

BYE-LAWS OF THE ROYAL TOWN PLANNING INSTITUTE

Section 1: Interpretation

1. In the event of any inconsistency between the provisions of the Charter and the provisions of the Bye-laws the provisions of the Charter shall prevail.

2. In these Bye-laws, unless the context otherwise requires expressions or words used in the Charter shall have the meaning there defined.

3. The following expressions shall have the following meanings:

3.1 'Nation' means a country defined from time to time by the Board of Trustees;

3.2 'Region' means a geographical area defined from time to time by the Board of Trustees;

3.3 'Chartered Member' means a full member of the Chartered Institute in a class specified under Bye-law 5.1;

3.4 'Chief Executive' means the chief executive officer of the Chartered Institute appointed by the Board of Trustees;

3.5 'Connected' means any person falling within one of the following categories:

3.5.1 any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or

3.5.2 the spouse or civil partner of any person in 3.5.1; or

3.5.3 any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at 3.5.1 or 3.5.2; or

3.5.4 any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;

3.6 'Fellow' means a Chartered Member who has been elected as a Fellow in accordance with the Regulations;

3.7 'General Meeting' means a general meeting in which the Chartered Members assemble;

3.8 'Legal Member' means a Chartered Member who has been elected to Chartered membership in that class in accordance with the Regulations;

3.9 'Member' unless the context requires otherwise, means a Chartered Member, a Non-Chartered Member and a Retired Member;

3.10 'Non-Chartered Member' means a person who is not a Chartered Member and who is appointed or elected to any other class of membership of the

Chartered Institute in accordance with the Regulations;

3.11 'Regulations' means Regulations made and published by the Board of Trustees in accordance with Bye-law 79;

3.12 'Standing Committee' means those and only those committees designated as standing committees by the Board of Trustees;

3.13 'Network' means a group established with the approval of the Board of Trustees to further special interests within the Chartered Institute;

3.14 'The Honorary Officers' means the President, the Vice-President, the Immediate Past President, the Honorary Treasurer and the Honorary Solicitor and Secretary;

3.15 'Young Planner' means a Member who, on the date of the Autumn Meeting of the General Assembly in any year, has no more than ten years' postqualification experience.

4. Where these Bye-laws confer any power to make Regulations or standing orders, that power shall be construed as including power to rescind, revoke, amend or vary any Regulations or standing orders made in pursuance of that power.

Section 2: Membership

Classes of membership

5. The classes of membership of the Chartered Institute shall be:

5.1 Chartered Members

5.1.1 Fellows;

5.1.2 Ordinary Members;

5.1.3 Legal Members (a closed class);

5.1.4 Legal Associate Members (a closed class);

5.2 Non-Chartered Members

5.2.1 Legal Associates;

5.2.2 Associates;

5.2.3 Licentiates;

5.2.4 Students;

5.2.5 Affiliates;

5.2.6 Honorary Members;

5.2.7 International Associates (a closed class);

5.2.8 Technical Members (a closed class);

5.2.9 Honorary Corresponding Members (a closed class).

5.3 *Retired Members*

Unless the contrary intention appears, where reference is made to a class of membership, that reference shall where appropriate include a reference to Retired Members, being those individuals who, immediately before transferring to Retired Membership were members of that class of membership.

6. The Board of Trustees may by Regulation create additional classes of membership.

Admission to membership

7. Candidates for election as a Member shall make application to and shall be subject to election by the Board of Trustees. The qualifications for each class of membership, the procedures for election and for transfer from one class of membership to another and the requirements of continuing professional competence shall be prescribed by Regulations.

8. The Chartered Institute shall maintain a register of Members identifying each class of membership. The name of every person who is elected to membership shall be added to the register. Registration shall be conclusive evidence of admission to membership.

9. Every Chartered Member, Legal Associate, Associate and Honorary Member shall be entitled to receive and hold a certificate of membership.

10. Membership of the Chartered Institute may be designated in the following ways:

10.1 a Fellow may use the name, style or title of 'Chartered Town Planner' and the initials 'FRTPI';

10.2 an Ordinary Member may use the name, style or title of 'Chartered Town Planner' and the initials 'MRTPI';

10.3 a Legal Member may use the initials 'LMRTPI' (a closed class);

10.4 a Legal Associate may use the initials 'LARTPI';

10.5 an Associate may use the initials 'AssocRTPI';

10.6 a Licentiate may use the term 'Licentiate of the Royal Town Planning Institute';

10.7 a Student may use the term 'Student of the Royal Town Planning Institute';

10.8 an Affiliate may use the term 'Affiliate of the Royal Town Planning Institute';

10.9 an Honorary Member may use the initials 'HonMRTPI';

10.10 a Technical Member may use the initials 'TechRTPI' (a closed class);

10.11 a Retired Member may use the initials FRTPI(Rtd), MRTPI(Rtd), LMRTPI (Rtd), LARTPI(Rtd), AssocRTPI(Rtd) or TechRTPI(Rtd), as appropriate according to his or her class of membership immediately prior to transfer to Retired Membership.

Privileges of membership

11. Each class of membership shall have, in addition to any rights and privileges conferred by the Charter and these Bye-laws, such rights and privileges as may be granted to it by the Board of Trustees. All such rights and privileges shall be enjoyed by a Member for his or her own benefit and may not be transferred to any other person, firm, company or body.

Subscriptions

12. Every Member (with such exceptions as may be agreed by the Board of Trustees) shall pay an annual subscription to the Chartered Institute provided that the Board of Trustees may by Regulation provide for Retired Members to pay a single life subscription as an alternative to payment of an annual subscription.

13. Every candidate for election to any class of membership may be required to pay to the Chartered Institute an application fee (with such exceptions as may be agreed by the Board of Trustees).

14. The amount of the annual subscription and any application fee shall be determined annually by the Board of Trustees in consultation with the General Assembly provided that the Board of Trustees may in its absolute discretion reduce or remit any subscription due from or paid by a Member.

15. The Board of Trustees may make Regulations for the payment of subscriptions and application fees (including payment by instalment) and for the suspension or expulsion of Members or the suspension of all or any membership rights in the case of non-payment.

16. A Member who resigns his or her membership or whose membership is otherwise terminated shall remain liable only for any unpaid subscription then due from him or her.

Conduct of membership

17. The Board of Trustees may issue a code or codes of professional conduct and practice setting out the standards, ethics and professional behaviour expected of Members and may from time to time amend any such code or codes or any part or parts thereof.

18. Every Member shall observe the provisions of the Charter and these Byelaws and shall conduct him or herself in such a manner as shall not prejudice his or her professional status or the reputation of the Chartered Institute and without prejudice to the generality of the foregoing every Member shall, in particular, comply at all times with any code of professional conduct applicable to his or her class of membership prescribed and published by

the Board of Trustees under the provisions of the last preceding Bye-law.

19. Procedures for the conduct of disciplinary proceedings in respect of any complaint made against a Member of any action contrary or prejudicial to the aims, objects and interests of the Chartered Institute or of conduct unbecoming to a Member shall be prescribed by Regulations which shall include power to warn, reprimand, suspend or expel a Member and which shall conform to the principles of natural justice and the Board of Trustees may establish a disciplinary committee and such other committees as it sees fit for the conduct of such procedures.

Termination of membership

20. Membership shall cease forthwith:

20.1 on receipt by the Chief Executive of notice in writing from the Member of his or her intention to resign provided that if a Member has been notified that an investigation into his or her conduct involving any grounds for disciplinary action is to be conducted in accordance with these Bye-laws or that consideration is being given to such an investigation, his or her resignation shall not prevent the Chartered Institute continuing with disciplinary action relating to conduct before the resignation takes effect.

20.2 if a Member is expelled for non-payment of his or her subscription or otherwise in accordance with Regulations made under Bye-law 19.

20.3 The Board of Trustees may reinstate any Member whose membership has been terminated for any reason, and may cause reinstatement to be subject to previous compliance with such conditions as it may determine, including the payment of subscriptions in arrears and a re-registration fee.

Section 3: General Meetings

21. The Board of Trustees may whenever it thinks fit convene a General Meeting and the Chief Executive shall convene a General Meeting within one calendar month of receiving a requisition from at least 50 Chartered Members (or, in the case of an Annual General Meeting, 20 Chartered Members), provided that the purpose for which the meeting is to be called is stated in the requisition. If the Chief Executive fails to convene the meeting within the prescribed period the requisitionists may themselves convene the meeting provided that they shall do so within two calendar months and the meeting shall be held within three calendar months of the date of the requisition.

22. The Chartered Institute may but need not hold a General Meeting as an Annual General Meeting. If no Annual General Meeting is called, the business described in Bye-law 23 shall instead be conducted at the Autumn Meeting of the General Assembly.

23. The business of the Annual General Meeting shall be to receive and approve the minutes of the last Annual General Meeting, to receive the report of the Board of Trustees on its activities during the preceding year, to receive the annual accounts and the auditors' report thereon, to appoint the auditors for the ensuing year, to transact any business brought forward by the Board of Trustees of which due notice has been given and to consider motions of which valid notice has been given in accordance with Regulations, provided

that no business other than that specified in the notice convening the meeting shall be transacted at that meeting.

24. At least twenty one days' notice in writing of every General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the meeting and the nature of the business to be transacted shall be given to every Member.

25. A motion of which notice is given to a General Meeting that proposes an alteration to the Charter or these Bye-laws shall be deemed to be a requirement for the Board of Trustees to consider the alteration and after consultation with the General Assembly and such other consultation as it considers appropriate to bring forward a recommendation in respect of the alteration to a subsequent General Meeting.

26. The Board of Trustees may make Regulations concerning the conduct of ballots of the Members. Any resolution that may be passed at a General Meeting by a simple majority of Chartered Members present and voting may be passed by a simple majority of those Chartered Members voting in favour of the resolution in a ballot; and any resolution that may be passed at a General Meeting by a three quarters majority of Chartered Members present and voting may be passed by a three quarters majority of those Chartered Members voting in favour of the resolution in a ballot.

27. In respect of any resolution as is referred to in Articles 14, 16 or 17 of the Charter, the Board of Trustees shall make arrangements either to hold a ballot of Chartered Members or to permit Chartered Members to vote by proxy or otherwise to cast their votes in advance of the General Meeting.

Procedure at General Meetings

28. No business shall be transacted at any General Meeting unless a quorum is present. Save as herein otherwise provided, twenty Chartered Members present in person shall constitute a quorum. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Chartered Members, shall be dissolved but otherwise all business which, if a quorum had been constituted, could have been transacted at the meeting may forthwith be transacted on behalf of the Chartered Institute by the Board of Trustees and any business so transacted shall be deemed to have been transacted by the Chartered Members at the meeting.

29. Every Member shall be entitled to attend and speak at General Meetings but only Chartered Members shall have the right to vote.

30. At every General Meeting the chair shall be taken by the President. If he or she is absent the chair shall be taken by the Vice-President, or the Immediate Past President in that order. If no such Honorary Officer is present the Trustees present shall choose one of their number to take the chair and if no Trustees are present the Chartered Members present shall elect one of their number to take the chair.

31. Every Chartered Member present at a General Meeting shall have one vote.

32. At every General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chair or by at least five Chartered Members and unless a poll is so demanded a declaration by the chair of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority shall be conclusive and an entry to that effect in the minutes of the proceedings of the meeting shall be sufficient evidence of the fact so declared.

33. In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.

34. If a poll is demanded it shall be taken at such time and place and in such manner as the chair of the meeting shall direct and the meeting may be adjourned for that purpose. The result of a poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.

35. Unless the Charter otherwise provides, a resolution of a General Meeting shall require the approval of a simple majority of the Chartered Members present and voting.

36. No objection shall be made to the validity of any vote at a meeting except at the meeting or poll at which the vote is tendered and every vote not disallowed at such meeting or poll shall be deemed valid. The chair of the meeting shall be the absolute judge of the validity of every vote tendered at a meeting or in a poll.

Section 4: General Assembly

37. There shall be a General Assembly of the Chartered Institute which shall:

37.1 act as a forum for debate about the development of planning policy and practice, the corporate policy of the Chartered Institute and other issues relevant to the objects of the Chartered Institute;

37.2 elect Trustees in accordance with Bye-law 58.2 and fulfil such other functions as are conferred on it by these Bye-laws or Regulations;

37.3 replace any Trustee but only in accordance with Bye-law 65;

37.4 respond to any matters on which it is consulted by the Board of Trustees in accordance with these Bye-laws;

37.5 fulfil such other functions as are conferred on it by these Bye-laws or by Regulations;

37.6 advise the Board of Trustees on such matters and undertake such other tasks as are referred to it by the Board of Trustees.

38. The General Assembly shall comprise the following representatives of whom not less than two thirds shall be Chartered Members:

38.1 twenty eight Fellows and Ordinary Members elected by the Fellows and Ordinary Members;

38.2 two Legal Members or Legal Associates elected by the Chartered Members and Legal Associates;

38.3 two Associates elected by the Associates;

38.4 six Licentiates or Students, elected by the Licentiates and Students;

38.5 the following number of Chartered Members representing Nations and Regions:

38.5.1 one representative from each Region in England;

38.5.2 two representatives from Wales;

38.5.3 one representative each from Northern Ireland and the Republic of Ireland ;

each of whom shall be elected by the Chartered Members in the Nation or Region which he or she represents.

38.6 two Chartered Members elected by the Chartered Members in Scotland;

38.7 any Trustee who is not a member of the General Assembly in another capacity.

39. The composition of the General Assembly may be altered or added to by Regulations made by the Board of Trustees after consultation with the General Assembly provided that not less than two thirds of the General Assembly representatives shall be Chartered Members.

40. A representative, other than a Trustee holding office by virtue of Bye-law 38.7, shall take up office on the first day of January following his or her election or appointment, shall hold office for a term of not more than two years and shall be eligible for re-election or re-appointment as provided in the Regulations.

41. A person shall cease to be a General Assembly representative if he or she ceases to be a Member in the class of membership by virtue of which he or she was elected or, being a Trustee within the provisions of Bye-law 38.7, ceases to be a Trustee. However, this paragraph shall not apply to any General Assembly representative who is a Licentiate, a Student or an Associate and who becomes a Chartered Member; and any Licentiate, Student or an Associate who is validly nominated for election to the General Assembly shall be eligible to stand for election and if elected shall be eligible to take office and to serve for the term for which he or she has been elected notwithstanding that in the meantime he or she shall have transferred from being a Licentiate, a Student or Associate, as the case may be, to being a Chartered Member.

42. The Board of Trustees shall promulgate Regulations for the election of representatives to the General Assembly, for the rotation of representatives with the intention that a representative shall not hold office for a term of more than two years but shall be eligible for re-election and for the filling of casual vacancies.

43. There shall be an Autumn Meeting of the General Assembly and such other

meetings in each year at such times and places as the Board of Trustees shall determine.

44. The Board of Trustees shall promulgate Regulations for the convening of and proceedings at meetings of the General Assembly.

45. At every meeting of the General Assembly the chair shall be taken by the President. If he or she is absent the chair shall be taken by the Vice-President, or the Immediate Past President in that order. If no such Honorary Officer is present the Trustees present shall choose one of their number to take the chair and if no Trustees are present the Chartered Members present shall elect one of their number to take the chair.

Officers of the Chartered Institute

Honorary Officers

46. The Honorary Officers of the Chartered Institute shall consist of a President, Vice-President, and Immediate Past President who shall be Chartered Members; an Honorary Treasurer, who shall be a Chartered Member or Legal Associate; and an Honorary Solicitor and Secretary, who shall be a Legal Member or a Legal Associate.

47. The Vice-President shall be elected by the Chartered Members in accordance with Regulations. To be eligible for election a candidate shall be a Chartered Member who shall have held office in any capacity within the Chartered Institute's governance structures for at least two consecutive years during the previous five years and who has been nominated by at least 6 Chartered Members.

48. Vice-Presidential elections shall be held annually in accordance with Regulations. A person elected as Vice-President shall serve for one term as Vice-President, and, in the absence of any reason to the contrary (which the Board of Trustees may in its absolute discretion determine) one term immediately following as President and one term immediately following as Immediate Past President. Subject to Bye-Law 49, each term shall run for approximately one year from the date of inauguration of one elected Vice-President until the date of inauguration of the next elected Vice-President in accordance with Regulations.

49. A vacancy in the post of President shall, in the absence of any reason to the contrary (which the Board of Trustees may in its absolute discretion determine) be filled by the next succeeding Vice-President. A Vice-President filling a vacancy in the post of President may, unless decided otherwise by resolution of the Chartered Members, then continue to serve for the term he or she would have served as President had the vacancy not arisen. The Board of Trustees may appoint a Chartered Member to fill a vacancy in the post of Vice-President and a person so appointed shall serve until the next elected Vice-President is inaugurated in accordance with Regulations, when he or she, if elected, may commence a new term as Vice-President. Otherwise, no person shall hold office as either President or Vice-President for two or more consecutive terms.

50. The Chair of the Board of Trustees shall be elected in accordance with Regulations from among the Chartered Members by the General Assembly

for a term of two years (with an opportunity to stand again for one further term of two years).

51. The Board of Trustees shall annually elect one of their number to the role of Vice Chair of the Board.

52. The Honorary Treasurer and Honorary Solicitor and Secretary shall each be elected by the General Assembly for terms of two years in accordance with Regulations and shall be eligible for re-election for a maximum of two further terms of two years, extendable in exceptional circumstances by decision of the Board of Trustees.

53. An Honorary Officer shall vacate office if he or she is disqualified from holding office as a Trustee under the provisions of Bye-law 64.

54. If a casual vacancy arises among the Honorary Officers, the Board of Trustees may fill the vacancy by appointing a person who would be qualified to be elected to the office in question. A person so appointed shall hold office for the residue of the term of the Honorary Officer whose vacancy he or she has been appointed to fill.

55. The Board of Trustees shall promulgate Regulations for the nomination and election of Honorary Officers, which shall comply with principles of fairness and natural justice.

Chief Executive

56. The Board of Trustees shall appoint a Chief Executive by such process and upon such terms and conditions as the Board of Trustees may think fit provided such terms and conditions shall comply with principles of fairness and natural justice. The Chief Executive shall be the chief permanent officer of the Chartered Institute and shall be responsible to the Board of Trustees for the orderly and proper conduct of all the affairs of the Chartered Institute including the appointment and management of employees and the control of finances.

Section 6: Board of Trustees

57. The management of the affairs of the Chartered Institute shall be vested in the Board of Trustees which, in addition to the powers and authority expressly conferred on it by these Bye-laws or otherwise, may in respect of the affairs of the Chartered Institute exercise all such powers and do all such things as may lead to the furtherance of the objects of the Chartered Institute including all such powers and things as may be exercised or done by the Chartered Institute and are not by these Bye-laws expressly directed or required to be exercised or done by the General Assembly or by the Chartered Institute in General Meeting.

Composition

58. The Board of Trustees shall consist of:

58.1 the Honorary Officers;

58.2 the Chair elected in accordance with Bye-Law 50;

58.3 elected Trustees who shall comprise:

58.3.1 up to six Chartered Members elected by the General Assembly;

58.3.2 one Chartered Member elected by the General Assembly from among their number to represent the Nations and Regions (excluding Scotland);

58.3.3 one Chartered Member who lives or works mainly in Scotland elected by the General Assembly to represent Scotland;

58.3.4 one Young Planner elected by the General Assembly; and

58.3.5 up to two individuals appointed by the Board of Trustees as additional Trustees for such renewable terms as the Board of Trustees may determine.

59. Elected Trustees shall be elected in accordance with Regulations for terms of two years starting on the first day of January following their election.

60. An elected Trustee who has been in office for three consecutive terms of two years shall not be eligible for re-election as an elected Trustee until he or she has been out of office for at least one year.

61. The Immediate Past President shall cease to be a Trustee at the end of his or her year in office as Immediate Past President and shall be required to remain out of office for at least one year before he or she can take office again as a Trustee except that he or she shall not be prevented from standing for election as a Trustee during their year out of office in respect of serving as a Trustee in the subsequent year.

62. If a casual vacancy arises among the elected Trustees, the Board of Trustees may appoint a Chartered Member to fill such vacancy. A Chartered Member so appointed shall hold office for the residue of the term of the Trustee whose vacancy he or she has been appointed to fill.

63. The Board of Trustees shall promulgate Regulations for the nomination and election of Trustees.

Termination of office

64. A Trustee shall vacate office and cease to be a member of the Board of Trustees if he or she:

64.1 being a Trustee holding office under Bye-laws 58.3.1 or 58.3.2, ceases to be a Chartered Member;

64.2 being a Trustee holding office under Bye-laws 58.3.1 or 58.3.2, is suspended from membership;

64.3 being a Trustee holding office under Bye-law 58.3.3, ceases to be either a Chartered Member, Licentiate or Student or is suspended from being a Chartered Member, Licentiate or Student;

64.4 is absent from four consecutive meetings of the Board of Trustees without the consent of the Board of Trustees and the Trustees resolve that his or her office be vacated;

64.5 becomes bankrupt or makes any arrangement or composition with his or her creditors;

64.6 is removed by resolution of the General Assembly made in accordance with Bye-law 65;

64.7 becomes incapable by reason of mental disorder;

64.8 becomes prohibited by law from being a Trustee;

64.9 being a Trustee by virtue of being an Honorary Officer, leaves the class in which he or she was elected as an Honorary Officer.

65. The General Assembly may resolve to remove a Trustee from office provided that:

65.1 written notice of the resolution signed by at least five General Assembly representatives and specifying the circumstances alleged to justify removal is delivered to the Chief Executive at least thirty five clear days before the date of the meeting of the General Assembly;

65.2 notice of the resolution is given to all the General Assembly representatives at least fourteen clear days before the date of the meeting;

65.3 the Trustee concerned is offered a reasonable opportunity of being duly heard which may be an oral hearing or a hearing on the basis of written representations to the General Assembly;

65.4 the resolution is passed by a majority of three quarters of those General Assembly representatives present and voting at the meeting.

Proceedings of the Board of Trustees

66. The Board of Trustees may meet together for the despatch of business and adjourn or otherwise regulate its meetings and proceedings as it thinks fit and may hold meetings in person or by suitable electronic or other means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.

67. The quorum for the transaction of the business of the Board of Trustees shall be three or one third of the Trustees whichever is the greater.

68. At every meeting of the Board of Trustees the chair shall be taken by the elected Chair of the Board. If he or she is absent the chair shall be taken by the Vice Chair. If neither the Chair nor the Vice Chair is present, the Trustees present shall choose one of their number to take the chair.

69. Every question at meetings of the Board of Trustees shall be determined by a majority of the votes of the Trustees present and voting at the meeting and if there is an equality of votes the chair of the meeting shall have a second or casting vote.

70. A resolution in writing sent to all the Trustees entitled to receive notice of a meeting of the Trustees and approved by the signature (including by way of electronic signature) of a majority of the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees.

71. The Board of Trustees may act and exercise all its powers notwithstanding that vacancies for the time being remain unfilled.

72. All acts done by any meeting of the Board of Trustees or by any committee appointed by the Board of Trustees under these Bye-laws shall, notwithstanding that it shall afterwards be discovered that there were defects in the appointment of all or any of the Trustees or of the members of such committee or that they were disqualified from holding office or had vacated office, be as valid as if every such Trustee or committee member had been duly appointed.

73. The Board of Trustees may invite any person to attend any of its meetings for such purposes as it may consider necessary but no such person may vote upon any matter coming before the meeting.

Trustee interests and management of conflicts of interest

Declaration of interests

74. A Trustee must declare the nature and extent of:

74.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Chartered Institute; and

74.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Chartered Institute or his or her duties to the Chartered Institute.

Participation in decision-making

75. If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Chartered Institute, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

76. If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Chartered Institute, he or she may participate in the decision making process and may be counted in the quorum and vote unless:

76.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:

76.1.1 any benefit received in his, her or its capacity as a beneficiary of the

Chartered Institute and which is available generally to the beneficiaries of the Chartered Institute;

76.1.2 the payment of premiums in respect of indemnity insurance effected in accordance with Clause 4(e) of the Charter;

76.1.3 payment under the indemnity set out at Bye-law 104; and

76.1.4 reimbursement of expenses in accordance with Clause 4(d) of the Charter; or

76.1.5 (except as prohibited by Clause 4(b) of the Charter) a majority of the other Trustees participating in the decision-making process decide to the contrary, in which case he or she must comply with Bye-law 77.

77. If a Trustee with a conflict of interest or conflict of duties is required to comply with this Bye-law 77, he or she must:

77.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

77.2 not be counted in the quorum for that part of the process; and

77.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Chartered Institute

78. Where a Trustee or person Connected with him or her has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Bye-laws in respect of that conflict:

78.1 the Trustee shall not be in breach of his or her duties to the Chartered Institute by withholding confidential information from the Chartered Institute if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

78.2 the Trustee shall not be accountable to the Chartered Institute for any benefit expressly permitted under these Bye-laws which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

Power to make Regulations

79. The Board of Trustees may make, repeal or alter Regulations as to the management of the Chartered Institute and its affairs, as to the conduct of business of the Chartered Institute, the General Assembly, the Board of Trustees and any committee of the Chartered Institute, as to the conduct of business of any Nation, Region or Network, as to the duties of any officers or employees of the Chartered Institute and as to any other matter or thing within the powers or under the control of the Board of Trustees provided that such Regulations shall not be inconsistent with the Charter or these Bye-laws or principles of fairness or natural justice and provided also that the Trustees shall consult with and take into account the view of members of the General Assembly before making any change of substance to any Regulation.

Committees and panels

80. The Chartered Institute shall have an audit committee and such other standing and other committees and panels, including executive committees for Scotland, Wales and Ireland, as the Board of Trustees may from time to time determine.

81. The composition and terms of reference of every committee and panel shall be entirely at the discretion of the Board of Trustees (although the Board of Trustees may allow a committee or panel to make co-options up to a specified number).

82. The Board of Trustees may delegate to any standing or other committee or panel such of its functions, duties and responsibilities and the implementation of any of its resolutions as the Board of Trustees may from time to time think fit.

83. The meetings and proceedings of any standing or other committee or panel shall be governed by the Bye-laws and Regulations regulating the meetings and proceedings of the Board of Trustees so far as the same are applicable and not superseded by any other Regulations.

Section 7: Nations, Regions and Networks

84. Subject to the provisions of Bye-law 85, the power granted by the Charter to promote, form or dissolve Nations, Regions and Networks of the Chartered Institute shall be exercised by the Board of Trustees and the Board of Trustees may from time to time make or vary Regulations prescribing the area, constitution, functions, financing and procedures of every Nation, Region or Network.

85. Before exercising its power to dissolve any such Nation, Region or Network and before exercising its power to make or vary Regulations, whether in respect of all Nations, Regions or Networks or of any particular one, the Board of Trustees shall first consult those who will be affected.

Section 8: Finance

Audit, Accounts and Reports

86. The Board of Trustees shall cause such books of account to be kept as are necessary to give a true and fair view of the affairs of the Chartered Institute.

87. At each Autumn Meeting of the General Assembly (or at each Annual General Meeting if called pursuant to Bye-law 21) an auditor or auditors shall be appointed by the Chartered Members present to hold office until the next Autumn Meeting of the General Assembly. No person shall be appointed auditor who is a Member or officer or employee of the Chartered Institute nor unless he or she is qualified for appointment as auditor of a company (other than an exempt private company) under the provisions of the Companies Act 2006 or any statutory re-enactment or modification thereof.

88. The Board of Trustees shall comply with the requirements of the Charities Act 2011 (or any statutory re-enactment or modification thereof) as to the keeping of financial records, the audit or examination of accounts and the preparation

and submission to the Charity Commission of:

88.1 annual reports;

88.2 annual returns;

88.3 annual statements of accounts.

Investment management

89. The Board of Trustees may delegate to one or more investment managers, for such period and upon such terms as it may think fit, power at the discretion of the investment manager to buy and sell investments on behalf of the Chartered Institute. Where the Board of Trustees makes such a delegation, it shall ensure that the investment manager is given clear instructions as to investment policy and shall review such delegation at least biennially.

90. Except to the extent that the Board of Trustees has exercised its powers of delegation, the Board of Trustees shall arrange that the investments are kept under review by one or more professional advisers who shall be required to inform the Board of Trustees promptly about any changes in investments which appear to them to be desirable.

91. Without prejudice to any of its powers, the Board of Trustees may, if it thinks fit, invest in the name of or under the control of any corporation or corporations as nominees of the Chartered Institute the whole or such part of the investments and income arising from those investments as the Board of Trustees may determine.

92. The Board of Trustees may pay reasonable remuneration to any investment managers, independent professional advisers or nominees for services rendered under the above provision.

Expenses

93. Trustees, members of the General Assembly and members of any standing or other committee of the Chartered Institute shall be paid out of the funds of the Chartered Institute all reasonable out of pocket expenses properly and necessarily incurred by them on behalf of the Chartered Institute.

Section 9: Miscellaneous

Seal

94. The seal of the Chartered Institute shall only be used by the authority of the Board of Trustees or of a committee of the Board of Trustees authorised by the Board of Trustees. The Board of Trustees may determine who shall sign any instrument to which this seal is affixed and unless otherwise so determined, it shall be signed by a Trustee and by the Chief Executive or by a second Trustee.

Service of notice

95. The Chartered Institute may give a notice and deliver any document or

information to any person either:

95.1 personally;

95.2 by sending it by post in a prepaid envelope;

95.3 by leaving it at his or her address;

95.4 by email (subject to Bye-law 99);

95.5 displaying on the Chartered Institute's website; or

95.6 by placing it in such journal as is from time to time published by the Chartered Institute and delivered to Members.

96. Notices, documents and information under Bye-law 95 may be sent:

96.1 to an address which that person has given the Chartered Institute;

96.2 to the last known home or business address of the person to be served; or

96.3 to that person's address in the Chartered Institute's register of members.

97. Proof that an envelope containing a notice, document or information was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.

98. A copy of the notification from the system used by the Chartered Institute to send emails, that the email has been sent to the recipient's email address, will be conclusive evidence that the notice, document or information was sent and such notice, document or information will be deemed to have been delivered 24 hours after it was sent.

99. Every Member who supplies to the Chartered Institute an email address is deemed to have agreed to receive notices at that email address unless he or she has notified the Chartered Institute in writing that he or she does not so agree.

100. In the case of any notice, document or information given by placing it on the Chartered Institute's website, the Chartered Institute shall notify the recipient in accordance with Bye-laws 95.1 to 95.2 (the "Notification") and the notice, document or information placed on the Chartered Institute's website shall be deemed given when the Notification is deemed given under Bye-laws 97 and 98 or, if later, when the material was first made available on the website.

101. The Board of Trustees may make Regulations to define other acceptable methods of delivering notices, documents or information.

102. A person present at any meeting of the Chartered Institute shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

103. Any accidental omission to give notice of any meeting to or the non-receipt of such notice by any Member or other person entitled to receive notice shall not invalidate the proceedings at any meeting to be held under the provisions of

these Bye-laws or the Regulations.

Indemnity

104. Every Trustee, Member, officer or employee of the Chartered Institute carrying out the proper business of the Chartered Institute shall be indemnified by the Chartered Institute against all costs, losses and expenses which any such person may incur or become liable to by reason of any contract entered into or act or thing done or omitted to be done by him or her as such Trustee, Member, officer, or employee or in any other way in the proper discharge of his or her duty.