



*At the Court at Windsor Castle*

THE 10th DAY OF JULY 2013

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY  
IN COUNCIL

The following Report of a Committee of the Privy Council dated 27th June 2013 was today considered:—

“YOUR MAJESTY was pleased, by Your Order of 13th March 2013, to refer to this Committee a Petition on behalf of The Institute of Horticulture, praying for the grant of a Charter of Incorporation:

“THE COMMITTEE have accordingly considered the Petition and have agreed to report it as their opinion that a Charter may be granted in terms of the annexed Draft.”

HER MAJESTY, having taken the Report and the Draft Charter accompanying it into consideration, was pleased, by and with the advice of Her Privy Council, to approve them. It is accordingly ordered that the Right Honourable the Lord High Chancellor of Great Britain should cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Charter in conformity with the annexed Draft.

*Richard Tilbrook*

# ELIZABETH THE SECOND

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

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

WHEREAS The Institute of Horticulture (“the existing Institute”), an unincorporated association registered as a charity in England and Wales (Registration Number 293069), has by its humble Petition prayed that We would be graciously pleased to grant it a Charter of Incorporation under the name of “The Chartered Institute of Horticulture”:

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

NOW THEREFORE KNOW YE that We, having taken the said Petition into Our Royal Consideration, are pleased, by virtue 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 Corporate Members and Non-Corporate Members of the existing Institute at the date hereof, and all other persons who shall pursuant to this Our Charter and the Bye-Laws become the Corporate Members and Non-Corporate Members of the Corporation hereby constituted, are hereby created and henceforth for ever shall be one Body Corporate by the name of “The Chartered Institute of Horticulture” (hereinafter referred to as “the Chartered Institute”) and by the same name shall have perpetual succession and a Common Seal with power to alter, vary, break and make anew the said Seal from time to time at their discretion and by the same name may sue and be sued in all Courts 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. The charitable object for which the Chartered Institute is incorporated (“the Chartered Institute object”) shall be that of the existing Institute, namely to advance the education of the public in Horticulture and to promote the practice, research, science and art of Horticulture and the better education and training of horticulturists for the benefit of the public.
3. In furtherance of the Chartered Institute object, but not otherwise, the Chartered Institute may exercise any of the following powers to achieve the said object:
  - (a) To promote for the benefit of the community the advance of Horticulture as a profession in all or any of its branches.
  - (b) To provide a framework, by the holding of examinations and such other means as appear to the Council to be appropriate, for authenticating standards of integrity and competence in the design, management, science, technology and teaching of Horticulture.
  - (c) To encourage the interests and development of all branches and associated disciplines in amenity, environmental and commercial Horticulture, including the promotion of career and education opportunities, advisory, research and development work.

- (d) To co-operate with other bodies, both public and private, on matters of public, professional and scientific interest relating to Horticulture.
  - (e) To promote education and training opportunities in Horticulture, including provision of conferences, lectures, tours of inspection and other relevant activities.
  - (f) To disseminate information on matters affecting Horticulture and related subjects, by publication through the use of appropriate media.
  - (g) To establish and continue regional branches of the Chartered Institute covering such areas within the United Kingdom and the Republic of Ireland as the Council shall think fit.
  - (h) To acquire, dispose of and grant any interest in any property, business or rights where this appears to be advantageous to the Chartered Institute and helpful to the attainment of the Chartered Institute object.
  - (i) To form, promote or otherwise participate in forming or promoting, any company, in particular for the purpose of carrying on any lawful trade or business, where this appears to be advantageous to the Chartered Institute and helpful to the attainment of the Chartered Institute object.
  - (j) So far as is permitted under the Charities Acts, to raise or borrow money on any security and to secure or discharge any debt or obligation.
  - (k) To subscribe or guarantee money for any charitable purposes.
  - (l) To act under any trusts and comply with any conditions relating to any property which is subject to a trust for the Chartered Institute or any other charitable body, or arising under any charitable trust, so long as such action is lawful.
  - (m) To do such other things as are incidental or helpful to the attainment of the Chartered Institute object.
4. Subject to Article 5, the income and property of the Chartered Institute, from whatever source, shall be applied solely towards the promotion of the Chartered Institute object, and no part of it shall be paid or transferred in any way to the members of the Chartered Institute or to members of the Council.
  5. The Chartered Institute may pay:
    - (a) Reasonable remuneration to any Corporate Member (other than a member of the Council) or Non-Corporate Member for any services rendered to the Chartered Institute.
    - (b) Moderate monetary prizes to any Corporate Member or Non-Corporate Member for achievement in any competition administered by the Chartered Institute.
    - (c) Out-of-pocket travelling and subsistence expenses to any member of the Council in respect of work carried out for the Chartered Institute in that capacity.
  6. There shall continue to be two classes of member of the Chartered Institute, namely Corporate Members and Non-Corporate Members.
  7. Corporate Members shall comprise the following grades of member:
    - (a) Fellows; and
    - (b) Members.
  8. The admission of persons to either of the grades of membership comprised in the category of Corporate Membership shall be regulated by or in accordance with the Bye-Laws, provided that those persons who are Corporate Members at the date of the coming into force of this Our Charter shall continue to hold and enjoy the relevant grade of membership.
  9. The following designatory letters may be used by Corporate Members of the Chartered Institute:
    - (a) "FCIHort" by Fellows; and
    - (b) "MCIHort" by Members.
  10. Subject to the provisions of the Bye-Laws and satisfying any further criteria and conditions laid down by the Council, Fellows and Members may use the title, and be described as, "Chartered Horticulturist", with the designatory letters "C Hort".
  11. Corporate Members shall be entitled to receive notices of general meetings of the Chartered Institute and may attend, speak and vote at such general meetings, and generally take a full part in all the activities of the Chartered Institute.

12. Non-Corporate Members shall comprise the following grades of member:
  - (a) Honorary Fellows;
  - (b) Associates;
  - (c) Affiliates;
  - (d) Registered Students; and
  - (e) Group Members.
13. The admission of persons to any of the grades of membership comprised in the category of Non-Corporate Membership shall be regulated by or in accordance with the Bye-Laws, provided that those persons who are Non-Corporate Members at the date of the coming into force of this Our Charter shall continue to hold and enjoy the relevant grade of membership.
14. Honorary Fellows and Associates may use the designatory letters “FCIHort (Hon)” and “ACIHort” respectively.
15. Save as provided for in Article 14, no Non-Corporate Member may use any designatory letters or description.
16. Non-Corporate Members shall be entitled to receive notices of general meetings of the Chartered Institute and may attend and speak at such general meetings but not vote. The other privileges of Non-Corporate Members shall be decided by the Council.
17. Each Corporate Member and Non-Corporate Member shall by his or her election or admission, or continuation in membership, be taken to have agreed to be bound by this Our Charter and the Bye-Laws.
18. The management of the Chartered Institute shall be vested in a Council (“the Council”) of not more than 23 members, constituted in accordance with the Bye-Laws. The Council shall administer the Chartered Institute in accordance with this Our Charter and the Bye-Laws, and may do all such things as may be done by the Chartered Institute which are not by this Our Charter or the Bye-Laws reserved to a general meeting.
19. The Council may delegate any function, subject to any restrictions in the Bye-Laws and subject to such conditions as it shall specify, to:
  - (a) a subsidiary company; or
  - (b) a committee of the Council, a sub-committee of such a committee or any officer or member of staff of the Chartered Institute;and may authorise a committee of the Council to sub-delegate any functions delegated to that committee to a sub-committee thereof or any officer or member of staff.
20. Any delegation of a function under Article 19 shall not preclude the Council or the committee, as the case may be, from exercising the function concerned in any particular matter.
21. The Chartered Institute in general meeting may by resolution add to, amend or revoke any of the provisions of this Our Charter and any Supplemental Charter (“the Charters”) which may be granted hereafter to the Chartered Institute. Such a resolution (“a special resolution”) must be passed by not less than two-thirds of the members voting at a meeting convened after no less than twenty-one days’ notice. No such addition, amendment or revocation shall be effective unless allowed by Us, Our Heirs or Successors in Council, of which allowance a Certificate signed by the Clerk of Our said Privy Council shall be conclusive evidence.
22. The first Bye-Laws of the Chartered Institute (“the Bye-Laws”) shall be those in the Schedule, and the Bye-Laws shall replace the previous Constitution and Regulations from the date of coming into force of this Our Charter, without any prejudice to anything lawfully done under that Constitution and those Regulations.
23. The Chartered Institute in general meeting may by special resolution add to, amend or revoke the Bye-Laws. No such resolution shall be effective until approved by the Lords of Our Most Honourable Privy Council, of which approval a Certificate signed by the Clerk of Our said Privy Council shall be conclusive evidence.
24. The Chartered Institute in general meeting may by special resolution surrender this Our Charter and any Supplemental Charter. The resolution is subject to the approval of Us, Our Heirs or Successors in Council and is subject to such terms as We or They may consider fit. The affairs of the Chartered Institute shall be wound up or otherwise dealt with as the general meeting directs or, in default of such directions, as the Council decides.

25. If upon the winding-up or dissolution of the Chartered Institute any property remains after all debts and liabilities have been met, that property shall not be paid to or distributed among the members of the Chartered Institute, or any of them, but shall, subject to any special trusts, be transferred to some other charitable institution having objects similar to those of the Chartered Institute and which is bound by similar restrictions to those in Article 4, as decided by the general meeting. If the general meeting does not approve any charitable institution to which the property of the Chartered Institute shall be transferred, it shall be transferred for the benefit of another charitable object under the direction of the Charity Commission.

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

# SCHEDULE

## BYE-LAWS OF THE CHARTERED INSTITUTE OF HORTICULTURE

### Interpretation

1. In these Bye-Laws, the following words and expressions have the meanings shown beside them, subject to the context:

“approved”	Approved by the Council;
“Chairman”	The chairman of the general meeting concerned;
“Charter”	The Royal Charter of the Chartered Institute, together with any Supplemental Charter that may be granted, as amended, added to or revoked from time to time;
“Chartered Institute”	The Chartered Institute of Horticulture, incorporated by the Charter;
“Council”	The Council of the Chartered Institute;
“Council member”	A member of the Council, however elected or appointed, including <i>ex officio</i> members and Honorary Officers;
“Corporate Member”	A Corporate Member of the Chartered Institute;
“Fellow”	A Corporate Member of the Chartered Institute in the grade of Fellow;
“Honorary Officer”	A member holding any of the honorary offices in the Chartered Institute referred to in Bye-Law 64;

“in good standing”	Not being in arrears with his or her annual subscription;
“in writing”	Written or produced by any substitute for handwriting, wholly or partly, including facsimile transmission, use of electronic mail or inclusion on a computer disk;
“Member”	A Corporate Member of the Chartered Institute in the grade of Member;
“Non-Corporate Member”	A Non-Corporate Member of the Chartered Institute;
“Secretary”	The head of the paid staff of the Chartered Institute, by whatever title known, including any person temporarily carrying out the duties of the post;
“Website”	The website maintained by the Chartered Institute for public access through the internet.

2. The Interpretation Act 1978 applies to these Bye-Laws as it does to an Act of Parliament.
3. Any reference to a numbered Bye-Law is to the correspondingly numbered Bye-Law in these Bye-Laws.

### Membership

4. Subject to Bye-Law 6, in order to be qualified for election as a Member, a candidate shall have:
- (a) Spent not less than five years in horticultural employment or in appropriate full-time study;

- (b) Passed such examination as is prescribed for the purpose by the Council, or have been granted exemption by the Council, wholly or partly, from passing such an examination by virtue of having obtained a degree or other qualification granted by a university or other approved body; and
- (c) Spent not less than two years in a position of professional responsibility within Horticulture, or in a branch of science or arts having a direct bearing on Horticulture, acceptable to the Council.

### Fellowship

5. Subject to Bye-Law 6, in order to be qualified for election as a Fellow, a candidate shall have:
- (a) Been a Member for such period as may be specified by the Council; and
- (b) Reached in the opinion of the Council a high standard of distinction either academically or professionally in the practice of Horticulture or in a branch of science or arts having a direct bearing on Horticulture.

### Special provisions for admission to Membership or Fellowship

6. The Council may, notwithstanding the provisions of Bye-Laws 4 and 5, elect any person as a Member or Fellow on the grounds of distinction, such election to be for such period as is specified by the Council. The Council shall decide whether the relevant annual subscription shall be payable by any Member or Fellow elected under this Bye-Law.

### **Procedures for election to Corporate Membership**

7. The Council may prescribe by regulations the procedures to be followed in respect of applications for and election to any grade comprised within the category of Corporate Member, and for use of the title “Chartered Horticulturist” by Members and Fellows, so long as consistent with the Charter and these Bye-Laws.

### **Register of Corporate Members**

8. The Council shall cause a register to be maintained in which shall be contained, in relation to each Member and Fellow:
  - (a) His or her name;
  - (b) His or her grade of membership;
  - (c) His or her date of election to the grade of membership shown in (b); and
  - (d) His or her last known address;and the information contained in the register shall be conclusive for all purposes.

### **Use of “Chartered Horticulturist” title**

9. The Council may grant to any Member or Fellow the right to use the title “Chartered Horticulturist” and the designatory letters “C Hort”, subject to such procedural requirements conditions as it shall laid down, provided that any Member or Fellow who applies to use the title shall:
  - (a) be in good standing at the time of application;
  - (b) have a relevant master's degree level qualification or equivalent level of knowledge; and

- (c) undertake to comply with continuing professional development requirements laid down by the Council.

### **Non-Corporate Membership**

10. Subject to Bye-Laws 11 and 12, the Council may by rules decide the procedures to be followed in respect of applications by and admission of persons or groups of persons to any of the grades comprised in the category of Non-Corporate Member, so long as consistent with the Charter and these Bye-Laws.

### **Honorary Fellowship**

11. The Council may elect any person to the grade of Honorary Fellow in recognition of his or her outstanding contribution to Horticulture, service to the Chartered Institute or such other reason, consistent with the Chartered Institute object, as the Council thinks fit.
12. Honorary Fellows shall enjoy the privileges conferred by the Charter and such other privileges and facilities as are decided by the Council. Honorary Fellows shall not be liable to pay any annual subscription.

### **Conduct of members**

13. Every Corporate Member and Non-Corporate Member shall at all times so order his or her conduct as to uphold the dignity and reputation of the profession of Horticulture and safeguard the public interest in all matters relating to safety and health.
14. Every Corporate Member and Non-Corporate Member shall exercise his or her professional ability, and discharge his or her professional responsibilities, with integrity.

### **Cessation of membership**

15. A person in any grade comprised in the category of Corporate Member or Non-Corporate Member shall cease to be such and, where appropriate, shall cease to be entitled to use the title “Chartered Horticulturist”, without prejudice to the right of the Chartered Institute to recover any outstanding annual subscriptions, if he or she:
  - (a) Resigns in writing addressed to the Secretary;
  - (b) Ceases to be qualified for membership, or fails to comply with such conditions as may be laid down, in accordance with regulations made by the Council; or
  - (c) Is removed by the Council in accordance with Bye-Laws 16-18.

### **Removal from Corporate or Non-Corporate Membership**

16. The Council may, subject to complying with the requirements of Bye-Laws 17 and 18, remove a person from any grade comprised in the category of Corporate or Non-Corporate Member by resolution passed by not less than two-thirds of the Council members at a Council meeting convened on not less than 21 days’ notice.
17. Notice of the proposed removal, and the reasons for it, shall be sent to all Council members with the notice convening the meeting and also to the person concerned.
18. No proposal for removal shall be circulated to the Council, or any meeting convened at which that proposal is to be considered, unless the member concerned has had the opportunity of being heard

on the subject of his or her proposed removal by a committee of the Council, at a hearing convened on not less than 21 days' notice. At any such hearing, the member concerned shall be entitled to be represented or assisted by a legal adviser or by such other person as he or she wishes.

#### **Annual subscriptions**

19. Subject to Bye-Law 12, every Corporate Member and Non-Corporate Member shall pay an annual subscription of such amount as is decided by the annual general meeting, such payment to be made in accordance with regulations approved by the Council.
20. A Corporate Member or Non-Corporate Member who is not in good standing shall not be entitled to attend any general meeting.

#### **Special general meetings**

21. The Council may convene a special general meeting at any time.
22. Any 30 or more Corporate Members may by notice require a special general meeting to be convened for the purpose of considering any resolution set out in the notice, and the Council shall, on receipt of such a requisition, accordingly convene the meeting, to be held not more than 56 days after the receipt of the requisition.
23. Not less than 28 days' notice of every special general meeting shall be given to all Corporate Members and Non-Corporate Members.
24. Every notice of a general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted.

#### **Annual general meetings**

25. The Chartered Institute shall in every year not later than 31st October hold an annual general meeting at such time and place as may be decided by the Council.
26. Preliminary notice of each annual general meeting shall be published not less than 91 days before the date of the meeting, and notice of the meeting, stating the business to be transacted at the meeting, shall be published not less than 56 days before the date of the meeting.
27. Any ten or more Corporate Members may give notice in writing of any resolution to be moved at an annual general meeting.
28. The business of an annual general meeting shall be:
  - (a) Approval of the minutes of the immediately preceding general meeting;
  - (b) Approval of the annual report of the Council;
  - (c) Approval of the accounts of the Chartered Institute, as signed by the Auditors;
  - (d) The election or appointment of Council members, Honorary Officers and Auditors;
  - (e) Business introduced by the Council;
  - (f) Motions of which notice has been given under Bye-Law 27; and
  - (g) Such other business as may, consistently with the Charter and these Bye-Laws, be introduced, in such order as is decided by the Chairman.

#### **General provisions relating to general meetings**

##### *Quorum*

29. No business shall be transacted at a general meeting unless a quorum is present. Forty Corporate Members, or one-tenth of the total of Corporate Members, if less, shall be a quorum.
30. If a quorum ceases to be present during the meeting, it shall stand adjourned and the provisions of Bye-Laws 34 and 35 shall apply to the adjournment.
31. If a quorum is not present within 30 minutes from the time appointed for the beginning of the meeting, the meeting:
  - (a) If convened on a requisition, shall not take place;
  - (b) In any other case, shall stand adjourned to the same day in the immediately next following week at the same time and place, or to some other time and place as the Chairman shall decide.

##### *Chairman*

32. The President or, in his or her absence, the President-Elect, shall preside over every general meeting.
33. If neither the President, President-Elect nor any Honorary Officer are present within 15 minutes from the time appointed for the beginning of the meeting, the Council members present shall elect one of their number to preside.

##### *Adjournment*

34. The Chairman may, with the consent of any meeting at which a quorum is present, adjourn the



meeting from time to time or *sine die* and from place to place, and shall do so if directed by the meeting.

35. No business shall be transacted at an adjourned meeting other than that which could have been transacted at the original meeting.

#### *Amendments*

36. An amendment to a resolution shall be within the scope of the resolution and of the meeting and be for one or more of the following purposes:
  - (a) To delete words from the resolution;
  - (b) To insert words in the resolution or add words to the resolution; or
  - (c) To delete words from the resolution and substitute others.
37. If an amendment is carried, the resolution as amended then becomes the substantive question before the meeting and may be further amended.
38. Only one amendment may be debated at any time without the consent of the Chairman.

#### *Rules of debate*

39. A resolution may not be debated by any general meeting unless it has been proposed and seconded.
40. A member may not without the consent of the Chairman speak more than once on any resolution other than to raise a point of order or explanation, but the mover of a resolution has a right of reply to the debate on that resolution.
41. All speeches must be directed to the Chair and relate to the matter under discussion.

42. A member may not speak in any debate for more than five minutes, other than with the consent of the Chairman, but the mover of a resolution may speak for up to ten minutes when moving it.

#### *Closure*

43. A motion to close the debate on a resolution shall be in the form “That the question be now put” or “That the meeting proceeds to next business”, and shall be put to the meeting without debate.
44. If a closure motion is carried, the mover of the substantive resolution shall have the right of reply before the resolution is put to the vote.

#### *Voting*

45. Unless a postal vote is taken, all voting at general meetings shall be by show of hands.
46. Unless the Charter states otherwise, a resolution at a general meeting shall be carried by a majority of the Corporate Members voting. In the event of a tie, the Chairman shall have a second, or casting, vote.

#### *Procedure for a postal vote*

47. The Council may direct a postal vote on any resolution which is to be considered by a general meeting, and a postal vote shall also be taken if demanded by 30 or more Corporate Members in writing.
48. If a postal vote is to be taken, the Council shall cause each Corporate Member to be sent a voting form not later than 28 days before the date of the meeting at which the resolution which is the subject of the postal vote is to be considered. The voting form shall set out the text of the resolution and the respective cases stated by those proposing

and opposing it, such cases to be set forth in not more than such maximum number of words specified by the Council.

49. Subject to Bye-Laws 47 and 48, the arrangements for a postal vote shall be decided by the Council.

#### *Minutes*

50. Minutes shall be kept and published of every general meeting and unless this is impracticable submitted for confirmation to the next following meeting.

#### *Powers of the Chairman*

51. The ruling of the Chairman is conclusive on any point of order or procedural question, including (without limitation):
  - (a) The convening of the meeting;
  - (b) The admissibility of any amendment; and
  - (c) The right of any Corporate Member to vote.
52. The Chairman may direct any person to leave the meeting if in his or her opinion that person is guilty of disorderly behaviour or a persistent breach of the rules of order.

#### *Accidental omissions*

53. Accidental omission to give notice of a general meeting to a member entitled to attend shall not invalidate the meeting, and in any event any member present at a meeting shall be deemed to have received notice of that meeting.

#### **The Council**

54. The Council members holding office in accordance with the previous Constitution and

Regulations at the time the Charter came into force shall be treated as having been elected or nominated under these Regulations with no loss of continuity.

#### **Terms of office**

55. Subject to Bye-Law 56, Council members shall serve a three-year term, being eligible for one further term of three years, following which at least one year (to be taken as the period between one annual general meeting and the next) shall elapse before the member is eligible for further election. Thereafter, members may serve for three years at a time, each term separated by at least one year (defined as previously stated).

#### **Alterations in the composition of the Council, terms of office etc**

56. A general meeting may by resolution from time to time determine the size and composition of the Council and make such arrangements as are necessary to ensure an even rotation of retirements. The general meeting may also approve procedures for conducting elections, so long as consistent with the Charter and these Bye-Laws.

#### **Election of Council members**

57. Nominations of Corporate Members for election to the Council by the general body of Corporate Members shall be proposed and seconded by two Corporate Members on a form provided for the purpose by the Secretary, and sent to the Secretary to be received not less than 56 days before the annual general meeting.
58. If the number of candidates duly nominated exceeds the number of vacancies to be filled the

Secretary shall cause a ballot paper, giving the names of all candidates duly nominated under Bye-Law 57, to be circulated to all Corporate Members not later than 28 days before the annual general meeting, for completion and return to the Secretary not later than 14 days before the annual general meeting. Where the number of candidates does not exceed the number of vacancies to be filled no ballot shall be held.

59. Voting in Council elections shall be by the “first past the post” or simple majority system of voting.
60. The Council may if it thinks fit adopt a procedure for voting to be carried out electronically.
61. Council members representing Regional Branches shall be elected at the Annual Meeting of the Regional Branch concerned, and take office immediately upon election.

#### **Vacation of office**

62. The office of a Council member shall be vacated if he or she:
- (a) Resigns in writing addressed to the Secretary;
  - (b) Ceases to be a Corporate Member of the Chartered Institute;
  - (c) Is adjudged bankrupt or enters into a deed of arrangement with his or her creditors;
  - (d) Becomes subject to an order under Section 15 of the Mental Capacity Act 2005;
  - (e) Ceases to be qualified to act as a charity trustee under the Charities Act 2011; or
  - (f) Is removed from office by a general meeting, in accordance with Bye-Law 63.

63. No resolution to remove a Council member shall be effective unless:

- (a) The resolution is passed by two-thirds of the Corporate Members present and voting at a general meeting convened on at least 28 days’ notice, with the notice of the meeting specifying the resolution which it is proposed should be passed;
- (b) The member concerned has been given reasonable particulars of the proposed resolution and the reasons for it;
- (c) The member concerned has been given the opportunity to make written representations (not exceeding a reasonable length and excluding any material which may be defamatory), to be received by the Secretary at least seven days before the meeting; and
- (d) The member concerned has been given the opportunity to address the meeting either in person, or to be represented or assisted at the meeting by a legal adviser or any other person.

#### **Honorary Officers**

64. The Honorary Officers of the Chartered Institute shall be:
- (a) The President;
  - (b) The President-Elect;
  - (c) The Honorary Treasurer; and
  - (d) Such other officers as the Council may from time to time decide.
65. The Honorary Officers shall be elected by the annual general meeting, save that: the President-

Elect shall automatically succeed as President at the annual general meeting immediately next following his or her election as President-Elect, or on a casual vacancy arising earlier in the office of President, in which case he or she shall serve until the end of his or her predecessor's term of office and then serve the year during which he or she would have held office had his or her predecessor completed their original term of office, being eligible for re-election at the end of that time.

66. Where more than one nomination is received for election as an Honorary Officer, a ballot shall be held in the same manner as a Council election under Bye-Laws 57 - 61.
67. The term of office of the President shall be one year, but he or she shall be eligible for election for one further year. Other Honorary Officers (excluding the President-Elect) shall serve for no more than a total of six years.
68. An Honorary Officer shall vacate office in the same circumstances as are set out in Bye-Law 62.
69. The Honorary Officers holding office under the Constitution and Regulations at the time these Bye-Laws come into effect shall be treated as having been elected under these Bye-Laws with no loss of continuity.

#### **Duties of Honorary Officers**

70. The duties of the Honorary Officers shall be such as are prescribed by the Council from time to time.

#### **Proceedings of the Council**

71. Subject to the provisions of the Charter and these Bye-Laws, the Council may regulate its proceedings as it thinks fit, and may make

regulations (in addition to the other purposes stated in these Bye-Laws) governing its meetings, the appointment and terms of reference of committees and other bodies, delegation of functions and such other matters as it thinks fit.

72. Unless the Council determines a higher quorum by regulations, the quorum for Council meetings shall be eight.
73. The Council shall meet at least twice in each year (defined as the period between one annual general meeting and the immediately next following annual general meeting) on dates fixed by the Council.
74. A special Council meeting may be requisitioned by five or more Council members for the purpose of considering any matter set out in the requisition, and on receipt of such a requisition the President shall arrange for such a meeting to be convened, to be held within 42 days after the date of receipt of the requisition.
75. The President shall chair all Council meetings. In the absence of the President, the President-Elect shall take the Chair. If the President and the President-Elect are both absent the Council members present at the meeting shall elect one of their number to take the Chair.
76. The Council may continue to act notwithstanding any vacancies among its membership, providing the number of continuing members does not fall below eight. If the number of continuing members falls below eight, the remaining members may only act for the purposes of admitting new members, convening a special general meeting to fill the vacancies on the Council and seeking directions from the Privy Council or Charity Commission.

77. The proceedings of any Council meeting, or of any committee or other body, and the acts of any Council member, shall not be affected by any irregularity in the convening of the meeting or the election or appointment of that member, or his or her continuing membership.
78. Minutes shall be taken of every Council meeting and submitted to the next meeting for confirmation, whereupon they shall be signed by the Chairman of the latter meeting.

#### **Accounts**

79. The Council shall ensure that proper books of account are kept in compliance with relevant accounting standards, and lay before each annual general meeting accounts for the previous financial year containing an income and expenditure account, and a balance sheet, with the Auditors' report on those accounts.

#### **Auditor**

80. The Auditor (which expression shall include a partnership or limited liability partnership), who must be qualified to audit the accounts of registered charities, shall be elected by the annual general meeting, being eligible for re-election. No Council member or employee of the Chartered Institute shall be eligible for election as Auditor. The Council shall fix the remuneration of the Auditors.
81. A casual vacancy in the office of Auditor shall be filled by the Council until the next annual general meeting.
82. The Auditor shall be entitled to receive notice of every general meeting, to attend such meetings and to speak on any item of business which concerns him or her as Auditors.

### **Financial powers of the Council**

83. The Council may exercise all the financial powers of the Chartered Institute and may make rules dealing with the exercise of such powers.

### **Investments**

84. The Chartered Institute may invest its moneys in any investment authorised by the Trustee Investments Act 1961, as amended, repealed and replaced from time to time, or in any other investment authorised by any other statute, in the Charities Official Investment Fund or under a scheme made by the Charity Commission.

### **Indemnity**

85. Subject to the Charter, every Council member, Honorary Officer, Auditor and employee of the Chartered Institute shall be entitled to be indemnified by the Chartered Institute against any financial loss or liability incurred in carrying out his or her duties as such.

### **Regional Branches**

86. The Regional Branches of the Chartered Institute at the time these Bye-Laws come into effect shall continue, subject to the number of such Branches and their respective boundaries being amendable by resolution of a general meeting of each Regional Branch affected by a particular change, and confirmed by the Council, provided that no new Regional Branch shall be established which would, at the time the proposal is submitted to the Council, have more than 100 members.
87. All members shall be member of the relevant Regional Branch, which shall be decided by the postal address of each member, provided that a

member may instead opt to join a branch other than that which covers his or her postal address for up to one year, with the agreement of the Secretary of that other branch or, on appeal, of the Council.

88. No member may belong to more than one Regional Branch at any one time, but any member may attend meetings of Regional Branches other than his or her own. Overseas members shall not be members of any Regional Branch, but may attend any Regional Branch meeting.
89. Regional Branches shall be governed by rules approved by the Council, so long as consistent with the Charter and these Bye-Laws.

### **Secretary and staff**

90. The Council may appoint a Secretary (not being a Council member) and such other staff of the Chartered Institute as it may decide, with such duties as it may decide, and may decide their terms and conditions of employment.

### **Authentication of documents**

91. The Secretary and any person authorised by him or her may sign any document issued by or on behalf of the Chartered Institute to authenticate it, and may certify as a true copy any copy of, or extract from, such a document.

### **Common seal**

92. The common seal of the Chartered Institute shall be used only by the authority of the Council or of any committee to which authority for its use has been delegated. Every document to which the seal is affixed shall be signed either by two Council members or by the Secretary and one Council member.

### **Notices**

93. Any notice which must under these Bye-Laws be published to all Corporate Members or members generally may be given by any of the following means:
- (a) Post, providing that no member shall be entitled to receive any notice who has not supplied the Chartered Institute with a postal address in the United Kingdom or the Republic of Ireland;
  - (b) Publication in the Journal of the Chartered Institute; or
  - (c) Posting on the Website.
94. Where notice is given only by post or by publication in the Journal, the notice shall be deemed to have been properly served 24 hours after posting of the envelope containing the notice or edition of the Journal concerned, and proof that the envelope was properly addressed, stamped and posted shall be conclusive evidence of such posting, providing that no accidental omission to give notice to any member shall invalidate the notice.
95. Where publication takes place wholly or partly by posting on the Website, the date and time of such posting shall be determinative for all purposes.