
CILIP Bye-laws



Made by Council 16 June 1986, as approved by the Annual General Meeting on 10 September 1986 and as allowed by Her Majesty's Privy Council on 15 December 1986. Revised in 1987, 1989, 1997, 2001, 2005, 2007 and 2008.

SECTION 1

Interpretation

1. In the event of any inconsistency between the provisions of the Charter and the provisions of the Bye-laws the provisions of the Charter shall prevail.
2. In these Bye-laws, unless the context otherwise requires: expressions or words used in the Charter shall have the meanings there defined;
 - 2.1 The expressions "Individual Member", "Organisation Member", "President", "Vice-President", "Honorary Treasurer", "Leader of Council", and Chief Executive Officer shall be read and construed as if the words "of the Institute" were inserted thereafter;
 - 2.2 The following expressions have the following meanings:

"Ballot"	means a Full Ballot or a Written Ballot
"Board"	means a sub-committee established in accordance with Bye-law 76;
"Branch"	means a body of Members associated with a geographical area as defined from time to time by the Council;
"Charter"	means the Charter of Incorporation of the Institute;
"Chief Executive Officer"	means the person appointed to that post in accordance with Bye-Law 97;
"Council"	means the Council for the time being appointed pursuant to the Charter and these Bye-laws;
"Councillor"	means a member of the Council;
"Duly Appointed Body"	means any person or body of people to whom or to

	which powers are reserved or properly delegated under the Charter or these Bye-Laws;
“Full Ballot”	means a ballot of all the Individual Members conducted in accordance with Regulations and not taken at a General Meeting;
“General Meeting”	means a general meeting in which the Individual Members assemble;
“Honorary Officers”	means the President, the Vice-President, the Leader of Council, and the Honorary Treasurer;
“Individual Member”	means an individual who is admitted as a Member in accordance with the Regulations;
“Member”	means a member of the Institute in any category of membership established in accordance with the Regulations;
“Organisation Member”	means a corporate body, society or other non-corporate organisation which maintains or is interested in libraries or information services and is admitted as a Member in accordance with the Regulations;
“Panel”	means a committee established in accordance with Bye-law 82;
“Registered Practitioner”	means an Individual Member who is entitled under these Bye-laws and the Regulations to use after his or her name the letters “MCLIP”, “FCLIP”, or “ACLIP” and is respectively entitled to describe himself or herself as “Chartered Member of the CILIP”, “Chartered Fellow of the CILIP”, or “Certified Affiliate of the CILIP”;
“Regulations”	means regulations made and published by the Council in accordance with Bye-law 42;
“Special Interest Group”	means a group established with the approval of the Council to further specialist interests within the Institute;
“Task and Finish Group”	means a committee established in accordance with Bye-law 71;
“Written Ballot”	means a ballot of the Individual Members present in person or by proxy at a General Meeting and taken at a General Meeting in accordance with Regulations.

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

SECTION 2

Categories and Privileges of Membership

4. The categories of Membership and the privileges and obligations applicable to each category shall be established by Regulations provided that Organisation Members shall not be entitled to vote at General Meetings nor on the election of Councillors or the Vice President nor to hold office in the Institute.
5. Membership shall not be transferable and shall cease on death. All the privileges of membership shall be enjoyed by a Member for his or her own benefit and the Member shall not be entitled to transfer such privileges or any of the benefits derived therefrom to any other person, firm, company or body.

Subscriptions

6. The Institute in General Meeting shall have power to determine the amount of all subscriptions, entrance, registration, admission and other fees (except for examination fees) payable by the Members. The Council, however, shall have the power to make Regulations for the payment of subscriptions (including payment by instalment) and for suspension and expulsion from the Institute in the case of a Member failing to pay. The Council may also make Regulations admitting persons to membership or continuing Members in membership at reduced subscriptions. Members paying reduced subscriptions shall enjoy all the privileges of membership applicable to their category of membership, including voting and the receipt of publications usually distributed to Members. The amount of examination fees shall be determined from time to time by the Council.

Admission, Removal and Reinstatement of Members

7. Members shall be admitted by the Council and may be removed in accordance with the procedures prescribed in Regulations.
8. The Council shall have power to reinstate any Member whose membership has been cancelled for any reason, and may cause reinstatement to be subject to previous compliance with such conditions as it may determine, including the payment of subscriptions in arrear.
9. There shall be maintained at the offices of the Institute a Register of Members containing the names of all Members identifying their category of membership and identifying those who are Registered Practitioners.
10. Copies of the Register of Members shall be published in such manner and at such intervals as the Council shall decide.

SECTION 3

Professional Qualifications

11. The Council shall from time to time make Regulations for the purpose of establishing the rights and responsibilities of Registered Practitioners, testing the proficiency of

Members desiring to be admitted as Registered Practitioners and testing the continuing proficiency of Members so admitted.

12. The Council shall have power to grant exemption from the provisions contained in the Regulations or parts thereof to Members who are considered by the Council to have satisfied criteria equivalent to those contained in the Regulations.
13. The Council shall issue to each Registered Practitioner a certificate indicating his or her respective Registered Practitioner status. Such certificates shall remain the property of the Institute and shall be returned upon the Registered Practitioner ceasing to be a Member or otherwise upon him or her ceasing to hold the relevant Registered Practitioner status.
14. The Council shall have power to cancel the registration of any Registered Practitioner whose membership is terminated for any reason and to reinstate the registration when such Registered Practitioner has been reinstated to membership under Bye-law 8. The Council may specify the conditions under which reinstatement may be made, including the payment of a further registration fee. Any Registered Practitioner whose registration is so cancelled shall immediately cease to describe himself or herself as a Registered Practitioner and shall return the Institute's certificate indicating his or her Registered Practitioner status.

SECTION 4

Honorary Awards

15. The Council shall have power to nominate as Honorary Fellows individuals who in the opinion of the Council have rendered distinguished service in promoting the objects of the Institute. Honorary Fellows shall be entitled to use after their names the letters "HonFCLIP" and to describe themselves as "Honorary Fellow of the CILIP".
16. The Council may remove any person's Honorary Fellow status, in which case that person shall cease to describe himself or herself as an Honorary Fellow of the CILIP and cease to use the letters "HonFCLIP".

SECTION 5

Conduct of Members

17. The Council shall have power to issue a set of ethical principles and Code of Professional Practice setting out the standards of professional behaviour expected of Members and may from time to time amend the ethical principles and code or any part or parts thereof.
18. Every Member (including every Organisation Member and its representatives) shall observe the provisions of the Charter, the Bye-laws and the Regulations and shall conduct him or herself in such a manner as shall not prejudice his or her professional status or the reputation of the Institute and without prejudice to the generality of the foregoing shall, in particular, comply at all times with the ethical principles and Code of Professional Practice prescribed and published by the Council under the provisions of the last preceding Bye-law.

19. The Council shall make and publish Regulations for the conduct of the disciplinary proceedings in respect of any complaint made against a Member and such Regulations may establish a range of sanctions including the suspension or expulsion of a Member.
20. Disciplinary proceedings shall be conducted by the Disciplinary Panel and the Office of the President as prescribed by these Bye-laws and Regulations.

SECTION 6

General Meetings

21. The Annual General Meeting of the Institute shall be held once in every year at such place and at such time as the Council may determine, provided that no more than sixteen months shall elapse between such meetings.
22. The Council may whenever it thinks fit convene a General Meeting and the Chief Executive Officer shall convene a General Meeting within one calendar month of receiving a requisition from any one hundred Individual Members, provided that the purpose for which the meeting is to be called is stated in the requisition.
23. The Council may make and publish Regulations for the submission of motions to General Meetings.
24. One month's notice in writing at the least of every Annual General Meeting and twenty-one days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the meeting and in the case of special business the nature of that business, shall be given to the Members and to the auditors of the Institute.
25. The proceedings at any General Meeting or on the conduct of a Ballot shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Bye-laws or Regulations.
26. The business of the Annual General Meeting shall be to receive and consider the annual report of the Institute, the Honorary Treasurer's report and the balance sheet and accounts of the Institute with the auditor's report thereon; to determine the amount of subscriptions and other fees in accordance with Bye-law 6, to appoint auditors in accordance with Bye-law 90; any motions of which notice shall have been given in the notice of the meeting; and to consider any questions submitted to the meeting in accordance with Regulations . The minutes of the preceding Annual General Meeting containing a transcript of all resolutions passed shall be read or submitted to the Annual General Meeting. All other business transacted at any Annual General Meeting and all business transacted at any other General Meeting shall be deemed special business.

27. No business shall be transacted at any General Meeting unless a quorum is present. Save as herein otherwise provided fifty Individual Members present in person shall constitute a quorum for an Annual General Meeting and twenty Individual Members present in person shall constitute a quorum for any other General Meeting.
28. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to a date, time and place to be determined by the chair of the meeting and notified to Members, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding a meeting the Individual Members present shall be a quorum.
29. Every General Meeting shall be held at such place as the Council shall appoint. At General Meetings the chair shall be taken by the President. If the President is unable or unwilling to act the chair shall be taken by the Vice-President and failing him or her the Leader of Council. If none of those office holders is able or willing to act, the Individual Members present shall choose one of their number to chair the meeting. The President, though present at a General Meeting, May if he or she sees fit yield the chair to the Vice-President or the Leader of Council or in his or her absence to such other person as the Individual Members present may choose.
30. The chair of any General Meeting may, with the consent of the meeting, adjourn the meeting from time to time, and from place to place as the meeting may determine, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice need be given of any adjourned meeting unless it is so directed in the resolution for adjournment.
31. At every General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a Ballot is, before or upon the declaration of the result of the show of hands, demanded by the chair or by at least twenty Individual Members present in person or by proxy, and unless a Ballot be so demanded a declaration by the chair of the meeting that a resolution has been carried or carried by a particular majority, or lost or not carried by a particular majority shall be conclusive, and an entry to that effect in the minutes of the proceedings of the meeting shall be sufficient evidence of the fact so declared, without proof of the number or proportion of the votes given for or against such resolution.
32. If a Ballot is demanded it shall be taken at such time and place and in such a manner as the chair of the meeting shall direct (and may be Written Ballot or a Full Ballot – but see also provisions in Bye-law 40 regarding Full Ballots) provided always that no Ballot shall be taken on the election of the chair, the appointment of scrutineers or the adjournment of the meeting, and that notwithstanding a demand for a Ballot on any resolution, the meeting may continue for the transaction of any other business in respect of which a Ballot has not been demanded. The Individual Members or the chair, as the case may be, demanding a Ballot may nominate up to three persons, who need not be Members, to act as scrutineers. If a Ballot is demanded it shall be taken in such manner as the chair of the meeting directs, and the result of the Ballot shall be deemed the resolution of the General Meeting at which the Ballot was demanded.

33. In the case of an equality of votes, whether on a show of hands or in a Written Ballot, the chair of the meeting shall be entitled to a second or casting vote.
34. The persons entitled to vote at General Meetings are the Individual Members whose subscriptions are not in arrears (as defined in Regulations).
35. Every Individual Member present at a General Meeting in person or by proxy shall have one vote.
36. The instrument appointing a proxy shall be in writing in the form prescribed by Regulations and shall be signed and dated by the Individual Member appointing the proxy. A proxy must be an Individual Member.
37. The instrument appointing a proxy shall be delivered to the Chief Executive Officer not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be valid.
38. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy, provided that no information in writing of the death, insanity or revocation as aforesaid shall have been received by the Chief Executive Officer before the commencement of the meeting or adjourned meeting at which the proxy is used.
39. No objection shall be made to the validity of any vote at a meeting except at the meeting or Ballot at which such vote shall be tendered, and every vote not disallowed at such meeting or Ballot shall be deemed valid. The chair of the meeting shall be the absolute judge of the validity of every vote tendered at any meeting or Ballot.
40. On the demand of one quarter of the Individual Members present in person or by proxy and entitled to vote, the chair shall rule that the motion be referred to a Full Ballot and that the decision of a Full Ballot shall be deemed to be the decision of the meeting. The meeting shall forthwith appoint three persons, who need not be Members, to act as scrutineers. The chair shall reduce the resolutions or amendments into the form of alternative propositions so as best to take the sense of the Individual Members on the substantial question or questions at issue. The wording of the resolution to appear on the Full Ballot paper shall be decided at the meeting by the Individual Members present in person or by proxy and entitled to vote at the meeting. Voting papers setting forth these propositions shall be issued within fourteen days after the meeting and shall be returnable so as to be receivable within twenty one days after the meeting. The scrutineers shall meet not less than twenty one days nor more than twenty eight days after the meeting and shall draw up a report of the result of the voting, stating what voting papers have been rejected for non-observance of the notes and directions thereon or disqualified by reason of the voter being in arrear or otherwise ineligible to vote. The report of the scrutineers shall be conclusive as to the result of the voting and the result shall take effect from the date of that report. In the event of a tie on a Full Ballot conducted under this Bye-law, the resolution shall be declared not carried.

SECTION 7

The Council

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

Regulations

42. Council shall have power from time to time to make, repeal or alter Regulations as to the admission of Members, as to the management of the Institute and its affairs, as to the duties of any officers or employees of the Institute, as to the conduct of business of the Institute, the Council or any other Duly Appointed Body and as to any other matters or things within the powers or under the control of the Council provided that such Regulations shall not be inconsistent with the Charter or these Bye-laws and any Regulations (including any repeal or alteration) affecting or made in accordance with the provisions of the following Bye-laws shall not have effect unless approved by a simple majority vote at a General Meeting or by Ballot:
- Bye-law 4: categories, privileges and obligations of Members
 - Bye-law 7: admission and removal of Members (but not, for the avoidance of doubt, Bye-law 6)
 - Bye-law 11: rights and responsibilities of Registered Practitioners
 - Bye-law 19: disciplinary proceedings.

Composition of the Council

43. The Council shall consist of the following persons all of whom must be Individual Members:
- a. Twelve Councillors elected by the Individual Members in accordance with Bye-laws 44 to 52
 - b. Up to three Co-opted Councillors appointed by the Council with the approval of the Election Panel in accordance with Bye-law 53.

Election of Councillors and Vice-President

44. At the annual election to be held each year for the ensuing year commencing 1 January, the Individual Members shall elect a Vice-President to serve for one year and four Councillors to serve for three years. The election shall be held in accordance with Regulations.

45. The result of the election shall be declared in a list of the candidates in which the names shall be arranged in order of the number of votes received, the candidates with the highest number of votes to be at the head of the list.
46. The Vice-President shall be appointed as the President at the end of his or her year in office as Vice-President with effect from the date of appointment until 31 December in the year of appointment.
47. A retiring Councillor shall be eligible for re-election provided that a Councillor who has held office for six consecutive years will not be eligible for re-election until the annual election in the following year.
48. If the Institute, for any reason, fails to fill a vacant Councillor post then the Election Panel may determine how the vacancy shall be filled and the individual filling the vacancy shall commence his or her appointment on the date of appointment and, notwithstanding Bye-law 44, retire on 31 December in the second full calendar year following his or her appointment.
49. If the Institute, for any reason, fails to elect a Vice-President then the Election Panel may (with the agreement of the Council) determine how the vacancy shall be filled.
50. Any person who is appointed President, Vice-President or a Councillor may not serve during his or her term in office on any Branch or Special Interest Group.
51. The Council shall make and publish Regulations prescribing the requirements and procedures for the nomination of candidates for election.
52. Voting in annual elections shall be by Full Ballot

Appointment of Co-opted Councillors

53. The Council may appoint up to three Individual Members as co-opted Councillors. Co-opted Councillors shall serve from the date of their appointment until 31 December in the same year and may be re-appointed for one further year ending on 31 December.
54. A co-opted Councillor may stand for election at an annual election and his or her time in office as a co-opted Councillor shall not count towards his or her maximum period in office as an elected Councillor.

Honorary Officers

55. The Councillors shall appoint from among their number the Leader of Council and Honorary Treasurer and may at any time remove them from those offices with the agreement of the Audit Panel. Appointments to those offices shall commence on the date of appointment and end on 31 December in the year of appointment, but may be renewed for subsequent terms of 1 year.

Termination of office and filling of vacancies

56. A Councillor shall vacate office and cease to be a member of the Council if he or she:

- a. ceases to be a Member;
 - b. is suspended from membership of the Institute;
 - c. is absent from meetings of the Council for three consecutive meetings without the consent of the Council and the Council resolves that his or her office be vacated;
 - d. becomes bankrupt or makes any arrangement or composition with his or her creditors;
 - e. becomes incapable by reason of mental disorder;
 - f. becomes prohibited by law from holding office as a charity trustee;
 - g. is removed by a resolution passed by a two thirds majority of the Individual Members present and voting at a General Meeting.
57. A Councillor may at any time give notice in writing of his or her resignation from the Council with effect from such date as the Councillor indicates.
58. When the office of a Councillor becomes vacant other than at the end of a term of office and when a contest took place at a previous election for that office, the unsuccessful candidate who received the highest number of votes in the contest shall, if willing and able to act, automatically fill the vacancy. If no contest for the office took place at the previous election or if there is no unsuccessful candidate able and willing to act, the Council may hold a by-election to fill the vacancy for the remainder of the original term of the vacated office. The term of office served by a Councillor filling a vacancy in this manner shall not be counted for the purpose of calculating his or her maximum period in office

Proceedings of the Council

59. The Councillors may meet together for the despatch of business and adjourn or otherwise regulate their meetings and proceedings as they think fit
60. The Leader of Council may convene a meeting of the Council. The President on the requisition of any four members of the Council, shall convene a meeting of the Council.
61. The Leader of Council shall preside at meetings of the Council but in his or her absence the chair shall be taken by another Councillor chosen by the Councillors present.
62. The quorum necessary for the transaction of business at Council meetings shall be four¹ Councillors or such higher number as the Council may determine.
63. Every question at meetings of the Council shall be determined by a majority of the votes of the Councillors personally present and voting and if there is an equality of votes the chair of the meeting shall have a second or casting vote.

¹ On 29 April 2008 the Council resolved that the quorum shall be six.

64. The Councillors may act and exercise all their powers notwithstanding that vacancies for the time being remain unfilled but while there are fewer Councillors than are required for a quorum the Councillors may only act for the purpose of increasing the number of Councillors or of summoning a General Meeting.
65. All acts done by any meeting of the Council or by any Duly Appointed Body shall, notwithstanding that it shall afterwards be discovered that there were defects in the appointment of all or any of the members of the Council or of such other duly Appointed Body or that any such person was disqualified from holding office or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued in office.
66. A resolution in writing passed in such manner as may be prescribed by Regulations shall be as valid and effectual as if it had been passed at a meeting duly convened and held.
67. A resolution approved by electronic communication in such manner as may be prescribed by Regulations shall be as valid and effectual as if it had been passed at a meeting duly convened and held.
68. Whenever a Councillor has a personal interest in a matter to be discussed at a meeting, and whenever a Councillor has an interest in another organisation whose interests are reasonably likely to conflict with those of the Institute in relation to a matter to be discussed at a meeting, he or she must:
 - a. declare an interest before discussion begins on the matter;
 - b. withdraw from that part of the meeting unless expressly invited to remain;
 - c. in the case of personal interests not be counted in the quorum for that part of the meeting; and
 - d. in the case of personal interests withdraw during the vote and have no vote on the matter.

Delegation of Council's powers

69. The Council may by power of attorney or otherwise appoint any person to be the agent of the Institute for such purposes and on such conditions as they determine.
70. The Council may delegate any of its powers or functions in accordance with the conditions set out in these Bye-laws, and may delegate day to day management of the affairs of the Institute to the Chief Executive Officer or other staff.

Delegation to Task and Finish Groups

71. In the case of delegation to Task and Finish Groups:
 - a. the resolution making that delegation shall specify those who shall serve or be asked to serve on such Task and Finish Group (although the resolution may allow the Task and Finish Group to make co-options up to a specified number);

- b. the composition of any such Task and Finish Group shall be entirely in the discretion of the Council and may comprise such Councillors (if any) as the resolution may specify;
- c. the deliberations of and any resolution passed or decision taken by any such Task and Finish Group shall be reported promptly and regularly to the Council and for that purpose every Task and Finish Group shall appoint a secretary;
- d. all delegations under this Bye-law shall be variable or revocable at any time;
- e. the Council may make such Regulations and impose such terms and conditions and give such mandates to any such Task and Finish Group as it may from time to time think fit;
- f. no Task and Finish Group shall knowingly incur expenditure or liability on behalf of the Institute except where authorised by the Council or in accordance with a budget which has been approved by the Council; and
- g. the meetings and proceedings of any Task and Finish Group shall be governed by the Bye-laws regulating the meetings and proceedings of the Council so far as applicable and not superseded by any Regulations.

Delegation of Investment Management

- 72. The Council may delegate to one or more investment managers, for such period and upon such terms as it may think fit, power at the discretion of the investment manager to buy and sell investments on behalf of the Institute. Where the Council makes such a delegation it shall ensure that the investment manager is given clear instructions as to investment policy;
- 73. Except to the extent that the Council has exercised its power of delegation, the Council shall arrange that the investments are kept under review by one or more independent professional advisers, who shall be required to inform the Council promptly about any changes in investments which appear to them to be desirable;
- 74. Without prejudice to any other of its powers, the Council may if it thinks fit invest in the name of or under the control of any corporation or corporations as nominees of the Council the whole or such part of the investments and income arising from those investments as the Council may determine;
- 75. The Council may pay reasonable remuneration to the investment managers, independent professional advisers or nominees for services rendered under the above provisions.

Sub-delegation to Boards

- 76. The Chief Executive Officer may, with the consent of the Council and in accordance with the following provisions, delegate to Boards such of his or her functions as the Council may approve:
 - a. the composition of Boards may be prescribed by Regulations and otherwise, shall be agreed between the Chief Executive Officer and the Council;

- b. each Board shall report promptly to the Council through the Chief Executive Officer on its activities and recommendations;
- c. all delegations under this Bye-law shall be variable or revocable at any time by the Chief Executive Officer and the Council;
- d. the Council may make such Regulations and impose such terms and conditions as it may from time to time think fit;
- e. no Board shall knowingly incur expenditure or liability on behalf of the Institute except where authorised by the Chief Executive Officer and the Council or in accordance with a budget which has been approved by the Chief Executive Officer and the Council; and;
- f. the meetings and proceedings of any Board shall be governed by the Bye-laws regulating the meetings and proceedings of the Council so far as applicable and not superseded by any Regulations.

SECTION 8

Office of the President

- 77. The Office of the President, shall be controlled by the President, assisted by the Vice-President and any other person (being an Individual Member, but not being a Councillor) as the Council may decide.
- 78. The Office of the President shall be provided by the Council with such resources as it may reasonably require (but at the discretion of the Council) in order to perform the functions reserved to it in these Bye-laws.
- 79. The Vice-President shall be elected and a President appointed in accordance with Bye-laws 44 to 52. Neither shall be Councillors.
- 80. The Vice-President shall:
 - a. chair the Policy Forum established under Bye-law 84;
 - b. attend meetings of the Council as an observer with a right to speak but not to vote;
 - c. assist the President in the running of the Office of the President and in the performance of the President's functions.
- 81. The President shall:
 - a. represent the Institute at functions and may delegate this role to any other appropriate Individual Member;
 - b. co-ordinate the work of each of the Panels reporting to the Office of the President;
 - c. sit ex-officio on each of the Panels;

- d. in consultation with the Vice-President, any other member of the Office of the President and the Leader of Council, appoint the chair of each Panel;
- e. oversee the process of appointing all other members of the Panels in accordance with Regulations;
- f. be responsible for ensuring that each Panel reports its activities and deliberations promptly to the Council and complies with its terms of reference established by Regulations;
- g. perform such functions as may be established by Regulations made by the Council in relation to the hearing of appeals from the decisions of hearing groups established by the Disciplinary Panel.

SECTION 9

Panels

82. The Council shall establish an Election Panel, an Audit Panel, a Disciplinary Panel, an Ethics Panel, an Admissions Panel, a Remuneration Panel, an Equal Opportunities Panel, an Editorial Panel and such other Panels as it may from time to time decide and shall make Regulations prescribing in respect of each Panel:
- a. its powers and functions (including any powers of delegation);
 - b. its composition (provided that every member of a Panel shall be a Member;
 - c. the appointment and removal processes;
 - d. the requirements for the calling and holding of meetings;
 - e. the requirements for reporting the Panel's deliberations to the Office of the President and the Council;
 - f. such other matters as the Council thinks fit.
83. Each Panel shall be under the supervision and control of the Office of President, subject to the Regulations made in accordance with the preceeding Bye-law.

SECTION 10

Policy Forum

84. The Council shall establish a Policy Forum and shall make Regulations prescribing:
- a. its powers and functions (including any powers of delegation);
 - b. its composition (provided that every member of the Forum shall be a Member;
 - c. the appointment and removal processes;
 - d. the requirements for the calling of and holding of meetings;

- e. the requirements for reporting the Forum's deliberations to the Office of the President and the Council;
 - f. such other matters as the Council thinks fit.
85. The Policy Forum shall be chaired by the Vice-President and shall be under the supervision of the Office of President.

SECTION 11

Financial Matters

86. Subject to the authority of the Council the Honorary Treasurer shall supervise the financial affairs of the Institute and in particular the procedures for dealing with receipts, payments, assets and liabilities. The Honorary Treasurer shall submit a report to the Annual General Meeting of the Institute. In the absence of the Honorary Treasurer the report shall be submitted by the Leader of Council. The Council may make such Regulations as it sees fit as regards the payment of accounts and the signature of cheques and other financial documents.
87. The Council may borrow money for the purposes of the Institute and secure the repayment thereof or the fulfilment of any contract or engagement of the Institute in any manner, upon any security, and issue any debentures to secure the same.
88. The Council may, out of the monies of the Institute, by way of reserve fund from time to time reserve or set apart such sums as in its judgement are necessary or expedient to be applied at the discretion of the Council to meet the claims on or liabilities of the Institute, or to be used as a sinking fund to pay off debentures or incumbrances of the Institute, or for any other purpose of the Institute.

Expenses

89. Members of any Duly Appointed Body shall be paid out of the funds of the Institute all reasonable out of pocket expenses properly and necessarily incurred by them on behalf of the Institute.

Audit, Accounts and Reports

90. At each Annual General Meeting an auditor or auditors of the Institute shall be appointed by the members present. No person shall be appointed auditor of the Institute who is employed by or otherwise holds office in the Institute nor unless he or she is qualified for appointment as auditor of a company (other than an exempt private company) under the provisions of the Companies Act 1985 or any statutory re-enactment or modification thereof.
91. The Council shall comply with the requirements of the Charities Act 1993 (or any statutory re-enactment or modification thereof) as to keeping financial records, the audit or examination of accounts and the preparation and submission to the Charity Commission of:
- a. annual reports;

- b. annual returns;
- c. annual statements of accounts.

SECTION 12

Branches

92. The Council may establish Branches and shall prescribe Regulations for their membership, establishment, constitution, functions, financing, dissolution and procedures. The Council may from time to time alter the boundaries of any region served by a Branch.
93. The honorary secretary of a Branch shall deliver a report on the work of the Branch during each year for the scrutiny of the Council.

SECTION 13

Special Interest Groups and Organisations in Liaison

94. The Council may establish Special Interest Groups and shall prescribe Regulations for their membership, establishment, constitution, functions, financing, dissolution and procedures.
95. The honorary secretary of a Special Interest Group shall deliver a report on the work of the Special Interest Group during each year for the scrutiny of the Council.

Organisations in Liaison

96. The Council may from time to time recognise independent organisations which have objects similar to the objects of the Institute and whose membership includes a significant number of Members of the Institute as Organisations in Liaison with the Institute and may determine the rights and obligations of such Organisations in Liaison.

SECTION 14

Chief Executive Officer

97. The Chief Executive Officer shall be appointed by the Council for such term, upon such conditions and by such process as the Council may think fit. The Chief Executive Officer shall keep a record of all proceedings, shall draft reports, issue notices, and conduct correspondence and shall have charge of all books, papers and other property belonging to the Institute and shall have general day to day conduct of the management of the Institute under the supervision of the Council.

Seal

98. The Seal of the Institute shall only be used by the authority of the Council. Any instrument to which the Seal is affixed may be signed by any two of the following:
 - The President

- A Councillor
- The Chief Executive Officer;

or by such other persons as the Council may authorise.

Notices etc.

99. Unless otherwise provided in these Bye-laws, all notices, voting papers and circulars and other documents required by these Bye-laws to be given or sent may be given personally or by sending the same by post to the registered address of the Member, (or, as appropriate, to the principal office of the Institute) or by email or such other suitable means as the Council may prescribe, provided always that publication of a notice in the official journal of the Institute shall constitute good service of any notice to be served upon all Members.
100. Any such notice, voting paper, circular or other document sent through the post to the registered address of any Member shall have been deemed to have been served on the Member on the third day after the day it is posted if sent by first class post and on the fifth day after posting if sent by second class post, and in proving such service it shall be sufficient to prove that such notice, voting paper or circular was properly addressed and posted. Any such document sent by email shall be deemed served on the day after transmission and in proving service it shall be sufficient to prove that the document was transmitted by the Institute's email server and was addressed to an email address provided by the Member to the Institute for the receipt of notices.

Indemnity

101. Every Councillor, other officer and every employee of the Institute carrying out the proper business of the Institute shall be indemnified by the Institute against, and it shall be the duty of the Council out of the funds of the Institute to pay, all costs, losses and expenses which any such person may incur or become liable to by reason of any contract entered into, or act or thing done or omitted to be done by him or her as such Councillor, officer or employee or in any other way in the proper discharge of his or her duty, including reasonable travelling expenses.

SECTION 15

Transitional arrangements

102. The Councillors to serve from 1 January 2008 shall be those individuals elected at the annual election in 2007, which shall be conducted in such manner as the Council in 2007 shall have prescribed.
103. Four of the Councillors elected in 2007 shall retire on 31 December 2008 and four of them shall retire on 31 December 2009. Those Councillors retiring shall be eligible for re-election with effect from 1 January 2009 and 1 January 2010 respectively.
104. The President shall be appointed to the role of Past President at the end of his or her year in office with effect from the date of appointment until 31 December in the year of appointment. The Past President shall be an Honorary Officer and shall be a

member of the Office of President for the duration of his or her term as Past President. The role of Past President shall be retained until 31 December 2009, pending review of the post on or before that date by the Council and, until that date (or such earlier date as may be resolved by the Council following its review).