

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 Legal Executives (“the existing Institute”) has by its humble Petition prayed that We would be graciously pleased to grant it a Charter of Incorporation:

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 Fellows and other 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 Fellows and members of the Corporation hereby constituted are hereby created and henceforth for ever shall be one Body Politic and Corporate by the name of “The Chartered Institute of Legal Executives” (hereinafter referred to as “the 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 objects for which the Institute is incorporated are:

- (a) To serve the public interest by promoting and maintaining proper standards of ethical conduct, efficiency and training on the part of Fellows and other members of the Institute, whether by acting as an approved regulator under the Legal Services Act 2007 or otherwise.
- (b) To provide for the education and training, and developing the proficiency, of Fellows and those who wish to become proficient in the law, including those persons seeking to qualify as Fellows, in all subjects and skills, whether in the law or otherwise.
- (c) To enhance and maintain public confidence in the work of legal executives within the administration of justice and the service of clients.
- (d) To promote in the public interest co-operation and mutual assistance amongst persons employed in the legal profession or engaged in legal work.

3. In furtherance of the said objects, but not otherwise, the Institute may exercise any of the following powers:

- (a) To recognise proficiency in the law and other subjects by the award of diplomas, certificates, prizes, scholarships, bursaries or other awards, and to award such special qualifications as it may from time to time think fit.

- (b) To establish trust funds, bursaries and scholarships and to make payments out of its funds to promote the educational and professional advancement of persons referred to in Article 2(b).
 - (c) To publish information through printed or electronic media on matters affecting the law and legal practice and any other subject relating to the education and training it provides.
 - (d) To establish and maintain branches and other geographically-based structures, whether in England and Wales or elsewhere.
 - (e) To provide financial assistance or relief to persons who are or have been Fellows or otherwise registered with the Institute, or their dependants, and to establish a charitable fund for the provision of such financial assistance or relief, but:
 - (i) no monies may be applied under this paragraph except out of income, and
 - (ii) not more than 10% of the income of the Institute may be so applied in any one year.
 - (f) To carry out any other lawful trade or business where this appears to be advantageous to the Institute.
 - (g) To acquire, dispose of and grant any interest in any property, business or rights where this appears to be advantageous to the Institute.
 - (h) To form, promote or be involved in forming or promoting any company (including without limitation any company intended to carry out regulatory functions delegated by the Council) where this appears to be advantageous to the Institute.
 - (i) To raise or borrow money on any security and to secure or discharge any debt or obligation.
 - (j) To establish and maintain, in the public interest, compensation funds, professional indemnity schemes and any other schemes or arrangements in respect of the acts of Fellows and other persons registered with the Institute.
 - (k) To do such other things as are incidental or helpful to the attainment of the said objects.
- 4. Subject to Article 5, the income and property of the Institute, from whatever source, shall be applied solely towards the promotion of the said objects, and no part of it shall be paid or transferred in any way to the members of the Institute or members of the Council.
 - 5. The Institute may pay:
 - (a) Reasonable remuneration to any member (other than a member of the Council) for any services rendered to the Institute.
 - (b) Interest on money lent by any member (including a member of the Council) at a rate not above whichever is the greater of:
 - (i) two per cent less than the minimum lending rate prescribed from time to time by the Bank of England, and
 - (ii) Three per cent.
 - (c) Reasonable rent for premises let to the Institute by any member (including a member of the Council).
 - (d) Remuneration, fees or other monetary benefit to a company of which a member of the Council is a member so long as he or she holds not more than one per cent of the capital of the company.
 - (e) Out-of-pocket expenses to any member of the Council.
 - (f) Reasonable sums, the amount and frequency of which shall be determined by the Council, to the employers of members of the Council or, in the case of members who are self-employed, to either the legal entity through which the member practises or to the member personally, at the option of the member concerned.
 - 6. There shall be two classes of member of the Institute, namely:
 - (a) Fellows; and
 - (b) Members registered with the Institute in the grades set out in the Bye-Laws (“members”).
 - 7. Fellows shall be admitted by the Council in accordance with the procedures in the Bye-Laws, and every candidate for admission shall comply with the requirements in the Bye-Laws.

8. Members shall be registered in their respective grades in accordance with the procedures in the Bye-Laws and must comply with the requirements set out in the Bye-Laws.
9. Fellows shall be entitled to receive notices of general meetings, to attend, speak and vote at such meetings and to participate generally in the activities of the Institute. Fellows may use the designatory letters “F.Inst.L.Ex” after their names. Fellows may, subject to such conditions as the Council may lay down from time to time, use the title or description “Chartered Legal Executive”.
10. Members shall not be entitled to receive notices of general meetings or to attend, speak or vote at such meetings, but may participate in the activities of the Institute as decided by the Council. Members may use such designatory letters as are authorised in the Bye-Laws or decided by the Council from time to time for the relevant grade of registration.
11. Each Fellow and member is by his or her admission or registration taken to have agreed to be bound by this Our Charter and the Bye-Laws.
12. The management of the Institute is vested in a Council (“the Council”) constituted in accordance with the Bye-Laws. The Council shall at any one time consist of not more than 23 members. The Council shall administer the Institute in accordance with this Our Charter and the Bye-Laws, and subject to Article 13 may do all such things as may be done by the Institute which are not by this Our Charter or the Bye-Laws reserved to a general meeting.
13. The Council shall in accordance with Schedule 4 to the Legal Services Act 2007 delegate regulatory functions defined in the Bye-Laws to a subsidiary company, and shall not exercise such functions itself.
14. The Council may delegate any function other than a regulatory function defined in accordance with Article 13, and subject to such conditions as it shall specify, to:
 - (a) a subsidiary company;
 - (b) a committee of the Council, a sub-committee of such a committee or any officer or member of staff,and may authorise a committee of the Council to sub-delegate any functions delegated to the committee to a sub-committee or any officer or member of staff.
15. Any delegation of a function under Article 14 shall not preclude the Council or the committee, as the case may be, from exercising the function concerned in any particular matter.
16. The first Bye-Laws of the Institute (“the Bye-Laws”) shall be those in the Schedule. The Institute in general meeting may by resolution add to, amend or revoke the Bye-Laws. 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 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.
17. The Institute in general meeting may by special resolution add to, amend or revoke any of the provisions of this Our Charter or any Supplemental Charter which may be granted hereafter to the Institute. 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.
18. The 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 Institute shall be wound up or otherwise dealt with as the general meeting directs or, in default of such directions, as the Council decides.
19. If upon the winding-up or dissolution of the 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 Institute, or any of them, but shall, subject to any special trusts, be transferred to some other association or institution having objects similar to those of the Institute and which is bound by similar restrictions to those in Articles 4 and 5, as decided by the general meeting. If effect cannot be given to this Article, the property shall be transferred to some charitable object.

AND it is Our Royal Will and Pleasure that this Our Charter shall ever be construed benevolently and in every case most favourably to the Institute and the promotion of its objects.

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

THE SCHEDULE

BYE-LAWS OF THE CHARTERED INSTITUTE OF LEGAL EXECUTIVES

Interpretation

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

“Chairman”	The chairman of the general meeting concerned.
“The Charter”	The Charter to which these Bye-Laws are scheduled, together with any Supplemental Charter that may be granted, as amended, added to or revoked from time to time.
“The Chief Executive”	The head of staff of the Institute, including any deputy or person temporarily carrying out the duties of the post.
“Constituency member”	A Constituency Council member.
“Co-opted member”	A Co-opted Council member.
“The Council”	The Council of the Institute.
“Council member”	A member of the Council, whether a Constituency member or a Co-opted member.
“Regulatory Body”	The subsidiary company of the Institute (ILEX Professional Standards

“Fellow”	Limited) to which the Council has delegated disciplinary functions in accordance with Bye-Law 17; A Fellow of the Institute and, in the context of any question of entitlement to vote or otherwise exercise rights under these Bye-Laws, means a Fellow in good standing.
“Graduate Member”	A person registered as such by the Institute who is not a Fellow.
“ILEX Centre”	A learning provider accredited as such by the Institute.
“Journal”	The official journal of the Institute.
“Licensed conveyancer”	A person authorised to provide conveyancing services by the Council for Licensed Conveyancers.
“Member”	A person who is registered with the Institute in one of the grades set out in Bye-Law 8 but who is not a Fellow.
“Qualifying employment”	Employment counting towards qualification for admission to Fellowship,

“Website”	in accordance with regulations made by the Council. The website maintained by the Institute for public access through the internet.
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2. The Interpretation Act 1978 applies to these Bye-Laws as to an Act of Parliament.
3. Any reference to a numbered Bye-Law is to the correspondingly numbered Bye-Law in these Bye-Laws.

General conditions for membership

4. Any applicant to become a member must satisfy the requirements of these Bye-Laws and regulations made by the Council in respect of his or her fitness to be registered or admitted.
5. Any person who applies for membership shall be taken to have agreed to be bound by the Charter, these Bye-Laws and the regulations made by the Council.

Admission as a Fellow

6. A Graduate Member may be admitted as a Fellow if he or she:
- (1) Has complied with regulations made by the Council regarding qualifying employment;
 - (2) Has paid all subscriptions and other fees payable to the Institute, or has made arrangements for payment; and
 - (3) Subject to Bye-Law 7, provides a certificate signed by the Fellow, solicitor, barrister, licensed conveyancer, or, at the discretion of the Council,

any other person, who supervises his or her work or by whom he or she is employed, which confirms the nature of his duties and that he is competent to become a Fellow.

7. The Council may dispense with the need for a certificate under Bye-Law 6(3) if it is satisfied as to the matters which would otherwise be covered by such a certificate.

Grades for registration

8. (1) A person wishing to register with the Institute may be registered in any of the following grades, subject to complying with the requirements for registration in that grade set and published by the Council and paying the relevant fee:

- (a) Student;
- (b) Affiliate;
- (c) Associate;
- (d) Graduate Member;
- (e) Hong Kong Member;
- (f) Legal Accounts Member;
- (g) Legal Accounts Executive; and
- (h) Associate Prosecutor.

- (2) The Council may create additional grades into which persons may be registered.

Certificates and designatory letters

9. (1) A Fellow shall be entitled:
- (a) to receive a certificate showing that he or she is a Fellow of the Institute;

- (b) to describe himself or herself as a Fellow of the Institute;
- (c) to use the designatory letters “F.Inst.L.Ex”; and
- (d) to use the title or description “Chartered Legal Executive”, if in active practice, and subject to such conditions as are laid down from time to time by the Council.

- (2) A Graduate Member shall be entitled:

- (a) to receive a certificate showing that he or she is a Graduate Member of the Institute;
- (b) to describe himself or herself as a Graduate Member of the Institute; and
- (c) to use the designatory letters “G.Inst.L.Ex”.

- (3) An Associate Member shall be entitled:

- (a) to receive a certificate showing that he or she is an Associate Member of the Institute;
- (b) to describe himself or herself as an Associate Member of the Institute; and
- (c) to use the designatory letters “A.Inst.L.Ex”.

Fees and subscriptions

10. Each Fellow and member shall pay an annual subscription set by the Council. The Council may remit or reduce the subscription payable in any particular case on the ground of hardship or for other good reason.

Practice certificates

11. The Council may subject to such conditions as it shall decide issue Practice Certificates to members.

Cessation

12. A Fellow or member shall cease to be such if he or she:

- (1) Resigns in writing, effective on the date of receipt by the Institute, provided that no such resignation shall be effective in the case of a Fellow who is the subject of a complaint to the Regulatory Body or who is the subject of proceedings before the Regulatory Body until the complaint or proceedings have been concluded (including any time allowed for an appeal);
- (2) Fails, within 12 months of the date on which it has become due, to pay any subscription or other sum payable by him or her, and the Council so resolves; or
- (3) Is adjudged by the Regulatory Body to be guilty of conduct which makes him or her unfit to be a Fellow or member of the Institute and the Regulatory Body makes an order terminating his or her membership.

13. A person who ceases to be a Fellow or member shall forthwith cease to use any description or designatory letters to which he or she was entitled under the preceding paragraphs.

14. Cessation of Fellowship or membership does not affect the liability of the Fellow or member concerned to pay any outstanding fees or other sums due to the Institute.

Suspension

15. The Regulatory Body may suspend any Fellow or member from practice whose ability to practise is adjudged to be seriously impaired, and may make rules governing such suspensions.

Reinstatement

16. A person who has previously been a Fellow or registered as a member, and whose registration has lapsed due to the non-payment of any subscription due, may apply to re-register if he or she:

- (1) Pays any fees outstanding at the time his or her registration lapsed; and
- (2) Continues to satisfy the requirements of the Council in respect of his or her fitness to be so registered.

Exercise of regulatory functions

17. The Council shall as an approved regulator under Schedule 4 to the Legal Services Act 2007 and otherwise, and in accordance with internal governance rules approved by the Legal Services Board, regulate the professional conduct of Fellows and members of the Institute and shall subject to Bye-Law 18 delegate the following regulatory powers to the Regulatory Body:

- (1) Making rules governing the professional conduct of Fellows and members;
- (2) Investigating and adjudicating on any complaint or other allegation that a Fellow or member has failed to comply with those rules, with power to specify the procedures to be followed in the exercise of those powers;
- (3) Ordering that a Fellow or member be

excluded from Fellowship or membership either permanently or for such period as it may specify;

- (4) Ordering that a Fellow or member be reprimanded;
 - (5) Ordering that a Fellow or member shall pay a fine;
 - (6) Ordering that a Fellow or member shall pay the costs of the Institute in dealing with the proceedings against him or her;
18. The Council shall not itself exercise any of the regulatory functions it has delegated under Bye-Law 17.

Regulations

19. The Council or, where appropriate, the Regulatory Body on its behalf, may make regulations governing:

- (1) The conduct of examinations and professional skills assessments within the Institute.
- (2) The circumstances in which a candidate may be exempted from any examination he or she would otherwise be required to sit.
- (3) The accreditation and monitoring of ILEX Centres.

General meetings

20. All general meetings other than annual general meetings shall be called special general meetings.

Annual general meetings

21. The Institute shall in every year hold an annual general meeting at such time and place as may be decided by the Council. Not more than 15 months

shall elapse between any two successive annual general meetings.

22. The business of an annual general meeting shall be:

- (1) Approval of the minutes of the immediately preceding general meeting;
- (2) Approval of the annual report of the Council;
- (3) Approval of the accounts of the Institute, as signed by the auditors;
- (4) Declaration of the results of elections of constituency Council members and announcement of the names of members co-opted to the Council;
- (5) Business introduced by the Council;
- (6) Such other business as may, consistently with the Charter and these Bye-Laws, be introduced, in such order as is decided by the chairman.

Special general meetings

23. The Council may convene a special general meeting at any time.
24. Any 50 Fellows 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, convene the meeting accordingly not more than 42 clear days after the receipt of the requisition.

Notices of general meetings

25. Subject to Bye-Law 28, not less than 21 clear days' notice of every annual general meeting shall be given to all Fellows.

26. Not less than 21 clear days' notice of every special general meeting shall be given to all Fellows if the meeting is for the purpose of considering a special resolution, but not less than 14 clear days' notice shall suffice in the case of any other meeting.
27. 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.
28. Accidental omission to give notice of a general meeting to a Fellow entitled to attend shall not invalidate the meeting and in any event any Fellow present at a meeting shall be deemed to have received notice of that meeting.

General provisions relating to general meetings

Quorum

29. No business shall be transacted at a general meeting unless a quorum is present. Ten Fellows present in person 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 35 - 37 shall apply to the adjournment.
31. If a quorum is not present within 15 minutes from the time appointed for the beginning of the meeting (or such longer period as the chairman shall allow) the meeting:
 - (1) If convened on a Fellows' requisition, shall not take place;
 - (2) In any 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 Council shall decide.

Chairman

32. The President or, in his or her absence, the Vice-President, or in the absence of the Vice-President, the Deputy Vice-President, shall preside over every general meeting.
33. If neither the President, the Vice-President nor the Deputy Vice-President are present within 15 minutes from the time appointed for the beginning of the meeting, or if all decline to take the Chair, the Council members present shall elect one of their number to preside.
34. If no Council member who is willing to preside be present within 15 minutes of the time appointed for the beginning of the meeting, the Fellows present shall elect one of their number to be chairman.

Adjournment

35. 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.
36. No business shall be transacted at an adjourned meeting other than that which could have been transacted at the original meeting.
37. If a meeting is adjourned for 14 or more days, at least seven clear days' notice of the adjourned meeting shall be given, specifying the date and time of the adjourned meeting and the business to be transacted. If the meeting is adjourned *sine die* no notice need be given.

Amendments

38. 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:
 - (1) To delete words from the resolution;
 - (2) To insert words in the resolution or add words to the resolution;or
 - (3) To delete words from the resolution and substitute others.
39. If an amendment is carried, the resolution as amended then becomes the substantive question before the meeting and may be further amended.
40. Only one amendment may be debated at any time without the consent of the chairman.

Rules of debate

41. A resolution may not be debated by any general meeting unless it has been proposed and seconded.
42. A Fellow 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.
43. All speeches must be directed to the Chair and relate to the matter under discussion.
44. A Fellow 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

45. 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.
46. 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

47. A resolution put to the vote of a general meeting shall be decided on a show of hands unless the Council has determined that a postal vote shall take place on the resolution, provided that no resolution shall take place on the election of a chairman of the meeting or a resolution for the adjournment.
48. A postal vote held in accordance with Bye-Law 47 shall take place after the general meeting, and the arrangements for the postal vote shall be determined by the Chief Executive.
49. The result of every postal vote shall be published, and the certification of the result by the Chief Executive shall complete the voting on the resolution in question, which shall thereby be deemed conclusively to have been decided in the affirmative or the negative accordingly.
50. Unless the Council has determined that a postal vote shall take place on the resolution, a declaration by the chairman immediately after the vote by show of hands has been taken, and an entry in the minutes to that effect, that a resolution has been:
 - (1) Carried;
 - (2) Carried unanimously;

- (3) Carried by a particular majority; or
 - (4) Lost
- shall be conclusive evidence of the fact.

51. Every Fellow entitled to vote shall have one vote on a show of hands at a general meeting if he or she is present and, if a postal vote is held, in that postal vote. Only Fellows shall be entitled to vote at a general meeting either in person or in a postal vote.

Minutes

52. 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

53. The ruling of the chairman is conclusive on any point of order or procedural question, including (without limitation):
 - (1) The convening of the meeting;
 - (2) The admissibility of any amendment;
 - (3) The right of any Fellow to vote; and
 - (4) The arrangements for conducting a poll.
54. 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.

President, Vice-President and Deputy Vice-President

55. There shall be a President, a Vice-President and a Deputy Vice-President of the Institute. The President, Vice-President and Deputy Vice-

President shall be elected annually by the Council from among its number, other than Co-opted members, by such procedure as it shall decide, and shall take office immediately upon election.

56. The President, Vice-President and Deputy Vice-President shall be elected at the first Council meeting following the annual general meeting. The Council may elect one of its number (other than a co-opted member) to fill a casual vacancy in the office of President, Vice-President or Deputy Vice-President.
57. The office of President, Vice-President and Deputy Vice-President shall be vacated:
 - (1) If the person holding the office ceases to be a Council member; or
 - (2) On his or her successor taking office.
58. The President, Vice-President and Deputy Vice-President holding office in accordance with the previous Articles at the time of the grant of the Charter shall be treated as having been elected under these Bye-Laws.

Composition of the Council

59. The Council of the Institute shall subject to Bye-Laws 61 and 62 consist of up to 19 Fellows elected as Constituency members and up to four Fellows appointed as Co-opted members, in accordance with such criteria for co-option and procedure as the Council shall decide by regulation.
60. The boundary of each constituency, and the number of Constituency members representing each constituency, shall be determined by the Council. No Constituency member may represent more than one constituency at a time.

Transitional provisions

61. Constituency members who held office at the conclusion of the Annual General Meeting held in 2011 under the previous Articles, with terms that did not expire at the conclusion of that meeting, shall be entitled to complete those terms of office, being allocated to such constituencies for the remainder of those terms as the Council thinks fit, and the maximum permitted number of Constituency members shall be regarded as adjusted accordingly until the completion of those terms.
62. Co-opted members who held office at the conclusion of the Annual General Meeting held in 2011 under the previous Articles, with terms that did not expire at the conclusion of that meeting, shall be entitled to complete those terms of office, and the maximum permitted number of Co-opted members shall be regarded as adjusted accordingly until the completion of those terms.
63. The Council members holding office in accordance with the previous Articles at the time of the grant of the Charter shall be treated as having been elected or appointed under and in accordance with the Charter and these Bye-Laws.

Eligibility for election to the Council

64. Only Fellows shall be eligible for election to the Council, provided that a Fellow shall not be eligible for election as a constituency Council member unless he or she:
 - (1) Is engaged in legal work; and
 - (2) Is so engaged in the relevant constituency, or is resident in that constituency.

Nominations

65. The Council shall publish notice (“the election notice”) of every vacancy which has arisen or is about to arise in the constituency. Such notice shall be given:
 - (1) In the case of a vacancy due to arise at an annual general meeting, before the 1 April immediately preceding the meeting; and
 - (2) In any other case, within 56 clear days after the vacancy has arisen.
66. Nominations for election must be received in writing by the Chief Executive on a date not later than 30 clear days following publication of the election notice (“the nomination date”), and this date shall be specified in the election notice.
67. Subject to Bye-Law 68, nominations must be supported by at least two Fellows engaged in legal work within the constituency, excluding any Fellow employed by the candidate. The nomination form shall require the candidate nominated to declare that he or she is eligible to stand and is willing to be nominated.
68. A retiring constituency member shall not require the support of two or more Fellows for his or her re-nomination, and it shall be sufficient if he or she sends to the Chief Executive by the nomination date a signed notice to this effect.
69. Where the number of candidates in any constituency is the same as or less than the number of vacancies to be filled, no ballot shall be held and the candidates concerned shall be deemed to be duly elected.

70. An eligible Fellow may be nominated at any time to fill any vacancy unfilled after an annual general meeting and in that event an election notice shall be published within 56 clear days after receipt of the nomination, inviting other nominations within 30 clear days after publication of the notice. Thereafter, the same procedure shall be followed as if the vacancy had arisen as a casual vacancy.
71. The ballot procedure for the election of Constituency Council members shall be decided by the Council from time to time by regulations, subject to the provisions of these Bye-Laws.

Co-opted Council members

72. The Council shall publish notice of every vacancy among the Co-opted Council members which has arisen, or is about to arise. Such notice shall be given:
 - (1) In the case of a vacancy due to arise at an annual general meeting, before the 1 April immediately preceding the meeting; and
 - (2) In any other case, within 56 clear days after the vacancy has arisen.
73. Any Fellow may within 30 clear days following the publication of the notice referred to in the previous paragraph apply to the Council to be co-opted to fill the vacancy.
74. The Council shall have absolute discretion to co-opt any applicant, to seek other applications or to leave the vacancy unfilled and make no appointment.
75. The names of Co-opted Council members shall be published as soon as practicable after their co-option.

Council members' terms of office

76. The term of office of a member elected to fill a constituency vacancy on the Council shall begin:
- (1) In the case of a vacancy arising at an annual general meeting, at the conclusion of the meeting; and
 - (2) In the case of a casual vacancy (including a vacancy left unfilled following an annual general meeting), either on the declaration of the result of the ballot or, where no ballot is necessary, on the day immediately following the nomination date.
77. The term of office of a Co-opted Council member shall begin:
- (1) In the case of a vacancy arising at an annual general meeting, at the conclusion of the meeting; and
 - (2) In the case of a casual vacancy, on the date the co-option is agreed by the Council.
78. Subject to Bye-Law 61, 62 and 87:
- (1) Every Constituency Council member shall retire at the conclusion of the annual general meeting held in the third calendar year following his or her election, or re-election, as the case may be;
 - (2) Every Co-opted Council member shall retire at the annual general meeting held in the second calendar year next following his or her co-option, or further co-option, as the case may be.
79. A Council member who has served as President shall retire at the third annual general meeting

following the date on which he or she ceased, or last ceased, to be President.

Eligibility for re-election or further co-option

80. A retiring Council member shall be eligible for re-election or, at the discretion of the Council, for co-option for a further term, as the case may be, except that:
- (1) A member who has held office in each of 12 consecutive years shall retire at the conclusion of the annual general meeting held in the twelfth of those years and not be eligible for re-election or further co-option until the next following annual general meeting;
 - (2) No Co-opted member may serve for more than six consecutive terms;
 - (3) A Council member removed from office under Bye-Law 81(5) shall not be eligible for re-election, or further co-option, until the annual general meeting held in the third calendar year following his or her removal.

Vacation of office

81. The office of a Council member shall be vacated if he or she:
- (1) Resigns in writing addressed to the Chief Executive;
 - (2) Ceases to be a Fellow;
 - (3) Is absent from two consecutive Council meetings and the Council resolves that the office should be vacated;
 - (4) Is fined, reprimanded or admonished by the Disciplinary Body; or

- (5) Is determined by the Council to have engaged in conduct capable of bringing the Institute into disrepute and, subject to Bye-Law 82, the Council resolves that the office should be vacated.

82. No resolution to vacate the office of a Council member under Bye-Law 81(5) shall be effective unless:

- (1) The resolution is passed by two-thirds of the members present (whether voting or not) at a meeting convened on at least 28 days' notice, with the notice of the meeting specifying the resolution which it is proposed should be passed;
- (2) Two-thirds of the Council members are present at the meeting at which the resolution is passed;
- (3) The member concerned has been given reasonable particulars of the conduct giving rise to the proposed resolution;
- (4) 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 Chief Executive at least seven days before the meeting; and
- (5) The member concerned has been given the opportunity to address the Council either in person and to be represented or assisted at the meeting by a Fellow or any other person.

Proceedings of the Council

83. 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.

84. Unless the Council determines a higher quorum by regulation, the quorum for Council meetings shall be ten.
85. The President shall, if present and willing, chair all Council meetings. In the absence of the President, or if he or she is unwilling to act, the Vice-President shall take the Chair. If the President and the Vice-President are absent or unwilling to act, the Deputy Vice-President shall take the Chair. If the President, Vice-President and Deputy Vice-President are absent or if all of them are unwilling to act, the Council members present at the meeting shall elect one of their number to take the Chair.
86. The Council may continue to act notwithstanding any vacancies among its membership, providing the number of continuing members does not fall below ten. If the number of continuing members falls below ten, the remaining members may only act for the purpose of convening a special general meeting and seeking directions from the Privy Council.
87. 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 co-option of that member, or his or her continuing membership.

88. 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.

Indemnity

89. Subject to the Charter, every Council member, officer (including an auditor) and employee shall be entitled to be indemnified by the Institute against any financial loss or liability incurred in carrying out his or her duties as such.

Accounts

90. 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.
91. The accounts circulated to members before the annual general meeting may be in a summary form approved by the auditors, provided the full accounts are available on request by any Fellow before the meeting and are available at the meeting itself.
92. A Council member shall be entitled to inspect the accounting records of the Institute at any time. Any Fellow shall be entitled to inspect the accounting records of the Institute, subject to any reasonable restrictions that may be imposed by the Council.

Auditors

93. The auditors, who must be a firm of registered auditors under the Companies Act 2006 (or any successor to that Act), shall be appointed by the

Council annually, and the Council shall fix the remuneration of the auditors.

94. The auditors shall be entitled to receive notice of every general meeting, to attend such meetings and to speak on any item of business which concerns them as auditors.

Branches

95. The Branches of the Institute at the time of coming into force of these Bye-Laws shall continue, but the Council may from time to time establish new Branches and discontinue any existing Branch.
96. The affairs of each Branch shall be regulated by rules adopted by the members of each branch, but such rules must substantially conform to model rules prescribed by the Council.

Chief Executive

97. The Council may appoint a Chief Executive (not being a Council member) and such other staff of the Institute as it may decide, with such duties as it may decide, and may decide their terms and conditions of employment.
98. The Chief Executive shall be entitled to attend and speak at all Council meetings, unless the Council resolves otherwise.

Common seal

99. The common seal of the Institute shall be used only by the authority of the Council or of any committee to which authority has been delegated. Every document to which the seal is affixed shall be signed by two Council members or the Chief Executive and one Council member.

Notices

100. Any notice to be given to or by the Institute shall be in writing, which for this purpose includes electronic mail and facsimile transmission.

101. Any notice which must under these Bye-Laws be published to all Fellows or a group of Fellows may be given by any of the following means:

- (1) Post;
- (2) Publication in the Journal; or
- (3) Posting on the website.

102. Where notice is given only by post or by publication in the Journal, the notice shall be deemed to have been properly served 48 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.

103. Where publication takes place wholly or partly by posting on the website, the date and time of posting shall be determinative for all purposes.

104. A Fellow with no communication address in the United Kingdom shall not be entitled to receive any notice by post.