and passed such qualifying examinations, assessments and/or submissions as the Board may prescribe unless exempted by regulations;
  - (b) have been wholly or mainly engaged or employed in work connected with insurance for at least four years excluding any period spent as a full-time student;

- (c) have paid the prescribed fees and subscriptions; and
  - (d) be a Member.
6. Fellows so admitted, provided that they pay the prescribed annual subscription, shall be entitled to use after their names the words 'Fellow of The Chartered Insurance Institute' or the initials 'FCII' and/or 'Fellow of the Personal Finance Society' or the initials 'FPFS'.

### Honorary Fellows

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

### Associates

8. Every candidate for admission into the class of Associate shall:
  - (a) have followed such course of education (if any) and passed such qualifying examinations, assessments and/or submissions as the Board may prescribe unless exempted by regulations;
  - (b) be wholly or mainly engaged or employed in work connected with insurance;
  - (c) have paid the prescribed fees and subscriptions; and
  - (d) be a Member or eligible to become a Member of the Institute.



## The Bye-laws continued

9. Associates so admitted, provided that they pay the prescribed annual subscription, shall be entitled to use after their names the words 'Associate of The Chartered Insurance Institute' or the initials 'ACII' and/or Associate of the 'Personal Finance Society' or the initials 'APFS'.

### Chartered Titles

10. Fellows and Associates so admitted, who have completed a period of not less than five years of approved professional experience in insurance, provided they have included in the Associateship examination a specified minimum proportion of insurance papers to be prescribed by regulation, shall be entitled to use a descriptive title according to their occupation, as follows, subject to regulations as to application for and maintenance of the description:
- Officers and employees of insurance organisations which underwrite the insurance of risks: 'Chartered Insurer';
  - Those carrying on business as insurance brokers: 'Chartered Insurance Broker';
  - Those employed or engaged as insurance risk managers: 'Chartered Insurance Risk Manager';
  - Those employed or engaged in the underwriting of risk on the delegated authority of insurer principals: 'Chartered Insurance Underwriting Agent';
  - Those otherwise employed or engaged in insurance: 'Chartered Insurance Practitioner';

- Those carrying on the business as providers of financial planning advice to individuals or corporate entities who have completed a period of not less than five years' experience in the industry and who are members of the Personal Finance Society may use the title 'Chartered Financial Planner', subject to regulations as to application for and maintenance of the description.

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

### Certificate Holders and Diploma Holders

12. Every candidate for admission to the class of Certificate Holder or Diploma Holder shall:
- unless exempted under the regulations, have followed such course of education (if any) and passed such qualifying examinations, assessments and/or submissions as may be prescribed for the relevant class by the Board;
  - be wholly or mainly engaged or employed in work connected with insurance;
  - have paid the prescribed fees and subscriptions; and
  - be a Member or eligible for membership of the Institute,

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

### Rights and Obligations of Members

13. All Members shall, subject to these Bye-laws, be entitled to be present at all General Meetings of the Institute and to take part in the discussion of business thereat and to such other rights, including voting rights, as may be conferred upon them by the Laws of the Institute.
14. Any Member and Student Member shall, without prejudice to their liability to the Institute, be entitled to resign their membership on giving one month's notice in writing of their intention to do so.
15. If any person from any cause whatever ceases to be a Member or Student Member, or to be entitled to the rights of any degree or class of membership, they shall deliver up any diploma and/or certificate of membership or degree or class of membership then held.
16. No person ceasing to be a Member or Student Member shall have, nor shall their representatives have, any interest in or claim against the funds or property of the Institute except as provided in the Charter.
17. Subject to reasonable adjustments for a person's disability, admission to and continued membership of the Institute shall be subject to the Member, Student Member or prospective Member, providing and maintaining full and up to date contact details, including a live e-mail address.



## The Bye-laws continued

### Records of Members

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

### Membership subscriptions and fees

19. Subject to Bye-law 21, all subscriptions and fees shall be fixed by the Board and the Board shall have power, in cases of ill-health, misfortune, advanced age or on other grounds which it shall think sufficient, to waive all or any part of the subscription or fees, or any arrears thereof, due from any Member. The Board may also fix rates at which any subscriptions or fees may be compounded.
20. The subscription year for each Member shall run for 12 months from the first day of the month following the date on which the Member's first subscription is credited to the bank account of the Institute or from such other date as the Board may determine in respect of any particular Member or group of Members.
21. Until otherwise determined by a Special Resolution the subscriptions and fees payable in respect of membership shall not be increased by more than 5% in any one year.

22. Any Member who has failed to pay their subscription within three months of its falling due may be excluded from membership, unless the Board determines otherwise, and if excluded shall cease to have any of the rights or privileges of membership. Such Member shall nevertheless remain liable to the Institute for the amount due unless the Board otherwise directs.

### Notices

23. (1) Subject to any reasonable adjustments for a Member or Student Member's disability or other access arrangements agreed between the Institute and the Member or Student Member, any notice shall normally be served by the Institute upon any Member or Student Member in writing either by sending it through the post or by electronic means, or by any combination thereof, to the Member or Student Member's last recorded postal or electronic address.
- (2) Any notice or communication sent in accordance with these Bye-laws shall be deemed to have been received:
- (a) If sent by pre-paid first-class post or other next business day delivery service within the UK at 9.00 am on the second day after posting or outside the UK after 96 hours from the time of posting;
- (b) If sent by e-mail or other equivalent electronic means at 9.00 am on the next business day after sending.
24. The accidental omission to give any notice shall not invalidate the proceedings at any meeting of which notice ought to have been given.

### Affiliated Institutes

25. There shall be affiliated to the Institute such national or other insurance institutions as are approved by the Board.
26. Such institutes shall be entitled to describe themselves as "Affiliated to the Chartered Insurance Institute or "CII Affiliated" subject to regulations as to application for and maintenance of the description.
27. Such institutes shall cease to be affiliated upon the rescission of their affiliation having been resolved by the Board. Affiliated Institutes shall pay such fees, if any, as the Board may from time to time determine.

### Rights of members of Affiliated Institutes

28. Members of Affiliated Institutes shall not be entitled to vote at general meetings of the Institute unless they are also Members of the Institute. They shall have such further rights as the Board may determine by regulation.

### Officers of the Institute

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



## The Bye-laws continued

### The Board

30. (1) The Board shall consist of:

- (a) an Independent Chair;
  - (b) the President and Deputy President of the Institute;
  - (c) the Chairs of the Board's Standing Committees of whom two shall be non-Members of the Institute;
  - (d) the Engagement Members;
  - (e) the Chief Executive;
  - (f) the Chief Operating Officer;
  - (g) those appointed or elected to the Board up to and including the 26 June 2019, who will complete the terms of office agreed with them on appointment or election.
- (2) The members of the Board shall be appointed through a formal, rigorous and transparent procedure.
- (3) The Board may co-opt Members or non-Members to attend meetings and advise on specific matters where the Board considers this necessary.

### General Provisions

31. In accordance with the Charter, the Board shall be the governing body of the Institute and its members shall have duties and obligations analogous to the directors of a registered limited liability company.

32. The Board may enter into service agreements with any person appointed to the Board and make such payments to such person in respect of services rendered to the Board as the Board shall see fit.

### Proceedings of the Board

33. The Board shall meet for the conduct of business at such times and places as it may determine and shall determine its own procedure and that of its committees, including procedure for meetings conducted electronically by which members of the Board or committee are able to speak to and hear all of those connected simultaneously.

34. Seven members of the Board for the time being shall constitute a quorum.

35. Co-opted members of the Board shall not count towards the quorum.

36. The Board may act notwithstanding any casual or other vacancy among its number.

37. The Board:

- (a) shall present at each Annual General Meeting a report on the position of the Institute, financial and otherwise, and on the affairs and proceedings of the Institute during the preceding year;
- (b) may authorise borrowing by way of mortgage, debenture or otherwise long-term borrowings and the payment of interest thereon on such terms and subject to such conditions as it shall from time to time determine;

- (c) may make such regulations as it may from time to time determine for the control of the conduct of the Members or Student Members or the governance of the affairs of the Institute, provided that no such regulation shall be of effect if inconsistent with any provision contained in the Charter or these Bye-laws;
- (d) may apply to or petition Parliament, the Privy Council or any Government department or public authority, officer or body, in the name of the Institute;
- (e) may make, revoke, add to or amend Bye-laws pursuant to the Charter, subject to the further approvals required therein;
- (f) shall record the approval of Local Institutes and the withdrawal of approval;
- (g) shall, subject to Bye-law 21, fix the subscriptions payable by Members;
- (h) may appoint such committees from time to time and on such terms as it considers appropriate, to deal with any matters under its own control and to delegate to such committees all or any of its powers accordingly;
- (i) may appoint Qualified Members as Vice Presidents of the Institute, subject to regulations and subject to approval by resolution of the Institute at the Annual General Meeting of the Institute, who shall serve from such meeting until the next Annual General Meeting;



## The Bye-laws continued

- (j) may appoint a person to fill a vacancy in the office of President or Deputy President who shall serve for the remainder of the period of office of the person whose departure gave rise to the vacancy but shall then be eligible for election to the office in question under Bye-law 44(c) and 44(d).
38. A member of the Board shall vacate office as a member of the Board:
- if they resign with one month's notice (or with such lesser period of notice as may be accepted by the Board) unless, at the date on which they would vacate office, there would, as a result, be insufficient members of the Board to form a quorum; or
  - if they become bankrupt, suspend payment or compound or make an assignment of their property for the benefit of, or enters into an agreement with, their creditors; or
  - if, at a meeting of the Board especially convened for the purpose, a resolution removing them from office is passed by not less than three-quarters of those present and voting; or
  - if they fail, without explanation acceptable to the Board, to attend three consecutive meetings of the Board; or
  - if they cease to hold the office which made them eligible for appointment.

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

### Committees

40. Any committee shall operate in accordance with the terms of reference as issued by the Board from time to time and shall, in the exercise of its powers, conform to any instructions given by the Board, but shall in all other respects regulate its own procedure. The President and the Deputy President shall be entitled to attend all meetings of such committees except those meetings and deliberations concerned with disciplinary complaints and any appeals arising from such disciplinary proceedings.
41. For all committees, unless varied in terms of reference issued by the Board, a quorum shall be one third of the total membership of the committee or three members, whichever is the greater.

### Minutes, certificates and forms

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

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

### Annual & Special General Meetings

44. The Annual General Meeting shall be held at such time and at such place as the Board may from time to time determine. The ordinary business of an Annual General Meeting shall be:
- to receive and consider the Annual Report and Accounts,
  - to report on the admission of Fellows and Associates,
  - to elect the President for the relevant forthcoming year (provided that no person shall serve as President for two years in succession) and Deputy President,
  - to approve the proposed appointments of Vice Presidents and any members of the Board appointed by the Board since the conclusion of the last Annual General Meeting,
  - to appoint an Auditor or Auditors and authorise the Board to fix their remuneration as it thinks fit, and
  - to decide the rate or rates of annual ordinary grant contributions to Local Institutes.



## The Bye-laws continued

45. All other business transacted at the Annual General Meeting and all business transacted at a Special General Meeting shall be deemed to be special business.
46. The Board:
- may, whenever it thinks fit, convene a Special General Meeting;
  - shall convene a Special General Meeting within 28 days from the receipt by the Chief Executive of a request in writing made by a total of not less than 50 Members and endorsed by the Engagement Members.
47. 28 days' notice of the Annual General Meeting and 14 days' notice of all Special General Meetings shall be given to each Member, specifying the date, hour and place of business and, in the case of special business, the general nature of such business. A Member wishing to bring before the Annual General Meeting in any year any special business motion, shall give not less than 90 days' notice thereof in writing to the Chief Executive. If so given, the Board shall decide in its sole discretion whether to approve the motion for inclusion as a special business motion in the notice convening the Annual General Meeting, such approval not to be unreasonably withheld. Save as aforesaid, no special business shall be considered at the Annual General Meeting unless it be deemed a matter of extreme urgency by two thirds of the Members present in person or electronically or be expressly authorised by these Bye-laws.
48. At every General Meeting, 35 Members present in person or electronically, excluding members of the Institute's staff, shall form a quorum. If a quorum is not present within an hour of the time appointed for the meeting, the meeting shall be adjourned.
49. At every General Meeting the Chair shall be taken by the Independent Chair or, in their absence, by the President or, if neither is present, a Chair shall be elected from among the members of the Board present; or, in the absence of all of them, from among the Members present.
50. The Chair of any General Meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
51. The Board shall issue a notice of the revised date, time and venue for any adjourned General Meeting, within 30 working days of the date scheduled for the original meeting.
52. (1) Subject to Bye-laws 53 and 54, a motion or resolution put to any General Meeting (excluding a Special Resolution) shall be determined by simple majority:
- on a vote on a show of hands of the Members present plus the validated proxies received; or
  - the electronic vote of the Members present (in person or electronically) plus the validated proxies received.
- (2) The Chair of the meeting shall decide in their sole discretion whether a motion or resolution should be determined by a show of hands or electronic vote (plus the validated proxies received). If electronic voting for Members present in person fails, the Chair may decide to combine a show of hands for those present in person with the electronic vote of those present electronically (plus the validated proxies received).
- If an electronic vote of the Members present (in person or electronically) is held in accordance with this Bye-law, it shall be taken in such manner and at such time as the Chair directs.
  - The result of the vote shall be declared by the Chair of the meeting whose decision shall be final subject to any further verifications deemed necessary by the Chair.
  - In the event of an equality of votes the motion or resolution shall not be carried.
53. Any Member not attending a General Meeting may appoint the Chair of the meeting as their proxy by completing and returning the paper or digital form provided for this purpose with the notice of the meeting. The form shall set out the motions or resolutions (including Special Resolutions) notified for the meeting and the Member giving the proxy authority, shall indicate in relation to each resolution how they wish their vote to be cast.
54. (1) In the case of a Special Resolution, votes shall be indicated by means of:
- a show of hands of the Members present plus the validated proxies received; or
  - the electronic vote of the Members present (in person or electronically) plus the validated proxies received.



## The Bye-laws continued

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

### Disciplinary powers

- 55. The Board may approve or by regulation make provision for codes of conduct, ethics or professional standards to be observed by Members of the Institute.
- 56. Subject to Bye-law 55, a Member may be liable to disciplinary action by the Institute if they are alleged:
  - (a) to have failed to comply with the Laws of the Institute; or
  - (b) to have been subject, whether during or before a period in membership, to disciplinary sanction by another body or tribunal, or found guilty of a criminal or other offence considered by the Board to be relevant to their membership of the Institute.

- 57. Regulations shall specify procedures for the investigation and determination of disciplinary complaints against any Member, and for the conduct and hearing of appeals against findings and sanctions under those procedures. Such regulations shall prescribe the composition, method of appointment, functions, procedure, powers and quora of committees, pools and panels and shall observe relevant principles of United Kingdom and European human rights legislation as amended from time to time.
- 58. Regulations under Bye-law 57 shall in particular prescribe:
  - (a) that persons who are not Members of the Institute participate in the determination of disciplinary hearings or in the hearing of appeals;
  - (b) that a respondent receives notification in writing of the complaint which has been made against them, of any proposed hearing, of their rights to attend, to be represented, to call and cross-examine witnesses, and to appeal against a finding or sanction made against them;
  - (c) the sanctions which may be imposed on Members following disciplinary action, which shall include expulsion from membership, or a fine, or an award of costs, or any combination of sanctions;
  - (d) the circumstances, if any, in which hearings may be held in public; and
  - (e) the circumstances and manner in which decisions in disciplinary cases may be published.

### Accounts and audit

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



## The Bye-laws continued

### Indemnity

63. The members of the Board, boards of subsidiary and/or associated and/or affiliated companies, committees and forums of the Institute by whatever name described, and members of the Institute's staff shall be indemnified by the Institute from all losses and expenses incurred by them in or about the discharge of their respective duties, except such as happen from their own respective wilful default.
64. Subject to Bye-law 63, no member of the Board, boards of subsidiary and/or affiliated companies, committees and forums of the Institute by whatever name described, and members of the Institute's staff shall be liable for the acts or defaults of any other member of these entities or for joining in the execution of any document or the doing of any act for the sake of conformity, or for any loss happening to the Institute unless the same shall be due to their own wilful default.

### The seal


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



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