

THE CHARTERED INSTITUTE OF ARBITRATORS

BYE-LAWS

1 DEFINITIONS

1.1 In these Bye-laws:

“Auditor” means those qualified to act in accordance with the Royal Charter and the Bye-laws;

“Appointed Trustees” means those Trustees appointed in accordance with Bye-law 2.1;

“Board of Trustees” means the board established pursuant to Article 8 and Bye-law 2;

“Branch” means a branch of the Institute either presently existing or to be formed in the future;

“Branch Committee” means the managing committee elected by the members to run the Branch;

“Chapter” means a subsection of a Branch of the Institute, formed to further the Object of the Institute at its local level;

“Charity Commission” means the body established to regulate charities In England and Wales;

“Chief Executive Officer” means the senior Executive Officer of the Institute being the person so appointed to exercise the delegated duties and responsibilities on behalf of the Board of Trustees;

“Committee” means committees, boards and working parties established by the Board of Trustees in accordance with the Royal Charter and Bye-laws;

“Congress” means the event referred to in Article 12 and Bye-law 5;

“Electronic Communication” means the same as in the Electronic Communications Act 2000, or any amendment thereof;

“Elected Trustees” means those Trustees appointed in accordance with Bye-law 2.1;

“examination” means any form of assessment, written or otherwise, designed to test a candidate’s knowledge and understanding of the topic so examined;

“Executive” means the Executive Officers and other support staff based at the office of the Institute;

“Executive Officers” are the Chief Executive and/or such other executive directors of the Institute as may be appointed by the Chief Executive or the Board of Trustees from time to time;

“Great Britain” means England, Wales, Scotland, the Channel Islands and the Isle of Man;

“Honorary Officers” means the President, the Deputy President, the Vice President, and the Honorary Treasurer;

“Institute” means the Chartered Institute of Arbitrators;

“Lay-member” means a lay person who is not a member and who sits in disciplinary proceedings, as provided in Bye-law 14.1(3), (4) and (5);

“Member” means that class of Voting membership between Associate and Fellow, as set out in Bye-law 8.5;

“Model Rules” means the rules promulgated by the Board of Trustees to regulate the conduct of the Branches;

“Ordinary privileges of membership” are those as specified in Regulations from time to time;

“Panel Appointment Certificates” are certificates awarded to members of the Institute in accordance with Bye-law 12;

“Patron” (if any) is as defined in Article 9;

“Peer Review Panels” are those described and set out in the Regulations;

“Practitioner” means any member of the Institute holding a Panel Appointment Certificate;

“Presenter” means the person appointed to present the case against a member before the Disciplinary Tribunal;

“Regulations” means the Regulations made from time to time by the Board of Trustees;

“Representative” means those persons appointed or elected to attend Congress in accordance with the Regulations;

“Trustees” means the members of the Board of Trustees, set up pursuant to Article 8 and Bye-law 2;

“United Kingdom” means Great Britain and Northern Ireland; and

“Voting members/membership” means Associates, Members and Fellows, as described in Bye-laws 8.3 to 8.8, who are entitled to the Ordinary Privileges of Membership as set out in Bye-law 8.11 including being entitled to vote at General Meetings of the Institute.

- 1.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, Electronic Communication, facsimile and other methods of representing or reproducing words in a visible form.
- 1.3 Where the context so requires, references to the singular shall include the plural.
- 1.4 If any question or dispute arises as to the meaning or interpretation of the provisions of this Charter or the Bye-laws, or any Regulation or rule made thereunder, it shall be submitted to the Board of Trustees for a ruling thereon.
- 1.5 These Bye-laws are subject to and shall be read in conjunction with the Charter.

2 Board of Trustees

Composition

- 2.1 The Board of Trustees shall comprise:
 - 2.1.1 not more than 10 Elected Trustees; and
 - 2.1.2 not more than 5 Appointed Trustees.

- 2.2 The Elected Trustees shall be elected by the members of the Institute and shall normally comprise:
- (1) 3 elected representatives from among the members within Great Britain; and
 - (2) 7 elected representatives from among the members being one from each of the following regions:
 - (a) Africa
 - (b) Americas
 - (c) Australasia
 - (d) Europe (excluding the United Kingdom and the Republic of Ireland)
 - (e) East Asia
 - (f) Middle East/Indian Sub-Continent
 - (g) Ireland (which shall comprise the Republic of Ireland and Northern Ireland)
- 2.3 The Elected Trustees shall be elected by the Voting members in accordance with the Bye-laws and provisions for election as set out in the Regulations.
- 2.4 The Appointed Trustees, who need not be members of the Institute, shall be appointed by resolution of the Trustees in accordance with the Bye-laws and Regulations.
- 2.5 The Trustees shall, on an annual basis:
- 2.5.1 elect one of their own number to act as Chair of the Trustees;
 - 2.5.2 elect one of their number to act as Deputy-Chair of the Trustees; and
 - 2.5.3 elect one of their number to act as Honorary Treasurer.
- 2.6 The Trustees may, on an annual basis, elect one of their number to act as Senior Independent Trustee, whose role (if any) shall be set out in the Regulations.
- 2.7 No Trustee shall hold any other office nor take up any other appointment within the Institute, its Branches or Chapters.

Term of Office of Trustees

- 2.8 The Elected Trustees shall take up office from 1 January in the year following their election and shall serve for a term of four years. Half of the Elected Trustees shall retire by rotation every two years (the retiring trustees being chosen by lot from those eligible in the absence of agreement), but they may offer themselves for re-election provided that no Elected Trustee may serve for a continuous period in excess of eight years. An Elected Trustee may not stand for re-election if, by being re-elected for a new four-year term, this would result in them serving for a continuous period in excess of eight years. No Elected Trustee who has served for eight consecutive years shall offer themselves for re-election until at least two years have elapsed from the expiry of their last term of office.
- 2.9 Appointed Trustees shall be appointed for a term of up to four years, after which they shall retire and be eligible for reappointment provided that no Appointed Trustee may serve for a continuous period in excess of eight years. No Appointed Trustee may offer themselves for further re-appointment unless at least two years have elapsed from the expiry of their last term of office.

Resignation and Removal of Trustees

- 2.10 A Trustee may resign their office by giving 30 days' notice in writing to the Board of Trustees.
- 2.11 The Trustees may by a two thirds majority of those present and voting resolve to terminate the office of any Trustee, in the best interest of the Institute, for reasonable cause which shall include but not be limited to being in substantial breach of this Charter and Bye-laws, bringing the Institute into disrepute, or otherwise causing detriment to the name and/or goodwill of the Institute, or otherwise falling short of the reasonable standards expected of a Trustee. Before doing so, the Trustee concerned shall be given the opportunity to be heard by the other Trustees, and be accompanied at such hearing by another person of their choice, before a final decision is made.

- 2.12 If a Trustee removed from office in accordance with Bye-law 2.11 above wishes to appeal the decision to remove them, they shall, within 14 days of being notified of such decision, lodge the appeal in writing with the Chair of the Board of Trustees, specifying the grounds of appeal. The Trustees shall then arrange for an Appeal Hearing to take place, in accordance with the provisions of Bye-law 2.13 below. The decision taken at the Appeal Hearing shall be regarded as final.
- 2.13 An Appeal Hearing shall be heard, considered and decided upon by an independent panel (the 'Appeals Panel') which shall be constituted of three individuals drawn from a panel of twelve people (who shall be members of the Institute) appointed by the Trustees from a list prepared by the Board on an annual basis. The members of an Appeals Panel shall have no commercial or (in so far as it is possible) personal connection to the subject of the appeal in question.
- 2.14 The office of a Trustee shall be vacated:
- (1) if, being an Elected Trustee, they cease to be a member of the Institute; or
 - (2) if, being an Elected Trustee, they are suspended or expelled from membership of the Institute; or
 - (3) if they become bankrupt; or
 - (4) if they become incapable of acting as trustee by reason of mental disorder or other illness; or
 - (5) if they are absent from more than two consecutive meetings of the Board of Trustees without good reason, or if it is so resolved by the members of the Institute in General Meeting, after the said Trustee has had the opportunity to make representations to the members.
- 2.15 The Board of Trustees shall have the power to fill any vacancy occurring in the Elected Trustees between one election and the next. For the avoidance of doubt, any time served in office under this provision will count towards the maximum continuous term of office for Elected Trustees as set out at Bye-law 2.8 and for Appointed Trustees at Bye-law 2.9.

Meetings of the Board of Trustees

- 2.16 The Board of Trustees shall normally hold four meetings per calendar year.
- 2.17 Any Trustee may participate in a meeting of the Board of Trustees by means of video conference, telephone or any other suitable electronic means agreed by the Trustees whereby all persons participating in the meeting can communicate with all the other participants and participation in such a meeting shall constitute presence in person at that meeting. If all the Trustees participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 2.18 A meeting of the Board of Trustees may be convened at any time by the Chair or shall be convened if six or more Trustees (of which at least four must be Elected Trustees) submit a written request to the Chief Executive Officer for such a meeting. In either event the Trustees shall receive not less than seven days' notice in writing of the meeting together with an agenda of the business to be conducted.
- 2.19 The quorum for any meeting of the Board of Trustees shall be eight Trustees.
- 2.20 The Chief Executive Officer and such other Executive Officers as the Trustees may require shall normally be in attendance at the meetings of the Board of Trustees.
- 2.21 Minutes of the proceedings of every meeting shall be recorded in writing and shall be signed by the Chair of that or of the next succeeding meeting; minutes so signed shall be deemed conclusive evidence of the proceedings at such meeting and shall not be liable to be called in question.
- 2.22 The business of the Institute shall, subject to the provisions of the Charter and of the Bye-laws and the Regulations, be managed by the Board of Trustees who may exercise all the powers of the Institute.

3 Patron

- 3.1 The Board of Trustees may appoint a Patron on such terms as the Trustees may determine.
- 3.2 The Patron need not be a member of the Institute but shall be entitled to all the Ordinary Privileges of Membership save that they shall have no voting rights nor be eligible to hold any office other than that of Patron.

4 President

- 4.1 There may be a President who, if appointed, shall be appointed by the Voting members through the Branch Chairs. The election procedures, role and responsibilities of the President (if any) shall be set out in the Regulations.

5 Congress

- 5.1 The Trustees may convene Congress pursuant to Article 12 if they think fit and any Congress so convened may be attended by the following persons (in addition to any other persons considered appropriate in the circumstances):
- (1) the President (if any);
 - (2) the Deputy President (if any);
 - (3) the Trustees;
 - (4) a Representative from each of the Branches, not being a member of the Board of Trustees but being a member of the elected Branch Committee;
 - (5) the elected Representative of those members without a Branch not being a member of the Board of Trustees; and
 - (6) the Chief Executive Officer.
- 5.2 The President (if any) for the time being, or in their absence the Chief Executive Officer, shall be the Chair of Congress. In the absence of both, the members present shall elect one of their number to act as Chair.
- 5.3 The election to Congress of the Representatives referred to in Bye-law 5.1(4) and (5) above shall be in accordance with the Regulations.

6 Branches

- 6.1 The Board of Trustees shall establish, maintain and/or close Branches of the Institute in accordance with Regulations as published from time to time. Applications to open a new Branch should be addressed to the Chief Executive Officer, in writing, in accordance with the Regulations.
- 6.2 The Board of Trustees shall cause to be published from time to time Branch Model Rules, which shall form the basis of all rules adopted by the Branches. Any Branch wishing to adopt rules which vary from the Branch Model Rules shall seek the consent of the Board of Trustees for such variations. The procedure for so doing is set out in the Regulations.
- 6.3 Any Branch shall be entitled, upon the approval of the Board of Trustees, to establish Chapters in accordance with the Institute's Regulations and Branch Model Rules, which may apply from time to time.
- 6.4 The activities of each Branch shall be subject to the direction of the Board of Trustees.
- 6.5 Each Branch shall submit annual accounts and a report on its activities and proceedings to the Executive by 31 January in each year.

6.6 The assets of any Branch and its Chapters, and any monies held in any bank account maintained by a Branch and its Chapters shall be and shall remain under the beneficial ownership of the Institute. Each Branch and its Chapters shall account to the Institute for such assets and monies in such manner and at such times as the Board of Trustees shall direct. The elected committee members and officers of every Branch and Chapter shall act as fiduciaries to the Institute for such monies.

7 Principal Place of Management and Chief Executive Officer

7.1 The principal management of the Institute shall be in such place within England and Wales as the Board of Trustees may direct.

7.2 The Board of Trustees shall appoint a Chief Executive Officer and define their duties in the Regulations.

7.3 The Board of Trustees may delegate any or all of its day to day management and administrative functions to the Chief Executive Officer and/or Executive Officers of the Institute and shall take all reasonable steps to ensure that the Chief Executive Officer and Executive Officers comply with its authority.

8 Membership

8.1 The Voting members of the Institute shall consist of three classes of members namely, Associates, Members and Fellows.

8.2 The Board of Trustees shall have the power to make and vary Regulations for the examination of those wishing to be admitted as Voting members of the Institute or to delegate such functions to a Committee or the Executive.

8.3 Associates

A candidate must satisfy the Board of Trustees that they are in all respects a fit and proper person for admission to the Institute. They must possess a general standard of education conforming to the requirements of the Institute and must have passed the relevant examinations of the Institute and have and be able to display such knowledge of private dispute resolution as the Board of Trustees may require.

8.4 The Board of Trustees shall have power in appropriate cases to exempt the candidate from all or part of the said examinations and/or requirements and shall publish appropriate criteria for this exemption from time to time.

8.5 Members

A candidate must satisfy the Board of Trustees that they are in all respects a fit and proper person for admission to the Institute. They must have passed the relevant examinations and fulfilled all relevant requirements of the Institute. Alternatively, the candidate may be a full member of another recognised association of dispute resolution practitioners and have achieved standards of knowledge and practice of private dispute resolution which are deemed to be equivalent to those required of Members of the Institute.

8.6 The Board of Trustees shall have the power in appropriate circumstances to exempt the candidate from all or part of the said examinations and/or requirements, and shall publish appropriate criteria for this exemption from time to time.

8.7 Fellows

A candidate must satisfy the Board of Trustees that they are in all respects a fit and proper person for admission to the Institute. They must have passed the relevant examinations and fulfilled all relevant requirements of the Institute to the satisfaction of the Board of Trustees, as published from time to time. Alternatively, the candidate may be a full member of another recognised association of dispute resolution practitioners and have achieved standards of knowledge and practice of private dispute resolution which are deemed to be equivalent to those required of Fellows of the Institute.

8.8 The Board of Trustees shall have power in appropriate circumstances to exempt the candidate from all or part of the said examinations and/or requirements, except for the Peer Interview for Fellowship, and shall publish appropriate criteria for this exemption from time to time.

- 8.9 **Honorary Fellows**
The Board of Trustees shall have the power to admit candidates as Honorary Fellows. The criteria for admission to and the privileges and terms of Honorary Fellowship shall be set out in the Regulations. For the avoidance of doubt, Honorary Fellows are not deemed to be Voting members of the Institute.
- 8.10 **Retired members**
The Board of Trustees shall have power to regulate, by Regulation, from time to time the conditions under which any member may be deemed to have retired and the privileges of any retired member.
- 8.11 **Privileges of membership**
The Ordinary Privileges of Membership shall be prescribed by the Regulations but shall not include any benefits that are other than incidental to the charitable purposes of the Institute. Except in the case of Honorary Fellows, and such other members as may be reasonably determined from time to time by the Board of Trustees, no member shall be entitled to any Ordinary Privileges of Membership until they have paid the entrance fee (if any) and their annual subscription.
- 8.12 **A suspended member shall not be entitled during the period of their suspension to any of the Ordinary Privileges of Membership but shall remain liable for their subscription.**
- 8.13 **Classes of membership**
The Board of Trustees shall have power, by Regulation, to create other non-voting classes of membership. The rights, privileges and subscription fees of such other classes of membership (as applicable) shall be prescribed in the Regulations.

9 Companions, Affiliates, Corporate Members, and Student Members

- 9.1 **Companions**
Any person who by reason of their distinction, position and experience in the field of private dispute resolution or who appears to the Board of Trustees as being able to render important assistance in promoting the Object, shall be eligible for appointment by the Board of Trustees as a Companion of the Institute, provided that the number of Companions does not exceed ten at any one time save with the consent of the members of the Institute given in General Meeting.
- 9.2 **Companions shall be entitled to call themselves Companions of the Chartered Institute of Arbitrators, to receive copies of the Journal and any other Institute publication deemed appropriate by the Board of Trustees and to participate in the activities of the Institute but they shall not be entitled to vote at General Meetings or to take part in the management of the Institute or to be elected as Honorary Officers or members of the Board of Trustees. They shall not be deemed to be members of the Institute within the meaning of these Bye-laws nor shall they be required to contribute to the funds of the Institute.**
- 9.3 **Affiliates**
The Board of Trustees may approve as Affiliates persons who are interested in the Institute and in arbitration or alternative dispute resolution, and are approved by the Board of Trustees as persons eligible to become Affiliates.
- 9.4 **Corporate Members**
The Board of Trustees may approve as Corporate Members, bodies corporate and partnerships interested in the Institute and in arbitration or alternative dispute resolution, and are approved by the Board of Trustees as bodies corporate or partnerships eligible to become Corporate Members.
- 9.5 **Student Members**
The Board of Trustees may approve as Student Members, persons who are interested in the Institute and in arbitration or alternative dispute resolution, and are approved by the Board of Trustees as persons eligible to become Student Members.
- 9.6 **All Affiliates, Corporate Members and Student Members as are referred to in Bye-laws 9.3 to 9.5 above, shall have such rights and privileges as are prescribed in the Regulations and they shall be required to pay such annual contribution as shall from time to time be prescribed by the Board of Trustees. For the avoidance of doubt, none of the categories outlined in this Bye-law 9 are Voting members of the Institute.**

10 Election of Candidates to Membership

- 10.1 The election of candidates shall be vested in the Board of Trustees, and shall be at its sole discretion. The membership application process shall be as prescribed in Regulations.
- 10.2 Upon election the new member shall be notified in writing accordingly and will be supplied with a copy of the Charter and these Bye-laws, together with the Code of Professional and Ethical Conduct, and the member shall expressly agree to be bound by them and by any Regulations or rules published under the Bye-laws.
- 10.3 Should a candidate be refused election to membership, the applicant will be so informed in writing, together with the reasons for the refusal.
- 10.4 Upon election the member shall be entitled to receive and hold a membership certificate as long as they are a member and have paid their annual subscription where applicable and any other monies due and owing. The certificate shall remain the property of the Institute and shall be returned on the cessation of membership.

11 Designated Status

Upon election an individual shall be entitled to use, after their name, the designation appropriate to their grade of membership pursuant to Article 11 of the Charter.

12 Panel Appointment Certificates

- 12.1 There shall be maintained a Panel Appointment Certificate Scheme whereby members may apply for a Panel Appointment Certificate, in accordance with the Regulations which may be published from time to time.
- 12.2 The purpose of the said scheme is to demonstrate publicly that the holder of such a certificate is, in all respects, considered to be competent in the field of private dispute resolution, on a continuing basis, and as such is suitable for Presidential appointments or nominations, as defined in the scheme.
- 12.3 The issue and renewal of such certificates shall be the subject of Regulations.

13 Entrance Fee and Subscriptions

- 13.1 Each member shall pay an entrance fee and an annual subscription of such sum and in such manner as shall be determined from time to time by the Board of Trustees. The entrance fee and annual subscription set by the Board of Trustees shall reflect the charitable status of the Institute and shall not be prohibitive. All subscriptions shall become due and payable on 1 January in each year or such date or dates as agreed by the Board of Trustees.
- 13.2 The Board of Trustees may resolve that, subject to such terms and conditions as the Board of Trustees may specify, members who are admitted or re-admitted to membership after the first day of January in any year are only required to pay a proportionate amount of the annual subscription due for that year.
- 13.3 Any member (of any class or category) who fails to pay their annual subscription or contribution applicable to them or any other subscription or payment due from them or any increased rate of subscription applicable to them on admission to a different class or category of membership, before the expiration of six months or such other period as prescribed by the Board of Trustees after the same becomes due, shall, upon receiving one month's written notice, cease to be a member unless the Board of Trustees otherwise decides.
- 13.4 On special cause being shown, the Board of Trustees shall have power to reduce or waive a member's subscription in any given year.

14 Supervision and Discipline

- 14.1 The Board of Trustees shall establish, by Regulation, processes and procedures for the purpose of investigating any allegation of Misconduct by a member and taking appropriate action (including the imposition of sanctions), including (but not limited) to:
- (1) the Professional Conduct Committee (PCC);
 - (2) a panel of appropriately qualified persons suitable to be appointed as Presenter;
 - (3) a panel of appropriately qualified Lay-members who would be suitable to sit on the PCC;
 - (4) a panel of appropriately qualified members and Lay-members who would be suitable to sit on a Disciplinary Tribunal;
 - (5) a panel of appropriately qualified members and Lay-members who would be suitable to sit on an Appeals Tribunal;
 - (6) Peer Review Panels in each of the regions in which the Institute operates.
- 14.2 Misconduct shall mean one or more of the following:
- (1) conduct which is or could prove to be injurious to the good name of the Institute, or is likely to bring the Institute into disrepute, which renders a person unfit to be a member of the Institute;
 - (2) a breach of professional or ethical conduct which shall include the Code of Professional and Ethical Conduct or other similar document published from time to time by the Institute;
 - (3) falling below the standards expected of a reasonably competent Practitioner or a reasonably competent professional person acting in the field of private dispute resolution;
 - (4) a failure without reasonable excuse to comply with a direction and/or a recommendation of a Peer Review Panel constituted under Bye-law 14.1;
 - (5) a significant breach of any of the Articles of the Charter or of these Bye-laws (or any Regulation or rule published thereunder from time to time).

15 Resignation

A member may resign their membership on giving three months' notice in writing to the Chief Executive Officer. Members shall remain liable to pay any outstanding membership subscription up to the date when membership is terminated in accordance with rules and procedure as may be set out in the Regulations from time to time. If a member is under investigation for any allegation of Misconduct, they may not resign until the investigation or review and any ensuing disciplinary proceedings have been completed, except with the express consent in writing of the Board of Trustees.

16 Committees and Procedure at Committee Meetings

- 16.1 The Board of Trustees may delegate any of their powers or functions to one or more committees comprising one or more Trustees which shall have authority, subject to the direction of and in accordance with the principles laid down by the Board of Trustees, to carry out those delegated responsibilities.
- 16.2 The composition of each committee, its delegated powers and functions, reporting obligations, operating procedures and the procedure by which it is to be governed shall be set out by the Board of Trustees in terms of reference and such rules and procedures as may be set out in the Regulations from time to time. The Trustees may also impose conditions, including that:

- (1) the relevant powers are to be exercised exclusively by the committee to which the Trustees delegate; and
- (2) no expenditure may be incurred on behalf of the Institute except in accordance with a budget previously agreed with the Board of Trustees.

16.3 The Board of Trustees may at any time and without notice revoke or alter a delegation.

16.4 All acts and proceedings of committees shall be reported to the Board of Trustees fully and promptly.

16.5 All acts carried out in good faith by any meeting of any committee shall, notwithstanding it be afterwards discovered that there was some defect in the membership, appointment or continuation in office of any person on such committee, be valid as if every such person had been free from any such defect

17 Conflicts of interests and conflicts of loyalty

17.1 Whenever a Trustee has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Board or Trustees or a committee of the Board or in any transaction or arrangement with the Institute or under discussion (whether proposed or already entered into), the Trustee concerned shall:

- (1) declare an interest at or before any discussion on the item;
- (2) withdraw from any discussion on the item save to the extent that they are invited expressly to contribute information;
- (3) not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
- (4) withdraw during the vote and have no vote on the item.

17.2 In relation to non-Trustee members of committees, the same principles set out in Bye-law 17.1 shall apply at the discretion of the relevant committee and subject to any other rules or Regulations in place.

17.3 Bye-law 17.1 shall not apply where the matter to be discussed is in respect of a policy of insurance as authorised in the Charter.

18 Notice

18.1 Any notice to be given to or by any person pursuant to the Charter shall be in writing or in accordance with sections 308 (as interpreted by section 1168) and 309 of the Companies Act 2006.

18.2 Every member shall from time to time notify the Chief Executive Officer of their place of business or residence to which communications from the Institute may be sent by post or in accordance with sections 308 (as interpreted by section 1168) and 309 of the Companies Act 2006.

18.3 If any member fails to notify their place of business or residence or any changes thereof, they shall not be entitled to receive notices of meetings or other proceedings of the Institute, and no meetings or proceedings shall be invalidated or prejudiced by reason of the non-receipt by them of any notice.

18.4 The Institute may give notice to any member either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address or in electronic form to an address notified by the Member in writing in accordance with sections 308 (as interpreted by section 1168) and 309 of the Companies Act 2006.

- 18.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an Electronic Communication was sent in accordance with guidance issued by the Chartered Governance Institute shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted, or in the case of a notice contained in an Electronic Communication, at the expiration of forty-eight hours after it was sent.
- 18.6 Notice of every General Meeting shall be given in any manner authorised by the Bye-laws to:
- (1) every member so entitled except those members who have not supplied to the Institute an address for the giving of notices to them;
 - (2) Appointed Trustees; and
 - (3) the Auditor for the time being of the Institute.
- 18.7 No person other than those specified in Bye-law 18.6 above shall be entitled to receive notices of General Meetings.

19 General Meetings

Annual General Meeting

- 19.1 There shall be an Annual General Meeting of the Institute held on or before 30 September in each calendar year at such place as the Board of Trustees shall appoint, provided that not more than fifteen months shall elapse between each meeting for the purpose of discussing and deciding any general business duly submitted to the meeting.
- 19.2 All members so entitled shall receive not less than twenty-one days' notice in writing of the Annual General Meeting, specifying the place (which need not be a physical place), date and hour of the meeting, and in the case of special business, the general nature of the business. No member save with the consent of the Chair of the meeting may bring any matter before the meeting unless they have given not less than fourteen days' notice in writing to the Chief Executive Officer of their intention to raise the matter.
- 19.3 The following business transacted at the Annual General Meeting shall be considered to be ordinary:
- (1) consideration of the financial statements;
 - (2) the Report of the Board of Trustees;
 - (3) the Report of the Auditor;
 - (4) the appointment of, and the fixing of the remuneration of, the Auditor.

All other business shall be deemed to be special.

Extraordinary General Meeting

- 19.4 An Extraordinary General Meeting of the Institute may be convened at any time by the Board of Trustees and shall in any event be convened by the Chief Executive Officer within twenty-eight days of receipt by them of a requisition in writing, stating the object of the proposed meeting and signed by not less than 50 members.
- 19.5 If the Chief Executive Officer fails to convene such a meeting within the specified time, the requisitioners or a majority of them may themselves convene the meeting.
- 19.6 All members so entitled shall receive not less than twenty-one days' notice in writing of the meeting and the notice shall specify the purpose of such meeting, and no other business shall be transacted at the meeting.
- 19.7 All business transacted at an Extraordinary General Meeting shall be deemed to be special.

Attendance and Speaking at General Meetings

- 19.8 A person is able to exercise the right to speak at a General Meeting when that person is in a position, during the meeting, to communicate to all those attending the meeting any information or opinions which that person has on the business of the meeting.
- 19.9 A person is able to exercise the right to vote at a general meeting when:
- (1) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (2) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 19.10 The Board of Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it (including, but not limited to, attending by means of video conference or any other suitable electronic platform).
- 19.11 In determining attendance at a General Meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 19.12 Two or more persons who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Proceedings at General Meetings

- 19.13 A general meeting may proceed to business if twenty members entitled to vote are present within half an hour after the time fixed for the meeting.
- 19.14 Otherwise the meeting, if convened on the requisition of the members, shall be dissolved but, if convened on the order of the Board of Trustees, shall stand adjourned to such time and place as the Chair, with the consent of the meeting, shall prescribe.
- 19.15 Every fully paid Voting member shall have one vote and no more.
- 19.16 Subject to Bye-law 13, no member shall be entitled to vote at any meeting or by postal vote unless all subscription monies due from them to the Institute have been paid.
- 19.17 A general meeting shall be chaired by the Chair of the Board of Trustees or in their absence the Deputy Chair of the Board of Trustees. In the absence of both persons, the meeting may choose any member attending to act as an ad hoc Chair. The Chair of a general meeting, whomsoever that person shall be, shall have an additional or casting vote.
- 19.18 The Chair of the meeting may adjourn the meeting if a majority of the members present and entitled to vote consent to this course.
- 19.19 The Chair of the meeting, or not fewer than ten members present and entitled to vote, may demand that a poll be taken on any resolution put to the meeting.
- 19.20 On a poll votes may be given personally or by proxy. An instrument appointing a proxy shall be in such form and on such terms as the Board of Trustees may decide and shall be lodged at the Office of the Institute or at such other place within England and Wales as is specified for that purpose on the proxy form, at least three clear days before the meeting.
- 19.21 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal or the revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, mental disorder or revocation as aforesaid shall have been received by the Institute before the commencement of the meeting or adjourned meeting at which the proxy is used.

19.22 At any General Meeting, unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost, or carried or not by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chair of the meeting shall both on a show of hands and at the poll have a casting vote in addition to the vote to which they may be entitled as a member.

20 Books of Account and Financial Provisions

20.1 The Board of Trustees shall cause proper and sufficient books of account to be kept in such manner as to give a true and fair view of the state of the Institute's affairs, or the affairs of any corporation or unincorporated body in the ownership or control of the Institute and to explain its transactions, with respect to:

- (1) the assets and liabilities;
- (2) the sums of money received and expended; and
- (3) all sales and purchases of goods and services.

20.2 The Institute's balance sheet, its income and expenditure account and the Auditor's Report shall be presented to the members at the Annual General Meeting in each year.

20.3 Auditors shall be appointed annually who are duly qualified in accordance with the provisions of the Companies Act 2006 or any statutory modification thereof. No person who is a member of the Board of Trustees or who holds any other office within the Institute shall be eligible for appointment as Auditor. If any trustee or other officer is a partner in a firm of accountants, that firm shall not be eligible for appointment as Auditor.

20.4 The Board of Trustees shall establish and maintain a reserve fund for such purposes as it thinks fit.

20.5 Nothing in these Bye-laws shall prevent the Institute from making a payment of a proper sum in respect of any services actually rendered by a member, other than a trustee, to the Institute or to any person, whether or not a member of the Institute, for carrying out services at the request of the Institute.

20.6 The books of account referred to in this Bye-law shall be kept at the Institute's principal place of business or at such other place as the Board of Trustees may decide. Such books shall be open to members of the Institute on request during normal business hours.

20.7 The Institute's balance sheet, its income and expenditure account and the Auditor's Report shall be sent to the members prior to the Annual General Meeting.

21 Confidentiality

21.1 The content and proceedings of any meetings of the Board of Trustees and/or any other Committee of the Institute shall normally be open and transparent to the membership or the Institute. Matters shall only be kept confidential where:

- (i) confidentiality is required by law; or
- (ii) the content and proceedings relate to disciplinary proceedings against an individual member or member(s); or
- (iii) the content and proceedings relate to a commercially or legally sensitive aspect of Institute business; or
- (iv) the content and proceedings relate to a member of the Executive; or
- (v) in the opinion of the Board of Trustees the content and proceedings are of an otherwise sensitive nature and should remain confidential.

21.2 All documentation, agendas and minutes submitted for, during or as a consequence of any meetings held by the Board of Trustees, and/or any other Committee of the Institute, whether in electronic form, or otherwise, shall normally be open to the membership, except where such material relates to content and proceedings deemed to be kept confidential in accordance with Bye-law 21.1. The Board of Trustees may deem any specific document or part as confidential from time to time provided that the content of the document falls within one or more of the categories in Bye-law 21.1(ii)-(v). The Board of Trustees has the power to waive confidentiality in respect of any documentation or document as it sees fit, even if its content falls within Bye-law 21.1(ii)-(v).

22 Investments

22.1 If the Board of Trustees appoint an Investment Manager in accordance with the provisions of Article 6 the Board of Trustees shall:

- (1) inform the Investment Manager in writing of the extent of the Institute's investment powers;
- (2) lay down a detailed investment policy for the Institute and immediately inform the Investment Manager in writing of it and of any changes to it;
- (3) ensure that the terms of the delegated authority are clearly set out in writing and notified to the Investment Manager;
- (4) ensure that it is kept informed of and review on a regular basis the performance of the investment portfolio managed by the Investment Manager and on the exercise by them of their delegated authority;
- (5) take all reasonable care to ensure that the Investment Manager complies with the terms of their delegated authority;
- (6) review the appointment of the Investment Manager at such intervals not exceeding 24 months as the Board of Trustees thinks fit;
- (7) pay such reasonable and proper remuneration to the Investment Manager and agree such proper terms as to notice and other matters as the Board of Trustees shall decide and as are consistent with the provisions of the Charter and this Bye-law provided that such remuneration may include the commission fees and/or expenses earned by the Investment Manager if and only to the extent that such commission fees and/or expenses are disclosed to the Board of Trustees;
- (8) ensure that the Investment Manager shall comply with the terms of their delegated authority;
- (9) ensure that the Investment Manager shall not do anything which the Board of Trustees does not have the power to do;
- (10) if appropriate and on reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of the Charter and this Bye-law; and
- (11) give direction to the Investment Manager as to the manner in which they are to report to it all sales and purchases of investments made on its behalf.

23 Common Seal

23.1 The Common Seal of the Institute shall not be affixed to any Instrument save with the authority of the Board of Trustees.

23.2 The Board of Trustees by resolution may nominate from time to time those persons who may sign any instrument bearing the Common Seal, provided that:

- (1) the number of persons signing the Common Seal shall not be less than two; and

the affixing is done in the presence of the Chief Executive Officer, and one Trustee or such other persons as the Board of Trustees may appoint for the purpose.