

# ELIZABETH THE SECOND

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

## TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS The Institution of Highways and Transportation ('the Former Institution') being a company limited by guarantee with registered company number 252735 was formed in the year of our Lord 1930 and has by a Humble Petition prayed that We might be graciously pleased to grant to it a Charter of Incorporation:

NOW THEREFORE KNOW YE THAT WE, having taken the said Petition into Our Royal Consideration, and being minded to accede thereto, have been pleased, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion, to grant and declare, and do hereby for Us, Our Heirs and Successors, grant and declare as follows:

1. The persons now members of the Former Institution and all other persons who may hereafter become members of the body corporate hereby constituted shall forever hereafter be one body corporate and politic by the name of 'The Chartered Institution of Highways and Transportation' and by the same name shall continue to have perpetual succession and a common seal with power to break, alter and make anew the said seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts and in all manner of actions and proceedings and shall have power to do all other matters and things incidental or appertaining to a body corporate.
2. In this Our Charter, unless the context otherwise requires:

- 2.1 **'the Institution'** shall mean The Chartered Institution of Highways and Transportation as hereby incorporated;
- 2.2 **'the Bye-laws'** shall mean the Bye-laws set out in the Second Schedule to this Our Charter as amended from time to time as hereinafter provided;
- 2.3 **'charitable purpose'** shall mean a purpose that is exclusively charitable under the laws of England and Wales provided that it shall not include any purpose that is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or with section 2 of the Charities Act (Northern Ireland) 2008 and 'charitable' shall be construed accordingly. For the avoidance of doubt, the system of law governing the Charter and Bye-laws of the Institution is the law of England and Wales;
- 2.4 **'the Council'** shall mean the Council of the Institution as from time to time constituted in accordance with the Bye-laws;
- 2.5 **'Executive Board Member'** shall mean a member of the Executive Board and **'the Executive Board'** shall mean all of the Executive Board Members or a duly convened meeting of the Executive Board. For the avoidance of doubt, the Executive Board Members are the charity trustees of the Institution;
- 2.6 **'Financial Expert'** shall mean an individual, company or firm who is an authorised or exempt person within the meaning of the Financial Services and Markets Act 2000;

- 2.7 **‘material benefit’** shall mean a benefit (whether direct or indirect) which may or may not be financial but which has a monetary value;
- 2.8 **‘member’** and **‘membership’** shall refer to membership of the Institution; and
- 2.9 **‘Voting Member’** shall mean a voting member of the Institution in accordance with Bye-law 2.
- 2.10 Words importing the singular number only shall include the plural number and vice versa and words importing persons shall include corporations.
- 2.11 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
3. The objects for which the Institution is established (**‘the Objects’**) are:
- 3.1 to advance for the public benefit the science and art associated with highways and transportation in all their aspects; and
- 3.2 to promote education, training, and research and development of the said science and art.
4. In furtherance of the Objects but not further or otherwise the Institution shall have the following powers:
- 4.1 to promote, carry out and/or fund research and to publish papers containing information of general interest resulting from such research or otherwise;
- 4.2 to promote the consideration and discussion of all questions affecting the disciplines engaged in highways and transportation in any part of the world; to promote economy, efficiency, excellence and co-operation in such disciplines or branches of disciplines;
- 4.3 to provide facilities for conferring with and ascertaining the views of persons engaged in the field of highways and transportation;
- 4.4 to disseminate information on all matters affecting highways and transportation; and to print, publish, issue and circulate such papers, periodicals, books, circulars, and other literary undertakings;
- 4.5 to establish and maintain a collection of literature, statistics, and information relating to highways and transportation and to compile, collect, publish, lend and sell, and endeavour to secure or contribute to the compilation, collection and publication by public authorities, or other bodies or persons, of any literature, statistics, and information relating to highways and transportation;
- 4.6 to educate and seek to improve, extend, and elevate the technical and general knowledge of persons engaged in, or about to engage in, disciplines associated with highways and transportation, or in any employment or profession otherwise connected with highways and transportation and to test by examination or otherwise the competence of such persons, and to award certificates and distinctions, and to institute and establish scholarships, grants, rewards and other benefactions;
- 4.7 to make trials or experiments in reference to any matters or processes in connection with the conduct and carrying on of highways and transportation and to provide for the delivery of lectures and the holding of classes;
- 4.8 to organise, supervise and deliver courses of instruction and training in disciplines associated with highways, transportation and related subjects; to conduct examinations in such subjects and to issue certificates, professional qualifications or diplomas to successful candidates;
- 4.9 subject to paragraph 5 of this Our Charter, to retain, or from time to time employ, skilled professional or technical advisers in connection with or for the purposes of carrying into effect the Objects and to pay proper fees or remuneration for their services;
- 4.10 to promote the highest professional standards amongst those engaged in highways and transportation and to regulate the conduct of members of the Institution;
- 4.11 to enter into partnerships or into any arrangement for union of interests, or co-operation with any person, firm, association or company established for charitable purposes and carrying on or engaged in, or about to carry on or engage in, any work or transaction which this Institution is authorised to carry on or engage in, or which is calculated to promote the Objects;
- 4.12 to borrow money upon such terms and upon such securities as may be determined (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.13 to acquire or hire property of any kind;

- 4.14 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.15 to establish and support, or to aid in the establishment and support of, charitable associations or other institutions calculated to benefit members, employees, ex-members or ex-employees of the Institution or their dependants who are in need;
- 4.16 to arrange and promote the adoption of appropriate forms of contracts and other documents used in the disciplines engaged in highways and transportation, and to encourage and promote the settlement of disputes by conciliation or arbitration and to act as or nominate arbitrators and umpires and to assist in the formation, development and maintenance of boards of conciliation and arbitration;
- 4.17 to encourage the discovery of and investigate and make known the nature and merits of invention and processes which advance the science and art of highways and transportation;
- 4.18 to delegate the management of investments to a Financial Expert, but only on terms that:
- (a) the investment policy is set down in writing for the Financial Expert by the Executive Board;
  - (b) the performance of the investments is reviewed regularly with the Executive Board;
  - (c) the Executive Board is entitled to cancel the delegation arrangement at any time;
  - (d) the investment policy and the delegation arrangement are reviewed by the Executive Board at least once a year;
  - (e) all payments due to the Financial Expert are on a scale or at a level that is agreed in advance and are notified promptly to the Executive Board on receipt; and
  - (f) the Financial Expert does not do anything outside the powers of the Executive Board;
- 4.19 to arrange for investments or other property of the Institution to be held in the name of a nominee under the control of the Executive Board or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
- 4.20 to dispose of the undertaking or property of the Institution or any part of it or to merge or amalgamate with any other organisation with which the Institution is authorised to join pursuant to paragraph 4.11, provided that such organisation shall prohibit the distribution of its income or property among its members to the same extent as such payments are restricted under this Our Charter;
- 4.21 to procure the Institution to be registered or recognised in any foreign country or place;
- 4.22 to insure the property of the Institution against any foreseeable risk and take out other insurance policies to protect the Institution when required;
- 4.23 to insure the Executive Board Members against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 4.24 to indemnify out of the assets of the Institution every Executive Board Member, or any other officer of the Institution in respect of any liabilities properly incurred in running the Institution, including the costs of a successful defence to criminal proceedings (to which indemnity such trustee, other officer or auditor of the Institution shall, in respect of the liabilities described, be entitled);
- 4.25 to establish subsidiary companies to assist or act as agents for the Institution;
- 4.26 to establish Branches of the Institution in the United Kingdom and overseas and to delegate to any such Branch any of the powers, authorities or discretions vested in the trustees;
- 4.27 to raise funds (but not by means of carrying on a trade or business on a continuing basis which is for the principal purpose of raising funds rather than for the purpose of actually carrying out the Objects, unless the income of the Institution from that trade or business is exempt from tax by reason of any legislation or concession from time to time in force);
- 4.28 to do any such other lawful things as are necessary for or are incidental or conducive to the furtherance of the Objects; and
- 4.29 to do all or any of the above things in any part of the world as principal, agent, contractor, trustee or otherwise, either alone or in conjunction with or through the medium of others.

5. The income and property of the Institution shall be applied solely towards the promotion of its Objects as set forth in this Our Charter, and no portion of them shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to the members of the Institution, and no member of its Executive Board shall be appointed to any office of the Institution paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institution.

Provided that nothing herein shall prevent the provision of goods or services to a member or Executive Board Member who is a beneficiary of the Institution in that capacity or the payment in good faith by the Institution:

- 5.1 of reasonable and proper remuneration to any member, officer or servant of the Institution not being an Executive Board Member for any services rendered to the Institution;
- 5.2 of interest on money lent by any member or Executive Board Member at a reasonable rate;
- 5.3 of reasonable rent or hiring fee to any member or Executive Board Member for property let or hired to the Institution;
- 5.4 of any sum (or the transfer of any asset) to a member in accordance with paragraph 22 of this Our Charter where it is to be applied for charitable purposes.
6. An Executive Board Member must not receive any payment of money or other material benefit (whether directly or indirectly) from the Institution except:
- 6.1 as mentioned in paragraphs 4.23, 4.24, 5.2, 5.3 or 7;
- 6.2 reimbursement of reasonable out-of-pocket expenses (including but not limited to hotel and travel costs) actually incurred in running the Institution;
- 6.3 an indemnity in respect of any liabilities properly incurred in running the Institution (including the costs of a successful defence to criminal proceedings);
- 6.4 payment to any company in which an Executive Board Member has no more than a 1 per cent shareholding;
- 6.5 in exceptional cases, other payments or benefits (but only with the prior written approval of the Charity Commission).

7. Any Executive Board Member (or any firm or company of which an Executive Board Member is a member or employee) may enter into a contract with the Institution to supply goods or services in return for a payment or other material benefit but only if:

- 7.1 the goods or services are actually required by the Institution;
- 7.2 the nature and level of remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in paragraph 8 of this Our Charter;
- 7.3 no more than one half of the Executive Board is subject to such a contract in any financial year.

8. Whenever an Executive Board Member has a personal interest in a matter to be discussed at a meeting of the Executive Board or a committee, the Executive Board Member concerned must:

- 8.1 declare an interest as or before discussion begins on the matter;
- 8.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- 8.3 not be counted in quorum for that part of the meeting; and
- 8.4 withdraw during the vote and have no vote on the matter.

9. Paragraphs 3 and 5 to 8 (inclusive) of this Our Charter may not be amended without the prior written consent of the Charity Commission.

10. The Executive Board, constituted in accordance with the Bye-laws, shall have general control of the management and administration of the property of the Institution and the conduct of its affairs together with all such other powers and duties as may be conferred upon it by the Bye-laws or any regulations made thereunder.

11. There shall be a Council elected and appointed in accordance with the Bye-laws. The Council shall advise the Executive Board upon the strategic and professional direction of the Institution.

12. The Institution shall have a President and such other Executive Board Members as may be provided for in the Bye-laws.

13. The first Executive Board Members shall be the persons named in the First Schedule to this Our Charter. Subsequent Executive Board Members shall be appointed in such manner and hold office on such terms and for such period as may be prescribed by or in accordance with the Bye-laws.
14. There shall be such classes of members of the Institution as the Bye-laws shall prescribe.
15. Meetings of the Executive Board, the Council and the members shall be convened and the proceedings thereat regulated in accordance with the Bye-laws.
16. The Bye-laws set forth in the Second Schedule to this Our Charter shall be the first Bye-laws of the Institution and may be revoked, amended or added to in the manner hereinafter provided.
17. The affairs of the Institution shall be managed and regulated in accordance with the Bye-laws, which shall remain in force until revoked, amended or added to as provided below. Any of the Bye-laws for the time being in force may from time to time be revoked, amended or added to by a resolution passed by a majority of not less than two-thirds of the Voting Members present (whether in person or by proxy) and entitled to vote at an annual general meeting of the Institution or at an extraordinary general meeting specially convened for that purpose; **provided** that no such revocation, amendment or addition as aforesaid shall come into force until approved by Our Privy Council and a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence of such approval.
18. The Institution may revoke, amend or add to any of the provisions of this Our Charter by a resolution passed by a majority of not less than two-thirds of the Voting Members present (whether in person or by proxy) and voting at an annual general meeting or at an extraordinary general meeting convened for that purpose, and any such revocation, amendment or addition shall, when allowed by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforth continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter and to any Supplemental Charter granted to the Institution, as altered, amended or added to in the above manner.
19. Subject to the provisions of this Our Charter and the Bye-laws, the Executive Board may make such standing orders or other regulations as it considers necessary or desirable for the purpose of carrying out the Objects and shall specify when such standing orders or other regulations are to come into effect. Such standing orders or other regulations may revoke, amend or add to, the standing orders or other regulations from time to time in force.
20. The Bye-laws may direct that any of the matters authorised or directed in this Our Charter to be prescribed or regulated by the Bye-laws shall be prescribed or regulated by standing orders or other regulations or by decisions made by the Executive Board, provided that any such further standing orders or other regulations or decisions shall not be repugnant to the provisions of the Bye-laws or of this Our Charter.
21. In the event of a dispute between the Executive Board and a member that cannot otherwise be resolved under any of the provisions of this Our Charter and the Bye-laws, such dispute may be referred to the President by the Executive Board or the member concerned and the decision of the President shall be final.
22. It shall be lawful for the Institution at a general meeting by a resolution passed by a majority of not less than two-thirds of the Voting Members present (whether in person or by proxy) and entitled to vote at a general meeting duly convened for that purpose to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and on such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Institution in such manner as shall be directed by such extraordinary general meeting or in default of such direction as the Executive Board shall think expedient having due regard to the liabilities of the Institution for the time being. If, on the winding up or the dissolution of the Institution, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid or distributed among the members or any of them (save that it may be transferred to a member that is a charitable institution), but shall, subject to any special trusts affecting it, be given or transferred to some other charitable institution or institutions having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Institution under or by virtue of paragraph 5 of this Our Charter, such institution or institutions to be determined by the Executive Board at or before the time of dissolution, and in so far as effect cannot be given to such provision then to some other charitable purpose.
23. And We do for Ourselves, Our Heirs and Successors grant and declare that this Our Charter or the enrolment of it shall be in all things valid and effectual in law according to its true intent and meaning and shall be taken, construed and

adjudged in the most favourable and beneficial sense and for the best advantage of the Institution and the promotion of its Objects as well as in Our Courts of Record as elsewhere notwithstanding any non-recital, mis-recital, uncertainty or imperfection.

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

WITNESS Ourselves at Westminster the \_\_\_\_\_ day of \_\_\_\_\_  
in the \_\_\_\_\_ year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

# SCHEDULES

## THE FIRST SCHEDULE

1. The first members of the Board shall be

Christopher Jackson	President
Geoffrey Allister	Senior Vice-President
David Gillham	Vice-President
David Anderson	Junior Vice-President

### **Other Members of the Executive Board**

Herbert Bailie  
Stephen Child  
Roger Elphick  
Andrew Hugill  
Samuel Patterson  
Susan Sharland  
Robin Shaw  
David Tarrant

## THE SECOND SCHEDULE

### The Bye-laws

1. **In these Bye-laws unless the context otherwise requires:**

**‘authorised representative’** shall mean an individual who is authorised by a Branch Council Member to act on their behalf at meetings of the Council and whose name has been given to the Secretary prior to any meeting;

**‘Branch’** shall mean any Branch of the Institution for the time being established in accordance with paragraph 4.26 of the Charter and **‘Branches’** shall be construed accordingly;

**‘Branch Council Members’** shall refer to members elected to Council by each Branch in accordance with Bye-law 14;

**‘charitable purpose’** shall mean a purpose that is exclusively charitable under the laws of England and Wales provided that it shall not include any purpose that is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or with section 2 of the Charities Act (Northern Ireland) 2008 and **‘charitable’** shall be construed accordingly. For the avoidance of doubt, the system of law governing the Charter and Bye-laws of the Institution is the law of England and Wales;

**‘the Charter’** shall mean the Charter granted to the Institution as amended from time to time, whether by Supplemental Charter or otherwise;

**‘clear days’** in relation to the period of a notice shall mean that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

**‘the Code of Professional Conduct’** shall mean rules regulating the conduct of members established in accordance with Bye-law 6.2;

**‘Council’** shall mean the Council of the Institution with the roles and responsibilities set out in Bye-law 13;

**‘electronic communication’** shall mean the same as in the Electronic Communications Act 2000;

**‘Executive Board Member’** shall mean a member of the Executive Board and **‘the Executive Board’** shall mean all of the Executive Board Members or a duly convened meeting of the Executive Board. For the avoidance of doubt, the Executive Board Members are the charity trustees of the Institution;

**‘the Institution’** shall mean The Chartered Institution of Highways and Transportation;

**‘member’** and **‘membership’** shall refer to membership of the Institution;

**‘Membership Application’** shall mean an application for membership made in accordance with Bye-law 4.1;

**‘Membership Board’** shall mean a committee of the Executive Board created in accordance with Bye-law 4.2 to deal with the issues concerning membership of the Institution;

**‘Nominated Council Members’** shall refer to Council Members nominated in accordance with Bye-law 17;

**‘Non-Voting Member’** shall mean a non-voting member of the Institution in accordance with Bye-law 2;

**‘Ordinary Council Members’** shall refer to Council Members elected in accordance with Bye-law 15;

**‘the Objects’** shall mean the Objects of the Institution as defined in paragraph 3 of the Charter;

**‘Principal Office’** shall mean the principal office of the Institution;

**‘the seal’** shall mean the common seal of the Institution;

**‘Secretary’** shall mean the Chief Executive of the Institution ex officio;

**‘Transfer Application’** shall mean a transfer application made in accordance with Bye-law 5;

**‘Voting Member’** shall mean a voting member of the Institution in accordance with Bye-law 2; and

**‘in writing’** shall mean written or printed or otherwise visually reproduced in words.

References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Words importing the singular number only shall include the plural number and vice versa and words importing persons shall include corporations.

### 2. Membership

2.1 Membership shall be divided into Voting Members and Non-Voting Members.

2.2 The Executive Board may in its absolute discretion determine from time to time the requirements for appointment to, and the rights attaching to, each class of membership.

2.3 Voting Members are:

- (a) Fellows;
- (b) Full Members; and
- (c) Such other classes of member as the Executive Board may from time to time determine.

2.4 Non-Voting Members are:

- (a) Honorary Fellows;
- (b) Associate Members;
- (c) Student Members; and
- (d) Such other classes of member as the Executive Board may from time to time determine.

3. **Designations**

3.1 Any Honorary Fellow, Fellow, Full Member or Associate Member may use after their name the designation appropriate to their class of membership in accordance with the following abbreviated forms, namely:

Honorary Fellow	Hon FCIHT
Fellow	FCIHT
Full Member	MCIHT
Associate Member	AMCIHT

3.2 A Student Member may be described as such but may not use an abbreviation of the title, or any initials or make use of the description in any manner whatsoever.

4. **Admission of members**

4.1 Any individual (or organisation) who is interested in promoting the Objects may

submit an application for admission to a class of membership of the Institution.

4.2 The Executive Board shall appoint a Membership Board to consider Membership Applications and shall prescribe standing orders from time to time setting out how the Membership Board shall operate and how Membership Applications shall be considered.

4.3 Membership Applications shall be submitted to the Secretary (or such other person as the Council may from time to time decide) in writing in the form for the time being required by the Membership Board and shall be accompanied by payment of such subscription or fee as may be required under the standing orders.

4.4 Membership Applications for admission as a Fellow, Full Member or Associate Member must be signed by at least two Voting Members who have personal knowledge of the applicant unless the Membership Board, in its absolute discretion, considers that a particular application may be considered even though it is not so signed.

4.5 Applicants for admission as a Fellow, Full Member or Associate Member may be asked to attend an interview and/or produce evidence relating to their professional knowledge.

4.6 The Membership Board may, in its absolute discretion, refuse to admit any person to any class of membership whether he or she fulfils the requirements for that class or not. The Membership Board shall not be required to give a reason for its decision.

4.7 After a Membership Application has been considered the Membership Board shall send the applicant a letter informing them whether the Membership Application has been successful and the applicant shall be admitted and shall be granted any certificate of membership applicable to the class of membership to which they are admitted.

4.8 The Council may in its absolute discretion admit persons of eminence or distinction as Honorary Fellows.

5. **Transfer between classes of membership**

5.1 A member of any class of membership may submit an application for transfer to any other class of membership and such Transfer Application shall be in writing in the form for the time being required by the Membership Board and shall be accompanied by payment of such subscription or fee as may be required under standing orders.

5.2 The Membership Board shall consider Transfer Applications in accordance with standing orders prepared by the Executive Board from time to time.

5.3 The Membership Board may, in its absolute discretion, reject a Transfer Application whether the applicant fulfils the requirements for that class of membership or not. The Membership Board shall not be required to give a reason for its decision.

5.4 After a Transfer Application has been considered the Membership Board shall send the member a letter informing them whether the Transfer Application has been

successful and the member shall be admitted to the new class of membership and shall be granted any certificate of membership applicable to that class.

## 6. Code of Professional Conduct

- 6.1 Every member shall at all times exercise their professional skill and judgement to the best of his or her ability and discharge any professional responsibilities with integrity and safeguard the public interest in matters of safety, health and otherwise pertaining to his or her work or other involvement in highways and transportation.
- 6.2 The Executive Board shall establish rules for regulating the conduct of members of the various classes of membership to be known as 'the Code of Professional Conduct' and may alter or vary the same from time to time provided that such rules shall not be inconsistent with the Charter and these Bye-laws.
- 6.3 The Code of Professional Conduct shall set out the disciplinary procedure to be followed in the event of an allegation of misconduct.

## 7. Subscriptions and fees

- 7.1 The Executive Board shall set the annual subscriptions and other fees payable by members to the Institution and publish them in such a manner as it sees fit.
- 7.2 The membership of any member whose subscription is six months or more in arrears may, at the absolute discretion of the Executive Board, be terminated, provided that if the Executive Board determines that the membership of a member shall not be

terminated under this Bye-law, they may determine that some or all of the membership rights and privileges of that member shall be suspended or terminated. The membership of any such person may, at the absolute discretion of the Executive Board, be reinstated upon application to the Executive Board and payment of such arrears of subscription and any other reasonable charges.

- 7.3 The Chief Executive may at all times in cases of ill-health, retirement from active practice, advanced age or the performance of service in the Defence Forces or other duties to the State, in acknowledgement of any service to the Institution and in such other cases as they may think fit, waive, suspend, extend the time for payment of, or reduce the amount of any subscription, fee or other sum payable by any member to the Institution.

## 8. Resignation

- 8.1 Any member who wishes to resign shall submit notice in writing to the Secretary.
- 8.2 Any member who resigns shall be required to pay any sums due to the Institution. The Membership Board may require the resigning member to return any certificate issued to them.
- 8.3 If a member resigns after the first day of December in any year the Membership Board may, at its absolute discretion, require him to pay such subscription as he or she would have been required to pay had he or she continued to be a member in the following year.

## 9. General meetings

- 9.1 The Institution may hold an annual general meeting in any year in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting and the next. The annual general meeting shall be held at such time and place as the Executive Board determines.
- 9.2 All general meetings other than annual general meetings shall be called extraordinary general meetings. The Executive Board may call an extraordinary general meeting whenever they think fit. Extraordinary general meetings shall be convened on such requisition or may be convened upon the written requisition of the lesser of 10% of or 100 Voting Members at the date of the written requisition. Such members' written requisition shall specify the object of the desired meeting, shall be signed by the requisitionists and deposited at the Principal Office. The Secretary shall within seven days after receipt of such members' written requisition convene an extraordinary general meeting in accordance with this Bye-law 9.2.
- 9.3 An annual general meeting and an extraordinary general meeting shall be called by at least fourteen clear days' notice.
- 9.4 The notice shall be given to all the Voting Members of the Institution and to the auditors of the Institution.
- 9.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of

a meeting by, any person entitled to receive the notice shall not invalidate the proceedings at that meeting.

#### 10. **Proceedings at general meetings**

- 10.1 No business shall be transacted at any general meeting unless a quorum is present. The quorum is ten Voting Members present in person or by proxy.
- 10.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the chairman may, if he or she thinks fit, permit the reading and discussion of any paper but not any other business and, subject to that, the meeting shall stand adjourned to the same day in the next week at the same place or to such time and place as the chairman may determine. If at the reconvened meeting a quorum is not present within half an hour after the time appointed for the meeting the Voting Members present shall be a quorum.
- 10.3 The President, or, in his or her absence, the Senior Vice-President present, shall preside as chairman at every general meeting of the Institution, but in the case of the absence of the President and all Vice-Presidents, the Voting Members present shall elect an Executive Board Member or, in the absence of any Executive Board Members, one of their own number, to be chairman of the meeting.
- 10.4 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from

place to place, but no business shall be transacted at any reconvened meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place.

- 10.5 Save as otherwise provided in these Bye-laws, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of a show of hands, a poll is duly demanded by the chairman or by at least five Voting Members present in person or by proxy. Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes cast in favour of or against the resolution.
- 10.6 Except as provided in these Bye-laws, if a poll is duly demanded it shall be taken in such manner as the chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 10.7 In the case of an equality of votes, whether on a show of hands or on a poll (whether then taken at the meeting or otherwise pursuant to these Bye-laws) the chairman of the meeting at which the show of hands takes place or the poll is demanded, shall be entitled to a second or casting vote.

10.8 A poll demanded on the election of a chairman, or on a question of adjournment shall be taken immediately.

10.9 The demand for a poll shall not prevent the meeting continuing for the transaction of any business other than the question on which the poll was demanded and the demand for a poll may be withdrawn at any time before the next business is proceeded with.

10.10 On a show of hands or on a poll conducted at the meeting at which it is demanded, every Voting Member present shall have one vote. On any other poll every Voting Member shall have one vote and such poll shall be taken by the Secretary posting to the registered address of every Voting Member a copy of the resolution on which the poll was demanded together with a voting card.

#### 11. **Postal and electronic votes**

In the event of the Executive Board deeming it desirable that the views of all Voting Members be sought in relation to any resolution, whether or not it is proposed at a general meeting, they may require a postal and/or electronic vote to be conducted. A postal and/or electronic vote may be held in such a manner as the Executive Board shall see fit, provided that notice of the postal and/or electronic vote shall be sent (whether by post, electronically or otherwise) to every Voting Member and provided that this notice shall specify the date by which a Voting Member must submit his or her vote and provided that this date shall be at least 14 clear days after the notice is delivered to the Voting Member. The votes for and against a resolution shall be counted after the date specified

and shall have effect as if they were cast at a meeting of the Voting Members.

## 12. Proxies and representatives

12.1 Votes taken by a poll or show of hands may be cast either personally or by proxy.

12.2 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in a form approved by the trustees.

12.3 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the trustees may:

- (a) in the case of an instrument in writing be deposited at the Principal Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Institution in relation to the meeting not less than 48 hours before the time for holding the meeting or reconvened meeting at which the person named in the instrument proposes to vote;
- (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purposes of receiving electronic communications:
  - i. in the notice convening the meeting;
  - ii. in the instrument of proxy sent out by the Institution in relation to the meeting, or

iii. in any invitation contained in an electronic communication to appoint a proxy issued by the Institution in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or reconvened meeting at which the person named in the appointment proposes to vote;

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Secretary or to any Executive Board Member;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

12.4 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice of the determination was received by the Institution at the Principal Office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of proxy was contained in an electronic communication, at the address at which such appointment

was duly received before the commencement of the meeting or reconvened meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or reconvened meeting) the time appointed for taking the poll.

## 13. The Council

The Council shall consist of:

- (a) The President;
- (b) Four Vice-Presidents or such lesser number as the Council shall determine;
- (c) Those of the Past Presidents who have held office as President during the preceding three years;
- (d) The Honorary Treasurer;
- (e) Up to twelve Ordinary Council Members elected in accordance with Bye-law 15;
- (f) Branch Council Members elected by each Branch in accordance with Bye-law 14; and
- (g) Up to eight Nominated Council Members (nominated in accordance with Bye-law 17).

## 14. Nomination of Branch Council Members

14.1 Each Branch registered in the United Kingdom or the Republic of Ireland shall elect to Council one Voting Member who shall have a registered address in the Branch area for which they are elected.

14.2 Candidates for Branch Council Membership shall be nominated in writing (which may include electronic communication) by not fewer than eight Voting Members who have a registered address in the Branch area in

which the election is to take place. The names of the people so nominated shall be set out on balloting lists that shall be sent out to all Voting Members who have a registered address in the Branch area in which the election is to take place. Balloting lists may be sent by post or by electronic communication.

- 14.3 All Voting Members registered in the relevant Branch area shall be eligible to vote for the relevant Branch Council Member.
- 14.4 A Branch Council Member so elected shall (subject to Bye-law 14.5) hold office for a term of three years from the conclusion of the annual general meeting at which his or her election is declared and shall then (subject to Bye-law 14.5) be eligible to be nominated for election for a further term of three years but shall not thereafter for a further period of one year be again eligible to be nominated for election.
- 14.5 If a Branch Council Member so elected to the Council resigns or ceases to reside in the Branch area or is otherwise ineligible to continue as a member of the Council, the resulting vacancy shall be filled by the relevant Branch either by appointing the person with the next highest number of votes in the ballot for such Branch Council Member held pursuant to Bye-law 14 or, by adopting such other method of appointing a replacement as it deems fit. Such appointee shall hold office for the unexpired term of office of the Branch Council Member whom they replace and shall then be eligible for re-election in accordance with these Bye-laws.

14.6 Any Branch outside the United Kingdom and Republic of Ireland shall be entitled to appoint from time to time (in such a manner as they shall see fit) one Voting Member who has a registered address in the Branch area to attend and vote at a meeting of the Council as the representative of that Branch.

#### 15. **Nomination of Ordinary Council Members**

- 15.1 Candidates for Ordinary Council Membership of the Council shall be nominated in writing either by the Council or by at least eight Voting Members.
- 15.2 In any one year, a candidate may not stand in both Ordinary Council Member and Branch Council Member elections.
- 15.3 The names of the people so nominated shall be set out on balloting papers that shall be sent out to all Voting Members.

#### 16. **Procedure for election of Branch and Ordinary Council Members**

- 16.1 Balloting papers prepared in accordance with Bye-laws 14 and 15 shall be sent at least twenty clear days before the annual general meeting at which the results of the elections will be announced.
- 16.2 Balloting papers must be delivered to the Secretary at least 5 clear days before the annual general meeting at which the results of the elections will be announced. Balloting papers delivered after this date shall not be counted except in exceptional circumstances at the discretion of the Secretary.
- 16.3 Ordinary Council Members will be elected by Voting Members using the single

transferable vote method according to the rules of the Electoral Reform Society from time to time.

- 16.4 Branch Council Members will be elected by Voting Members registered in the relevant Branch area who shall vote for one candidate only and any vacancy shall be filled by the candidate who shall receive the largest number of votes.
- 16.5 Any balloting list marked in any way otherwise than for the purpose of recording votes in the manner prescribed in these Bye-laws shall be void.
- 16.6 The balloting lists shall, prior to the commencement of each annual general meeting, be handed over by the Secretary to the Electoral Reform Society or to at least two scrutineers appointed for that purpose by the Council, and the responsible person shall notify the results of the ballots to the Secretary for reporting to the meeting. The chairman shall announce the results of the ballots to the meeting, and such announcement shall, subject to any manifest error, be conclusive, and no discussion of it shall be permitted by the chairman. In the case of a tie, the successful candidate shall be determined by lot to be drawn as the chairman may direct.
- 16.7 An Ordinary Council Member shall (subject to these Bye-laws) hold office for a term of three years from the conclusion of the annual general meeting at which his or her election is declared and shall then (subject to these Bye-laws) be eligible to be nominated for election for a further term of three years but

shall not thereafter for a further period of one year be again eligible to be nominated for election.

16.8 In the event of an Ordinary Council Member resigning or otherwise ceasing to be an Ordinary Council Member, the resulting vacancy shall be filled by the Council either by appointing the person (not otherwise being a member of the Council) with the next highest number of votes in such ballot or by adopting such other method of appointing a replacement as it deems fit. The appointee shall hold office for the unexpired term of office of the Ordinary Council Member whom they replace and shall then be eligible for re-election in accordance with these Bye-laws.

#### 17. **Appointment of Nominated Council Members**

The Council shall appoint up to eight Voting Members to be Nominated Council Members referred to in Bye-law 13(g) and shall from time to time fill any casual vacancy among the said Nominated Council Members by appointing another Voting Member as a Nominated Council Member. Nominated Council Members shall serve for one year at a time and shall be eligible for reappointment but the total period of service as a Nominated Council Member must not exceed six years whether consecutively or in aggregate.

#### 18. **Powers of the Council**

The Council shall:

- (a) advise the Executive Board on the strategic and professional direction of the Institution;
- (b) elect and remove Executive Board Members

in accordance with the provisions in these Bye-laws; and

- (c) operate within standing orders prescribed by the Executive Board from time to time.

#### 19. **Proceedings of the Council**

19.1 The minimum number of Council meetings to be held each year shall be determined from time to time by the Executive Board and unless otherwise determined the minimum number of meetings to be held in a year shall be four. The Council may adjourn and otherwise regulate meetings as it thinks fit. At the request of the Executive Board or one third of Council Members, the Secretary shall at any time call a special meeting of the Council.

19.2 The quorum for meetings of the Council shall be one-third of the Council Members or the number nearest to one-third.

19.3 A Branch Council Member may appoint an authorised representative to attend a Council Meeting in his or her place provided that no person shall be appointed without the consent of the Chief Executive Officer, or such other person as the Executive Board may appoint and provided that the name of the authorised representative shall be given to the Secretary before the beginning of the Council Meeting. An authorised representative of a Branch Council Member shall be counted in the quorum.

19.4 Where appropriate equipment is available and consent has been granted by the President, or by such a person as he may appoint, any Council Member may

participate in a meeting via telephone or such other means of communication enabling all persons participating in the meeting to speak to and hear each other.

19.5 Council Members may submit to the President written comments on issues to be discussed at the Council Meeting. Such comments shall be reviewed by the President, or such other person as he may appoint. Such comments, or a summary of or extract from them, may, at the discretion of the President, or such other person as he may appoint, be distributed to the Council Members or read out at the Council meeting.

19.6 The President shall chair the meeting of the Council, or in his or her absence, the senior Vice-President present shall chair the meeting. If neither the President nor a Vice-President is present within fifteen minutes after the time appointed for holding the meeting, the Council Members present may elect one of their number to act as chair.

19.7 Each Council Member shall have one vote in respect of proposals arising at a meeting of the Council. Subject to the provisions of these Bye-laws, questions arising at any meeting shall be decided by simple majority vote. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

#### 20. **Disqualification and removal of Council Members**

A person shall cease to be a Council Member if he or she:

- (a) ceases for any reason to be a Voting Member;
- (b) resigns his or her office by notice in writing to the Secretary;
- (c) is absent without good reason for three consecutive meetings of the Council;
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (e) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (f) ceases to hold office by reason of any resolution duly passed by more than fifty per cent of the Council Members present in person or by an authorised representative.

## 21. Officers of the Institution

- 21.1 The President, Vice-Presidents and Honorary Treasurer of the Institution shall be Voting Members nominated annually by the Council for approval by the Voting Members at the annual general meeting.
- 21.2 If any vacancy in the offices of President, Vice-President or Honorary Treasurer or among Ordinary Council Members or Branch Council Members shall for any reason remain unfilled for a period of eight weeks, it shall be deemed a casual vacancy.
- 21.3 The Council shall have power at any time to fill a casual vacancy in the offices of President, Vice-Presidents or Honorary Treasurer. Any member so appointed shall hold office until the conclusion of the next annual general meeting.

## 22. Executive Board

22.1 Subject to these Bye-laws, the Executive Board shall comprise:

- (a) the holders of the following offices from time to time:
  - (1) President;
  - (2) Vice-Presidents;
  - (3) Immediate Past President;
  - (4) Honorary Treasurer; and
  - (5) up to eight Council Members to be elected by the Council.

22.2 The Secretary shall be entitled to attend and speak at any meeting of the Executive Board provided that the Secretary shall withdraw from the meeting where the Executive Board wishes to discuss a personnel issue which relates to the Secretary.

## 23. Powers of the Executive Board

Subject to the provisions of the Charter, these Bye-laws and any standing orders the business of the Institution shall be managed by the Executive Board who may exercise all the powers of the Institution. No alteration of the Charter or Bye-laws shall invalidate any prior act of the Executive Board which would have been valid if that alteration had not been made.

## 24. Standing orders

24.1 The Executive Board may from time to time make such reasonable and proper rules to be known as standing orders as they may deem necessary or expedient for the proper conduct and management of the Institution.

24.2 The standing orders may regulate the following matters but are not restricted to them:

- (a) the admission of members and the rights and privileges of such members;
- (b) the conduct of the Council and the conduct of the members of the Institution;
- (c) the procedure at general meetings, meetings of the Executive Board, committee meetings and meetings of the Council in so far as such procedure is not regulated by these Bye-laws; and
- (d) generally, all such matters as are commonly the subject matter of standing orders.

24.3 The Institution in general meeting has the power to alter, add to or repeal the standing orders.

24.4 The Executive Board must adopt such means as they think sufficient to bring the standing orders to the notice of members.

24.5 The standing orders shall be binding on all members. No standing order shall be inconsistent with, or shall affect or repeal anything contained in, the Charter, or the Bye-laws.

## 25. Proceedings of the Executive Board

25.1 The Executive Board shall meet as required and normally not less than five times a year. Subject to these Bye-laws, the Executive Board may adjourn and otherwise regulate meetings as they think fit.

- 25.2 The quorum for meetings of the Executive Board shall be one half of the Executive Board Members or such other number as the Executive Board shall by resolution determine.
- 25.3 Where appropriate equipment is available and consent has been granted by the President, or by such a person as he may appoint, any Executive Board Member may participate in a meeting via telephone or such other means of communication where all persons participating in the meeting can speak to and hear each other.
- 25.4 The President, or in his or her absence, the senior Vice-President present shall preside as chairman of Executive Board meetings, but in the case of the absence of the President and all Vice-Presidents, the Executive Board shall appoint from their number such person to chair a meeting as they think fit upon such terms as they shall determine from time to time.
- 25.5 Each Executive Board Member shall have one vote in respect of questions arising at a meeting of the Executive Board. All business of the Executive Board shall be passed by a majority vote unless otherwise provided in these Bye-laws. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote. An Executive Board Member shall not vote in respect of any contract or matter in which he or she has declared an interest or on any matter arising from it.
- 25.6 A resolution in writing signed by all the Executive Board Members shall be as valid

and effectual as if it had been passed at a meeting of the Executive Board. Any such resolution may consist of several documents in the like form, each signed by one or more Executive Board Members.

## 26. **Disqualification and removal of an Executive Board Member**

A person shall cease to be an Executive Board Member if he or she:

- (a) is directly or indirectly interested in any contract or matter with the Institution and fails to declare the nature of that interest at an Executive Board meeting at which the question of entering into the contract is first considered or at the next such meeting held after he or she becomes interested in the contract or matter if later;
- (b) holds any office in the Institution entitling him or her to profit or remuneration;
- (c) is disqualified from being a charity trustee under the Charities Act 1993;
- (d) is removed by a resolution duly passed by a majority of not less than seventy-five per cent of the Council Members present and voting at a meeting of the Council;
- (e) resigns his or her office by notice in writing to the Secretary;
- (f) is absent without good reason from three consecutive meetings of the Executive Board;
- (g) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or

- (h) becomes bankrupt or makes any arrangement or composition with his or her creditors generally.

## 27. **Committees**

- 27.1 The Executive Board may delegate any of its powers to committees, which may be given such names as the Executive Board shall see fit. There shall be such committees and sub-committees as the Executive Board may from time to time determine.
- 27.2 The name, membership and terms of reference of each committee and the manner in which committee meetings are conducted shall be set out in standing orders determined from time to time by the Executive Board. Every committee shall, in the exercise of the powers so delegated by the Executive Board, conform to any restrictions that may be imposed in such standing orders.

## 28. **Patron**

The Executive Board may in its discretion appoint any person to be a Patron of the Institution on such terms as it shall think fit and may remove any Patron so appointed.

## 29. **Seal**

The Seal of the Institution shall not be affixed to any instrument except by the authority of a resolution of the Executive Board, or duly authorised committee, and shall be signed by any two authorised signatories designated as such by resolution of the Executive Board provided that such authorised signatories shall include all Executive Board Members and the Chief Executive.

### 30. Accounts

- 30.1 The Executive Board shall cause proper accounts to be kept with respect to:
- (a) all sums of money received and expended by the Institution and the matters in respect of which such receipt and expenditure take place;
  - (b) all sales and purchase of goods by the Institution; and
  - (c) the assets and liabilities of the Institution.
- 30.2 Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Institution and to explain its transactions.
- 30.3 The books of account shall be kept at the Principal Office of the Institution or at such other place or places in the United Kingdom as the trustees shall determine.
- 30.4 In every year, the Executive Board shall lay before the Institution an income and expenditure account for the period since the last preceding accounts made up to date not more than nine months before such meeting together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Executive Board Members and of the auditors of the Institution.

### 31. Notices

- 31.1 Any notice pursuant to the Bye-laws (which shall include all communications and enclosures of whatever nature) may be served by the Institution upon any member entitled

to receive such notice, either personally or by sending it through the post in a prepaid letter addressed to such member at his or her registered address as appearing in the register of members. Any notice, if served by first class post to any address within the United Kingdom, shall be deemed to have been delivered on the second day after the day of posting or, if sent by second class post, on the third day after the day of posting. Any notice to any address outside of the United Kingdom shall be deemed to have been delivered seven days after the day of posting. In proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted whether or not that letter was actually delivered to the addressee.

- 31.2 Any member described in the Institution's register of members by an address not within the United Kingdom, the Isle of Man or the Channel Islands who shall from time to time give the Institution an address within the United Kingdom, the Isle of Man or the Channel Islands at which notices may be served upon him, shall be entitled to have notices served upon him at such address. Save as aforesaid, only those members who are described in the register of members by an address within those areas shall be entitled to receive any notice from the Institution.

### 32. Dissolution

The provisions of the Charter relating to dissolution of the Institution take effect as though repeated here.