Institute of Chartered Secretaries and Administrators

Proposed changes to the Charter and Byelaws

These versions of the Charter and Byelaws show all the changes proposed, using the following style:

Insertions are shown in blue type
Deletions are shown in grey type
No change is shown in black type

Changes have been made to the spelling of bye-laws to Byelaws throughout

Minor changes to format are not shown.
The Institute of
Chartered Secretaries and Administrators
Founded 1891

INTEGRATED BY ROYAL CHARTER

4th November, 1902

Patron-HER MAJESTY THE QUEEN

Charter and Bye-Laws Byelaws

September 2005 December 2013
CHARTER

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

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

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

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

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

1. The provisions of the original Charter (except in so far as they incorporate the Institute and confer upon it perpetual succession and a Common Seal) and the Supplemental Charters are hereby revoked but nothing in this revocation shall affect the legality or validity of any act, deed or thing lawfully done or executed under the provisions of the original Charter or Supplemental Charters.

2. The Institute shall henceforth be known by the name of 'The Chartered Institute of Chartered Secretaries and Administrators' and by the same name shall have perpetual succession and a Common Seal, with power to break, alter and make anew the said Seal from time to time at the will and pleasure of the Institute and by the same name shall and may sue and be sued in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

3. The Institute may acquire and hold any land, tenements or hereditaments whatsoever within Our United Kingdom of Great Britain and Northern Ireland and any other part of the Commonwealth or elsewhere and from time to time demise, alienate or otherwise dispose of the same or any part thereof.
4. The object for which the Institute is established and incorporated is the promotion and advancement of the secretaryship and leadership in the effective governance and efficient administration of commerce, industry and public affairs by the continued development of the study and practice of secretaryship, governance (including regulatory compliance and risk management) and general direction and administration of companies and other bodies, and for that purpose to do any or all of the following things:

a) to hold conferences and meetings and to provide for the reading of papers and the delivery of lectures;

b) to prepare and publish, or superintend the publication of, journals, books, pamphlets and papers, and to utilise any other means of communication;

c) to hold examinations, establish scholarships, organise lectures and grant prizes and by other means to promote and advance the study of matters relevant to the object of the Institute;

d) to promote the study of and research into law and the practice of secretaryship, governance and administration;

d) to promote the efficiency and usefulness of the service and the standard of professional conduct provided by Members of the Institute, and for the purpose to exercise professional supervision and disciplinary powers over them;

e) to establish and maintain libraries and collections of documents, papers and other effects;

f) to purchase, lease, rent, hold and dispose of any land and premises for use as halls, libraries, colleges, lecture rooms and offices, or for any other purpose of the Institute;

h) to make grants to universities or other educational establishments or for the promotion of the study of subjects relevant to the object of the Institute;

i) to establish or administer any charitable or benevolent fund, and contribute to any such fund, including in particular funds from which may be made provision for persons who are or have been members of the Institute or their dependants in necessitous circumstances;

j) to establish divisions, branches and other local organisations of Members or students in:

(i) the whole or any part of Our United Kingdom and;

(ii) any part of the Commonwealth or elsewhere,

and to delegate to any such divisions, branches and other local organisations such of its powers or duties as the Institute may think fit; subject to such restrictions or conditions (if any) as may be specified in the Byelaws or, subject to the Byelaws, as the Institute may think fit.
5. The Institute shall not carry on any trade or business or engage in any transactions with a view to the pecuniary gain or profit of the Members thereof. No Member shall have any personal claim on any property of the Institute or make any profit out of his Membership except in the case of and as a salaried officer of the Institute.

6. Subject to Article 7, the management of the Institute shall be vested in a Council (hereinafter referred to as "the Council") constituted as prescribed in the Bye-laws for the time being of the Institute (hereinafter in this Our Charter referred to as the "Bye-laws") and all powers of the Institute shall be vested in and exercisable by the Council except so far as the same are by this Our Charter or by the Bye-laws expressly required to be exercised by the Institute in General Meeting.

7. Without prejudice to Article 4(j), Bye-laws may provide for the Council to delegate to any committee of the Council such of its powers or duties as the Council may think fit (including, in particular, the management, application and transfer of the Institute’s assets) subject to such restrictions or conditions (if any) as may be specified in the Bye-laws or, subject to the Bye-laws, as the Council may think fit.

8. Of the members of the Council of the Institute, one shall be the President and up to two or more shall be Vice-Presidents of the Institute. The said President and Vice-Presidents shall be elected in such manner and shall hold office for such periods and on such terms as to re-election and otherwise as the Bye-laws shall direct.

9. The Institute shall have a Secretary and may have a Chief Executive who may or may not be the same person, with such functions, tenure and terms of office as the Bye-laws may prescribe and such other officers as the Council of the Institute may from time to time appoint and for such periods with such functions, tenure, and terms of office appoint. The initial and ongoing costs relating to such appointments together with all support costs shall be borne by the Institute as provided by Byelaw 74.

10. Unless and until the Bye-laws shall otherwise provide there shall be two classes of members of the Institute termed respectively Fellows and Associates.

11. No person shall be elected as a Fellow or an Associate unless in addition to complying with the requirements and conditions provided in this Our Charter and the Bye-laws they shall have passed such qualifying examinations as shall be prescribed by or under the Bye-laws: provided always that such examinations may be dispensed with in such exceptional cases on such conditions and in such manner as may be prescribed by or under the Bye-laws.
11. The qualifications, examination, election, privileges and obligations of Fellows and Associates and conditions governing Membership, shall be such as the Bye-laws shall direct.

12. The Council shall have the power, respecting each person proposed for election as a Fellow or an Associate, to decide conclusively whether he has not fulfilled the conditions applicable to his case.

13. A Member shall be entitled to call himself Chartered Secretary; a Fellow may use after his name the initials "F.C.I.S." designatory letters 'FCIS' and an Associate may use after his name the initials "A.C.I.S." designatory letters 'ACIS'. Any other qualifying individual may use a title and designatory letters after their name as determined by Council.

14. All Members of the Institute shall, subject to any conditions imposed by the Bye-laws, be entitled to be present and vote at General Meetings and to take part in the discussion of business at such meetings.

15. The Council may elect any person of distinction or one who has rendered outstanding service to the Institute to be an Honorary Fellow of the Institute subject to that person's consent; Honorary Members shall have such privileges and obligations and be subject to such conditions as the Bye-laws may prescribe.

16. The Bye-laws of the Institute in force at the date of this Our Charter shall in so far as they do not conflict with the provisions of Our Charter remain in force as set out in Our Charter.

17. The Council shall have power from time to time to make such Bye-laws as shall seem requisite and convenient for the management of the Institute and for the furtherance of the object of the Institute and from time to time to revoke, amend or add to any such Bye-law. Provided that no Bye-law shall take effect until the same has been:

a) approved by a resolution passed by a majority of not less than two-thirds of the Members voting at a General Meeting of the Institute in such manner as
the Byelaws may allow and of which due notice in writing must have been given of the nature of the business to be considered; and

b) in the case of any revocation of, or amendment to, Byelaws 27.7, 61.2, 61.7, 61.8, 61.9, 62.1 or 62.14 where the UKRIAT Division or UKRIAT is or would be affected by such an amendment, approved by a resolution passed by 90% of the persons voting in such manner as the Byelaws may allow at a separate meeting comprised of persons residing in, or belonging to, that Division or UKRIAT; and

c) allowed by the Lords of Our Most Honourable Privy Council of which allowance a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

18.21 The Institute may by resolution passed by a majority of not less than three-fourths three-quarters of the Members present and voting at a General Meeting of the Institute in such manner as the Byelaws may allow, of which due notice in writing shall have been given of the nature of the business to be considered, amend or add to this Our Charter and such amendments or additions shall when allowed by Us, Our heirs or Successors in Council become effectual and this Our Charter shall thenceforth continue to operate as if it had originally been granted and made accordingly. This Article shall apply to this Our Charter as amended or added to in manner aforesaid.

19.22 The Institute may by resolution passed by a majority of not less than three-fourths three-quarters of the Members present and voting at a General Meeting of the Institute in such manner as the Byelaws may allow, of which due notice in writing shall have been given of the nature of the business to be considered, surrender this our Charter and any Supplemental Charter subject to the sanction of Us, Our Heirs or Successors in Council become effectual and this Our Charter shall thenceforth continue to operate as if it had originally been granted and made accordingly. This Article shall apply to this Our Charter as amended or added to in manner aforesaid.

20.23 For the purposes of Articles 17, 18, 20, 21 and 19.22 of this Our Charter the period of due notice shall be at least twenty-one clear days.

21.24——And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts or elsewhere in the
most favourable and beneficial sense and for the best advantage of the said Institute, any mis-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

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

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

BY WARRANT under the Queen's Sign Manual,

COLDSTREAM.
BYELAWS

PART 1

INTRODUCTORY

The meaning of certain words used in the Bye-laws

Definitions

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

<table>
<thead>
<tr>
<th>Words</th>
<th>Definitions</th>
</tr>
</thead>
<tbody>
<tr>
<td>'Associated Territories'</td>
<td>Countries where Members live which are not in a Division. But this does not include associated with the United Kingdom UK and the Republic of Ireland at the date of adoption of these Byelaws and which are not part of another Division.</td>
</tr>
<tr>
<td>'Charter'</td>
<td>The Royal Charter of 22 June 1966 (as amended under Article 18 Article 19, and as amended by the Supplemental Charter of 10 September 1971 and any future Supplemental Charter), and the part of the Royal Charter of 4 November 1902 which is not revoked.</td>
</tr>
<tr>
<td>'Disciplinary bodies'</td>
<td>The Investigation Groups, Disciplinary Tribunals and Appeals Tribunals specified in Byelaw 22.1, read with Byelaw 22.2.</td>
</tr>
<tr>
<td>'Division'</td>
<td>A country, territory or group of countries or territories designated as a Division under byelaw 81.4 or the previous Bye-laws and includes UKRIAT unless a contrary intention is stated or the context otherwise requires. All references to a Divisional Committee include the UKRIAT Committee unless a contrary intention is stated or the context otherwise requires.</td>
</tr>
<tr>
<td>'Electronic'</td>
<td>A document or information is sent or supplied by electronic means if it is:</td>
</tr>
<tr>
<td></td>
<td>a) sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and</td>
</tr>
<tr>
<td></td>
<td>b) entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.</td>
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<tr>
<td></td>
<td>A meeting is held by electronic means if it is held by telephone</td>
</tr>
<tr>
<td>Words</td>
<td>Definitions</td>
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<td>-----------------------------</td>
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<tr>
<td>conference or video conference or by any other method of communication which permits instantaneous exchange of views.</td>
<td></td>
</tr>
<tr>
<td>‘Institute’</td>
<td>The Institute of Chartered Secretaries and Administrators.</td>
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<tr>
<td>in writing ’Electronic form’</td>
<td>In writing, or any substitute for writing, or both. A document or information is sent or supplied in electronic form if it is sent or supplied:—</td>
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<tr>
<td></td>
<td>a) by electronic means (for example, by e-mail or fax), or</td>
</tr>
<tr>
<td></td>
<td>b) by any other means while in an electronic form (for example, sending a media storage device by post).</td>
</tr>
<tr>
<td>Institute’s laws:”</td>
<td>The Charter, the Bye-laws and any rules, regulations and codes of conduct made under them.</td>
</tr>
<tr>
<td>‘Institute’</td>
<td>The Institute of Chartered Secretaries and Administrators.</td>
</tr>
<tr>
<td>‘Member’</td>
<td>A Fellow, Associate or Honorary Fellow of the Institute but does not include a graduate, part-qualified person or an affiliate.</td>
</tr>
<tr>
<td>‘Member of a Division’</td>
<td>A Member who is resident in or belongs to that Division.</td>
</tr>
<tr>
<td>previous Bye-laws ’Previous Byelaws’</td>
<td>The Bye-laws of the Institute which were replaced by these Bye-laws, Byelaws.</td>
</tr>
<tr>
<td>‘Procedural resolutions’</td>
<td>All resolutions of a procedural nature (such as a resolution on adjournment of a meeting or a resolution on choice of a person to chair the meeting).</td>
</tr>
<tr>
<td>‘Substantive resolutions’</td>
<td>All resolutions other than procedural resolutions.</td>
</tr>
<tr>
<td>United Kingdom</td>
<td>The United Kingdom is treated as including the UK, Republic of Ireland and Associated Territories, Channel Islands and the Isle of Man.</td>
</tr>
<tr>
<td>‘UKRIAT’</td>
<td></td>
</tr>
<tr>
<td>‘Writing’</td>
<td>Includes words that are wholly or partly produced by any legible and non-transitory visible substitute for writing.</td>
</tr>
</tbody>
</table>
The following table shows where certain names and titles are defined and explained in the *Byelaws*.

<table>
<thead>
<tr>
<th>Names and titles</th>
<th>Bye-law</th>
<th>Byelaw where they are defined</th>
</tr>
</thead>
<tbody>
<tr>
<td>Affiliated persons</td>
<td>2021</td>
<td></td>
</tr>
<tr>
<td>Appeal Tribunal</td>
<td>54.122</td>
<td></td>
</tr>
<tr>
<td><em>Appropriate disciplinary body</em></td>
<td>22</td>
<td></td>
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<tr>
<td>Associate</td>
<td>6</td>
<td></td>
</tr>
<tr>
<td>Chief Executive</td>
<td>6271</td>
<td></td>
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<tr>
<td>Council</td>
<td>23</td>
<td></td>
</tr>
<tr>
<td>Delegation Agreement</td>
<td>3763</td>
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</tr>
<tr>
<td>Division</td>
<td>35</td>
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<tr>
<td>Divisional Committee</td>
<td>36</td>
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<tr>
<td>Divisional Disciplinary Tribunal</td>
<td>54.3</td>
<td></td>
</tr>
<tr>
<td>Disciplinary Tribunal</td>
<td>22</td>
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<tr>
<td>-Divisional Committee</td>
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<tr>
<td>Divisional Investigation Group</td>
<td>54.3</td>
<td></td>
</tr>
<tr>
<td>Divisional Appeal Tribunal</td>
<td>54.3</td>
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<tr>
<td>Fellow</td>
<td>45</td>
<td></td>
</tr>
<tr>
<td>Graduate</td>
<td>918</td>
<td></td>
</tr>
<tr>
<td>Honorary member Fellow</td>
<td>8</td>
<td></td>
</tr>
<tr>
<td>Member in private practice</td>
<td>21</td>
<td></td>
</tr>
<tr>
<td>One-off Investigation Group</td>
<td>5522</td>
<td></td>
</tr>
<tr>
<td><em>Member in public practice</em></td>
<td>17</td>
<td></td>
</tr>
<tr>
<td>President and Vice Presidents</td>
<td>2747</td>
<td></td>
</tr>
<tr>
<td><em>Professional Standards Committee ('PSC')</em></td>
<td>65</td>
<td></td>
</tr>
<tr>
<td>Scrutineers</td>
<td>5443</td>
<td></td>
</tr>
<tr>
<td>Secretary</td>
<td>6271</td>
<td></td>
</tr>
</tbody>
</table>
1.3 Words that refer to a single number also refer to plural numbers, and the other way around.

1.4 Words that refer to men also refer to women.

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

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

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

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

References to ‘public practice’ include references to ‘private practice’ and the other way round.

2. The standing of the Charter

2.1 These Bye-laws must be read with the Charter. If there is any inconsistency between these Bye-laws Byelaws and the Charter, the Charter, applies has priority.

Power of the Council to delegate its powers

2.3.1 The Council can delegate any or all of its powers, authorities and discretions unless the Charter or the Byelaws specifically restrict this.

3.2 The Council can, by passing a resolution, impose controls and safeguards and require supervision and can, in exceptional circumstances, exercise the power, authority or discretion concurrently.

3.3 The Council can revoke any power, authority or discretion which it has delegated, at any time, without any restriction.
3.4 Where any power, authority or discretion of the Council, given in these Byelaws, is delegated to a committee, any reference in these Byelaws to the exercise by the Council of such power, authority or discretion may also be construed as if it were a reference to the exercise of the same by such committee.

3.5 Any committee to which such power, authority or discretion has been delegated is accountable to the Council for its exercise.

PART 2
MEMBERSHIP

Members, Graduates and Affiliated persons

Members

Types of Members

3. The Institute’s Membership is made up of Fellows, Associates and Honorary Members.

4.1 The Institute’s Membership is made up of Fellows, Associates and Honorary Fellows.

Fellows

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

5.1 Fellows are to be elected by the Council and every candidate for election to Fellowship must comply with the following conditions:

a) he they must have passed the Institute’s examinations that he is not exempt from; (subject to any exemptions granted by the Council);

b) he they must satisfy the Council that, considering his own having regard to their character and his their position, he is they are fit and proper to be elected;

c) his either their main occupation for eight years or for periods totalling at least eight years in total, and for three years in the last ten years, must have been as:

   i) a secretary or assistant secretary; or
   ii) a governance professional; or
   iii) a risk manager; or
   iv) a senior executive or a person in an administrative position that, in the Council’s opinion, has at least the same status as a secretary or assistant secretary; or
   v) a senior academic in a relevant discipline in a university or other higher or further education body; or
   vi) a Member in public practice; or
or alternatively, they must have completed any other professional development that the Council recognises and decides is appropriate; and

d) any experience for the purposes of paragraph (c) above must have been with at least one or more organisations that, in the Council's opinion, justifies electing the person as a Fellow; and

e) they must give the Council any information it requires about their duties and any organisation they have served.

The 8-year qualifying period can be reduced by up to 3 years: see Byelaw 7.

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**The Lord Mayor of the City of London**

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

5.2 The Council can elect the Lord Mayor or a Sheriff of the City of London as a Fellow. They are treated as having the qualifications required to be elected a Fellow.

**Associates**

6.1 The Council elects Associates. For a person to be elected: Associates are to be elected by the Council and every candidate for election to Associateship must comply with the following conditions:

a) They must have passed the Institute’s examinations that he is not exempt from (subject to any exemptions granted by the Council);

b) he, they must satisfy the Council that he, having regard to their character and position, they are fit and proper to be elected;

c) his main occupation for at least 6 years, or for periods totalling at least 6 years, must have been in one or more positions that in the Council’s opinion are relevant to the profession of being a Chartered Secretary; or alternatively he, they must have completed any other professional development that the Council recognises and decides is appropriate; and

d) he, they must give the Council any information it requires about his duties and any organisation he, they have served;

The 6-year qualifying period can be reduced by up to 3 years: see Byelaw 7.

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**The Council can reduce the Reduction in qualifying periods for election**

7.1 The Council can reduce the 8-year and 6-year qualifying periods in Byelaws 5 and 6 by up to 3 years where a person has:

a) has a professional or pre-professional qualification which the Council recognises as justifying the reduction. This can include but is not limited to:

(i) a degree from a university which the Council considers to be of suitable academic standing; or
(ii) a diploma or other certificate which *in the country in which it is given* is nationally recognised as being equivalent to a degree from such a university; or

b) a professional qualification which the Council recognises as justifying the reduction; or

has completed any other professional development that the Council recognises and decides justifies a reduction.

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**Honorary Fellows Members**

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

8.1 The Council can elect Honorary Fellows as set out in Article 16 of the Charter and can withdraw the designation at its discretion.

8.2 An Honorary Fellow (in their capacity as an Honorary Fellow):

a) is not to be liable to pay any fee or subscription to the Institute; and

b) has the Membership privileges of a Fellow but is not entitled to receive notice of or attend or vote at any meetings of the Institute or otherwise take part in managing the Institute’s affairs.

8.3 Byelaws 24 to 26 do not apply to Honorary Fellows.

**Application for Membership**

9.1 Applications for Membership must be made on the form prescribed by Council which must be fully completed, and sent (either on paper or in electronic form) with the correct fees.

**Graduates**

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

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

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

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

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

Moving on from being a graduate

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

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

Members obligations

Membership certificates

10.1 When a Fellow or Associate is elected, they are entitled to receive a Membership certificate which they can keep while they are a Member.

10.2 Membership certificates must be in the form prescribed by the Council, and they belong to the Institute at all times.

10.3 Membership certificates must be returned to the Institute as soon as possible after a person ceases to be a Member, unless the Council agrees otherwise.

People who cannot become members

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

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

Membership application forms

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

Professional conduct

11.1 For as long as a person is a Member, he they must observe strictly observe the standards of professional conduct which the Council requires under for the purposes of Article 4(e) of the Charter, and the Institute’s other laws. The rules, and the application form referred to in bye-law 12 will bylaw 9 must contain a declaration to this effect.
14.1 When a Fellow or Associate is elected, he is entitled to a membership certificate, which he can keep whilst he is a member.

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

--- Members must give the Institute their details

Members' details

12.1 Members must give the following details to the Institute via their details Division for inclusion in the Membership register and Membership lists referred to in -Byelaw 80:

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

- a) their home and business addresses, telephone numbers and e-mail addresses;
- b) their official or employment positions; and
- c) any other information that the Council reasonably needs, provided that requiring such information is not contrary to local laws.

12.2 Members must also promptly advise the Institute via their Division of any changes to these details.

Members must pay their subscriptions and so on promptly.

Fees and subscriptions

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

13.2 If a Member does not pay their subscription when it is due their Membership will lapse, and their name will be removed from the Membership register.

13.3 A grace period of up to six months for payment of the subscription may be given by the Council during which the Member will retain their Membership rights.

13.4 The Member will remain liable for the amount they owe even though their Membership lapses.

13.5 The Council can make general, special or individual exceptions to Byelaws 13.2 to 13.4 by passing a resolution.

13.6 Where any of the disciplinary bodies are considering a Member’s conduct, their Membership will not lapse under this Byelaw until the disciplinary proceedings have been completed.
13.7 If a Member has allowed their Membership to lapse they must not describe themselves as a Chartered Secretary or use the designatory letters denoting Membership of the Institute.

Resigning Membership

14.1 17.1 Any Member who does not owe any money to the Institute can resign by writing to the Institute. He

14.2 A Member must return his their Membership certificate with his their resignation, unless the Council agrees otherwise.

14.3 A Member who resigns must not describe themselves as a Chartered Secretary or use the designatory letters denoting Membership of the Institute.

17.2 The Council can must refuse to accept a resignation where any of the Institute’s disciplinary bodies are considering a Member’s conduct (under Bye-laws 22 to 26).

14.4 17.3 A Member who resigns is not entitled to any refund of his their subscription.

Re-electing members

15.1 18 To be re-elected as a Member, a person must comply with the Bye-laws Byelaws, and any other conditions that the Council decides to require on a case by case basis.

People who cannot become Members

16.1 The following people are disqualified from becoming Members, unless the Council makes an individual exception:

   a) those who have declined to become graduates;

   b) those who do not pay an annual subscription for being a graduate; and

   c) those who are not permitted by the Council to be graduates under Byelaw 19.2 or under the Byelaws dealing with discipline.

Members who do not pay their subscriptions

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

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

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

Members in Public Practice

Public practice

Regulations for Members in public practice

17.1 A Member can only carry on public practice as a Chartered Secretary in the United Kingdom, the Republic of Ireland, and Associated Territories if he has a valid practising certificate issued under regulations made under Byelaw 17.2 by the United Kingdom Committee.

17.2 A Divisional Committee can, in its absolute discretion from time to time, make, amend, revoke or add to regulations (if it has been given this power in its Delegation Agreement) which forbid a relating to practising certificates.

17.3 A Member to carry on can engage in public practice as a Chartered Secretary in its area unless he has a valid practising certificate issued under if they practise in a country for which the Council has not for the time being made regulations made by the Divisional Committee governing the issue of practising certificates to Members in practice as Chartered Secretaries.

17.4 The regulations referred to in Byelaws 21.1 and 21.3 If a Member in public practice ceases to practise they must return their practising certificate and confirm in writing that all business stationery, websites and advertising have been altered to remove all references to them being a practising Member of the Institute or any implication that they are a practising Member of the Institute.

17.5 Regulations under Byelaw 17.2 must set out, among other things:

a) the definition of ‘public practice as a Chartered Secretary’;

b) the qualification and experience required to hold a practising certificate;

c) the professional standards and rules which must be upheld to hold a practising certificate;

d) the fee for granting, and renewing, a practising certificate;

e) the circumstances when a practising certificate can be withheld, withdrawn or suspended including an appeals procedure; and

f) the procedure for dealing with complaints against Members in public practice including an appeals procedure.
The Council can pass regulations relating to practising certificates, but they must be consistent with the Bye-laws.

Examinations

The Council will decide what the Institute’s examinations will be.

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

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

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

Graduates, part-qualified persons and affiliates

Graduates

18.1 When a person has passed the Institute’s examinations that apply to them, they become a graduate unless they decline to do so in the three months after the Institute notifies them that they have passed. The Council can fix a different period.

18.2 A graduate is not a Member of the Institute, and is not entitled to receive notice of, attend or vote at any General Meetings.

18.3 A graduate is subject to the same disciplinary rules as a Member.

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

18.5 While they are a graduate, a person is entitled to describe themselves as a graduate of the Institute, and use the appropriate designatory letters (as determined by the Council, including GradICSA) after their name.

18.6 A graduate must not describe themselves as a Chartered Secretary.

18.7 A graduate is entitled to a certificate stating that they are a graduate.

Moving on from being a graduate

19.1 Every graduate must apply to become either an Associate or a Fellow within 10 years of becoming a graduate.
The Council must consider the case of every graduate who does not meet the conditions to become an Associate or a Fellow (set out in Byelaws 6 and 5 respectively) within the period of 10 years referred to in Byelaw 19.1 to decide whether they can, or cannot, continue to be graduates.

The Council can impose conditions subject to which a person can continue to be a graduate.

Part-qualified persons

Rules made by the Council can make provision for those who have passed or been granted a credit in respect of a part of the Institute’s examinations specified in the rules, on application, to be given a title and to be entitled to use designatory letters after their name, such title and designatory letters to be determined by Council.

A part-qualified person who has applied for and been given the appropriate title is not a Member of the Institute, and is not entitled to receive notice of, attend or vote at any General Meetings.

A part-qualified person is subject to the same disciplinary rules as a Member.

A part-qualified person must pay an annual subscription at a level decided by the Council, but this must not be more than the subscription for graduates.

While they are part qualified, a person is entitled to use the title which they have been given and the appropriate designatory letters (as determined by Council) after their name.

A part-qualified person must not describe themselves as a Chartered Secretary or a graduate.

A part-qualified person is entitled to a certificate showing their status.

Once a person has passed all the Institute’s examinations that apply to them, they cease to be part-qualified and Byelaws 18 and 19 apply to them.

Affiliated persons

The Council can invite people who are not Members, graduates or part-qualified persons to take part in activities that support the Institute’s objectives.

The Council can also withdraw such an invitation at any time.

Such individuals are affiliated persons (or affiliates), and they are not Members.

The Council can make regulations relating to affiliated persons, and can set subscriptions or fees to be paid by them to the Institute.
Because the Institute is incorporated in the United Kingdom by Royal Charter, its ultimate control must be in the United Kingdom. The Council (which is referred to in Article 6 of the Charter) has responsibility for the following, as well as the other matters set out in the Charter and Bye-laws:

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

The Council consists of:

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

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

Elections

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

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

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

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

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

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

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

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

**Alternate Council members**

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

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

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

**The President and Vice Presidents**

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

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

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

27.4 The Council can fill any vacancy for the remainder of the original term of office.
Council members in office before these Bye-laws came into effect

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

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

- anybody who was appointed under the previous Bye-laws as a member of the Council by a territorial company, registered body or territorial body from among its members, and who was the only person nominated, can continue until the date when he was due to retire;

- one person can be nominated, for a set period which must end by 31 December 2003, by each company or body which had nominated or elected more than one person to the Council under the previous Bye-laws; and

- anybody who was elected by members of the Institute living in the United Kingdom, Republic of Ireland and the Associated Territories under the previous Bye-laws can continue until the date he was due to retire.

Vacancies

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

Resigning from the Council

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

When Council members are disqualified

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

- when the term he was elected for ends;

- at the end of the year when he is 70 years old;

- if he ceases to be a member of the Institute, or if he is suspended or excluded from the Institute; and

- if the Council has passed a resolution to that effect at a meeting where at least two thirds of the members are present (whether or not they vote). The meeting must have been called with notice of the proposal to be voted on, and there must have been a majority of at least three quarters of the members who were present and who voted.

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

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

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

Chief Executives

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

The United Kingdom Committee

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

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

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

Divisions

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

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

Divisional Committees

36.1 If the Council sets up a Division, the Institute’s affairs there will be run by a Divisional Committee. A Divisional Committee is a committee of the Council, and it is elected by the members in the Division, from members living in that constituency. Bye-law 37 sets out the powers of a Divisional Committee.
36.2 The members of the Division will decide on how many elected members of the Divisional Committee there should be by passing a resolution at a general meeting of the Division.

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

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

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

Delegation Agreements

37.1 This must include:

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

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

- setting the Institute’s examinations in its Division (but see bye-law 23.1);
- making rules about examinations, and exemptions from them under bye-law 22 (but see bye-law 22.3 and 23.1);
- electing members, and admitting Graduates (under bye-laws 4 to 10);
- all aspects of the Institute’s activities in its Division (including responsibility for assets, liabilities, income and expenditure, and setting subscriptions and other payments); and
- any other duties and responsibilities.

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

Meetings

Notice of Council meetings

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

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

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

Quorum for Council meetings

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

Procedure at Council meetings

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

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

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

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

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

The Chairman of meetings

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

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

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

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

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

General meetings

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

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

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

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

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

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

The quorum at general meetings

45.1 The quorum for general meetings is at least 20 members personally present.

45.2 If a meeting is called by members under bye-law 44 and a quorum is not present within 30 minutes of the starting time on the notice of meeting, the meeting is dissolved.

45.3 For other meetings, if a quorum is not present within 30 minutes, the meeting will be adjourned to a date, time and place decided on by the majority of the members who are present. At the adjourned meeting, the members present will be a quorum.
Adjourning general meetings

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

Voting at general meetings

47.1 Questions at general meetings are decided, in the first place, by a show of hands.

47.2 If a vote is equal, either on a show of hands, or a poll vote, the motion is treated as lost.

The chairman declaring the results of a vote

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

Voting

49.1 Votes on a show of hands or a poll at a meeting can be either by the member personally, or by a proxy.

49.2 Votes in an election, or poll, carried out by post (under bye-law 51) must be given personally.

49.3 Every member, except Honorary members, has one vote. But a member cannot vote at any meeting (either for himself or for anyone else) in any way, or be counted in a quorum, if he owes any money to the Institute.

Poll votes

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Proxies

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

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

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

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

Notices to members

53.1 The Institute can serve any document on a member either personally, or by sending it (stamped) to him at his registered address, or to any other address he has given to the Institute for this purpose.
53.2—If a document is posted to a member, it is treated as served on him when it is posted.

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

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

Disciplinary proceedings

Disciplinary bodies

22.1—The Institute’s disciplinary bodies are:

   a)  The Investigation Group set up by the United Kingdom Committee to investigate complaints or disciplinary matters referred to as set out in bye-law 56.8 Byelaw 24;

   b)  The Disciplinary Tribunal set up by the United Kingdom Committee to carry out the duties as set out in bye-law 56 Byelaw 24; and

   c)  The Appeal Tribunal set up by the United Kingdom Committee to hear appeals against decisions of the Disciplinary Tribunal as set out in bye-law 58 Byelaw 26.

22.2—References in the Byelaws to the disciplinary bodies are to the bodies specified in Byelaw 22.1 and include those bodies established within and by the Divisions for the purposes set out in Byelaw 22.1.

22.3—The disciplinary bodies set up by the United Kingdom Committee will refer to in Byelaw 22.2 have the authority to act in all territories except where bye-law 54.3 applies the appropriate Division except where the Council is required to establish alternative arrangements under Byelaw 22.11.

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

   a) Divisional Investigation Group
   b) Divisional Disciplinary Tribunal
   c) Divisional Appeal Tribunal

54.2—The Council must confirm appointments to all the disciplinary bodies.

54.3—The Council can remove members from all or any of the disciplinary bodies
At least once every three years the Council must review the membership of the disciplinary bodies and their operation. After carrying out the review, the Council can appoint and remove members.

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

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

One-off Investigation Groups

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

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

If it appears that disciplinary action is appropriate against:

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

the appropriate Disciplinary Tribunal must ask the Council to appoint a one-off Investigation Group to investigate and report on the case to the Disciplinary Tribunal.

Disciplinary Procedure

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

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

The Council must make regulations setting out the constitution and procedures to be followed by the disciplinary bodies.

The Council can remove members from any of the disciplinary bodies and any other persons appointed to serve on any disciplinary body.

At least once every four years the Council must review the membership of the disciplinary bodies and their operation. After carrying out the review, the Council can make such changes to the membership as it deems appropriate.
22.8 There must be no overlap in the members of any of the disciplinary bodies which consider a particular complaint.

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

22.10 The appropriate disciplinary body is the Investigation Group, the Disciplinary Tribunal or the Appeal Tribunal (as the case may be) appointed by the Division in which the Member, the subject of the complaint or disciplinary matter, normally resides or belongs.

22.11 If the complaint is against:

a) a member of a committee of the Council acting in that capacity;

b) a member of the Council acting in that capacity; or

c) the Secretary or the Chief Executive if they are a Member of the Institute,

the matter will be investigated and decided by a one-off Investigation Group, Disciplinary Tribunal and Appeal Tribunal appointed by the Council for that purpose and acting in accordance with Byelaws 22 to 26.

Council or committee member involved as the subject of a complaint

23.1 If any member of the Council is the subject of a complaint or disciplinary matter, they are disqualified from participating in the Council’s proceedings in connection with anything related to, arising from or ancillary to the complaint or disciplinary matter.

23.2 If any member of a committee is the subject of a complaint or disciplinary matter, they are disqualified from participating in the committee’s proceedings in connection with anything related to, arising from or ancillary to the complaint or disciplinary matter.

23.3 This Byelaw applies to the Secretary and the Chief Executive of the Institute or to a Divisional Chief Executive if they are Members of the Institute.

Disciplinary procedure

24.1 If it appears that a Member might have done any of the things referred to in Byelaw 56, the appropriate Investigation Group, or a one-off Investigation Group, will investigate this in the way it thinks right, and decide whether or not to refer the matter to the appropriate Disciplinary Tribunal.

24.2 If the Investigation Group decides to refer a matter to the appropriate Disciplinary Tribunal under Byelaw 56.3 Byelaw 24.1, it must provide to the Disciplinary Tribunal a written report of its investigation, with any such supporting evidence as it thinks appropriate.

24.3 The Investigation Group must state in its report whether, in its opinion, there are sufficient grounds to bring one or more charges, and, if so, what charge or charges the Member should answer.
24.4 If an Investigation Group decides not to refer a matter to the Disciplinary Tribunal, it must provide to the Secretary or the Chief Executive, or the appropriate Divisional Chief Executive as applicable, a written report of the matter.

24.5 If the Investigation Group’s report states that, in its opinion, there are grounds to bring one or more charges, the Disciplinary Tribunal must arrange for the charges to be heard. The Disciplinary Tribunal must, by it and at the same time give the Member concerned a copy of the Investigation Group’s report.

24.6 The Member, and any representative whose name has been given to the Disciplinary Tribunal in writing, and, where appropriate, any other party to the complaint can:

a) attend and be heard at the hearing;

b) call and cross-examine witnesses; and

c) make written representations about any charges.

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

24.8 If it is found, by the procedure set out in these Bye-laws and any consistent regulations made by Council under Byelaw 22.5, that a Member has:

a) become bankrupt or insolvent;

b) been convicted of an offence which might bring discredit on the Institute or the Profession;

c) failed to uphold the code of professional conduct and ethics;

d) behaved, by doing something or not doing something, in a way considered by the Disciplinary Tribunal to bring the Institute or the Profession into disrepute;

e) disobeyed any decisions of the Council or of one of its Divisional Committees;

f) broken any of the Institute’s Bye-laws or Charter or Regulations;

g) failed to comply or cooperate with a Disciplinary Investigation; or
h) failed to comply with a decision or any conditions made by a Disciplinary or Appeal Tribunal.

The Disciplinary Tribunal can apply impose any of the sanctions penalties set out in bye-law 57. Byelaw 25.

2.24.9 56.9 The Disciplinary Tribunal must make its decision in a written report setting out:

a) the details of any charges;

b) the finding on each charge;

c) the penalty, or penalties, it recommends is imposing for each charge found proved; and

d) a ruling on whether the its report, or any related matter, should be published, and if so how it should be published.

56.10—The Disciplinary Tribunal must give the Member a copy of its report and finding together with details of the appeal procedure.

Penalties

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

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

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

Appeals

58.1 A member can appeal against the Disciplinary Tribunal’s decision against him, or against part of it. To appeal the member must ask in writing for the Appeal Tribunal to consider the appeal, giving the grounds for the appeal.
The appeal notice must be received by the Chief Executive of the United Kingdom Institute or of the appropriate Division of the Institute within 24.10

If an appeal notice is not received in accordance with Byelaw 26.2, the Disciplinary Tribunal's decision will take effect at the end of the period of 28 days from the day after the notice of the Disciplinary Tribunal's decision was sent to the Member. The appeal notice can be given to:

Penalties and costs

25.1 The Disciplinary Tribunal can impose one or more of the following penalties as part of its decision under Byelaws 24.8 and 24.9:

a) issuing a written reprimand;
b) ordering the Member to pay costs;
c) imposing a fine on the Member;
d) ordering the Member to pay restitution;
e) cancelling the Member's practising certificate and requiring them to return it;
f) depriving the Member of their Membership, either permanently or for a period or until they are re-elected as a Member;
g) suspending the Member for a specified period, and deciding whether the Member should continue to be liable to pay their subscription while suspended;
h) calling for, and accepting, the Member’s resignation;
i) expelling the Member, and removing their name from the Membership register.

25.2 A penalty does not affect the Member’s liability to pay any subscription which is due at the time of the decision or any other money they owe to the Institute at that time.

25.3 The Disciplinary Tribunal can require the complainant to pay costs in the event that the complaint is unwarranted or found to be groundless or vexatious.

25.4 Subject to the right of appeal in Byelaw 26, a decision of the Disciplinary Tribunal is final and binding on all parties and must be reported to the Council and recorded by the Secretary.

Appeals

26.1 A Member can appeal to the appropriate Appeal Tribunal against a Disciplinary Tribunal’s finding against them by giving notice in writing or by electronic means outlining the grounds for the appeal.

26.2 The appeal notice must be given in writing or by electronic means to:
a) the person who gave the Member the notice of the decision;

b) the Secretary appropriate Divisional Chief Executive; or

c) any other person who is authorised to receive it.

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

58.3 The notice must be received by that person before the end of the period of 28 days from the day after the notice of the Disciplinary Tribunal’s decision will be carried out immediately after 28 days if an appeal notice is not received.

By-law 26.2

58.4 If an appeal notice is received on time in accordance with Bylaw 26.2, the Member must within six weeks from the end of the 28-day period referred to in By-law 58. Bylaw 26.2 to submit their written appeal application. The appeal application must set out the grounds for the appeal in detail.

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

58.6 The Appeal Tribunal will decide whether to hear an appeal. A member alone, by way of a re-hearing or any representative whose name he has given to the by way of review of the original decision.

58.7 If the Appeal Tribunal decides to proceed by way of re-hearing, the Member lodging the appeal, and where appropriate, the other parties to the original hearing may call and cross-examine witnesses and produce evidence.

Appeal Tribunal in writing, or both, can:

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

58.8 If the Appeal Tribunal decides to proceed by way of review of the original decision, no party can call witnesses or produce additional evidence unless the Tribunal is satisfied that the witness or the evidence was not available at the time of the original hearing and adequate notice of the intention to call the witness or produce the evidence has been given to the other parties.
In either case, the Member appealing the decision and any other party to the original hearing can attend the hearing of the appeal, address the Tribunal, either directly or through an authorised representative, and submit written representations.

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

- **a)** details of the decision appealed against;
- **b)** a summary of any additional evidence considered;
- **c)** the finding of its re-hearing or review;
- **d)** the finding on each charge appealed against;
- **e)** whether any penalty should be confirmed, quashed, reduced, increased or otherwise varied; and
- **f)** whether, and if so how, the appeal decision, and anything relating to it or any related matter, should be published, and whether this will include the Member’s name if so how it should be published.

The Appeal Tribunal must send a copy of its decision to the Member, and to the appropriate Divisional Chief Executive and its decision will take effect immediately.

The Appeal Tribunal can order the Member or complainant to pay costs.

The decision of the Appeal Tribunal will be final.

The decisions of all the Disciplinary Tribunals, and Appeals Tribunals will be binding on all parties and must be reported to the Council and recorded by the Secretary.

**PART 3**

**MEETINGS OF THE INSTITUTE**

**General meetings**

A General Meeting of the Institute other than an Annual General Meeting can be called at any time by the Council.

Subject to Byelaws 8.2, 18.2, 20.2 and 27.7, all Members of the Institute are entitled to attend every General Meeting subject to and in accordance with arrangements made under Byelaw 31.

The Secretary and Chief Executive of the Institute and the Divisional Chief Executives, by virtue of holding such office, must be invited to attend any General Meeting and may address the meeting with the leave of the person chairing the meeting. They are not entitled to vote unless they are a Member in their own right.
General Meetings can only deal with business allowed by the Charter and Byelaws.

Only the business stated in the notice of a General Meeting can be considered at the meeting.

The accidental failure to give notice of a General Meeting to, or the non-receipt of a notice of a General Meeting by, any Member, or the attendance and voting at any meeting of any person subsequently found not to have been entitled so to attend and vote, and any other defect in the convening, calling and conduct of the meeting does not invalidate the proceedings at that meeting.

A meeting of Members of the UKRIAT Division, or UKRIAT, to consider an amendment to, or revocation of, this Byelaw 27.7, Byelaws 61.2, 61.7, 61.8, 61.9, 62.1 or 62.14 must be convened and conducted in accordance with the Byelaws (other than Byelaw 30 which shall not apply) applying to General Meetings save that:

a) only Members residing within, or belonging to, the UKRIAT Division or UKRIAT may attend and vote; and

b) the meeting will be chaired by the President of the UKRIAT Division or UKRIAT or, if they will not or cannot so act, by a Member residing in, or belonging to, the UKRIAT Division or UKRIAT elected by a majority of the other Members present at the meeting; and

c) the role of the Council in convening General Meetings is to be performed by the Divisional Committee for the UKRIAT Division.

All costs relating to General Meetings, with the exception of costs in relation to meetings referred to in Byelaws 27.7 and 30, are to be borne by the Institute in accordance with Byelaw 74.

Costs relating to meetings of Members of the UKRIAT Division or UKRIAT under Byelaw 27.7 are to be borne by the Members in the UKRIAT Division or UKRIAT.

Annual General Meeting

An Annual General Meeting of the Institute must be held once in every year in order to transact the following business:

a) receiving and considering the report of the Council on the business of the Institute;

b) receiving the audited accounts of the Institute;

c) appointing the auditors and either determining their remuneration or authorising the Council to determine the same; and

d) such other business as the Council may think fit.

Notice of General Meetings

The Council can call a General Meeting by giving at least 21 clear days’ notice (excluding the day of service and the day of the meeting).
29.2 Notice of a General Meeting must be in the form agreed by Council and specify the date and time of the meeting and state the purpose of the meeting, setting out the text of any special resolutions.

29.3 Notice of a General Meeting must be given to Members by:

a) electronic means; and

b) being displayed on the Institute’s website; and

c) in the case of each Division, being displayed on the Division’s website or by advertisement in a newspaper circulating generally in the country or countries concerned.

29.4 If no electronic address is held by the Secretary for any Member, notice may be given by fax or post, to a fax number or address supplied by the Member for that purpose.

29.5 All Divisions must provide whatever assistance is required to ensure that all Members are notified of the details of any General Meeting.

Members’ right to call a General Meeting

30.1 One hundred or more Members (including at least 100 Fellows) can require a General Meeting to be called by:

a) serving on the Secretary a requisition signed by all the requisitioning Members stating the purpose of the meeting; and

b) depositing with the Institute enough money (as determined by the Council) to cover the full cost of calling and holding the meeting.

30.2 The money deposited under Byelaw 30.1(b) must be refunded if the proposal set out in the requisition is carried, or if the Council does not call the meeting as required by Byelaw 30.3.

30.3 If the Council receives a requisition under Byelaw 30.1, it must within 28 days send out a notice calling a General Meeting which must give at least 21 clear days’ notice of the meeting and specify the purpose of the meeting.

30.4 If the Council has not sent out a notice within 28 days of receiving the requisition ("the deadline"), 25 or more of those who signed the requisition may send out a notice themselves in accordance with the provisions of Byelaw 29.

30.5 A notice sent under Byelaw 30.4 must be signed by 25 or more of those Members who signed the requisition, specify the purpose of the meeting and set a date for it, being at least 21 days after the date on which the notice is deemed to be served, but must not be more than three months after the deadline.

30.6 For the purposes of Byelaw 30.1 and 30.5, the signatures on the requisition referred to in that Byelaw need not be on a single document and may be faxed or scanned.
General Meetings held in more than one location or by electronic means

31.1 The Council can, from time to time and in its absolute discretion, make such arrangements as it sees fit in connection with the organisation and administration of any General Meeting.

31.2 Such arrangements can govern admission to the meeting, or admission to a particular location from which Members, the Secretary, Chief Executive and Divisional Chief Executives participate in the meeting, and can provide for participation in the meeting to be at more than one place or for the meeting to be held by electronic means.

31.3 Any such arrangements can only be made on the basis that they are intended to be fair and equitable as between all Members and proxies otherwise entitled to attend the meeting.

31.4 The entitlement of any Member or proxy to attend a General Meeting, or to participate in it at a particular place, are subject to such arrangements under Byelaw 31.1 as may be for the time being in force and are stated in the notice of the meeting to apply to that meeting.

31.5 In the case of a General Meeting where the Council determines that participation in the meeting is to be possible at more than one place:

a) the Council must direct that the meeting is to be held at a place specified in the notice ("the principal place") at which the person chairing the meeting is to preside, and also make provision for participation in the meeting at other places ("the subsidiary places") by Members and proxies;

b) the Council is to cause arrangements to be made to ensure that all persons attending the meeting (in whatever place) are able to participate (if entitled to do so) in the business of the meeting and are able to see and hear anyone else attending the meeting while that person is addressing the meeting; and

c) the arrangements under Byelaw 31.1 regarding attendance at the meeting may provide for admission to the subsidiary places as well as the principal place so that (so far as possible) any Members and proxies entitled to attend the meeting are able to do so at at least one of those places.

31.6 For the purposes of all other provisions of these Byelaws (including in particular Byelaw 33.1) any meeting which is held at a principal place and one or more subsidiary places is to be treated as being held and taking place at the principal place and as attended by Members and duly appointed proxies who are present at the principal place or at one of the subsidiary places.

31.7 Without prejudice to Byelaw 27.6, a failure (for any reason) of communication equipment, or any other failure in the arrangements for participation in the meeting at more than one place, does not affect the validity of the meeting at the principal place, or any business conducted there, or any action taken as a result.

31.8 Where provision is made for a meeting to be held in one or more places, the Council can allow the proceedings of a meeting, or any part of it, to be viewed elsewhere, whether by a televisual link or by any other means, including electronic means, but
any such viewing by any person is not to be taken to be participation in the meeting or form part of, or in any way affect the business of, the meeting in question.

Security arrangements

32.1 The Council and the person chairing any General Meeting can make any arrangement and impose any requirement or restriction it or they consider appropriate to ensure the security of a General Meeting including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that can be taken into the meeting place.

32.2 The Council and the person chairing any General Meeting can refuse entry to a person who refuses to comply with any arrangements made, or requirements or restrictions imposed, under Byelaw 32.1.

Quorum at General Meetings

33.1 The quorum for General Meetings is at least 20 Members personally present.

33.2 If a meeting is called by Members under Byelaw 30.1 and a quorum is not present within 30 minutes of the starting-time on the notice of meeting, the meeting must be dissolved.

33.3 For other meetings, if a quorum is not present within 30 minutes, the meeting must be adjourned to a date, time and place decided on by a resolution of the majority of the Members who are present. At the adjourned meeting, the Members present will constitute a quorum.

33.4 If the adjournment referred to in Byelaw 33.3 is for more than 14 days then at least seven clear days’ notice shall be given by electronic means:

a) to the same persons to whom notice of the original General Meetings is required to be given, and

b) containing the same information which such notice is required to contain.

Person chairing General Meetings

34.1 The President shall chair each General Meeting unless the Council selects another person to chair a particular meeting.

34.2 If the President or other person selected by the Council is not present at the General Meeting within ten minutes of the time that the meeting is due to start:

a) the Council members present at the meeting shall decide which one of them is to take the chair; or

b) if no Council member is present at the meeting, the Members present at the meeting shall decide which one of them is to take the chair.

34.3 In the case of a General Meeting held at more than one place, the references in this Byelaw to persons being present at the meeting are references to being present at the principal place where the meeting is held.
Order and the dispatch of business at meetings

35.1 The person chairing the General Meeting can take such action as they think fit to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting and to promote the conduct of such business with reasonable despatch; and such person’s decision, made in good faith, on matters of procedure or arising incidentally from the business of the meeting is final as is their determination, acting in good faith, as to whether any matter is of such a nature.

35.2 The person chairing the General Meeting may invite any person to attend and speak at the meeting who is not otherwise entitled to do so where the person chairing the meeting considers this will assist in the deliberations of the meeting but that person is not entitled to vote.

Adjournment of General Meetings

36.1 The person chairing the General Meeting can, if authorised by a procedural resolution of a meeting at which a quorum is present, and must if so directed by a procedural resolution of the meeting, adjourn the meeting from time to time and from place to place.

36.2 No business is to be transacted at an adjourned General Meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

36.3 In addition, the person chairing the General Meeting can adjourn the meeting to another day, time and place without being authorised by a procedural resolution if it appears to them that:

a) there is not enough room at the principal place where the meeting is being held for the number of Members who wish to attend the meeting there;

b) the behaviour of persons present prevents, or is likely to prevent, the business of the meeting being carried out in an orderly way;

c) an adjournment is necessary to protect the safety of any person attending the meeting or to prevent damage to property; or

d) an adjournment is necessary to enable the business of the meeting to be carried out properly.

36.4 Unless Byelaw 36.5 applies, the meeting can only be adjourned for a period of no more than a few hours to enable the issues which have given rise to the adjournment to be resolved, after which the meeting will resume at the same place.

36.5 A meeting can be adjourned to another day and place in exceptional circumstances and for good cause.

36.6 In a case where Byelaw 36.5 applies, any such adjournment can be to such time and to such other place as the person chairing the meeting or the Council may in their absolute discretion determine, notwithstanding that by reason of such adjournment some Members may be unable to be present at the adjourned meeting.
36.7 A Member may appoint a proxy for the adjourned meeting by means of an instrument complying with Byelaw 41.1 and 41.2 which is received at the Secretary’s office in accordance with Byelaw 41.4.

Amendments to resolutions

37.1 An ordinary resolution to be proposed at a General Meeting can be amended by ordinary resolution if:

a) notice of the proposed amendment is given to the Secretary in writing by a Member not less than 48 hours before the meeting is to take place (or such later time as the person chairing the meeting may determine), or

b) the amendment is proposed from the floor of the meeting in order to resolve some differences that have emerged at the meeting,

and the proposed amendment does not, in the reasonable opinion of the person chairing the meeting, materially alter the scope of the resolution and, in the case of an amendment within paragraph (b), a majority of those present and voting at the meeting agree that the resolution to be proposed to the meeting should be so amended.

37.2 A special resolution to be proposed at a General Meeting can be amended by ordinary resolution, if:

a) the person chairing the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and

b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

37.3 If the person chairing the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, their error does not invalidate the vote on that resolution.

37.4 With the consent of the person chairing the meeting, an amendment may be withdrawn by its proposer before it is voted on.

Voting at General Meetings

38.1 At any General Meeting all substantive resolutions put to the vote of the meeting must be decided on a poll.

38.2 All procedural resolutions put to the vote of a General Meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

a) the person chairing the meeting; or

b) not less than five Members present in person or by proxy and having the right to vote on the resolution.

38.3 Unless a poll is demanded, a declaration by the person chairing the meeting that a procedural resolution has been carried, or carried unanimously, or by a particular
majority, or lost, and an entry to that effect in the minute book, is conclusive evidence of such fact without proof of the number or proportion of the votes recorded for or against such resolution.

38.4 Votes on a show of hands or a poll at a meeting can be either by the Member personally or by a proxy.

38.5 A Member who is entitled to vote may vote in person at a General Meeting notwithstanding that they have appointed a proxy but if they do so the vote of their proxy must not be counted.

38.6 Voting at a General Meeting is conducted as follows:

a) on a show of hands every Member who is present in person is entitled to have one vote, and every Member present who has been duly appointed as a proxy is entitled to have one vote in that capacity, provided that the proxy is entitled to have one vote for the resolution in question and one vote against it if:

   (i) the proxy has been duly appointed by more than one Member entitled to vote on the resolution; and

   (ii) the proxy has been instructed by one or more of those Members to vote for the resolution and by one or more other of those Members to vote against it;

b) on a poll every Member who is present in person or by proxy is entitled to have one vote.

38.7 Any Member who owes any money to the Institute is not entitled to vote at a General Meeting (either for themselves or for anyone else) in any way, or to be counted in a quorum. This does not include those covered by the grace period described in Byelaw 13.3.

38.8 If a vote at a General Meeting is equal, either on a show of hands, or a poll vote, the motion is treated as lost.

38.9 The person chairing the General Meeting does not have a casting vote in the event of an equal vote.

Validity of votes

39.1 No objection can be made to the validity of any vote except at the General Meeting or poll at which such vote is tendered and every vote not disallowed at such meeting or poll is valid.

39.2 The person chairing the General Meeting is the sole and absolute judge of the validity of every vote tendered at the meeting or poll taken.

Poll votes

40.1 The person chairing the General Meeting directs when and how the poll vote is to be carried out and determines a time and place for declaring the result of the poll.
40.2 Unless Byelaw 40.3 applies, a poll vote must be carried out at the same place and within a reasonable period after the direction to carry out a poll vote has been given.

40.3 A poll can only be carried out at a different day and place in exceptional circumstances and for good cause.

40.4 The person chairing the meeting can, and must if required by a procedural resolution of the meeting, engage with the scrutineers (who need not be Members) appointed under Byelaw 43.

40.5 The result of the poll is deemed to be the resolution of the General Meeting at which the poll was demanded.

Proxies

41.1 Proxy appointments must be in a form approved by the Council.

41.2 A proxy appointment must be in writing and signed by the Member appointing the proxy or in an electronic form as determined by the Council.

41.3 A proxy must be a Member of the Institute who is entitled to vote.

41.4 To be valid a proxy appointment must be received at the Secretary’s office at the Institute:

a) at least 48 hours before the time that the meeting or the adjourned meeting is due to start; or

b) where the time of an adjourned meeting is more than 48 hours but less than seven days after the time of the original meeting, not less than 24 hours before the time that the adjourned meeting is due to start.

41.5 When two or more valid proxy appointments are delivered or received in respect of the same Member for use at the same General Meeting, the one which was received last is treated as replacing and revoking the others for that Member. Any question as to whether a proxy appointment has been validly delivered or received which is unresolved at the beginning of a General Meeting must be referred to the person chairing the meeting whose decision shall be final and conclusive.

41.6 The proceedings at a General Meeting are not invalidated where an appointment of a proxy in respect of that meeting is sent in electronic form as provided in these Byelaws, but because of a technical problem it cannot be read by the recipient.

41.7 The proxy appointment is deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit (if no specific instructions have been given by the Member concerning the amendment).

41.8 Unless it provides to the contrary, the proxy appointment is valid for any adjournment of the meeting as well as for the meeting to which it relates.

41.9 Byelaw 41.8 does not prevent a Member submitting a replacement proxy appointment for any adjourned meeting if they wish.
41.10 A proxy must vote in accordance with any instructions given by the Member by whom the proxy is appointed.

41.11 Where a poll is taken more than 48 hours but less than seven days after it is demanded, a form of proxy must be received at the Secretary's office, not less than 24 hours before the time appointed for the taking of the poll. Where a poll is to be held more than seven days after it is demanded, a form of proxy must be received at the Secretary’s office, not less than 48 hours before the time appointed for the taking of the poll.

Postal voting

42.1 The Council can direct that postal votes can be given on any matter coming before the Members and can decide on the form of any postal voting paper, and can authorise, appoint, engage, or otherwise contract with one or more agents on such terms and conditions as it thinks fit to conduct a postal vote.

42.2 Votes in an election, or poll, carried out by post must be given personally.

42.3 The Council can make any necessary arrangements to distribute a voting document in electronic form and to make arrangements for its return and authentication in electronic form.

42.4 Where the Council has not authorised, appointed, engaged or otherwise contracted with an agent to conduct a postal vote, Byelaws 42.5 to 42.7 apply.

42.5 The Secretary must send voting papers to all Members of the Institute except to a Member who owes any money to the Institute (other than Members covered by the grace period provided for by Byelaw 13.3).

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

42.7 The unopened voting papers must be put in a sealed box or boxes and be delivered to the scrutineers appointed under Byelaw 43.

Scrutineers

43.1 The scrutineers appointed by the Council for the purposes set out in this Byelaw must follow the procedures set out in this Byelaw.

43.2 In the case of any poll or postal vote for which they have been appointed, the scrutineers must supervise the opening of the ballot box or boxes, and examining and counting the votes.

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

a) how many proxy appointments or voting papers (as appropriate) were received;

b) how many proxy appointments or voting papers (as appropriate) were rejected, and why; and
c) the total votes in favour of, and against, each resolution.

43.4 The scrutineers’ report is final, even if it is subsequently found to be irregular in any way.

PART 4

MANAGEMENT

The Council

44.1 Because the Institute is incorporated in the United Kingdom by Royal Charter, it will always have its roots in the history and traditions derived from this foundation and will always be domiciled in the United Kingdom. The Council (which is referred to in Article 6 of the Charter) has responsibility for the following, as well as the other matters set out in the Charter and Byelaws:

a) making, revoking, amending or adding to any Byelaw, subject to the approval of the Members;

b) setting the qualification standard required for being a Member including the making, altering, amending or revoking of regulations relating to the examinations of the Institute including exemptions under Byelaw 70.3, and regulations relating to part-qualified persons, graduates, affiliates and other matters;

c) ensuring the qualification standard as it relates to the Final Examinations is in accordance with Byelaw 64;

d) monitoring and maintaining that qualification standard;

e) making sure that the Byelaws and regulations relating to disciplinary procedures are properly applied;

f) establishing and revoking the designation of Divisions under Byelaw 61.4 and entering into, amending, adding to or revoking Delegation Agreements with Divisional Committees under Byelaw 63;

g) managing the Institute’s business including oversight of the manner in which each Divisional Committee (established under Byelaw 62) discharges the functions delegated to them under these Byelaws;

h) oversight of the protection of the Institute’s intellectual property and any other assets; and

i) imposing any levy on the Members.

Composition of the Council

45.1 The Council is to consist of:

a) eligible Fellows elected to Council by each Division, the number of which is to be determined as follows:
(i) each Division can elect one Fellow for up to 1,000 Members plus an additional Fellow for every 3,000 additional Members; and

(ii) on a request from a Division exceeding 10,000 Members, that Division can be divided into two or more Divisions by the Council, which will then, subject to Byelaw 61.4, function as separate Divisions; and

b) up to two of the most recent Past Presidents who are eligible and willing to be members of the Council.

45.2 Staff receiving salaries or any other remuneration (other than out of pocket expenses) from the Institute, the Council or any of its committees are not eligible to be members of the Council or any of its committees.

Duty of Council members

46.1 Each Council member must act in the interests of the Membership as a whole, rather than on behalf of any particular Division, constituency or group.

46.2 Each Divisional Committee must prepare and implement a code of ethics (by whatever name called) for members of Council elected by them to make each member aware of their obligations under this Byelaw.

President and Vice Presidents

47.1 The President and Vice Presidents shall be elected by the members of the Council from their number for a period of up to two years.

47.2 Any member of Council can stand for election as President or Vice President, provided that they have been proposed by one and seconded by two other members of Council.

47.3 Nominations for President or Vice President must be received at least four weeks before the Council meeting at which the election is to take place and include confirmation from the Council member nominated that they are willing to stand for election.

47.4 The Council must conduct a ballot to elect the President and Vice Presidents.

47.5 The Council can fill any vacancy in the office of President or Vice President for the remainder of the original term of office. The procedure for doing so is that prescribed in this Byelaw.

47.6 The Division which has elected the member of Council who is elected President can appoint an alternate member of Council from among the members of its Divisional Committee for the duration of that Presidency. Where an alternate is so appointed the President must not vote on any matter before the Council.

Elections to Council

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

a) candidates must be eligible Fellows (see Byelaw 53);
b) each candidate must be elected either by Members in a Division or by their Divisional Committee;

c) if the election is by Members, the following applies:

(i) each Member has one vote to be cast in respect of the election in the Division of which they are a Member;

(ii) Voting by Members, in the Division, is to be by ballot, which may be held by post or at a General Meeting of the Division. If the ballot is held at a General Meeting, all valid proxy votes must be included;

d) the period of office of a Council member starts from 1 January.

48.2 The Council will regularly review the electoral system.

48.3 The Council can make regulations for Council elections but such regulations must be consistent with the principles set out in Byelaw 48.1.

48.4 Such regulations may provide for electronic voting and communication of ballot papers and information in electronic form.

Period of office

49.1 Elected Council members hold office for three years.

49.2 Council members can be elected for a second term of three years.

49.3 After a second elected term, a Council member can only be re-elected after being out of office for a year.

49.4 Service as President or Vice President under Byelaw 47 is not taken into account in computing the time limits in this Byelaw; and those limits do not apply to Past Presidents serving under Byelaw 45.1(b).

49.5 The President and any Vice President can, upon their election and during their term of office, continue to serve as a member of Council, notwithstanding that their term of office as a member of Council would otherwise expire, provided that the Division which elected them accepts that they are to continue to be that Division’s member on Council.

Alternate Council members

50.1 Any member of Council can appoint any other member of Council, or any other Fellow approved by resolution of the Council and willing to act, to be their alternate and may remove them from that office at any time.

50.2 Any such alternate is entitled to receive the papers for, and to attend and vote at, any Council meeting at which the Council member appointing them is not personally present.

50.3 Any appointment or removal of such an alternate is to be by oral or written notice to the Secretary given by the member of Council making or revoking the appointment or in any other manner approved by the Council.
At the start of every Council meeting, the Secretary must give the names of Council members who have appointed alternates, and the names of the persons who have been appointed.

Resigning from the Council

A Council member can resign their office by any appropriate means including by writing to the Secretary. Their resignation takes effect immediately upon receipt by the Secretary.

Vacancies

A Divisional Committee can fill a casual vacancy in its membership entitlement on the Council by appointing an eligible Fellow to serve on the Council for a period of up to 12 months until another eligible Fellow is elected in accordance with Byelaw 48.

If the vacancy arises from the vacation of office by the President or a Vice President, the Fellow so appointed does not automatically succeed to the office vacated.

Where the President vacates their office and the Divisional Committee appoints or elects an eligible Fellow to fill the vacancy, the appointment of any alternate appointed by the Divisional Committee under Byelaw 47.6 ceases to have effect.

Termination of membership of the Council

A Council member ceases to hold office in any of the following circumstances:

a) when the term for which they were elected ends;

b) if they cease to be a Fellow of the Institute, or if they are suspended or excluded from the Institute;

c) if despite direction from Council they continue to breach the code of ethics referred to in Byelaw 46.2 and notice in writing is served upon them personally or at any address which they have supplied to the Institute, signed by not less than three-quarters of the members of Council for the time being, to the effect that their office as a Council member will on receipt (or deemed receipt) of such notice be vacated; or

d) if they have failed to attend three consecutive meetings of Council without reasonable cause.

For the purposes of Byelaw 53.1(c), the signatures on the notice referred to in that Byelaw need not be on a single document and may be faxed or scanned.

Council meetings

Notice of Council meetings

Twenty-eight clear days’ notice of ‘physical’ Council meetings must be given to each Council member. For these purposes a ‘physical’ meeting is one where the majority of Council members are personally present in the same place.
54.2 In the case of an emergency the period of notice under Byelaw 54.1 can be reduced to 21 clear days.

54.3 Three Council members can decide whether there is an emergency for the purposes of Byelaw 54.2 and must record the reasons for their decision.

54.4 For any Council meeting held by electronic means, the period of notice must not be less than 14 clear days unless the Council decides otherwise.

54.5 Notice must be given either personally or by electronic means. If no electronic address is held by the Secretary for a member of the Council, notice may be given by fax or post, to a fax number or address supplied by the member for that purpose.

**Frequency of Council meetings**

55.1 The Council must hold a physical meeting at least once every calendar year and may decide to meet more often, including holding other meetings by electronic means.

55.2 Any three members of Council can require the Secretary to call a meeting of the Council.

**Quorum for Council meetings**

56.1 The quorum for meetings of the Council is one half of the members of Council.

56.2 If the total number of members on Council is not an even number then the quorum is the number nearest to but above one half of the members.

56.3 A quorum must be present at all times during every meeting of the Council including meetings held by electronic means.

**Procedure at Council meetings**

57.1 Council meetings must follow the Byelaws and any directions or regulations which the Council makes under them.

57.2 The Council can either hold physical meetings or meet by electronic means.

57.3 A meeting held by electronic means is deemed to take place at the location where the largest group of those participating is assembled or, if there is no such group, where the person chairing the meeting is located.

57.4 Council resolutions are to be decided by a simple majority vote, unless the Byelaws provide that a larger majority is required.

57.5 If a vote is equal, the resolution is treated as lost.

57.6 The person chairing the meeting does not have a casting vote in the event of an equal vote.

57.7 Anything done by the Council, or by any of its committees, or by any person as a Council or committee member, is fully valid and effective even if afterwards it is found that:
any meeting was not quorate;

b) there was a defect in the convening, calling or conduct of the meeting; or

c) the person was not properly appointed.

57.8 The Secretary and the Chief Executive of the Institute, and the Divisional Chief Executives, shall be invited to attend and can speak at Council meetings but not vote.

The person chairing Council meetings

58.1 The President shall chair Council meetings unless the Council selects another person to take the chair.

58.2 The President can also chair any committee meetings they choose to attend.

58.3 If the President is not at a Council meeting the Council members at the meeting shall decide which one of them is to take the chair.

Written resolutions of the Council

59.1 If a matter arises between Council meetings and which needs to be dealt with before the next Council meeting, a decision can be taken by written resolution of the Council which subject to Byelaw 59.2 takes effect as if it had been passed at a Council meeting.

59.2 Such a written resolution must be sent to all members of the Council and to be valid must be signed and approved by the number of members of the Council equal to, or greater than, 80% of those who would be entitled to vote on the resolution at a Council meeting.

59.3 For the purposes of Byelaw 59.2 the signatures on the resolution referred to in that Byelaw need not be on a single document and may be faxed or scanned.

59.4 A written resolution is effective on the date on which signature and approval by 80% of the members of the Council has been achieved.

Committees

60.1 The Council may appoint committees consisting of such person or persons (whether members of the Council or not) as it decides and may, subject to any specific restriction in the Charter and Byelaws, exercise its power under Byelaw 3 to delegate such of its powers, authorities and discretions to the committee, on such terms and conditions as it thinks fit, and may from time to time revoke or alter any of such powers, authorities or discretions so delegated.

60.2 Subject to these Byelaws and to any terms and conditions imposed by the Council, a committee of the Council can meet for the dispatch of business, adjourn and otherwise regulate its proceedings as it thinks fit.

60.3 A committee can hold physical meetings or meet by electronic means.
60.4 A meeting of a committee held by electronic means is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the person chairing the meeting is.

60.5 Persons who are not Members of the Institute must not account for more than one-third of the members of any committee.

60.6 The President is entitled to be a member of every committee of the Council.

**PART 5**

**DIVISIONS**

**Designation as a Division**

61.1 The Council is responsible for determining whether a country or territory which at the date of adoption of these Byelaws was neither an Associated Territory nor part of a Division is to be designated as part of a Division (including the UKRIAT Division) or UKRIAT.

61.2 The Associated Territories will remain with the UKRIAT Division or UKRIAT until such time as the UKRIAT Division or UKRIAT determines to return them to Council or they become Divisions under the provisions of Byelaw 61.4.

61.3 Members from any country or territory can petition the Council to become a Division in accordance with the requirement of this Byelaw.

61.4 Subject to Byelaw 61.3, the Council can designate any country or territory as a Division if it appears to the Council that enough Members live there and that, if the Division is designated, there would be sufficient resources within that Division to manage the interests of the Institute and its Members locally. The Council can also revoke the designation of a Division by terminating its Delegation Agreement in accordance with the terms of the Agreement.

61.5 The Council must decide on the constitution, powers and responsibilities of a Division.

61.6 The constitution, powers and responsibilities of a Division are to be set out in a Delegation Agreement as prescribed by Byelaw 63.2.

61.7 Subject to Byelaws 61.2, 61.8 and 61.9, where the Institute owns assets in a country or group of countries which it proposes to designate as a Division and those assets are primarily employed to serve the interests of the Members resident in or belonging to that proposed Division, the Council can transfer those assets to a legal entity to hold for the Institute and to apply or deal with them at the direction of the Divisional Committee for that Division for the purposes of the Institute within that Division (or elsewhere should the Divisional Committee so direct), such transfer to be for valuable consideration or for no consideration as the Council deems appropriate in its discretion.

61.8 Until such time as UKRIAT is designated as a Division pursuant to Byelaw 61.1, the assets and liabilities of the Institute within UKRIAT are primarily held to serve the interests of the Members resident in or belonging to UKRIAT and are the responsibility of the Committee elected by the Members resident in or belonging to
UKRIAT and known at the date of adoption of these Byelaws as the United Kingdom Committee. That committee has control of the assets and liabilities and no other Division has any claim on or responsibility for those assets and liabilities. Upon creation of the UKRIAT Division such assets and liabilities will be transferred without charge to a legal entity to hold for the Institute and to apply or deal with them at the direction of the Divisional Committee for the UKRIAT Division, in accordance with Byelaw 61.7 above.

61.9 Any intellectual property which has not been developed primarily to serve the interests of Members resident in a Division is to remain the property of the Institute. This provision does not prevent the expression or mark ‘ICSA’ being used in conjunction with other words either as part of the name of a company registered by a Division or to describe an activity or service provided in a Division without charge or for a nominal fee. The Council is to make regulations about the use of the Institute’s intellectual property. ‘ICSA Software International Limited’, including successor companies, and any of its subsidiaries in related software businesses are excluded from the provisions of this Byelaw.

61.10 The Council cannot delegate, and remains responsible for:

a) its functions under this Byelaw;

b) its functions under Byelaw 22.11;

c) its functions under Byelaw 44.1 except that it can delegate functions relating to the management of the Institute’s business and affairs; and

d) its functions under Byelaws 70.3 and 70.4.

Divisional Committees

62.1 If the Council sets up a Division, the Institute’s affairs there shall be run by a Divisional Committee, and any assets transferred in accordance with Byelaw 61.7 must be applied for the purposes of the Institute at the direction of that Divisional Committee.

62.2 A Divisional Committee is a committee of the Council and is accountable to the Council.

62.3 The members of a Divisional Committee are elected from Members of the Division by Members of that Division.

62.4 The Members of a Division are from time to time to decide by ordinary resolution at a General Meeting of the Members of the Division how many elected Members there are to be on the Divisional Committee.

62.5 The elected members of the Divisional Committee include any Council member or members who have been elected by the Members of the Division.

62.6 In addition to the elected members of the Divisional Committee, not less than two and no more than five, of the most recent Past Presidents of the Divisional Committee who are willing to continue to serve, are to be members of the Divisional Committee.
62.7 The Divisional Committees are to determine the number of Past Presidents under Byelaw 62.6.

62.8 At any time when only one Past President of the Divisional Committee is willing to continue to serve on the Committee, that Past President is to be a member of the Divisional Committee. At any time when no Past President of the Divisional Committee is willing to continue to serve on the Committee, Byelaw 62.6 does not have effect.

62.9 A Divisional Committee may at any time co-opt Fellows to make up not more than a quarter of the Committee who shall be eligible to serve as members of the Committee for such period as the Committee may specify at the time of co-option.

62.10 A co-opted member of a Divisional Committee is not entitled to vote or take any part in a decision to co-opt a member under Byelaw 62.9.

62.11 A Divisional Committee may make regulations about its own composition, procedures and business, which may include the power to set up committees and to delegate functions to them.

62.12 These regulations must be consistent with and subordinate to these Byelaws and must first be approved by the Council before being put to the members of the Division for approval at a General Meeting.

62.13 Byelaws 3.2 to 3.5, 47 to 53 and 74 also apply to Divisional Committees. Where a Divisional Committee has an existing local variation to those Byelaws noted in Byelaw 62.13, that variation will continue in force until it is practicable for that Divisional Committee to amend the variation.

62.14 Until such time as UKRIAT is designated a Division, the UKRIAT Committee is for the purposes of these Byelaws a Divisional Committee. It controls all assets, liabilities, income and expenditure of the Institute in or related to the UK, Republic of Ireland, Associated Territories, Channel Islands and the Isle of Man.

Powers and responsibilities of a Divisional Committee

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

a) setting, marking and grading the Institute’s examinations in its Division under Byelaw 70;

b) making, amending and revoking rules concerning the Institute’s examinations in its Division under Byelaw 70.2 provided these rules do not override or diminish the role of Council;

c) electing and admitting Fellows, Associates, graduates, part-qualified persons and affiliates of the Institute in its Division under Byelaws 5, 6, 18, 20 and 21;

d) administering the affairs of the Institute in its Division including, but not limited to, determining from time to time the amounts of subscriptions, fees and any other payments payable to the Institute by Members, students or others in its Division, and controlling all assets, liabilities, income and expenditure of the Institute in or related to its Division.
63.2 A written Delegation Agreement must be entered into between the Council and each Divisional Committee. This must include:

a) acceptance that the Division is bound by the Charter and the Byelaws;

b) details of the powers which are delegated to the Division;

c) a power for the Council to suspend or terminate individual powers which have been delegated to the Division (without prejudice to the Council’s power to revoke the Delegation Agreement in its entirety), provided that assets designated as being for the use of a Division must continue to be used for the purposes of the Institute within that Division insofar as control of such assets reverts to the Council; and

d) a dispute resolution procedure which is to be implemented before the Delegation Agreement can be terminated.

PART 6
QUALIFICATIONS AND PROFESSIONAL STANDARDS

The qualification standard

64.1 The qualification must provide a syllabus and assessment at a level appropriate for practitioners of the profession of Chartered Secretary.

64.2 In order to achieve the overall objective to qualify competent professional Chartered Secretaries the Council must ensure that the standard of the final qualifying programme is commensurate with the level required for a professional practitioner and is set to test the learning requirements as prescribed in regulations made by the Council which can seek the advice of the Professional Standards Committee.

Professional Standards Committee

65.1 The Professional Standards Committee (‘PSC’) is a standing committee of the Council and is accountable to it.

65.2 The PSC comprises:

a) a Member of the Institute appointed by the Council to chair the PSC who, other than in exceptional circumstances, is to be a member of the Council; and

b) between five and eleven other persons appointed in accordance with Byelaw 65.4 who are to be selected with the overall aim that there should be an approximately equal balance between PSC members with an academic background and those with professional experience as senior Members of the Institute, reflecting the Institute’s body of knowledge from both an academic and a practical perspective.

65.3 Candidates for membership of the PSC to replace a member who is leaving or to provide for an additional member required in consequence of an expansion of the
PSC’s activities as mandated by the Council can be nominated by members of the PSC or by a Divisional Committee.

65.4 Each member of the PSC (other than the chair) is appointed by the PSC, subject to subsequent ratification by the Council and the appointment takes effect upon such ratification.

65.5 Pending ratification, a candidate for membership of the PSC can attend and participate in its meetings.

65.6 In the event that the Council does not ratify an appointment to the PSC, the PSC can put forward another nominee for ratification by the Council.

65.7 Non-members of the Institute can be considered for membership of the PSC but cannot comprise more than one-third of the PSC’s membership.

65.8 No more than one-third of the members of the PSC can be members of the same Division.

65.9 PSC members are appointed to serve for an initial term of three years.

65.10 A PSC member can be invited by the PSC to serve for one further term of three years or, in exceptional circumstances, for a longer term subject to the Council’s approval.

65.11 Where the chair of the PSC is a member of the Council, they must be appointed to serve for a term of up to five years irrespective of their subsequent retirement from the Council.

65.12 Where, in exceptional circumstances, a member of the PSC who is not a member of the Council is appointed as chair of the PSC the appointment can be for such term, not exceeding five years, as the Council decides.

65.13 The President of the Institute is entitled to attend meetings of the PSC and to participate fully in the affairs of the PSC.

65.14 The quorum for a meeting of the PSC is half its membership at the time of the meeting.

65.15 If the total number of members of the PSC is not an even number then the quorum is the number nearest to but above one half of the members.

65.16 A quorum must be present at all times during every meeting of the PSC including meetings held by electronic means.

65.17 The PSC can meet in person or by electronic means but must meet in person at least once a year and more often if requested by the Council.

65.18 Where the chair of the PSC is not a member of the Council, they are to attend Council meetings to provide a report on the work of the PSC. They are not entitled to vote if they are not a member of the Council. If the chair of the PSC is unable to attend a Council meeting when requested to do so, the PSC can nominate another of its members to attend and provide the report instead.
Responsibilities of the Professional Standards Committee

66.1 The PSC must:

a) advise the Council on all policy and procedural matters relating to the setting and maintenance of the professional standards to be applicable to Members of the Institute;

b) act on policy as set by the Council in accordance with the Byelaws;

c) define standards for student entry, examinations (including schemes for accreditation or exemption) and other forms of formal assessment, the standards required in marking examination scripts and other forms of assessment and qualification for Membership;

d) ensure that all assessed routes to professional qualification and any related syllabuses are regularly reviewed for acceptability;

e) undertake or otherwise arrange the continuing audit of the professional standards as applied in the Divisions or other jurisdictions and report to the Council on the findings of such audits;

f) ensure that collaborative agreements operate in accordance with the professional standards;

g) make recommendations for new approaches or measures or changes to the professional standards which appear necessary for the achievement of the objectives of the Institute;

h) review its own performance, constitution and terms of reference and access to appropriate resources at least once every two years to ensure effective operation and recommend to the Council any changes it considers necessary,

and has such other powers, authorities and responsibilities or duties as Council is to determine from time to time.

Design and development of qualifications

67.1 The PSC must consider and assess any proposals made by a Division regarding the design or development of qualifications leading to professional qualification of the Institute.

67.2 No such proposals or changes to them can be implemented without the prior written approval of the Council.

Provision of qualifications

68.1 The PSC must keep under review the ability of each Division to continue to provide professional qualifications.

68.2 If, in the case of any Division, the PSC is not satisfied that it has the resources and capacity to continue to provide professional qualifications, the PSC can recommend to the Council that the right of the Division to qualify Chartered Secretaries should
be suspended or removed until such time as remedial actions have been put in place and assessed as robust.

Setting, delivery and marking of the examinations

69.1 The PSC must keep under continuous review whether the appropriate professional qualification standard is being maintained by each Division in the setting, delivery and marking of examinations.

69.2 Where there is material failure on the part of a Division to meet the required standard, the PSC must report to the Council with appropriate recommendations which can include recommending that the right of the Division to qualify Chartered Secretaries should be suspended or removed until such time as remedial actions have been put in place and are assessed as robust.

Examinations and assessment

70.1 The Council must determine the form of the Institute’s examinations or other methods of assessment used to test the skills and knowledge for persons wishing to enter the profession.

70.2 The Council must make rules about its examinations or other methods of assessment.

70.3 Rules made by the Council can include:

a) rules for exempting persons from part of the examinations because of their education or experience; or

b) in the case of persons with exceptional relevant professional experience, exempting them from written examinations subject to their passing an oral examination or other form of assessment.

70.4 The Council can only exempt persons from all formal assessment in exceptional circumstances.

70.5 To do this the Council must pass a resolution at a meeting called with notice of the proposal to be voted on, by a majority of at least two-thirds of the members who are present and who vote.

70.6 The Council cannot delegate its power to exempt people from all examinations.

70.7 The Council can use any of the Institute’s funds for prizes, medals and scholarships to promote the Institute’s object.
PART 7

ADMINISTRATION

The Secretary and the Chief Executive

71.1 As provided by Article 9 of the Charter, the Secretary of the Institute may also be the Chief Executive of the Institute. Alternatively, a person other than the Secretary of the Institute may hold the office of Chief Executive.

71.2 The Secretary and the Chief Executive are to be appointed by a committee of the Council which is specially constituted for that purpose and reports to the Council through the President.

71.3 The Secretary and the Chief Executive can attend all the Institute’s meetings (including meetings of the Council and its committees, and board meetings of any service organisation and General Meeting) unless the meeting is discussing matters relating to them including appointing, dismissing or disciplining them, or their salary or other employment terms.

71.4 The salary, and other employment terms (including pension contributions), of the Secretary and the Chief Executive are to be determined by the Council.

71.5 Subject to any controls or safeguards imposed by the Council, the Chief Executive is to decide on the salary and other employment terms (including pension contributions) of the other permanent paid staff, except the Secretary.

Notices to Members

72.1 The Institute can serve any document on a Member:

a) personally,

b) by sending it (stamped) to them at their registered address, or to any other address they have given to the Institute for this purpose, or

c) by electronic means to any number or address they have given to the Institute for this purpose.

72.2 If a document is posted to a Member, it is treated as served on them 21 days after it has been posted. If a document is served on a Member by electronic means, it is treated as served on them on the next day.

72.3 To prove that a document was served by post, it is sufficient to prove that it was properly stamped, addressed and posted.

72.4 To prove that a document was served by electronic means, it is sufficient to prove that the communication was addressed to the most recent electronic address supplied by the Member and that it was sent by electronic means to that address and was not automatically returned as undelivered.
Expenses

73.1 Subject to Byelaw 73.2, a member of the Council must not seek or receive payment, remuneration or other benefit of any kind from the Institute, or from its Divisions, subsidiaries, trusts or charities.

73.2 The prohibition in Byelaw 73.1 does not preclude:

a) payments in respect of reasonable out of pocket expenses incurred in the course of duties undertaken as a Council member or committee member; or

b) payment of moderate fees to a Council member or a third party for services supplied by such a member in setting, reviewing and/or marking examinations of the Institute; or

c) payment of a sum properly and reasonably due to a Council member or a third party for other services provided to the Institute or a Division.

73.3 A payment under Byelaw 73.2 (b) and (c) can only be made if it is authorised by a resolution of the Council.

73.4 The Council member to receive payment must declare their interest at any meeting where such payment is to be considered and must withdraw from any discussion relating to such payment and not take part in voting on the resolution in question.

73.5 The Institute or related companies can only make payments to a company or other entity in which a Council member has an interest in return for goods or services supplied by that company or other entity to the Institute or related companies if:

a) the Council member has declared their interest to the relevant Divisional Committee and the Council; and

b) either the relevant Divisional Committee considers that the interest of the Council member is insignificant or the amount of the payment is insubstantial or the proposed supply and payment has been authorised by a resolution of the relevant Divisional Committee passed at a meeting where the Council member with the interest has declared it and withdrawn from any discussion relating to such supply and payment and does not take part in voting on the resolution in question.

73.6 For the purposes of Byelaw 73.5, a Council member is to be regarded as having a significant interest in a company or entity:

a) if the member or a connected person (whether collectively or individually) holds an equity interest of 10% or more in the company or entity; or

b) if the member or a connected person is a director or partner in the company or entity or is otherwise involved in directing its affairs; or

c) in such other circumstances as the relevant Divisional Committee may determine.

73.7 In this Byelaw:
a) the relevant Divisional Committee in relation to a Council member is the Divisional Committee who elected them; and

b) a person is connected to a Council member if that person is the spouse, civil partner, child, step child, or adopted child, parent or parent-in-law of the member.

Finance

The Institute's finances

74.1 The Council The United Kingdom Committee is responsible for raising from the Divisions and the countries managed by the United Kingdom Committee as defined in by-law 34.1, the amounts decided on by the Council to meet the costs of the Council and the Institute and the Divisions must pay such amounts within the time limit specified on the invoice or other request for payment.

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

Expenses

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

74.2 The Council is responsible for agreeing the budget for the Institute. Amounts of expenditure during the year which are outside the budget and which are above an amount determined by the Council when setting the budget require Council approval.

74.3 In the event that a Division is unable to pay any amounts due to the Institute then the Council will determine what action (if any) is to be taken to support the Division and the period of time over which such support is to be given.

74.4 In the event that a Division fails to pay any amounts due to the Institute and such failure is not covered by Byelaw 74.3, after six months the Division, if the Council so determines, will lose its representation on the Council, and after 12 months the Division will lose its representation on the Council until all such amounts are paid. If such amounts continue to be outstanding 12 months after the due date the Council can, in addition, revoke the delegation of the powers to that Division and de-designate it.

Dispute resolution

75.1 If the Institute or a Division considers that there is a dispute concerning a Division’s liability under Byelaw 74, that party must notify the other party of its concerns, as they relate to the dispute, by way of a written statement of concern delivered to the other party within one month from the time limit specified on the invoice or other request for payment.
75.2 The parties must enter discussions within 14 days of receipt of the written statement of concern as to what remedial action is possible and acceptable to resolve the dispute.

75.3 If remedial action to resolve the dispute has not been agreed and implemented within three months from the date of submission of the written statement of concern, the dispute will be referred to arbitration.

75.4 The arbitration will be held in London.

75.5 The arbitrator is to be a person appointed by the parties.

75.6 If the parties fail to agree on a person to act as arbitrator within four months from the submission of the written statement of concern, either party may request the Chartered Institute of Arbitrators to appoint an arbitrator.

75.7 A party must not commence any legal action relating to the dispute unless the arbitrator has advised the parties within six months from the arbitrator’s appointment that the differences between them are not capable of being resolved by arbitration.

75.8 The parties agree to use their best endeavours to continue the arrangements between them on a basis satisfactory to each and to use their best endeavours to resolve any dispute in a spirit of reasonableness and compromise of their differences.

75.9 Each party must bear their own costs in respect of any negotiations between them and in respect of any arbitration. The costs of the arbitrator are to be borne by the parties equally whilst recognising that the Institute’s costs will be borne by all the Divisions in accordance with Byelaw 74.1.

Accounts

76.1 The Council is to receive the accounts of the Institute half-yearly.

76.2 Each Division must provide the Council with half-yearly consolidated management accounts, and must promptly provide the Council with its audited annual accounts (including the audited accounts of service organisations).

76.3 The Council can substitute a different management accounting period for the periods specified in this Byelaw.

Borrowing and charging by Divisional Committees

77.1 A Divisional Committee can borrow in any way for the purposes of their Division up to the limit referred to in Byelaw 61.1.

77.2 The A Divisional Committee can give guarantees and security in any way over any property vested in the Division, in connection with any borrowing allowed by Byelaw 61.1.
A Divisional Committee can only borrow up to the amount of the Division’s income from subscriptions in the last financial year, unless the Members of the Division authorize increased borrowing by passing a resolution at a General Meeting. The resolution can also allow security and guarantees for the increased borrowing.

A resolution under Byelaw 77.3 can also authorize the giving of security and guarantees for the increased borrowing.

Salaried staff

The Chief Executive and the Secretary

Head office

62.1 The Institute’s, and the Chief Executive’s, administrative head office must be based in the United Kingdom unless allowed by the Privy Council following approval by the Council and the Institute’s Members at a General Meeting.

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

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

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

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

Records, documents and registers

3. Minutes

Minutes must be kept on paper or computerised minute books in electronic form and must be retained for ten years from the date of the meeting to which they relate. The minutes must record all resolutions and proceedings of General Meetings of the Institute, the Council and its committees (including Divisional Committees), general meetings of Divisions, and the Institute’s other bodies.
The Membership Register

Membership Register and Membership Lists

80.1 A register must be **kept** by the Secretary of the names, **addresses** (postal and e-mail) and other necessary details of:

a) Members;

(including the dates they were elected and re-elected, when they moved from one type of Membership to another, and when they stopped being Members)

a) b) graduates;

c) part-qualified persons;

d) candidates for examinations; (including when they sat examinations, withdrew, passed or failed; when they became graduates and when they became Members);

e) Members in Public Practice.

80.2 The information to be maintained in the register for each person includes such of the following as is relevant to that person:

a) for each examination for which they were a candidate, when they sat, withdrew, passed or failed that examination;

b) when they became part-qualified persons;

c) when they became graduates;

d) when they were elected and (where applicable) re-elected;

e) when they moved from one type of Membership to another; and

a) f) when they stopped being Members.

80.3 The Divisional Committees must supply such information as the Secretary requires so that the register can be compiled and maintained and used for the proper purposes of the Institute subject to Byelaws 80.4 and regulations made under Byelaw 80.5.

80.4 No Division may use the information about Members in another Division for any purpose, without the prior written consent of that other Division.

80.5 The Council must make regulations to prescribe the proper purposes of the Institute for the purposes of Byelaw 80.3 and the circumstances in which, and the conditions under which, the register of Members or Membership lists may be made available to Members and other persons.
Keeping the Institute’s Charter and documents

--- The Charter, Byelaws and other documents

65 The Council must pass regulations for looking after the safe custody of the Institute’s Charter and other important documents.

--- Membership lists

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

--- Copies of the Charter and byelaws

81.2 The Council, or the United Kingdom Committee, or the Divisional Committees must supply Members with copies of the Charter and Byelaws on request. They can decide whether subject to make a payment of such reasonable charge (if any) as the body supplying the copies thinks fit.

--- Using the seal

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

Execution of documents

82.1 Documents may be executed on behalf of the Institute, either with or without the use of the seal under the following procedures.

82.2 Documents can be executed as a deed only if the Council - or, subject to Byelaw 82.5, the UKRIAT Committee (which expression includes the United Kingdom Committee described in Byelaw 61.8) authorises it.

82.3 Documents which are to be sealed must be sealed in the presence of a United Kingdom Committee Council member.

82.4 Sealed documents must be signed by the United Kingdom Committee:

a) two Council members; or

b) one Council member who witnessed the seal being used, and also by and either the Secretary, the Chief Executive or any other permanent paid member of staff authorised by the United Kingdom Council or, where execution of the document has been authorised by the UKRIAT Committee in accordance with Byelaw 82.5, by the Chief Executive of UKRIAT or any other paid member of staff authorised by the UKRIAT Committee.

82.5 The UKRIAT Committee can only authorise the execution of a document for the purpose of transactions in the UK relating to UKRIAT and to which the Institute
needs to be a party. The UKRIAT Committee must promptly notify the Council of every such authorisation.

82.6 In the event that the Institute incurs a liability in connection with any authorised transaction to which Byelaw 82.5 relates, UKRIAT will indemnify the Institute for all costs it incurs as a result of the liability.

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

Indemnity

83.1 The following people will be persons mentioned in Byelaw 83.2 (‘the indemnified persons’) are indemnified by the Institute against all losses and expenses, by virtue of this Byelaw and irrespective of whether such indemnity is or is not conferred in a contract or other document or any indemnity to which they incur in carrying out are otherwise entitled, against any loss or expense incurred by them in the discharge in good faith of their duties on behalf of the Institute, unless the losses or expenses are caused by such loss or expense arises from their own deliberate fault or negligence: wilful default.

83.2 The indemnified persons for the purposes of this Byelaw are:

- a) members of the Council and its committees;
- b) members of the Professional Standards Committee;
- c) until UKRIAT becomes a Division, the trustees of any pension schemes and charities of the Institute;
- d) employees of the Institute; and
- e) members of Divisional Committees when serving on a disciplinary groups and tribunals: body for another Division.

- trustees appointed by the Council;
- the Chief Executive; and
- the other officers and paid staff of the Institute.

83.3 Nobody will be None of the indemnified persons is liable for anything done, or not done, by any other act or omission of another person, or because he adds his signature to a receipt, or joins in some other for any loss or expense arising from such an act or omission, by virtue only of being a member of the Council or of a committee or body of trustees or by virtue of joining in or contributing to an act for the sake of conformity, or for any loss suffered by the Institute, unless this is the result of his own deliberate fault or negligence.
Delegation

The Council can delegate its powers

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

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

Amendments

Amending the Bye-laws

84.1 These Bye-laws can only be amended, added to or revoked in the way set out in Article 17 and Articles 18, 19 and 20 of the Charter.

PART 8

TRANSITIONAL PROVISIONS

Transitional provisions for Council members

85.1 The Council members in office as President or Vice President(s) will cease to hold such office when these Byelaws take effect and the Council will elect a new President and Vice Presidents in accordance with Byelaw 47.

85.2 A Council member, elected by a Division entitled to have one member serving on the Council, will continue in office until the date they were due to retire.

85.3 The UK Committee will determine which of its members elected to the Council is to continue in office. Any Member selected to continue to serve on the Council will continue in office until the date they were due to retire.

85.4 The past service of Council members continuing in office when these Byelaws take effect will be taken into account when determining the periods of office and eligibility for re-election (see Byelaw 49).

Transitional provision for Divisions

86.1 Nothing in these Byelaws affects the continuation in force of any delegation agreement entered into between the Council and a Divisional Committee in accordance with any previous Byelaws of the Institute.
Transitional provision for the Professional Standards Committee

87.1 The chair and members of the Professional Standards Committee are to continue to hold office until the date they were due to retire.

Note: