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 an humble Petition has been presented unto Us by the company incorporated in the year of our Lord One thousand nine hundred and seventy two under the Companies Acts and known as the "Institution of Civil Engineering Surveyors" (hereinafter referred to as the "Company") praying for the grant of a Charter of Incorporation:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW THEREFORE KNOW YE that We by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion have willed and ordained and by these Presents for Us, Our Heirs and Successors will do and ordain as follows.

1. The persons who are now the members of the Company and all such persons as shall hereafter pursuant to this Our Charter and the Bye-laws become members of the Body Corporate hereby constituted and their successors shall for ever hereafter be by virtue of these Presents one Body Corporate and Politic by the name of the "Chartered Institution of Civil Engineering Surveyors" (hereinafter referred to as the "Institution") 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, 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.

2. The object, powers and the duties of the Institution by which it shall be governed are set forth in Articles 4 to 19 below and in the Bye-laws and in any Regulation made pursuant to Article 14. The Bye-laws and Regulations are subject to and shall be read in conjunction with this Our Charter.

3. Any necessary definition of a word or an expression which is used in this Our Charter or in the Bye-laws shall be set out in Bye-law 1.

4. The object for which the Institution is established (hereinafter referred to as the "Object") is to advance the science and art of civil engineering surveying in all aspects of the specialisations of geospatial engineering and commercial management within civil engineering for the benefit of the public, in particular but not exclusively by upholding and advancing the standards of education, competence, practice and conduct of members of the Institution.

5. In furtherance of the Object but not further or otherwise the Institution shall have

the following powers:

a) to take over and acquire all the property and assets of the Company and to assume the obligations of the Company and to do all such acts and things as may be incidental thereto;
b) to organise or support the organisation of conferences, lectures, courses of instruction and other educational events and provide facilities to hold and promote them;
c) to promote or assist in promoting research into and discussion and communication obtaining to geospatial engineering and commercial management and to publish the useful results of such research;
d) to make grants to universities or other educational establishments and to establish scholarships, exhibitions, grants and awards, and give prizes;
e) to produce, publish and/or distribute and assist in the production, publication and/or distribution of books, pamphlets, reports, leaflets, journals, films, videos, tapes, and other instructional matter;
f) to provide library facilities for the use of members and others;

g) to provide a means of testing the qualifications of candidates for admission for membership of the Institution by examination in the theory and practice of geospatial engineering and commercial management subjects and to issue diplomas, certificates and other awards to successful candidates;
h) to implement schemes for enquiring into the professional or business conduct of members;
i) to establish and support regional or local branches in such parts of the world as the Council may determine having as their object the furtherance of the Object and to close such branches;
j) to procure that, subject to the laws of the country concerned, the Institution be registered or recognised in any part of the world;
k) to purchase, take on lease or in exchange, borrow, hire or otherwise acquire any real and personal estate which may be necessary for any of the purposes of the Institution and to construct, maintain and alter such estate necessary or convenient for the work of the Institution;
l) subject to such consents as may be required by law to sell, lease, mortgage, exchange, dispose of or otherwise deal with and turn to account all or any part of the property of the Institution with a view to the promotion of the Object;
m) subject to such consents as may be required by law to borrow or raise money for the purposes of the Institution on such terms and on such security as may be thought fit;
n) to raise funds and to invite and receive contributions from any person or persons whatever by way of subscription, donation or otherwise, PROVIDED THAT the Institution shall not undertake any permanent trading activities in raising funds for the Object;
o) to carry on trade insofar as either the trade is exercised in the course of the actual carrying out the Object or the trade is temporary and ancillary to the carrying out of the Object as aforesaid;
p) to engage or employ such persons (whether as employees consultants advisers or however) as may be requisite to the promotion of the Object and on such reasonable terms and at such reasonable remuneration as the Council of the Institution may think fit;
q) to make all reasonable and necessary provision for the payment of remuneration and other benefits to employees and pensions to or on behalf of employees and their dependents;

r) to establish and support or aid in the establishment and support and to act as trustee of other charitable funds, associations or institutions and to subscribe, lend or guarantee money for charitable purposes in any way connected with the purposes of the Institution or calculated to further the Object;

s) to monitor the performance of members of the Institution and, if necessary, to discipline, suspend and/or expel any member through an independent and impartial system of disciplinary procedures;

t) to provide for the appointment of non-members of the Institution to assist in or advise on the achievement of the Object;

u) to accept any gift of property, whether subject to a special trust or not;

v) to provide indemnity insurance for every member of the Council and any officer or auditor of the Institution against liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institution, and against all costs, charges, losses, expenses or liability incurred by them in the execution and discharge of their duties or in relation thereto;

w) to carry out any of the functions hereinbefore described by appointing an investment manager for the Institution who shall have power at their discretion to buy or sell investments which are consistent with the terms of this Our Charter and which are in accordance with the investment policy of the Institution;

x) to undertake and execute any charitable trusts which may lawfully be undertaken by the Institution and may be necessary to the attainment of the Object;

y) to invest the moneys of the Institution not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit;

z) to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or company as may be necessary;

aa) to draw, accept, endorse, issue or execute promissory notes, bills of exchange and other instruments whether or not transferable for the purpose of or in connection with the Object and to open and operate bank accounts in the name of the Institution;

bb) to establish, promote or assist charitable companies with objects similar to the Object for the acquisition of the property or liabilities of the Institution or to carry on any

authorised activity of the Institution or for any other charitable purpose calculated to benefit the Institution in the furtherance of the Object;

cc) to amalgamate, merge or join in with any charity having charitable objects wholly or in part similar to the Object for the purposes of better effectuating its charitable purposes;

dd) to purchase, acquire or undertake all or any of the property, liabilities and engagements (as the case may be) of charitable associations, societies or bodies with which the Institution may co-operate or federate;

ee) to pay out of the funds of the Institution the reasonable costs of forming and registering the Institution; and

ff) to do all such other lawful things as shall further the attainment of the Object.

PROVIDED THAT:

i. if the Institution shall take or hold any property which may be subject to any trusts, the Institution shall only deal with or invest the same in the manner allowed by law, having regard to such trusts;

ii. the Object shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and

iii. if the Institution shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Institution shall not sell, mortgage, charge or lease the same without any authority, approval or consent as may be required by law, and as regards any such property the Council of the Institution shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Council would have been if no incorporation had been effected, and the incorporation of the Institution shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commission over such Council but as regards any such property they shall be subject jointly and separately to such control or authority as if the Institution were not incorporated.

6 The income and property of the Institution from whatever source derived shall be applied solely towards the promotion of the Object as set forth in this Our Charter as amended or added to in the manner hereinafter provided , and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, by way of profit to the members of the Institution (and no member of its Council shall be appointed to any office of the Institution paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institution unless the prior written consent of the Charity Commission has been obtained).

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Institution:

(a) of reasonable and proper remuneration to any member, officer or servant of the Institution (not being a member of its Council) for any services rendered to the Institution;

(b) of interest on money lent by any member of the Institution (or of its Council) at a reasonable and proper rate;

(c) of any reasonable and proper rent for premises demised or let by any member of the Institution (or of its Council); and

(d) to any member of its Council of reasonable and proper out-of-pocket expenses.

7 In this Our Charter, unless the context otherwise requires, "members" means the

members of the Institution to include Fellows, Members, Associates, Graduates, Technical Members, Students and Affiliates and "Corporate Members" means Fellows and Members. The Bye-laws shall specify the grades of membership of the Institution and shall regulate, or provide for the regulation of, all matters relating to the admission, rights and privileges, and discipline of members.

8 The first members of the Institution shall be:

(a) those subscribers to the Bye-laws who shall be Corporate Members; and

(b) every person who at the Incorporation by Royal Charter of the Institution of Civil Engineering Surveyors was a member of the said Institution.

9 There shall be a President, a Senior Vice President, a Vice President, an Immediate Past President and such other officers of the Institution as the Bye-laws may from time to time prescribe or authorise and they shall have such powers and duties and such periods of office and shall be appointed in such manner as may be prescribed by or in accordance with the Bye-laws.

10.1 There shall be a Council of Management of the Institution (in this Our Charter referred to as the "Council") in which shall be vested the government and control of the Institution and its affairs, subject to the provisions of this Our Charter and the Bye-laws of the Institution.

10.2 The first members of the Council shall be the persons whose names are set forth as such in the First Schedule to this Our Charter and they shall continue in office for such period or respective periods as shall be prescribed by or in accordance with the Bye-laws.

10.3 The successors to the first members of the Council shall be such persons with such qualifications and appointed in such manner and shall hold office for such period and on such terms generally as shall be prescribed by or in accordance with the Bye-laws.

10.4 The business of the Council shall be conducted in such manner as shall be prescribed by or in accordance with the Bye-laws.

10.5 If the Council is of the opinion that any of its functions, duties and/or responsibilities could be more effectively carried out by delegating to an individual or other committee of the Institution, it may delegate that function, duty and/or responsibility accordingly, PROVIDED THAT:

(a) any such delegation is in accordance with the provisions of the Bye-laws; and (b) nothing in this Article shall be taken to permit members of the Council to abrogate all its functions, duties and/or responsibilities or any of its trusts.

11 The Bye-laws may, subject to the provisions of this Our Charter, govern such matters as the Institution may deem fit with respect to or for the government of the Institution and the promotion of the Object.

12 The Bye-laws set out in the Second Schedule hereto shall be the first Bye-laws of the Institution.

13 The Corporate Members of the Institution, in accordance with Article 17 below by a Special Resolution in that behalf, may revoke, amend or add to the Bye-laws for the time being in force; but no such revocation, amendment or addition shall have effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

14 The Bye-laws may direct that any matter which pursuant to this Our Charter may be prescribed or regulated in the Bye-laws may be further prescribed or regulated by Regulations PROVIDED THAT any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or the Bye-laws. Regulations shall be made, and may be amended or repealed, by a resolution of the Council.

15 The Corporate Members may at any time revoke, amend or add to any of the provisions of this Our Charter by a Special Resolution, in accordance with Article 17, in that behalf and such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as revoked, amended or added to in the manner aforesaid. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.

16 The Corporate Members may at any time by a Special Resolution, in accordance with Article 17, determine to surrender this Our 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 wind up or otherwise deal with the affairs of the Institution in such manner as shall be determined by such Special Resolution or in default of such direction as the Council shall think expedient having due regard to the liabilities of the Institution for the time being, and if, on the winding up or the dissolution of the Institution, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members or any of them but shall, subject to any special trusts affecting the same, be given and transferred to some other body having objects similar to the Object whose constitution restricts the distribution of property to the same or greater extent as this Our Charter, to be determined by the Council at or before the time of dissolution.

17 For the purposes of this Our Charter a “Special Resolution” means a resolution passed at a General Meeting of the Corporate Members convened and held in accordance with the Bye-laws and Regulations and passed by not less than two- thirds of the Corporate Members present (personally or, if provided for in Regulations, by proxy) and eligible to vote at the Meeting, PROVIDED THAT no Special Resolution shall take effect without the consent of the Privy Council and, when applicable, the Charity Commission.

18 This Our Charter and any associated Bye-laws, or other Regulations or rules which the members of the Council may make from time to time, shall be governed by the laws of England and Wales.

19 In any case of conflict, the provisions of this Our Charter shall prevail over those of the Bye-laws and Regulations, and the provisions of the Bye-laws shall prevail over those of the Regulations.

20. Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the Institution and the promotion of the Object.

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

WITNESS Ourself at Westminster the day of

in the year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

THE SECOND SCHEDULE

BYE-LAWS OF THE CHARTERED INSTITUTION OF CIVIL ENGINEERING SURVEYORS

Definitions

1.1 In these Bye-laws except where the context otherwise requires:

a) **"Appointed Member"** is a member of the Council within the meaning of Bye-law 45;
b) **"Auditor"** means the accountant appointed to audit the Institution's annual accounts;
c) **"Bye-laws"** means Bye-laws made by the Institution under the Charter;

d) **"Charter"** means the Charter to which these Bye-laws are scheduled, as revoked, amended or added to from time to time, and any Supplemental Charter of the Institution for the time being in force;

e) **"Chief Executive"** means the chief executive officer of the Institution by whatever title known;

f) **"Company"** means the company limited by guarantee incorporated on 16th February 1972 and named the "Institution of Civil Engineering Surveyors";

g) **"Corporate Member"** is a member who has attained either Fellow or Member grade of membership of the Institution;

h) **"Council"** means the Council of Management of the Institution;

i) **"Elected Member"** is a member of the Council within the meaning of Bye-law 45;

j) **"Electronic Communication"** means the same as in the Electronic Communications Act 2000, or any amendment thereof;

k) **"executed"** includes any mode of execution; (l)"Fellow" is a member who has attained the Fellow grade of membership of the Institution;

l) **"Honorary Fellow"** has the meaning accorded to it by Bye-law 13;

m) **"Immediate Past President"** means the Immediate Past President of the Institution;

n) **"Institution"** means the Chartered Institution of Civil Engineering Surveyors constituted by the Charter;

o) **"in writing"** and **"written"** includes all modes of representing or reproducing words in a visible form;

p) **"Laws of the Institution"** means the Charter, these Bye-laws, the Regulations and any, and all, codes and other forms of regulatory provision made by the Institution;

q) **"Member"** is a member who has attained the Member grade of membership of the Institution;

r) **"member"** means a member of the Institution of any grade;

s) **"month"** means calendar month;

t) **"non-Corporate Member"** is a member who has attained either the Associate, Graduate, Technical, Affiliate or Student grade of membership of the Institution or such other grade as Council may by Regulation from time to time specify;

u) **"notice"** includes any paper or document of any kind which a member may be entitled to have served upon them;

v) **"office"** means the main office of the Institution;

w) **"President"** means the President of the Institution;

x) **“Regulation”** means any regulation made by the Council under the Charter or Bye laws;

y) **“Seal”** means the Common Seal of the Institution;

z) **“Secretary”** means the Secretary of the Institution or any other person appointed to perform the duties of the Secretary of the Institution; and

aa) **“Senior Vice President”** means the President elect of the Institution.

1.2Words importing a particular gender include all genders. Words in the singular include the plural and words in the plural include the singular..

1.3 Words importing persons shall include corporations and “corporation” shall include unincorporated associations.

2. Any words and terms which may be defined by the Charter shall, unless the context otherwise requires, have a corresponding meaning in these Bye-laws and the Regulations.

3. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, Electronic Communication, facsimile and other methods of representing or reproducing words in a visible form.

4. If any question or dispute arises as to the meaning or interpretation of the provisions of the Charter or the Bye-laws, or any Regulation made thereunder, it shall be submitted to the Council for a ruling thereon.

5. These Bye-laws are subject to and shall be read in conjunction with the Charter.

Members

6. The following shall be members of the Institution:

(a) those persons who are members of the Company at the date these Bye-laws first come into force and effect; and

(b) those persons who are admitted as members under the Charter and Bye-laws, and membership shall be personal and shall not be transferable by act of the member or by operation of the law.

7. There shall be the following grades of membership:

(a) Corporate Members; and

(b) non-Corporate Members.

The Council shall be entitled to specify by Regulation from time to time other grades of members as non-Corporate Members.

8. Subject to the Bye-laws, the Council may by Regulation determine from time to time the terms and conditions of admission to, retention of, transfer within, exclusion from, and re-admittance to, membership of the Institution and such terms and conditions shall be binding as well upon those who were members of the Company as those who may be admitted after the incorporation of the Institution under the Charter.

Fees and Subscriptions

9. The Council may by Regulation prescribe the application fee, the annual subscription or any other sum related to admission to, or retention of, membership of the Institution. Any such fee, subscription or other sum prescribed by the Council shall reflect the charitable status of the Institution and shall not be prohibitive. The annual subscription shall become payable on the first day of March of each year.

10 Every member, other than an Honorary Fellow and a Student, shall pay the annual subscription and shall not be entitled to any benefit or privilege of membership when this subscription is in arrears. The Council may direct that the subscription of any individual member be reduced or waived in exceptional circumstances and may by Regulation provide for reductions in the subscription for groups or sections of members on any lawful grounds, and shall specify and publicise the conditions on which such concessions shall operate.

Admission to Membership

11. All applications for membership to the Institution shall be made to the Council as prescribed by the Regulations accompanied by such other information as the Council from time to time determine. The Council shall have full discretion, subject only to the Laws of the Institution for the time being in force, to accept or decline to accept an application, and no applicant shall be admitted as a member (except as an Honorary Fellow, as an Affiliate or as a Student) unless they have satisfied the Council as to their professional proficiency.

12. The Council alone shall have power to determine conclusively an application for admission to any grade of membership or an application for transfer from one grade of membership to another and in particular whether or not the conditions required for admission to membership or transfer from one grade of membership to another have been fulfilled.

13. The Council may admit as Honorary Fellows of the Institution persons recommended by the Council for this distinction. Honorary Fellows shall be subject to the jurisdiction of the Council which may impose such terms and conditions (other than those requiring the

payment of an annual or other subscription) upon Honorary Fellows as it may think fit and may terminate the Honorary Fellowship of any person at any time.

Privileges of Membership

14. Those members of the Institution who so qualify shall be entitled to use the post-nominal letters:

Fellow (including Honorary Fellow)	FCInstCES
Member	MCInstCES
Associate	ACInstCES
Graduate	GCInstCES
Technical Member	TCInstCES

15. Each Fellow, Member, Associate, Graduate, Technical Member or Affiliate of the Institution who has paid the relevant application fee, annual subscription and any other sum prescribed by the Council pursuant to Bye-law 9 due from them, shall be entitled to receive a certificate of membership, which shall remain the property of the Institution. The holder, when for any reason during their lifetime ceases to be a member, or upon demand, shall return the certificate to the Institution.

16. Each member of the Institution who has paid the application fee and the annual subscription and any other sum prescribed by the Council pursuant to Bye-law 9 due from them will receive access to facilities and resources as determined by the Council.

17. The Council may by Regulation confer on members additional privileges, including the right to use designations other than any which include the word “chartered”. subject to other provisions within the bye-laws

Termination of Membership

18. A person shall cease to be a member of the Institution in any of the following cases:

(a) if the application on the basis of which membership was granted contained or referred to information which was false or misleading;

(b) if the member resigns by giving written notice to the Chief Executive;

(c) if the member fails to pay any subscription or other sum due from them to the Institution within such period as may be specified by the Council and has been given one month's written notice that continuing non-payment means they shall cease to be a member;

(d) if the member becomes bankrupt or insolvent or suspends payment to or enters into composition or arrangement with their creditors generally;

(e) if the member is expelled as a result of disciplinary proceedings or by a resolution of Council.

PROVIDED THAT the Council may in any case other than (b) and (e) above in its discretion resolve that the membership of any member shall continue either unconditionally or subject to such conditions as the Council may prescribe.

19. A member of the Institution who ceases to be a member shall remain liable to pay any outstanding subscription or other sum due to the Institution. The Institution shall be entitled to continue with and conclude any investigation into the conduct of a member who has resigned.

20. Any person ceasing to be a member of the Institution, whether by reason of death or otherwise, shall not have any claim upon or interest in the funds of the Institution, whether through their representative or otherwise, but this Bye-law shall be without prejudice to the rights of the Institution to claim from any such person or their estate any arrears of subscription or other sums due from them to the Institution at the time of their being a member.

Association

21. The Council may by Regulation prescribe for the association of other persons or corporations with the Institution in such manner as the Council may from time to time determine and with such privileges and rights and upon such conditions as the Council shall think fit. No person becoming so associated as aforesaid shall by virtue of this Bye- law or the Regulations made under it be a member of the Institution, but this shall not preclude such person from applying for membership.

Discipline

22. Each member shall be bound by the Laws of the institution and may be subject to disciplinary proceedings of the Institution if they are in breach of those Laws or if they are found guilty by a competent tribunal or court of an offence considered relevant to membership of the Institution. Regulations shall provide for the investigation and determination of complaints against members and the sanctions to which members may be liable.

General Meetings of the Institution

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

24. The Council may call General Meetings when it deems necessary and the Chief Executive shall, on the requisition of Corporate Members representing not less than one-tenth of the total voting rights of all members having at the date of the deposit of the requisition a right to vote at General Meetings, proceed to convene a General Meeting for a date not later than eight weeks from the date of the receipt of the requisition by them. If the Chief Executive fails to convene a General Meeting within the specified time, the majority of those requisitioning such meeting may themselves convene the meeting.

25. An Annual General Meeting of the Institution shall be held once in every calendar year at such time and place as may be determined by the Council and not more than fifteen months shall elapse between the date of one Annual General Meeting and the date of the next

PROVIDED THAT the first Annual General Meeting of the Institution shall be held not later than eighteen months from the date these Bye-laws first come into force.

26. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice. All other Extraordinary General Meetings shall be called by at least fourteen days' notice but in the case of an Annual General Meeting may be called at shorter notice if it is so agreed by all the Corporate Members entitled to attend and vote thereat.

27. The notice convening a General Meeting shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice by, any member, or a defect in the conduct at (or voting at) a meeting, shall not invalidate the meeting or the business transacted thereat. No member, save with the consent of the chair of the meeting, may bring any matter before a General Meeting unless they have given not less than twenty-one days' notice in writing to the Chief Executive of their intention to raise the matter.

28. All business transacted at an Extraordinary General Meeting shall be deemed special business, as shall that transacted at an Annual General Meeting except:

(a) the receipt of the accounts and balance sheet, and of reports of the Council and the Auditor;

(b) the appointment of the Auditor and either determination of the Auditor's remuneration or authorisation of the Council to determine the same; and

(c) the declaration of the results of elections to the Council.

29. Subject to the Charter and Bye-laws the Council may by Regulation make provision in respect of:

(a) the summoning or requisitioning, and giving notice of, General Meetings and attendance thereat;

(b) the submission by Corporate Members of proposed resolutions at General Meetings; and

(c) the conduct of business including chair, , voting, proxies, demanding of polls, and the adjournment and reconvening of General Meetings.

Votes of Members

30. Every Corporate Member shall have one vote. A member who is not a Corporate Member shall not be entitled to vote.

31. No Corporate Member may vote on any matter in which they are personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person at the meeting, such permission to be given or withheld without discussion.

32. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer or in the form prescribed in the Regulations.

Ballots

33. The Council may at its discretion submit any vote on the election of a member of the Council and any resolution to a ballot which may be postal, electronic or other form of confidential voting or a combination of any of these forms of ballot.

34. Any notice of a ballot shall state the purpose of the ballot, the closing date, the necessary criteria for determining the outcome of the ballot and the date of the notification of the outcome of the ballot.

President and Vice Presidents

35. Each of the Immediate Past President, the

President, the Senior Vice President and the Vice President shall hold office as such from the conclusion of one Annual General Meeting until the conclusion of the next succeeding Annual General Meeting, whereupon the retiring Immediate Past President shall cease to be a member of the Council, the retiring President shall become the Immediate Past President, the retiring Senior Vice President shall become the President and the retiring Vice President shall become the Senior Vice President.

36. The Council shall nominate a Corporate Member as the Vice President, and, subject to their acceptance of such nomination, they shall become the Vice President at the conclusion of the next Annual General Meeting.

37. The Council may provide by Regulation for a casual vacancy occurring in the office of the President, the Senior Vice President and the Vice President to be filled.

The Council

Members of the Council

38. The first members of the Council, whose names are listed in the First Schedule to the Charter, shall be regarded as having taken up office in accordance with these Bye-laws and may serve out their pre- existing periods of office as though those periods of office had commenced while these Bye-laws were in force, but the retirement date of any of the first members of the Council may be adjusted if necessary by simple majority resolution of the Council.

39. The powers, functions and duties of the Council shall include the following:

(a) to oversee the day-to-day management of the Institution in accordance with its policies;

(b) to ensure that the Institution functions efficiently in accordance with the said policies; and

(c) to make, alter and revoke all necessary Regulations, rules, protocols and procedures for the day-to-day management and effective functioning of the Institution and to implement and enforce them.

40. The Council shall consist of the following:

(a) the President, the Senior Vice President, the Vice President and the Immediate Past President;

(b) not less than three and not more than fourteen Elected Members and Appointed Members; and

(c) any person co-opted in accordance with Bye- law 41.

PROVIDED THAT the number of members of the Council shall not exceed eighteen in total.

41. The Council shall have power to appoint by co-

option members of the Council in accordance with the Regulations. Such members shall retire at the Annual General Meeting following their co- option.

42. The President or, in their absence, the Immediate Past President or, in the absence of both, the Senior Vice President or, in the absence of all three, the Vice President will chair meetings of the Council and will undertake other functions as may from time to time be determined by the Council.

43. The chair of any meeting of the Council shall have a casting vote only. All other members of the Council present at a meeting shall have full voting rights.

44. The Council may, from time to time, invite other persons including non-members to attend and speak at meetings of the Council. Such persons shall have no voting rights.

Election, Appointment and Retirement of Members of the Council

45. The Elected Members of the Council are those who have been elected as such by ballot of the Corporate Members of the Institution. The Appointed Members of the Council are those who have been appointed as such by the Council when the number of candidates standing for election is less than the number of vacancies and shall not exceed the number of such vacancies. They shall hold office in accordance with the Regulations. No person who is not a Corporate Member shall be eligible to be a member of the Council.

46. At the conclusion of every Annual General Meeting one third of the Elected Members and the Appointed Members shall retire by rotation PROVIDED THAT, where more than one third of the Elected Members and the Appointed Members are to retire by rotation, then those who have been longest in office since their election or appointment or re-appointment (as the case may be) shall retire but as between persons who have been elected or became or were last appointed or re-appointed on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

47. An Elected Member or an Appointed Member retiring by rotation in accordance with Bye-law 46 may stand for immediate re-election. If re-elected or re-appointed (as the case may be) their period of office shall take effect from the conclusion of the Annual General Meeting at which they would have ceased to be an Elected or Appointed Member.

48. The Immediate Past President may stand for election to the Council on completion of their period of office. If elected or appointed (as the case may be) their period of office shall take effect from the conclusion of the Annual General Meeting when they cease to be the Immediate Past President.

49. Not less than one month and not more than three months before the date appointed for holding an Annual General Meeting ballot papers together with information about each candidate for election to the Council as the Council shall consider reasonable shall be sent to all Corporate Members. The result of any ballot and the names of any Appointed Members will be announced at the Annual General Meeting.

50. Any Elected Member or Appointed Member of the Council who fails to attend three consecutive meetings of Council without good reason shall cease to be a member of the Council for the remainder of their term of office unless the remaining members of the Council shall otherwise agree.

Disqualification and Removal of Member of the Council

51. A member of the Council shall cease to hold office as such:

(a) (in the case of an Elected Member or Appointed Member) at the conclusion of the Annual General Meeting following their acceptance of the nomination for election as the Vice President;

(b) if they become bankrupt, makes a declaration of insolvency or suspends payment to, or makes any arrangement or composition with, their creditors;

(c) if they are removed from office by a resolution of the members in a General Meeting, after they have s had the opportunity to make representations to the members;

(d) if they fail without good reason to attend three consecutive meetings of the Council, subject to the remaining members of the Council waiving this requirement in accordance with Bye-law 50;

(e) if they are removed under Bye-law 52;

(f) if they cease to be a member of the Institution; (g) if they become prohibited from being a director of a company or trustee;

(h) if they resign by notice in writing to the Chief Executive;

(i) upon ceasing to be the Immediate Past President.

52. The Council may, by a vote of not less than three- quarters of the members of the Council present and voting, at any time resolve to remove a member of the Council if they are considered to have acted contrary to the interests of the Institution or is unable properly to carry out the duties of a member of the Council. The member whose removal is resolved upon under this Bye-law may have a right of appeal if so provided in the Regulations.

Powers of the Council

53. Subject to the Laws of the Institution and without prejudice to the generality of Bye-law 39 the business of the Institution shall be managed by the Council who may exercise all the powers of the Institution including but not limited to the following:

(a) to appoint and remove the Chief Executive of the Institution;

(b) to appoint and remove the Secretary of the Institution;

(c) to establish, or assist in establishing, or dissolve local and regional divisions, professional networks or other organisations of the Institution, whether autonomous or not, and to make Regulations relating to the constitution and administration of such organisations;

(d) to exercise the powers of the Institution and to accept and execute on behalf of the Institution all and any documents, including contracts, deeds, undertakings and agreements, arising from the transfer of all or any part of the property, assets, liabilities and engagements of the Institution, and to delegate the power of execution of documents under this Bye-law to a member or members of the Council; and

(e) to govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of the Institution and for that purpose to appoint bankers and any other officers or agents whom it may deem expedient to appoint.

54. The Council shall have power to establish committees and to delegate its powers and functions (other than the power to make Regulations or its non-delegable powers as trustees) to regulate, and to dissolve, such committees with such functions as the Council may think fit. The members of such committees may include persons who are not members of the Council or of the Institution. The members of every committee established by the Council shall have power to establish and dissolve sub- committees subject to such directions as the Council may from time to time impose. The exercise by any committee of any power or function delegated to it by the Council shall be reported to the Council as soon as practicable.

55. The Council may delegate financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any member of the Council PROVIDED THAT no committee shall incur expenditure on behalf of the Institution except that which has been approved by the Council.

56. The composition of any committee established by the Council shall be entirely at the discretion of the Council.

57. The Council may by Regulation regulate the meetings of any committee or sub-committee PROVIDED THAT such Regulation is consistent with the Charter and Bye-laws.

Proceedings of Council Meetings

58 Subject always to the Charter and the Bye-laws, the members of the Council may regulate their meetings as they see fit.

59. The Council shall normally hold quarterly meetings but it may hold other meetings including meetings by Electronic Communication.

60. A meeting of the Council may be convened at any time by the President or shall be convened if two or more members of the Council submit a written request to the Chief Executive for such a meeting. In either event, the members of the Council shall receive notice in accordance with the Regulations.

61. The quorum for the transaction of business of the Council shall be six of the members of the Council.

62. All acts done at a meeting of the Council, or of any committee of the Council or any sub-committee or by any person acting as a member of the Council shall, notwithstanding it

be afterwards discovered that there was some defect in the election or appointment or re-appointment (as the case may be) of any member of the Council or any committee or sub-committee or that they were disqualified, be as valid as if each such person had been duly elected or appointed or re-appointed (as the case may be).

63. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council or any sub-committee who were duly entitled to receive notice of a meeting of the Council or of such committee or sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee or sub-committee duly convened and constituted.

64. Minutes shall be made in writing and kept of all proceedings at meetings of the Institution and of the Council, and of committees or sub-committees of the Council, including the names of attendees present at each such meeting, and any such minutes, if purported to be signed by the chair of the meeting at which the proceedings were held, or by the chair of the next succeeding meeting, shall be conclusive evidence of the proceedings.

Chief Executive

65. There shall be a Chief Executive who shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council shall consider fit. The Chief Executive may be removed by the Council.

66. The Council shall be entitled to delegate powers to the Chief Executive including, but not limited to, the day-to-day management of the Institution in accordance with its policies and the appointment, management and discipline of the Institution staff.

67. The Chief Executive shall be entitled to attend and speak at meetings of the Council but shall have no voting rights.

Secretary

68. There shall be a Secretary who shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council shall consider fit. The Secretary may be removed by the Council.

69. The Secretary shall be entitled to attend and speak at meetings of the Council but shall have no voting rights.

The Seal

70. The Seal shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a member of the Council and by either the Secretary or the Chief Executive or a second member of the Council.

Accounts and Audit

71. The Council shall cause proper and sufficient books of account to be kept in such manner as to give a true and fair view of the state of the Institution's affairs and to explain its transactions, with respect to:

(a) the assets and liabilities of the Institution;

(b) sums of money received and expended by the Institution and the matters to which such receipts and expenditure relate; and

(c) all sales and purchases of goods and services by the Institution.

72. The books of account shall be kept at the office or in such place as the Council shall determine and shall be open to inspection by the members of the Council. The members in General Meeting may specify reasonable conditions as to the time within business hours and manner in which the accounts shall be open to inspection by members of the Institution.

73. A copy of every balance sheet, income and expenditure account and the Auditor's report and of the annual report of the Council shall be made available to every member not less than twenty-one days before the General Meeting at which they are to be considered. The balance sheet, accounts and reports referred to in this Bye- law may be published in printed or electronic form.

Transitional Provisions

74. The first Annual General Meeting of the Institution shall be convened at such date before the expiry of eighteen months from the date of the Charter, in such manner and shall be conducted in such manner as shall be determined by the Council subject always to the Charter and Bye-laws.

75. The business of the first Annual General Meeting of the Institution shall include the appointment of the first Auditor of the Institution.

76. The Articles of Association of the Company and any Bye-laws or Regulations made in accordance with the provisions thereof shall, so far as they shall be consistent with the Charter and these Bye-laws be deemed to be Regulations of the Institution until such time as they shall have been revoked or replaced by Bye-laws or Regulations made under the Charter. Such Articles, Bye-laws or Regulations as could only have been made pursuant to the provisions of the Charter as Bye- laws may be revoked, added to or amended only by special resolution. All other provisions contained in such Articles, Bye-laws or Regulations shall be capable of being altered, added to, amended or repealed as though they were Regulations.

77. All persons holding paid appointments in the Company at the date of the Charter shall hold corresponding appointments in the Institution, on the same terms and conditions as to tenure and otherwise but shall not be entitled to receive remuneration both from the Company and from the Institution in respect of the same period of service.

78. The Council shall have the power to resolve all questions of doubt which may relate to any transitional matter following the grant of the Charter and the establishment of these Bye-laws and such determination shall be final and binding upon every person who may be affected thereby.