



Royal Charter and Bye-laws

(approved 10 October 2007)

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Royal Charter and Bye-laws

INTRODUCTION

In the year 1834 a Society was formed called the Builders' Society for the purpose of promoting friendly intercourse, the interchange of useful information and increased uniformity and respectability in the conduct of business.

In 1884 the members of the Society formed an incorporated body, which was registered as The Institute of Builders with a licence under Section 23 of the Companies Act 1867.

In 1965 the name of the Institute was changed to The Institute of Building.

The Institute was granted a Royal Charter of incorporation on 25 September 1980 as The Chartered Institute of Building.

Amendments to Bye-Laws 24 and 25 were approved by the Institute in General Meeting on 21 October 1981 and by the Privy Council on 25 November 1981.

Amendments to Bye-Laws 3, 11, 16, 22, 24 and 25 were approved by the Institute in General Meeting on 13 October 1982 and by the Privy Council on 15 December 1982.

Amendments to Bye-Laws 71 to 86 and the re-numbering of Bye-Law 87 onwards as 81 onwards were approved by the Institute in General Meeting on 30 March 1988 and by the Privy Council on 28 June 1988.

Amendments to Bye-Laws 21 and 22 were approved by the Institute in General Meeting on 29 June 1988 and by the Privy Council on 29 November 1988.

An amendment to Bye-Law 25 was approved by the Institute in General Meeting on 28 March 1990 and by the Privy Council on 23 July 1990.

An amendment to Bye-Law 22 was approved by the Institute in General Meeting on 23 October 1990 and by the Privy Council on 15 July 1992.

An amendment to Article 12 of the Royal Charter was approved by the Institute in General Meeting on 23 October 1990 and by the Queen's Most Excellent Majesty in Council on 15 July 1992.

Amendments to Bye-Laws 6 & 7 were approved by the Institute in General Meeting on 26 June 1991 and by the Privy Council on 30 January 1992.

An amendment to Bye-Law 31 was approved by the Institute in General Meeting on 28 October 1992 and by the Privy Council on 29 January 1993.

An amendment to Bye-Law 5 was approved by the Institute in General Meeting on 30 June 1993 and by the Privy Council on 22 December 1993.

An amendment to Bye-Law 24 was approved by the Institute in General Meeting on 24 June 1992 and by the Privy Council on 12 September 1997.

Amendments to the Royal Charter and Bye-Laws to replace 'National Council' with 'Council' and new Bye-Laws 71 to 78 replacing the previous Bye-Laws 71 to 78 were approved by the Institute in General Meeting on 22 October 1997 and by the Privy Council on 11 February 1998.

Amendments to Bye-Laws 3, 6 to 12, 16, 21 and 22 were approved by the Institute in General Meeting on 27 January 1999 and by the Privy Council on 14 September 1999.

An amendment to Article 17 of the Royal Charter and amendments to Bye-Laws 5, 26 and 94 were approved by the Institute in General Meeting on 30 June 1999 and by the Privy Council on 14 December 1999.

Amendments to Bye-Laws 5(b) and 16 were approved by the Institute in General Meeting on 30 October 2002 and by Privy Council on 26 February 2003.

Amendments to the Royal Charter provisions 2, 3 and 12 were approved by the Institute in General Meeting on 25 October 2004 and by Privy Council on 11 April 2005.

Amendments to the Bye-Laws 3, 10, 15, 16, 17, 19, 21, 22, 29, 30 to 41 (inclusive), 43, 87 and the insertion of a new Bye-Law 43A were approved by the Institute in General Meeting on 25 October 2004 and by Privy Council on 11 April 2005.

Amendments to the Royal Charter provisions 2, 3, 4, 5, 6, 8, 9, 10, 14, 17 and 18 were approved by the Institute at General Meeting on 27 June 2007 and by Privy Council on 10 October 2007.

Revised Bye-Laws were approved by the Institute at General Meeting on 27 June 2007 and by Privy Council on 10 October 2007.

At the Court at Buckingham Palace

**THE 28th DAY OF JULY 1980
PRESENT,
THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL**

WHEREAS there was this day read at the Board a Report of a Committee of the Lords of Her Majesty's Most Honourable Privy Council dated the 10th day of July 1980 in the words following, viz.:-

"YOUR MAJESTY having been pleased, by Your Order of the 6th day of February 1979, to refer unto this Committee the humble Petition of the Institute of Building, praying for the grant of Incorporation under the name of "The Chartered Institute of Building":

"THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's said Order of Reference, have taken the said Petition into consideration and do this day agree humbly to report, as their opinion, to Your Majesty, that a Charter may be granted by Your Majesty in terms of the Draft hereunto annexed."

HER MAJESTY, having taken into consideration the said Report and the Draft Charter accompanying it, was pleased, by and with the advice of Her Privy Council, to approve thereof and to order, as it is hereby ordered, that the Right Honourable William Whitelaw, one of Her Majesty's Principal Secretaries of State, do cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Charter in conformity with the said Draft which is hereunto annexed.

N.E. Leigh

CHARTER

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

To all to whom these Presents shall come, Greeting!

WHEREAS The Institute of Building (hereinafter called "the existing Institute") formed as The Builders Society in the year of our Lord One thousand eight hundred and thirty-four, incorporated as The Institute of Builders under the Companies Acts in the year One thousand eight hundred and eighty-four and renamed the Institute of Building in the year One thousand nine hundred and sixty-five has by an humble Petition prayed that We would be graciously pleased to grant to it a Charter of Incorporation:

NOW KNOW YE that We having taken the said Petition into Our Royal Consideration have by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion granted and declared and do hereby for Us, Our Heirs and Successors grant and declare as follows:-

1. The persons who are now members of the existing Institute and all such persons as may hereafter become members of the Body Corporate hereby constituted shall forever hereafter be one Body Corporate and Politic by the name of "The Chartered Institute of Building" 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 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. In this Our Charter unless the context otherwise requires:
 - (a) "the Institute" shall mean the Chartered Institute of Building as hereby incorporated;
 - (b) "the Bye-Laws" shall mean the Bye-Laws set out in the Second Schedule to this Our Charter as amended from time to time as hereinafter provided; and
 - (c) "the Board" shall mean the Board of Trustees of the Institute as from time to time constituted in accordance with the Bye-Laws.
3. The objects of the Institute shall be:-
 - (a) the promotion for the public benefit of the science and practice of building and construction;
 - (b) the advancement of public education in the said science and practice including all necessary research and the publication of the results of all such research.
4. In furtherance of its objects (but not further or otherwise) the Institute shall have the following powers:-
 - (a) to establish and maintain appropriate standards of competence and conduct of those engaged or about to engage in the science and practice of building and construction;
 - (b) to promote, conduct and support research into the science and practice of building and construction and to publish the results of such research;
 - (c) to promote, establish and support standards and codes of practice for processes, practices and materials in the field of building and construction;
 - (d) to hold conferences, meetings, seminars and discussions and to promote the reading of learned papers;
 - (e) to publish, produce and distribute or to assist in the publication, production and distribution of books, literature, pamphlets, films, periodicals and journals;
 - (f) to establish and maintain a library and associated information services;
 - (g) to lay down standards of education, training and experience appropriate for practitioners in building and construction and to hold examinations and tests of knowledge and experience and to award certificates and diplomas to those who pass such examinations and tests and to exercise such powers either alone or jointly with any Department of Our Government or with any other educational or professional body. Provided that no certificate or other like award issued by or on the authority of the Institute shall contain any statement expressing or implying that it is granted by or on the authority of any Department of Our Government or other authority unless in fact it is so granted;
 - (h) to institute and establish training courses, scholarships, grants, awards and prizes;
 - (i) to confer, consult, maintain contact and co-operate with any authorities,

associations, societies, institutions or bodies or persons established or to be established in Our United Kingdom of Great Britain and Northern Ireland or elsewhere and to promote the science and practice of building and construction internationally;

- (j) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any interest therein whatsoever and to hold the same in perpetuity or otherwise and to construct, maintain or alter any building or erections;
- (k) subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute;
- (l) to administer the affairs and property of the Institute in all respects without any restrictions whatsoever and in the same manner as an individual may manage his own affairs and property and in particular:-
 - (i) to take over and acquire all the property and assets of the existing Institute and to assume the obligations of the existing Institute and to do all such acts and things as may be incidental thereto;
 - (ii) to employ such persons not being members of the Board on such terms as to their tenure of office, period of service, duties, remuneration and otherwise as the Board may from time to time determine;
 - (iii) to grant pensions and retirement benefits to or for employees or former employees of the Institute and to the widows, widowers, children and other dependants of deceased employees who are in necessitous circumstances; and to pay or subscribe to funds or schemes for provision of pensions and retirement benefits for employees and former employees of the Institute, their widows, widowers, children and other dependants;
 - (iv) to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise; provided that the Board shall not undertake any permanent trading activities in raising funds for the said object.
 - (v) subject to such consents as may be required by law, to borrow or raise money or give guarantees and to secure any moneys so borrowed or raised by debentures, mortgages or charges on all or any part of the property and assets of the Institute;
- (m) to undertake and execute any charitable trusts which may lawfully be undertaken by the Institute;
- (n) to establish and support, or aid in the establishment and support of any charitable association or institution having objects similar to those of the Institute and to subscribe or guarantee money for purposes calculated to further its objects;
- (o) to invest the monies of the Institute not immediately required for its own purposes upon such investments, securities or property as may be thought fit anywhere in the world, whether or not producing income;
- (p) to delegate the management of investments to an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial

Services Act 1986 ("financial expert") on terms that:

- (i) the investment policy is set down in writing for the financial expert by the Board;
 - (ii) every transaction is reported promptly to the Board;
 - (iii) the performance of the investments is reviewed regularly with the Board;
 - (iv) the Board is entitled to cancel the delegation arrangement at any time;
 - (v) the investment policy and the delegation arrangement are reviewed at least once each calendar year;
 - (vi) all payments to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board;
 - (vii) the financial expert must not do anything outside the powers of the Institute;
- (q) to arrange for investments or other property of the Institute to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Board or of a financial expert acting under its instructions and to pay any reasonable fee required;
- (r) to insure any member of the Board against the costs of a successful defence to a criminal prosecution brought against him as a charity trustee of the Institute or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- (s) to do such other acts and things (including the promotion of a Bill or Bills in Parliament) as shall further the attainment of the objects of the Institute or any of them;

Provided that:

- (i) if the Institute shall take or hold any property which may be subject to any trusts, the Institute shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts;
 - (ii) the objects of the Institute shall not extend to the negotiation of relations between workers and employees or organisations of workers and organisations of employers;
5. The income and property of the Institute, from whatever source shall be applied solely towards the promotion of the objects of the Institute as set forth in this Our Charter 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 Institute and, save as hereinafter provided, no member of the Board shall be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institute.

Provided that nothing herein shall prevent any payment in good faith by the Institute of:

- (i) a premium in respect of any indemnity insurance to cover the liability of the Board which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Institute: Provided further that any such insurance shall not extend to any claim arising from liability resulting from conduct which the Board knew, or must be assumed to have known, was not in the best interests of the Institute, or where the Board did not care whether such conduct was in the best interests of the Institute or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Board;
 - (ii) reasonable and proper remuneration to any member, officer or servant of the Institute (not being a member of the Board) for any services rendered to the Institute;
 - (iii) interest at a rate not exceeding one percent above Bank of England base rate from time to time on any money borrowed from any member of the Institute;
 - (iv) fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board may be a member holding no more than 1/100th part of the capital of the company; and
 - (v) reasonable travelling, hotel and other out-of-pocket expenses properly incurred by the Board in connection with the discharge of their duties.
6. Subject to the provisions of this Our Charter and of the Bye-Laws the business of the Institute shall be managed by the Board which shall consist of such number of members with such qualifications and to be elected or constituted as such members of the Board in such manner and to hold office for such period and on such terms as to re-election and otherwise as the Bye-Laws shall prescribe.
7. The Institute shall have such Officers with such functions, tenure and terms of office as the Bye-Laws shall prescribe.
8. The current Officers and members of the Board shall be the persons named in the First Schedule to this Our Charter.
9. The business of the Board shall, subject to the provisions of this Our Charter and of the Bye-Laws be conducted in such manner as the Board shall from time to time determine.
10. The Institute shall have a Chief Executive with such functions, tenure and term of office as the Bye-Laws shall prescribe and as the Board may from time to time appoint. The current Chief Executive shall be the person named in the First Schedule to this Our Charter.
11. There shall be such classes of corporate and non-corporate members of the Institute as the Bye-Laws shall prescribe. The qualifications, method and terms of admission, rights, privileges and obligations of each of the classes of membership shall be as the Bye-Laws shall direct.
12. A corporate member may, so long as he shall remain a corporate member and is not subject to any order of suspension from membership made in accordance

with the Bye-laws and regulations made thereunder describe himself and be known as a Chartered Builder and use such supplementary description in connection with any building and construction practice carried on by him either alone or jointly with another or other corporate members as the Bye-Laws prescribe and in such manner and upon such conditions as the Bye-Laws prescribe. Members may be designated as belonging to the Institute by such abbreviations as the Bye-Laws shall prescribe. No other abbreviation to indicate a class of membership may be used.

13. Every person shall before becoming a member of the Institute sign an undertaking to observe and be bound by this Our Charter and by the Bye-Laws.
14. The Bye-Laws set out in the Schedule hereto shall be the Bye-Laws of the Institute and shall remain in force until revoked, amended or added to in manner hereinafter provided.
15. 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.
16. The Bye-Laws or any of them may from time to time be revoked, amended or added to by resolution of the corporate members of the Institute at an Extraordinary General Meeting provided that such revocation, amendment or addition is approved by not less than three-fourths of the corporate members present and voting on such resolution. Provided that no such revocation, amendment or addition as aforesaid and no new Bye-Laws shall come into operation until the same have been 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.
17. The Board may by a resolution in that behalf passed at any meeting by not less than two-thirds of the members of the Board present and voting (being a majority of the whole number of the members of the Board) and confirmed at an Extraordinary General Meeting of the Institute held not less than one month nor more than six months afterwards by a resolution passed by not less than two-thirds of the corporate members of the Institute present in person and voting thereat, revoke, amend or add to the provisions of this Our Charter 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 to operate as though it has been originally granted and made accordingly. This provision shall apply to this Our Charter as revoked, amended or added to in manner aforesaid provided that no revocation, amendment or addition shall be made which shall cause the Institute to cease to be a charity in law.
18. The Board may with the sanction of two consecutive Extraordinary General Meetings of the Institute called for the purpose surrender this Our Charter and any Supplemental Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and wind up or otherwise deal with the affairs of the Institute in such manner as shall be directed by such General Meetings or in default of such direction as the Board of the Institute shall think expedient having due regard to the liabilities of the Institute for the time being. And if on the winding up or dissolution of the Institute there shall

remain after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Institute or any of them but shall (subject to any special trusts affecting the same) be given and transferred to some charitable association or associations having objects similar to the objects of the Institute and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Institute by Article 5 hereof, such association or associations to be determined by the corporate members of the Institute at or before the time of dissolution.

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 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 Institute and the promotion of the objects of this Our Charter.

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

WITNESS Ourselves at Westminster the twenty-fifth day of September in the twenty-ninth year of Our Reign.

By warrant under the Queen's sign manual.

BOURNE

THE FIRST SCHEDULE

President:	Roger Flanagan FCIOB
Senior Vice-President:	Martin Chambers FCIOB
Vice-President:	Keith Pickavance FCIOB
Vice-President:	
Chief Executive:	Chris Blythe

THE SECOND SCHEDULE

BYE-LAWS Preliminary

MEANING OF TERMS

1. In these Bye-Laws the words standing in the first column of the following table shall, unless the context otherwise requires, bear the meaning set opposite to them respectively in the second column of that table:-

WORDS	MEANING
The Charter	The Charter to which these Bye-Laws are annexed as amended or added to from time to time and all Supplemental Charters for the time being in force.
The Institute	The Chartered Institute of Building constituted by the Charter.
The Board	The Board of Trustees of the Institute as from time to time constituted in accordance with these Bye-Laws.
Month	Calendar month.
In writing	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.

2. Words importing the masculine shall include the feminine and words in the singular shall include the plural and words in the plural shall include the singular. Any words or terms which may be defined by the Charter shall, unless the context otherwise requires, have a corresponding meaning in these Bye-Laws. References to any enactment, order, regulation or other similar instrument shall be construed as a reference to the enactment, order, regulation or instrument as amended or re-enacted from time to time.

MEMBERS OF THE INSTITUTE

3. **Categories of member**

There shall be two categories of member:

- (a) corporate member;
- (b) non-corporate member.

4. **Classes of corporate member**

There shall be two classes of corporate member:

- (a) Fellow;
- (b) Member.

5. **Classes of non-corporate member**

There shall be three classes of non-corporate member

- (a) Honorary Fellow;
- (b) Incorporated member;
- (c) Associate member.

In addition, if and for so long as the Board exercises its power under Bye-Law 11, Student member shall be the fourth class of non-corporate member.

6. **Conditions of membership**

Membership of the Institute in each class other than Honorary Fellowship shall be conditional upon the payment of the appropriate subscription and compliance with the requirements for continuing professional development in accordance with regulations which the Board considers from time to time to be appropriate.

7. **Honorary Fellows**

In exceptional circumstances the Board may elect as an Honorary Fellow a distinguished or eminent person who has rendered or may be in a position to render outstanding service to the Institute or to the building and construction profession.

8. **Fellows**

The Board may elect as a Fellow a Member with experience of operating at a strategic decision making level in organisations who can demonstrate adherence to the Institute's professional standards and requirements for continuing professional development, in accordance with such regulations relating to qualifications and experience as the Board considers from time to time to be appropriate,

9. **Members**

The Board may elect as a Member a person who can demonstrate adherence to the Institute's professional standards and requirements for continuing professional development, in accordance with such regulations relating to qualifications, examinations and experience as the Board considers from time to time to be appropriate.

10. **Incorporated members and Associate members**

There shall be eligible for election as an Incorporated member or an Associate member a person who, in both cases, has satisfied the relevant professional standards of the Institute and who, in each case, complies with such regulations relating to examinations and qualifications as the Board considers from time to time to be appropriate for an Incorporated member or an Associate member as the case may be.

11. **Student members**

The Board shall have power to make such regulations relating to examinations and qualifications as the Board considers from time to time to be appropriate to admit a person as a Student member.

12. **Chartered Building Company or Chartered Building Consultancy**

A company, such proportion or number of whose partners as may be prescribed by the Board in regulations are Fellows or Members, may use in conjunction with, but not as part of, its name, the description "Chartered Building Company" or "Chartered Building Consultancy" so long as the right to use such description complies with such conditions and restrictions as may be prescribed by the Board in regulations and has not been suspended or removed pursuant to the Disciplinary or Competency Regulations, and provided that a partner who is subject to any order of suspension under the Disciplinary or Competency Regulations shall not during the period of such suspension be counted as a Fellow or Member for the purposes of determining whether the company is entitled to use such description.

ADMISSION TO MEMBERSHIP

13. The Board shall, subject to these Bye-Laws, elect to membership applicants of good character who meet the educational and professional requirements of the Institute as laid down from time to time. The Board may by such regulations as it thinks fit, impose conditions as to eligibility for membership relating to such matters as the Board thinks appropriate.
14. An individual who wishes to become a member of the Institute or to transfer from one category or class of membership to another shall deliver to the Institute a written application in such form as the Board shall from time to time require.
15. An application for membership or for transfer from one category or class of membership to another shall be determined by the Board which may in its absolute discretion:
- (a) admit an applicant to membership;
 - (b) transfer an applicant to a different category or class of membership;
 - (c) require an applicant to submit additional information before making any decision;
 - (d) decline to accept an applicant as a member;
 - (e) decline to transfer an applicant from one category or class of membership to another.

RIGHTS AND PRIVILEGES OF MEMBERS

16. Membership not transferable

Membership of the Institute shall be personal to the member and shall not be transferable.

17. Affixes

The following designatory letters may be used:

- (a) FCIOB for a Fellow;
- (b) MCIOB for a Member;
- (c) HonFCIOB for an Honorary Fellow;
- (d) ICIOB for an Incorporated member;
- (e) ACIOB for an Associate member.

18. Descriptions

Members who meet the Institute's requirements in respect of professional standards, experience and continuing professional development, in accordance with such regulations as the Board considers from time to time to be appropriate, and who are not subject to any order of suspension under the Disciplinary or Competency Regulations, may describe themselves as follows:

- (a) Fellow of the Chartered Institute of Building for a Fellow;
- (b) Member of the Chartered Institute of Building for a Member;
- (c) Chartered Builder for a Fellow or a Member;
- (d) Incorporated Builder for an Incorporated member;
- (e) Associate member of the Chartered Institute of Building for an Associate member;
- (f) Student member of the Chartered Institute of Building for a Student member (if any);
- (g) Chartered Building Company for a Chartered Building Company;
- (h) Chartered Building Consultancy for a Chartered Building Consultancy.

19. Certificates

The Board may by regulations provide for the form of certificate to be issued to members.

FEES AND SUBSCRIPTIONS

20. Rules

The Board may in its discretion levy admission, readmission, reinstatement and transfer fees and annual subscriptions on members at such rates as it shall from time to time determine and may levy different rates on different categories or classes of member PROVIDED that:

- (a) no fee shall be increased by more than 100% of the amount in force a year previously;
- (b) if in any year the Board wishes to increase annual subscriptions by more than 15% on those applicable in the previous year, the increase shall be ratified by a simple majority vote at a General Meeting; and
- (c) no more than three successive increases in the annual subscription of 15% or less shall be fixed by the Board without ratification of any further increase, irrespective of size, by a simple majority vote at a General Meeting.

21. Power to reduce, suspend or waive fees

The Board may in its discretion reduce, suspend or waive the amount of any fee or subscription payable by any member and may permit payment by instalments.

22. Subscriptions due

Unless and until the Board otherwise determines, annual subscriptions shall be payable on 1 January in each year.

CESSATION OF MEMBERSHIP

23. Regulations

The Board shall prescribe in the Membership Regulations the process to be followed by the Institute prior to the termination or resignation of any membership pursuant to Bye-Laws 24 to 29.

24. Death

Upon the Board being satisfied of the death of any member his name shall be removed from the register of members.

25. Resignation

A member whose subscription is not in arrears and who has no other outstanding debts to the Institute may at any time resign his membership by giving one month's notice in writing accompanied by the certificate of his membership and membership

card if any provided. The member shall not be entitled to resign his membership while disciplinary proceedings against the member under the Disciplinary Regulations, or any investigation which may lead to disciplinary proceedings being brought against the member under those Regulations, are outstanding. A member may resign his membership under this Bye-Law 25 notwithstanding that his subscription is in arrears or that he has other outstanding debts to the Institute if the Board in its absolute discretion gives permission.

26. Termination

If the annual subscription of a member is in arrears and unpaid after the same has become payable he shall be given notice thereof in writing and if such subscription shall still be unpaid one month after such notice shall have been given then the member concerned shall forthwith cease to be a member unless the Board consider there to be extenuating circumstances, but without prejudice to his obligation to pay such subscription and any other sums which may have been due from him at the date his membership ceased.

27. Expulsion

A member of the Institute shall cease to be a member if he is expelled from membership under the Disciplinary Regulations.

28. Effects of cessation of membership

Any member who ceases to be a member shall remain liable to pay his subscription and any other sums, which may have been due from him at the date his membership ceased.

29. Any member who ceases to be a member shall remain liable to be subject to disciplinary proceedings under Bye-Laws 30 to 34 in respect of any acts or omissions committed during the period of his membership and references to "members" in Bye-Laws 30 to 34 shall be interpreted accordingly.

PROFESSIONAL CONDUCT AND DISCIPLINE

30. Furtherance of Objects and Observance of Rules

A member shall be bound to further to the best of his ability the objects, interests and influence of the Institute and shall observe the Rules of Professional Competence and Conduct and all other rules and regulations of the Institute for the time being in force.

31. Code(s) Governing Professional Conduct and Discipline

The Board shall prescribe by Regulations:

- (a) a code or codes governing the professional conduct of members and establishing the standards of conduct expected of members by the Institute, to be referred to together as the Institute's Rules of Professional Competence and Conduct; and
- (b) a code governing the procedure for enforcing the Institute's standards of conduct by the investigation and determination of allegations regarding a member's conduct, to be referred to as the Disciplinary Regulations. These Regulations shall provide for the taking and consideration of evidence in relation to members' conduct, for the imposition of penalties for misconduct and for appeal against any findings and penalties, and shall otherwise be in accordance with Bye-Laws 30 to 33. The Regulations shall apply to all such investigations and determinations, provided that where any allegations of misconduct relate to a member based, or to actions or omissions occurring outside the United Kingdom, the Investigations Panel shall determine what additional arrangements, if any, should be made for hearing the case overseas (including the co-opting of additional members to Committees) and/or for obtaining evidence from overseas, provided that in making such determinations the Investigations Panel shall have full regard to the need to ensure that proceedings under the Regulations accord with over-riding principles of fairness. The Investigations Panel may ask the Investigations Secretariat to make enquiries and provide information relevant to such determinations.

32. **Conduct covered by the Disciplinary Regulations**

A member or a company which is entitled under Bye-Law 12 to use the designation of Chartered Building Company or Chartered Building Consultancy ("a CBC") shall be subject to the provisions of the Disciplinary Regulations from time to time established by the Board pursuant to Bye-Law 30 whenever a complaint or allegation is made to the Institute that a member or a CBC has been guilty of misconduct, or whenever it otherwise appears to the Board that a member or a CBC may have been guilty of misconduct. "Misconduct" in these Bye-Laws shall include:

- (a) In relation to any member other than a CBC:
 - (i) any breach of the Institute's Rules of Professional Competence and conduct;
 - (ii) any breach of any other regulations, codes, standards or determinations relating to membership, professional competence or behaviour which are from time to time made, prescribed or adopted by the Institute;
 - (iii) any other failure to meet the standards of professional competence reasonably expected of a member in all the relevant circumstances;
 - (iv) any other failure to comply with the standards of behaviour expected of a member and/or which falls short of the standards of propriety expected of a member of the Institute, including behaviour which has been or is likely to be prejudicial to the status, reputation or welfare of the professions relating to the development and management of the construction process within the built environment, the building profession and/or the Institute;
 - (v) any relevant criminal conviction, being a conviction other than a conviction for an criminal offence which, owing to its trivial nature or the circumstances in which it was committed, does not in the reasonable

opinion of the Institute render a person unfit to be a member of the Institute, and being either a conviction secured in the United Kingdom or a conviction secured outside the United Kingdom for conduct which would also have constituted an offence under the law of England and Wales, Scotland or Northern Ireland.

- (b) In relation to a CBC, any failure by the company to comply with the Institute's code of Professional Conduct and Rules for the CBC Scheme and any other failure to take reasonable steps to ensure that work performed by or in the name of the company and the behaviour of those carrying out such work complies with the standards of professional competence and behaviour which can reasonably be expected of a member of the Institute, including but not limited to any failure to provide appropriate training, any failure to exercise appropriate supervision and any failure to take appropriate action in response to problems experienced with a person's work or behaviour.

33. **Structure of the disciplinary scheme**

The Disciplinary Regulations made under Bye-Law 31(b) shall establish the following structure to receive, investigate, formulate and determine allegations that a member has been guilty of misconduct, whether founded on a complaint by a person or any other information which becomes known to the Institute, and to impose on members as appropriate the penalties for misconduct of entry on record, reprimand, undertaking, suspension of membership, expulsion, or costs order:

- (a) The Investigations Secretariat shall consider all complaints and information received by the Institute, carry out such preliminary and other inquiries and investigations as it shall think fit or as required by the Investigations Panel, and if and to the extent it then sees fit, shall then refer the matter to the Investigations Panel;
- (b) The Investigations Panel shall consider information received from the Investigations Secretariat, may require that further investigations are carried out by the Secretariat, and subject to all information received from the Secretariat shall determine whether there is a prima facie case that misconduct has been committed. Where a prima facie case is established the Investigations Panel shall refer the matter to the Professional Conduct Committee. The Investigations Panel shall also make determinations of the type referred to in Bye-Law 31(b) where relevant.
- (c) The Professional Conduct Committee shall in relation to each case referred to it by the Investigations Panel, having regard to all information before it and the seriousness of the matter either:
 - (i) make a finding of misconduct and impose as a penalty either a reprimand or an entry on record (as the Committee considers appropriate), provided that such a finding shall be made and such a penalty shall be imposed only with the consent of the member and where consent is not so given the matter shall proceed to hearing and determination in accordance with Bye-Law 32(c)(ii); or
 - (ii) hold a hearing and consider evidence from the Investigations Panel and the member in accordance with the Disciplinary Regulations, and shall

determine in each case whether the member has been guilty of misconduct and the nature and extent of any penalty or sanction to be imposed in respect of such misconduct.

A member shall have a right of appeal to the Appeal Committee against the finding of misconduct and/or the imposition of a penalty or sanction by the Professional Conduct Committee. In addition the Professional Conduct Committee shall have the function, delegated by the Board, of determining whether any member who has been expelled from the Institute should be re-admitted to membership. The Professional Conduct Committee shall also operate as the Competency Panel under Bye-Laws 34 and 35 to consider cases referred to it by the Investigation Secretariat and determine whether the member falls within Bye-Law 34 and, if so, whether his membership should be suspended or subject to conditions.

- (d) The Appeal Committee shall hear appeals against the Professional Conduct Committee's determinations as to misconduct and/or the nature and extent of any penalty or sanction imposed by the Professional Conduct Committee, on grounds to be specified in the Disciplinary Regulations adopted by the Board from time to time. The Appeal Committee may, as deems it appropriate, confirm, rescind or vary a penalty or sanction imposed on a member by the Professional Conduct Committee. The Appeal Committee shall also operate as the Competency Appeal Panel under Bye-Laws 34 and 35 to consider appeals from the Competency Panel of the Professional Conduct Committee and determine whether the member falls within Bye-Law 34 and, if so, whether his membership should be suspended or subject to conditions.

34. Information to Membership

The Board may at their discretion take such steps to inform members of the Institute of their decisions upon disciplinary matters as they may deem fit.

COMPETENCY

35. Application of competency provisions

Where

- (a) a member becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) a member is or may be suffering from a mental disorder and either has been or is admitted to hospital in pursuance of an application for treatment under the Mental Health Act 1983 or in respect of whom an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonus or other person to exercise powers with respect to his property or affairs

that member or CBC may be subject to suspension of his membership or imposition of such conditions on continued membership as may be thought fit, pursuant to a decision of the Competency Panel made in accordance with Competency Regulations which shall from time to time be made by the Board or, on appeal

pursuant to any decision of an Appeal body established pursuant to the Regulations.

36. The Competency Regulations shall (inter alia) provide for the following structure:
- (a) On receipt of information suggesting that Bye-Law 34(a) and/or Bye-Law 34(b) may apply to a member or a CBC the Investigations Secretariat shall carry out all practicable investigations and obtain evidence regarding the application of the relevant paragraph(s), and where it sees fit shall refer the matter to the Competency Panel;
 - (b) The Competency Panel shall be a Panel comprised of members of the Professional Conduct Committee which shall consider each competency case referred to it by the Investigations Secretariat, make a ruling as to whether the member falls within paragraphs a and b and, where appropriate, make a ruling as to the imposition of conditions on membership or the suspension of the member. The member shall have the right of appeal to the Competency Appeal Panel against any ruling of the Competency Panel;
 - (c) The Competency Appeal Panel shall be a Panel comprising members of the Appeal Committee which shall hear appeals from certain decisions of the Competency Panel and where it considers it to be appropriate, shall confirm, rescind or vary a ruling of the Competency Panel;

provided that where any member who falls or appears to fall within Bye-Law 34(a) and/or (b) is based outside the United Kingdom, the Competency Panel shall determine what additional arrangements, if any, should be made for obtaining evidence from overseas and/or for hearing any appeal overseas (including the co-opting of additional members to Committees), provided that in making such determinations the Competency Panel shall have full regard to the need to ensure that proceedings under the Regulations accord with over-riding principles of fairness. The Competency Panel may ask the Investigations Secretariat to make enquiries and provide information relevant to such determinations.

GENERAL MEETINGS

37. **Annual General Meetings**

An Annual General Meeting of the Institute shall be held once in every calendar year at such time and place as may be determined by the Board provided that not more than fifteen months shall elapse between any two Annual General Meetings.

38. **Extraordinary General Meetings**

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

39. **Convening of Extraordinary General Meetings**

The Board may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on the requisition of not less than one hundred corporate members. The notice calling the Extraordinary General Meeting shall state the nature of the business to be considered and no matters not included in the notice shall be considered at such a meeting.

40. **Requisition of Meetings**

Every requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the headquarters of the Institute and may consist of several documents in like form each signed by at least two requisitionists. If the Board do not, within forty-two days from the date of deposit of the requisition, proceed duly to convene a meeting, the requisitionists, or a majority of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition. A meeting convened by requisitionists shall be convened and conducted in the same manner, as nearly as possible, as that in which meetings are convened and conducted by the Board of the Institute. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to convene a meeting shall if so determined by the meeting be repaid to the requisitionists by the Institute.

41. **Notice of Meeting**

At least twenty-one clear days notice in writing of every General Meeting specifying the place, day and hour of the meeting and in the case of special business the general nature of that business shall be given to all corporate members entitled to receive it.

42. **Omission or Non-Receipt of Notice**

The accidental omission to give notice of a meeting to or the non-receipt of such notice by any member entitled to receive it shall not invalidate any resolution passed or any proceedings at any meeting.

43. **Attendance of Non-Corporate Members**

The Board may, if they think fit, from time to time permit non-corporate members to receive notice of, to attend and, with the permission of the Chairman of the meeting, to speak but not to vote at any General Meeting.

44. **Subject for Discussion**

Any member of any category or class wishing to bring before an Annual General Meeting any subject relating to building or construction for discussion without vote shall give notice of such desire not later than twenty eight days before the last meeting of the Board preceding the Annual General Meeting. No such subject shall come before the meeting unless such notice has been given or unless the Board shall decide to dispense with this requirement in any particular case. The Board shall have power to decide whether the subject referred to in any such notice is appropriate for discussion at an Annual General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

45. **Special and Ordinary Business**

All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, the reports of the Board and of the Auditors, the appointment and fixing of the remuneration of the Auditors and the declaration of the results of the election of members of the Board.

46. **Quorum**

No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided a quorum shall be thirty corporate members personally present.

47. **If no Quorum**

If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Chairman shall appoint and if at the adjourned meeting a quorum is not present half an hour from the time appointed for the meeting, the members present shall be a quorum.

48. **How Resolution Decided**

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands and every corporate member personally present shall be entitled to one vote unless, before the vote is taken or upon declaration of the result, the Chairman demands a poll or one is demanded by at least thirty corporate members personally present. Unless a poll is so demanded a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

49. **Poll**

If a poll be demanded in manner aforesaid, it shall be taken in such a manner, which may be by postal or electronic ballot (or partly one and partly the other), as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

50. **When no Poll Permitted**

No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

51. **Chairman's Casting Vote**

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

52. **Other Business when Poll Demanded**

The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

53. **Proxies**

All votes must be given personally and proxies shall not be allowed.

54. **When Retirement of Board Members Effective**

At every General Meeting at which a member of the Board retires from office, his retirement shall take effect at the termination of the meeting.

NOTICES

55. A notice and any other document may be served by the Institute upon any member:

- (a) by delivering it by hand to the member at his registered address;
- (b) by sending it by post in a prepaid envelope or wrapper to the member at his registered address;
- (c) by fax to a fax number notified by the member in writing;
- (d) by electronic mail to an address notified by the member in writing;
- (e) by a website, the address of which shall be notified to the member in writing;
or
- (f) by advertisement in at least two national newspapers.

56. For the purposes of Bye-Laws 55(a) and (b), each member shall from time to time notify in writing to the Institute an address at which notices may be served upon him, which shall be deemed to be his registered address. If a member shall fail so to notify the Institute, he shall not be entitled to receive notice and no General Meeting shall be invalidated by reason of his not having received such notice as aforesaid.

57. The signature to any notice to be given by the Institute may be written or printed.

58. Any notice or other document shall be deemed to have been duly served in accordance with Bye-Law 59.

59. If a notice or other document:

- (a) is delivered by hand, it shall be treated as having been delivered at the time it was handed to or left for the member;
- (b) is sent by post, it shall be treated as having been delivered 24 hours after it was posted, if first class post was used or 72 hours after it was posted, if first class post was not used, provided it can be proved conclusively that the envelope or wrapper containing the notice or document was properly addressed and put into the postal system with postage paid;
- (c) is sent by fax, it shall be treated as having been delivered at the time it is sent;
- (d) is sent by electronic mail, it shall be treated as having been delivered at the time it is sent;
- (e) is sent by website, it shall be treated as having been delivered when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website; and
- (f) is given by advertisement, it shall be treated as having been delivered at midday on the day when the last advertisement appears in the newspaper.

OFFICERS OF THE INSTITUTE

60. Officers

There shall be the following Officers of the Institute, all of whom except the Chief Executive shall be Fellows:-

The President
The Senior Vice President
Two Vice Presidents
The Chief Executive.

THE BOARD

61. Unless otherwise determined by a General Meeting, membership of the Board shall be constituted as follows:

- (a) eight persons of good standing with the Institute to be elected by and from amongst the corporate Members of the Institute pursuant to Bye-Laws 62, 63 and 64;
- (b) four persons of good standing with the Institute who shall form the Presidential chain, to be appointed by the Board from amongst the Fellows pursuant to Bye-Laws 62, 63 and 65;
- (c) four persons of good standing with the Institute to be appointed by the

Board from amongst the corporate Members pursuant to Bye-Laws 62, 63 and 66.

62. In making elections or appointments to the Board, regard shall be had to the desirability of promoting diversity among the Board from time to time in terms of age, gender, ethnicity and disability.
63. Notwithstanding the requirements of Bye-Law 62, no election or appointment to the Board may be challenged on grounds of imbalance.
64. The procedures for electing members of the Board pursuant to Bye-Law 61(a) shall be as follows:
 - (a) The Board shall invite expressions of interest from the corporate Membership, identifying the minimum competencies required.
 - (b) There shall be sent to each interested candidate an application pack including a job specification and application form and seeking such evidence of competence as the Board may from time to time require.
 - (c) The Board shall, in its sole discretion but having regard to the provisions of Bye-Law 62, compile a shortlist of three candidates per vacancy from amongst those who have submitted application forms. If the number of applicants per vacancy does not exceed three, all applicants who have provided satisfactory evidence of competence shall be shortlisted.
 - (d) If there are not more candidates than vacancies, the candidates shall be deemed elected without a vote.
 - (e) If there are more candidates than vacancies, the Board shall cause an election by the corporate Membership of the Institute to take place by whatever means (including the use of a postal or electronic ballot or partly one and partly the other) as the Board shall consider from time to time to be appropriate and candidates with the highest number of votes shall be elected.
 - (f) In the event of a tie in the number of votes between two or more candidates, there shall be a further vote between those candidates.
65. The procedures for appointing the President, the Senior Vice-President and the two Vice-Presidents of the Institute shall be as follows.
 - (a) The Board shall appoint as President the Senior Vice-President.
 - (b) The Board shall appoint as Senior Vice-President the Vice-President who has been longest in office.
 - (c) The procedures set out in paragraphs (a) and (b) of Bye-Law 64 shall apply, mutatis mutandis, to the appointment of each new Vice-President save that expressions of interest shall be invited only from Fellows of the Institute. The Board shall appoint the new Vice-President from amongst those Fellows who have submitted application forms.
66. The procedures for appointing members of the Board pursuant to Bye-Law 61(c)

shall be the same, mutatis mutandis, as those set out in paragraphs (a) and (b) of Bye-Law 64. The Board shall appoint the four remaining members of the Board from amongst those corporate Members who have submitted application forms.

67. The Board shall have the power from time to time to co-opt up to two corporate Members to the Board. A co-opted member of the Board shall normally be appointed for a specific purpose and for a specific period of time, but may be removed by the Board at any time.
68. Save as provided in Bye-Law 64, the conduct of the election of members of the Board shall be the responsibility of the Institute Secretary and shall be as prescribed by the Board.
69. Subject to Bye-Laws 68, 76 and 78 members of the Board shall hold office as follows:
 - (a) as President – for one year;
 - (b) as Senior Vice-President – for one year;
 - (c) as Vice-President – for two years;
 - (d) as elected member pursuant to Bye-Law 61(a) – for three years;
 - (e) as appointed member pursuant to Bye-Law 61(c) – for three years.

A person may offer himself for re-election or re-appointment to the Board upon his term of office terminating by effluxion of time provided that he may not stand for election or appointment to the Board for more than two terms.

70. **Transitional arrangements**

In Bye-Laws 71 to 79, the following words shall have the following meanings:

- (a) “AGM” shall mean the Institute’s Annual General Meeting;
 - (b) “Council” shall mean the Council of the Institute immediately before the Effective Date;
 - (c) “Effective Date” shall mean the date on which the Charter and these Bye-Laws, as amended, come into effect;
 - (d) “Nominations Committee” shall mean the committee of the Board described in Bye-Law 74;
 - (e) “Operational Date” shall mean the date on which the Board has been fully constituted in accordance with Bye-Laws 73, 75 and 77.
71. Until the Operational Date, the Council shall discharge the duties and exercise the powers conferred on the Board under the Charter and these Bye-Laws, as amended, save to the extent described in Bye-Laws 72 to 79.
 72. From the Effective Date to the Operational Date, the Board shall exist in shadow form (“Shadow Board”).

73. The Shadow Board shall initially comprise:
- (a) the President of the Institute at the Effective Date;
 - (b) the Senior Vice-President of the Institute at the Effective Date;
 - (c) the two Vice-Presidents of the Institute at the Effective Date.
- Each shall hold office until their then current term expires.
74. The initial four members of the Shadow Board shall form the Nominations Committee together with the Immediate Past President of the Institute at the Effective Date and another member of the Council drawn from the Institute's branches and appointed by the Shadow Board.
75. The Shadow Board, acting through the Nominations Committee, shall then follow the procedures set out in Bye-Law 64 with a view to the election of eight further persons to the Shadow Board.
76. Of the eight persons elected to the Shadow Board pursuant to Bye-Law 75:
- (a) two shall serve as members of the Shadow Board and then the Board until the end of the AGM in 2009;
 - (b) three shall so serve until the end of the AGM in 2010;
 - (c) three shall so serve until the end of the AGM in 2011;
- to be determined in each case by the Nominations Committee.
77. The Shadow Board, acting through the Nominations Committee, shall then follow the procedures set out in Bye-Law 66 with a view to the appointment of four further persons to the Shadow Board.
78. Of the four persons appointed to the Shadow Board pursuant to Bye-Law 77:
- (a) one shall serve as a member of the Shadow Board and then the Board until the end of the AGM in 2009;
 - (b) one shall so serve until the end of the AGM in 2010;
 - (c) two shall so serve until the end of the AGM in 2011;
- to be determined in each case by the Nominations Committee.
79. On the Operational Date, the Council shall stand down and the Shadow Board, as constituted in accordance with Bye-Laws 73, 75 and 77, shall become the Board and shall discharge the duties and exercise the powers conferred on the Board under the Charter and these Bye-Laws; as amended.

POWERS OF THE BOARD

80. The business of the Institute shall be managed by the Board who may exercise all such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute and are not by the Charter or these Bye-Laws required to be exercised or done by the Institute in General Meeting.

81. **Particular Powers**

In furtherance and not in limitation of the general powers conferred by Bye-Law 80 the Board may from time to time:-

- (a) make, alter or repeal such rules and regulations as they may deem necessary or expedient for ensuring the carrying into effect of the objects of the Institute provided always such rules and regulations are consistent with the Charter and these Bye-Laws and that no rule or regulation shall have any validity or effect if it constitutes or involves such an alteration of or addition hereto as could only lawfully be made by the Institute in General Meeting;
- (b) set up Branches, Regions and Centres in the United Kingdom of Great Britain and Northern Ireland or overseas for such purposes and with such powers within their authority as they shall think fit;
- (c) establish a Members Forum for such purposes and with such powers within their authority as they shall think fit.

82. **Minimum Number of Members**

The members for the time being of the Board may act notwithstanding any vacancy in their body provided always that if the number of members shall at any time be reduced to less than eight it shall be lawful for them to act as the Board for the purpose of filling vacancies in their body or of convening a General Meeting but not for any other purpose.

83. **Seal**

The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board. In the case of an instrument other than a membership or examination certificate or diploma the Seal shall be affixed in the presence of a member of the Board and of the Chief Executive or such other person duly authorised by the Board. Such member of the Board and the Chief Executive or other person as aforesaid shall sign as witness every instrument to which the Seal of the Institute is so affixed in their presence.

PROCEEDINGS OF THE BOARD

84. **Chairman**

The President, or in his absence the Senior Vice-President, or in their absence a Vice-President (and if both Vice-Presidents are present the one who has been longest in office) shall take the chair at all meetings of the Board. If neither the President nor the Senior Vice-President nor either Vice President is present within ten minutes after the time appointed for the meeting the members present shall choose one of their number to be the chairman of the meeting.

85. **Conduct of Board Meetings**

The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Nine members, shall form a quorum. Subject to the provisions of the Charter and these Bye-Laws questions arising at any meeting shall be decided by a majority of votes. Every member of the Board except co-opted members shall have one vote at meetings of the Board and in the case of an equality of votes the Chairman shall have a second or casting vote.

86. **Committees of the Board**

The Board may delegate any of their functions to committees, other than those functions referred to in Bye-Law 87. There shall be such committees as the Board may from time to time determine. Such committees shall consist of such persons as the Board think fit, so long as at least one such person is a Board member. Every such committee shall, in exercise of the powers delegated, conform to any regulations that may be imposed on it by the Board.

87. **Non-delegable functions**

The Board shall not delegate any of the following functions to a committee:

- (a) the approval of the annual estimates of income and expenditure;
- (b) the approval of the annual business plan and the key objectives of the Institute;
- (c) ensuring the solvency of the Institute and the safeguarding of its assets;
- (d) ensuring the continued charitable status of the Institute.

88. **Written Resolutions**

A resolution in writing signed by all the members for the time being of the Board who are entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted. Any such resolution may consist of several documents in the like form (including facsimile transmission) and signed by one or more of the Board

for the time being entitled to receive notice of a meeting of the Board.

89. Telecommunication links

A member of the Board shall be treated as present at a meeting of the Board notwithstanding that he is not physically present if he is in communication with the meeting by telephone or other telecommunication link and, for the purpose of these Articles, meetings of the Board shall include meetings held by telephone or any other form of telecommunication link provided that:

- (a) all members of the Board have received notice of the meeting and the means of communication to be employed therefor; and
- (b) the telephone or telecommunication link is so arranged that it is possible for each member of the Board to hear and be heard by each other person participating in the meeting and the term "meeting" and "meet" shall be construed accordingly.

90. Proceedings of committees of the Board

Bye-Laws 88 and 89 shall apply, mutatis mutandis, to proceedings of committees of the Board.

91. Validity of Bona Fide Acts

All acts bona fide done by the Board or any committee of the Board, or by any person acting as a member of the Board, shall notwithstanding it be afterwards discovered that there was some defect in the election or appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a member of the Board or committee.

92. Minutes

The Board shall cause proper Minutes to be made of the proceedings of all meetings of the Institute and of the Board and of committees of the Board, and of all business transacted at such meetings. Any such Minutes of any meeting, if signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

93. Disqualification and removal of Board members

A person shall cease to be a member of the Board if:

- (a) he ceases to be a director by virtue of any provision of the Companies Act 1985 or becomes prohibited by law from being a director;
- (b) he is disqualified from being a charity trustee under the Charities Act 1993;
- (c) he becomes bankrupt or makes any arrangement or composition with creditors generally;
- (d) he becomes a compulsory patient under the mental health legislation for

the time being in force;

- (e) he resigns his office by notice in writing to the Institute;
- (f) not being a co-opted member, he ceases for any reason to be a member of the Institute in the case of Board members elected or appointed pursuant to Bye-Laws 61(a) or (c) or a Fellow of the Institute (in the case of Board member appointed pursuant to Bye-Law 61(b));
- (g) he fails without good reason to attend meetings for a period of six months;
- (h) the Board by a vote of not less than three-quarters of the members present and voting remove him because in their reasonable opinion he has acted in any way that is contrary to the interests of the Institute or he is unable to carry out properly the duties of a Board member.

94. **Chief Executive**

A Chief Executive shall be appointed by the Board for such term, at such remuneration and (subject to Bye-Laws 95 to 97) upon such conditions as they shall think fit and any Chief Executive so appointed may be removed by the Board.

95. The Board may entrust to and confer upon the Chief Executive such of the executive powers exercisable under the Charter or these Bye-Laws by the Board as they may think fit, and may confer those powers for such time, and to be exercised for such object and purposes, and upon such terms and conditions, and with such restrictions, as they may consider expedient, and they may revoke, withdraw, alter or vary all or any of those powers: PROVIDED THAT all acts of the Chief Executive shall be reported in due course to the Board.

96. The Chief Executive shall engage all persons to be employed under him and shall be responsible for them.

97. The Chief Executive shall be entitled to receive notice of and to attend and speak, but not vote, at all general meetings of the Institute, all meetings of the Board and all meetings of any committee. The Chief Executive shall, however, absent himself from all discussions concerning his performance or remuneration. The Chief Executive may be accompanied by such senior staff of the Institute as the chair of the meeting shall consider appropriate.

98. **Institute Secretary**

The Institute Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board shall think fit and any Secretary so appointed may be removed by the Board. The Institute Secretary may be one and the same person as the Chief Executive

ACCOUNTS

99. **Books of Account**

The Board shall cause proper books of account to be kept with respect to:-

- (a) the assets and liabilities of the Institute;
- (b) the sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place;
- (c) all sales and purchases of goods by the Institute.

Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the Institute's affairs and to explain its transactions.

100. **Inspection by Members of the Board**

The books of account shall be kept at the headquarters of the Institute or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board and the Auditors.

101. **Inspection by Members of the Institute**

The books of account shall be open to the inspection of members during business hours subject to such reasonable conditions and regulations as may be made from time to time by the Board.

102. **Submission to General Meeting**

At every Annual General Meeting the Board shall lay before the Institute income and expenditure accounts for the period since the last preceding account together with balance sheets made up as at the same date. Every such balance sheet shall be accompanied by a report of the Board and a report of the Auditors. A summarised copy of such accounts, balance sheets and reports shall not less than twenty-one days before the meeting be made available to all persons entitled to receive notices of General Meetings in such manner as the Board may from time to time deem appropriate.

AUDIT

103. **Audit**

Once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure accounts and balance sheets ascertained by one or more properly qualified auditor or auditors.

104. **Auditors**

Auditors shall be appointed and their duties regulated in accordance with the Companies Act 1985.

INDEMNITY AND RESPONSIBILITY

105. In the execution of the trusts hereof no member of the Board shall be liable for any loss to the property of the Institute arising by reason of any improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other member of the Board hereof although the employment of such agent was strictly not necessary or expedient or by reason of any mistake or omission made in good faith by any member of the Board or by reason of any other matter or thing other than wilful and individual fraud on the part of the member of the Board who is sought to be made liable.