

## RULES

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## Definitions: in these Rules the following shall have the meanings shown:

"Admissions Criteria"	the general criteria for admission to membership and the criteria for admission to particular classes, as determined by the Council from time to time, as appropriate to the context;
"Affiliate"	any person admitted to membership of the Institute from time to time in a class of Affiliate membership in accordance with the By-Laws and the Rules; "Affiliateship" shall be construed accordingly;
"Associate"	any person admitted to membership of the Institute from time to time as an Associate in accordance with the By-Laws and the Rules; "Associateship" shall be construed accordingly;
"By-Laws"	the By-Laws of the Institute for the time being in force;
"Charter"	the Royal Charter incorporating the Institute, dated 19 July 2005;
"Chartered Linguist"	a person appointed as a Chartered Linguist and listed in the Register of Chartered Linguists from time to time;
"Chief executive"	the chief executive of the Institute from time to time;
"classes of membership"	the classes of membership set out in the By-Laws and such other classes as may from time to time be allowed under the By-Laws;
"Code of Professional Conduct"	the Code of Professional Conduct determined by Council from time to time;
"Council"	the Council of the Chartered Institute of Linguists;
"Council Member"	a member of the Council elected or appointed from time to time in accordance with the Rules;
"Disciplinary Procedures"	the Disciplinary Procedures determined by the Council from time to time;
"Fellow"	any person admitted from time to time in accordance with the By-Laws and the Rules in the class of Fellow; "Fellowship" shall be construed accordingly;
"Honorary Fellow"	any person appointed by the Council from time to time as an Honorary Fellow in accordance with the By-Laws; "Honorary Fellowship" shall be construed accordingly;
"Honorary Member"	any person appointed by the Council from time to time as an Honorary Member in accordance with the By-Laws; "Honorary Membership" shall be construed accordingly;
"Institute"	the Chartered Institute of Linguists;
"member"	"member" with lower-case initial letter means any person admitted from time to time in any class of membership in accordance with the By-Laws and the Rules; "membership" shall be construed accordingly;
"Member"	any person admitted from time to time in accordance with the By-Laws and the Rules in the class of Member; "Membership" shall be construed accordingly;
"membership year"	the period from 1 September in any year to 31 August in the next year, in relation to membership subscriptions;
"registered email address"	the electronic mail address of any member included in the Institute's Register of members
"registration year"	the period from 1 September in any year to 31 August in the next year, in relation to Chartered Linguist registration;
"Rules"	these Rules as amended by the Council and approved by the members from time to time in accordance with the By-Laws;
"Secretary"	the person appointed by the Council as Company Secretary;
"voting member"	a member of the Institute who is entitled to vote in accordance with the By-Laws and these Rules.

## Membership – General

1. The criteria for admission to all classes of membership shall be determined by the Council
2. The Council shall determine the procedures for admission to membership and in accordance with Rule 115 below shall delegate authority as it sees fit. Such procedures shall include the provision that Council may at its discretion and as it deems appropriate directly admit a suitably qualified person in any class of membership.
3. The decision not to admit any applicant to membership shall be final, subject to appropriate procedural review, and the Council shall not be bound to give any reason for such decision.
4. All members shall be subject to such rules and may enjoy such privileges as the Council may from time to time prescribe.
5. Applicants shall be admitted to membership in a particular class of membership provided that they:
  - (a) have satisfied the Council in accordance with the Rules that their skills and experience as linguists and their qualifications and general education are as prescribed in the Admissions Criteria;
  - (b) have undertaken to abide by the Code of Professional Conduct, the Royal Charter and By-Laws, and these Rules and any other current terms and conditions of membership;
  - (c) and have satisfied the Council that they are, in all respects, fit and proper persons for admission to membership.
6. All members shall notify the Secretary of their places of business or residence for the time being and the address so notified shall be entered in the Register of members.
7. If any member shall deliver by hand or send by post to the Institute a notice in writing signed by them and addressed to the Head of Membership, stating that they wish to resign their membership of the Institute, or send such notice from their registered email address as appearing in the Register of members, their membership shall cease as from the date of receipt of such notice or the date specified in such notice whichever is the later.
8. Any person shall cease to be a member
  - (a) whose annual subscription is in arrears for six months after the same became payable whether formally demanded or not, provided always that the Council may suspend the operation of this Rule either generally or in the case of an individual member and may re-admit to membership, on terms to be prescribed by the Council, any member whose membership has been terminated in accordance with the provisions of this Rule; or
  - (b) who is excluded from membership under the Disciplinary Procedures.
9. Any Fellows, Members or Associates who cease to be members for any cause shall not thereafter be entitled to use the designations after their names set out in the By-Laws.
10. Any members who under the provisions of these Rules resign or are required to resign their membership or whose names are removed from the Register of members or who otherwise cease to be members shall remain liable to pay the amount of their current annual subscription and any other sums due to the Institute and shall promptly return to the Institute their certificates of membership and any property of the Institute in their possession.

## Certificate of membership

11. Fellows, Members and Associates shall receive certificates of membership signed by one elected Council Member and countersigned by the Chief Executive.

## Membership subscriptions

12. Except as otherwise provided in these Rules and any other current terms and conditions of membership, members shall pay subscriptions applicable to the particular classes of membership annually, in respect of the period of 12 months commencing on the first day of September in any one year.
13. The subscription payable for each class of membership shall be determined from time to time at a General Meeting of the Institute.
14. Any members whose admission takes place part-way through the membership year shall be required to pay a pro-rated subscription for that membership year.
15. Fellows, Members or Associates who
- (a) have been members in any of the above classes of membership for not less than 15 years, and
  - (b) have reached the age at which they are entitled to receive state retirement benefits in their country of residence and are no longer regularly employed, accepting frequent assignments or actively promoting their services as professional linguists,
- may be allowed by Council to subscribe at the concessionary rate that shall be determined from time to time at a General Meeting of the Institute.
16. The Council may, in its discretion and without thereby creating any precedent, allow on grounds of compassion that may appear to it to be reasonable, the reduction of the subscription of any members who apply on such grounds to such a figure as seems to it fair in the circumstances, and for such a period as it may direct provided always that such a concession may at any time be revoked and the members required to subscribe at the full rate approved for their classes of membership. The Council may offer members who are unemployed and suffering hardship a concessionary rate for a maximum of one year to be followed, if eligible, by payment at the standard concessionary rate as indicated in Rule 15 for a further year.
17. Members in all classes of membership who take up full-time language study may subscribe at a reduced rate, as determined by the Council from time to time, while keeping all privileges of their class of membership for a maximum period of four years. The Council may, at its discretion, extend such period.
18. Life membership at ten times the standard concessionary rate as indicated in Rule 15 applicable at the time of application is available to members who fulfil all the requirements of Rule 15.

## Admission as Fellow

19. Persons seeking to be appointed as Fellows
- (a) if already Members must
    - (i) normally have been Members for not less than five years;
    - (ii) have held positions of senior responsibility or advanced professional standing in which their skills and experience in a language or languages play an important role.
  - (b) if not already Members must
    - (i) have attained advanced professional standing in an occupation or activity involving the use of languages, distinction as a linguist, and/or distinguished service to languages, such advanced professional standing to have been held normally for a period of not less than 10 years;
    - (ii) satisfy other conditions set out in Rule 5.
- Persons seeking to be appointed as Fellows must provide, in writing, the names of at least two persons to whom reference may be made by the Council regarding their professional standing, skills in languages and good repute, and may be required to appear for interview before one or more

members of the Council or persons designated for that purpose by the Council.

## **Admission as Member or Associate**

20. Persons applying for admission as Members or Associates

- (a) must satisfy the conditions set out in Rule 5;
- (b) must provide, in writing, the names of at least two persons to whom reference may be made by the Council regarding their professional standing, skills in languages and good repute;
- (c) may be required to appear for interview before one or more members of the Council or persons designated for that purpose by the Council.

## **Admission as Affiliate**

21. Applicants for admission in any of the classes Career Affiliate, IoLET Affiliate or Student Affiliate shall be required to satisfy the conditions set out in Rule 5.

## **Readmission to membership**

22. Any person who, after resignation from membership or exclusion from membership under these Rules, seeks re-admission may be re-admitted in the same class of membership provided that they satisfy the conditions set out in Rule 5 and any conditions that may have been set for re-admission under the authority of the Council.

23. Any person who is re-admitted to membership shall pay a single administration fee determined by the Council from time to time, in addition to the subscription for the relevant class of membership.

## **Register of members**

24. The Register of members shall be kept at the Registered Office of the Institute and shall be open to inspection by appointment to members at all times when the office is open for business.

## **Associated Organisations**

25. Any society, institution, company, firm, association, business partnership or group supporting the objects of the Institute may be invited to apply for recognition as an Associated Organisation and such recognition may be granted on such terms as seem fit to the Council at the time.

## **Chartered Linguist**

26. The Council may appoint as Chartered Linguists practising linguists who meet the requirements determined by the Council from time to time.

27. The period of registration ("registration year") shall be the 12 month period commencing on 1 September in each year.

28. The registration of a Chartered Linguist appointed part-way through a registration year shall remain in force until 31 August in the following registration year.

29. Chartered Linguists shall pay a registration fee, determined by Council from time to time, for admission to

the Register and for annual renewal of registration.

30. Chartered Linguists appointed part-way through a registration year shall pay a pro-rated fee for that registration year.

31. The decision not to appoint an applicant as a Chartered Linguist shall be final, provided that the procedures for appeal laid down by the Council have been duly carried out. No reason for such decision shall be required to be given.

## Register of Chartered Linguists

32. The Register of Chartered Linguists shall be kept at the Registered Office of the Institute and shall be open to inspection by appointment to members of the public at all times when the office is open for business.

## Disciplinary Procedures

33. The scope and conduct of disciplinary procedures shall be determined by Council.

34. The sanctions available under the disciplinary procedures shall include exclusion from or suspension of membership.

## Notices

35. A notice or other formal communication must be in writing and may be served on any member or Chartered Linguist, personally or by sending it through the post in a prepaid letter or by, addressed to such member at the registered postal or, as appropriate, the registered email address as appearing in the Register of members or the Register of Chartered Linguists.

36. The following conditions shall apply:

- (a) when the Institute does not have a registered email address for a member, notices and formal communications to that member shall be served by post;
- (b) a member or Chartered Linguist who requests that notices and formal communications not be served by email shall be entitled to have such served by post;
- (c) a member or a Chartered Linguist who is described in the Register of members or the Register of Chartered Linguists by an address not within the United Kingdom who requests that notices and formal communications be served at a designated address within the United Kingdom, shall be entitled to have notices served at such address.

37. Any notice or other formal communication, if served by post, shall be deemed to have been served on the third working day following that on which the notice or formal communication is posted, and in proving such service it shall be sufficient to show that the notice or formal communication was posted as a prepaid letter. A notice or other communication if served by email to the registered email address shall be deemed to have been served 24 hours after the time of despatch. The Institute shall not be liable for any accidental delay in receipt of notices or communications, nor shall any action of the Institute be invalidated by such delay.

## Honorary Officers

38. The honorary officers of the Institute are the President, the Vice-Presidents and the Honorary Treasurer. All honorary officers other than the Treasurer shall be elected at an Annual General Meeting for the terms of office specified below.

39. The Council shall recommend to the Annual General Meeting persons for election as President and Vice-Presidents. In addition, at least three voting members may nominate in writing to the Secretary others for election as President or Vice-President as long as such nominees give their consent to nomination in writing and the nominations are made to the Secretary at least eight weeks before the AGM date.

40. The President shall be elected for a term of three years and shall be eligible for re-election for a further term of three years after which a break of three years is required before he or she is again eligible for election.

41. Vice-Presidents shall be elected for a term of three years at the Annual General Meeting and shall be eligible for re-election for a further term of three years at the end of the first and subsequent three year terms. The introduction of this three year term for Vice-Presidents will be effective from the elections in 2017.

42. In case there shall be a casual vacancy in the offices of President or Vice-President, or an additional honorary office to be filled, the Council may, if it thinks fit, fill the same without waiting for the next Annual General Meeting to be held, but any officer so appointed shall hold office only until the next Annual General Meeting unless then re-elected.

43. The President for the time being shall be an ex-officio Council Member and of all committees and sub-committees.

44. The Vice-Presidents may attend any meeting of Council but shall not exercise a vote.

## **Treasurer**

45. The Council may appoint an Honorary Treasurer by co-option to the Council or from its own members and shall determine the period of such appointment.

46. The Honorary Treasurer shall report to Council at the last meeting before the Annual General Meeting, and at other times as necessary, on the financial management of the Institute.

## **Patrons**

47. The Council shall have the power to appoint Patrons of the Institute to any number.

## **Chief Executive**

48. The Council may appoint, under such terms as it may decide, a Chief Executive, who shall be the senior employee of the Institute, to manage the Institute and its resources. The Chief Executive shall not be a member of Council.

## **Secretary**

49. The Council shall appoint, under such terms as it may decide, a Company Secretary ("the Secretary"). Certain company secretarial functions, as determined by the Council, may be carried out by an outside company or companies appointed by the Council.

## General Meetings

50. The Council shall convene an Annual General Meeting in each calendar year.

51. The Council may, as it thinks fit, convene an Extraordinary General Meeting. The Council shall, further, be required to convene a General Meeting when it has received requests or a composite request from a number of members representing at least 10% of the total number of voting members. Such request or requests may be in hard copy or in electronic form, and must be authenticated by the persons making it.

52. The request by members to convene a General Meeting must state the general nature of the business to be dealt with, and may include the text of a resolution that may properly be moved, and is intended to be moved.

53. If the conditions are met for the convening of a General Meeting at the request of members the Council shall convene a General Meeting not more than 21 days after receipt of the request in due and complete form.

54. If the Council does not convene a General Meeting when requested by members in accordance with these Rules, the members who requested the meeting, or a number representing more than one half of the total who requested the meeting, may themselves convene a General Meeting.

- (a) Where the request from members includes the text of a resolution intended to be moved at the meeting, the notice of the meeting must include notice of the resolution.
- (b) The meeting must be called for a date not more than three months after the date on which the Council became subject to the requirement to call a meeting.
- (c) The meeting must be called in the same manner, as nearly as possible, as that in which meetings are required to be called by the Council.
- (d) Any reasonable expenses incurred by the members requesting the meeting by reason of the failure of the Council duly to call a meeting must be reimbursed by the Institute.

55. At least 21 days' notice of every Annual General Meeting and of any General Meeting convened to pass a Special Resolution, and at least 14 days' notice 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 meeting. In the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Rules entitled to receive such notices from the Institute. Notwithstanding the general provisions set out in this Rule, with the consent of all the members having the right to attend and vote thereat, or a majority of them in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

56. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed or any proceeding at any General Meeting.

## Proceedings at General Meetings

57. All business that is transacted at an Annual General Meeting shall be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of honorary officers and members of the Council, the appointment, and the fixing of the remuneration, of the Auditors, the alteration of Rules, the determination of subscriptions and discussions on questions relating to the profession. All business shall be deemed special that is transacted at an Extraordinary General Meeting.

58. A Special Resolution at a General Meeting shall require a majority of 75% of those present in person or

voting by proxy in order to be passed. An Ordinary Resolution shall require a majority of greater than 50% of those present in person or voting by proxy in order to be passed.

59. Any voting member may requisition the Institute

- (a) to give to members entitled to receive notice of the next Annual General Meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting;
- (b) to circulate to members entitled to receive notice of any General Meeting sent to them any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting, provided that no resolution shall be moved at a General Meeting, other than a resolution upon any subject before the meeting, unless notice in writing of the terms or purport of such resolution has been sent to the Secretary or other proper officer at least six weeks prior to the General Meeting at which it is to be considered.

60. Such requisition must be in writing and delivered to the Institute by Registered Mail or from the registered email address of the member making the requisition, or by hand. If by hand a signed note must be obtained to acknowledge receipt.

61. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten voting members present in person shall be a quorum.

62. If within half an hour from the time appointed for the holding of a General Meeting convened on the requisition of members a quorum is not present, the meeting shall be dissolved. In the case of any other General Meeting, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

63. The President (if any) of the Institute or, failing the President, the Chair (if any) of the Council shall preside as Chair at every General Meeting, but if there be no such President or Chair of Council, or if at any meeting neither shall be present within 15 minutes after the time appointed for holding the same, and willing to preside, the members present shall choose some Council Member or, if no Council Member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Institute who shall be present to preside as Chair of the meeting.

64. The Chair of the meeting may (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **Votes of members**

65. Only a duly registered voting member shall be entitled to vote on any question either in person or by proxy, or as a proxy for another voting member, at any meeting or (subject as provided by these Rules) to attend such meeting.

66. Every voting member shall be entitled to vote on a show of hands or on a poll. Subject to any provisions for the time being in force with regard to postal or electronic voting, votes may be given on a poll either in person or by proxy. Each voting member shall have one vote but no other class of member shall have a vote either on a show of hands or on a poll.

67. Subject to any provisions for the time being in force with regard to postal or electronic voting, at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least five voting members present in person or by proxy, and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

68. If a poll is demanded, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

69. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.

70. In the question of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.

71. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

## **Votes by proxy**

72. For any General Meeting at which the business to be transacted includes one or more resolutions upon which a ballot may be demanded, the Secretary shall send to voting members, with the notice calling the meeting, a form of instrument of proxy, such as is prescribed by these Rules.

73. The instrument appointing a proxy shall be in writing under the hands of the appointers or their attorneys duly authorised in writing.

74. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Registered Office or sent to the Secretary by email by not later than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not later than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution. Any question as to the validity of a proxy shall be determined by the Chair of the meeting whose decision shall be final.

75. Any instrument appointing a proxy shall be in such form as the Council may from time to time approve, and shall include the following information:

- (a) the name and address of the member appointing the proxy
- (b) the title and date of the General Meeting in relation to which the proxy is appointed, which shall include adjournments as appropriate
- (c) the name and address or other means of identification of the person appointed as proxy
- (d) the specification as to how the proxy is to vote (or that the proxy is to abstain) on one or more resolutions.

The instrument appointing a proxy must be signed by the member or under due authority as specified in Rule 73.

76. 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 or of the authority under which the proxy was executed, provided that no intimation in writing or otherwise of the death, insanity or revocation as aforesaid shall have been received at the Registered Office before the commencement of

the meeting or adjourned meeting at which the proxy is used.

77. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote not disallowed at such meeting or poll shall be deemed valid. The Chair of the meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll.

78. Every entry in the minute book of the proceedings of General Meetings purporting to be entered and signed shall be deemed in the absence of proof to the contrary to be a correct record and an original proceeding of the Institute.

## Election of members to Council

79. In accordance with the By-Laws, the Institute may fill the places on Council vacated annually as prescribed in these Rules, and as may otherwise occur, by electing persons to serve as members of Council, provided that

- (a) no persons shall be eligible for election as a member of the Council unless duly nominated by not less than two voting members of whom not more than one may be a current member of the Council; and
- (b) the power conferred by this Rule shall not be exercised so as to cause the maximum number of Council Members for the time being prescribed by the By-Laws to be exceeded.

80. The Council shall, not later than 18 weeks before the date fixed for the Annual General Meeting (hereinafter called the AGM date), appoint an appropriate organisation to administer the election of members to the Council and as scrutineers of the ballot and may arrange for the payment to them of a fee.

81. The Secretary shall, not later than 18 weeks before the AGM date make available to voting members in hard copy form, electronic form or on a website, or by such means as the Council may decide, the information and procedures for the nomination of a candidate for election as a Council Member at the next Annual General Meeting.

82. Nomination forms must be delivered, by post or by such electronic method as the Council may determine, to the organisation appointed by the Council as scrutineers of the ballot no later than 14 weeks before the AGM date. Any nomination received after that date will be invalid.

83. Candidates for election may send to the Secretary, not later than 12 weeks before the AGM date, statement forms (available from the Secretary) giving information about their relevant experience and to indicate how they wish to contribute to the work of the Council. The maximum word count of such information and statements will be indicated on the form. No such statement shall be drawn up by the Secretary or other members of the staff of the Institute on behalf of candidates except that, if candidates have been Council Members at any time in the five years preceding the year for which they are standing for election, the Secretary shall provide on request a statement giving details of such candidates' attendance at Council meetings during that period. Statement forms submitted electronically should be sent from the candidate's registered email address.

84. Notwithstanding the provisions of Rule 82, above,

- (a) if a statement submitted by a candidate for election exceeds the number of words permitted, the Secretary shall inform the candidate within five days of receipt of the statement and shall invite the candidate to submit an amended statement within a reasonable time; if the candidate declines to do so, or does not respond, or if such amended statement exceeds the word limit, the Secretary shall cut off the statement at the word limit;
- (b) if a statement submitted by a candidate for election would if published be unlawful or would infringe the rights of any person, the Secretary shall inform the candidate within five days of receipt of the statement and shall invite the candidate to submit an amended statement within a

reasonable time; if the candidate declines to do so, or does not respond, the Secretary shall not include the candidate's statement in the election materials sent to voting members under these Rules.

85. If the number of those nominated in due time by members of the Institute pursuant to these Rules does not exceed the number of vacancies on the Council to be filled, no ballot shall be held and those nominated shall be deemed to be elected and the result announced at the next Annual General Meeting; but if the number of nominations and recommendations exceeds the number of vacancies to be filled, an election by ballot papers (hereinafter called a poll) shall be held in the manner hereinafter provided.

86. Whenever a poll is necessary to determine the election of candidates for the Council, The Institute shall, not later than eight weeks before the AGM date, make available to voting members in hard copy form, electronic form or on a website, as the Council may decide, ballot material including any statements made in accordance with the Rules and in such a form as the Council shall from time to time direct. The ballot material will include

- (a) for each candidate, the candidate's name in full, class of membership, date of first entry into membership, professional and academic qualifications in so far as they are known to the Institute
- (b) the number of vacancies to be filled
- (c) the closing date of the ballot
- (d) details of the voting procedure, with the name and address to which the ballot form must be returned for postal votes, and/or with secure log-on details for online voting, as appropriate depending upon the method(s) used.

87. The poll shall be carried out by Single Transferable Vote system. Instructions for completion of the ballot whether postal or online will be provided to all voting members and must be followed so that the votes are received by the scrutineers not later than four weeks before the AGM date.

88. The scrutineers shall conduct the ballot so that it is secure, confidential and compliant with the UK industry standards for electronic voting in tandem with postal voting or either of these independently. Postal votes will be rejected if:

- (a) the ballot form is unsigned or without the member's address; or
- (b) the ballot form is received after the prescribed date; or
- (c) the ballot form is spoiled.

89. The scrutineers shall, at any time convenient to themselves after four weeks before the AGM date, count the votes recorded and prepare a report which shall state:

- (a) the total number of ballots received;
- (b) the number of ballots rejected and the grounds of rejection;
- (c) the names of the candidates in order of the number of votes each has received indicating the number of votes received against each name.

90. The report shall be despatched by appropriate secure means to reach the Secretary not later than two weeks before the AGM date.

91. The scrutineers shall retain the ballots including details of any online ballots until one month after the Annual General Meeting at which the results are declared, after which period they shall destroy them.

92. The Secretary shall arrange for the confidential safe-keeping of the scrutineers' report. The report shall be delivered to the Chair of the Annual General Meeting as soon as the meeting shall be declared open.

93. The Chair of the Annual General Meeting shall, at an appropriate time during the meeting, read out the report of the scrutineers and declare members of the Council elected accordingly with effect from the time the meeting is declared closed.

94. The scrutineers' report shall be conclusive as regards the results declared notwithstanding any irregularity or informality that may have occurred, provided that, if there be declared to be any two or more persons having equal votes, the meeting may vote as may be necessary to resolve any tie or ties and complete the election. Any such vote shall be given by a show of hands and no poll shall be demanded thereon.

95. The Secretary shall send to any voting member, on request, a duplicate nomination or ballot form, if it appears to the Secretary that the original has not been received by the member or has been spoilt, lost, mislaid or destroyed.

### **Age limit**

96. There shall be no age limit restricting the election or appointment of members of the Council, and no Council Member will be required to vacate the office of member of Council because he or she has reached a particular age.

### **Term of office**

97. A Council Member who is elected at a General Meeting on or after the date of the Annual General Meeting in 2016 shall serve for a term of office of three years beginning at the Annual General Meeting at which he or she is elected and ending at the close of the third Annual General Meeting after such election (a "fixed term"). At the end of such fixed term a Council Member shall cease to hold office but may be re-elected at an Annual General Meeting for a further fixed term of three years ending at the close of the third Annual General Meeting following such re-election. Any Council Member having served for two consecutive fixed terms shall not be eligible to be elected, appointed or co-opted as a Council Member until the date of the third Annual General Meeting following the end of their second fixed term.

98. A Council Member who is elected at a General Meeting before the date of the Annual General Meeting in 2016 shall be subject to the following rule of rotation. At each Annual General Meeting prior to the Annual General Meeting in 2019, a number of such Council Members equal to one-quarter of the total number of members of the Council for the time being (excluding ex-officio, appointed and co-opted members), or if their number is not a multiple of four, then the number nearest to one-quarter, shall retire from office. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time members have been in office shall be computed from their last election or appointment. At the Annual General Meeting in 2019, all remaining Council Members who were elected before the date of the Annual General Meeting in 2016 shall retire from office. For the elections in 2018 and 2019, any Council Member who retires, either on rotation or after a three year term of office, and who has served uninterruptedly on Council for six years or more will not be eligible to be elected, appointed or co-opted as a Council Member until the date of the third Annual General Meeting following their retirement in 2018 or 2019.

### **Vacancies on Council**

99. In the event of vacancies occurring among the elected members on the Council, the Council may at its discretion appoint any voting members or Honorary Members or Honorary Fellows to fill such casual vacancies.

### **Co-options to Council**

100. The Council may, from time to time and at any time, co-opt persons to serve on Council who are:  
(a) voting members; or

- (b) Honorary Members and Honorary Fellows; or
  - (c) other suitable persons, not being members of the Institute;
- provided that the total number of co-opted members of Council is not greater than four and the maximum number of Council members prescribed in the By-Laws is not exceeded.

101. The Chair of the Board of the IoL Educational Trust for the time being shall, unless already an elected member of Council, normally be co-opted to serve as a member of Council.

102. Persons appointed to Council or co-opted to Council in accordance with these Rules shall enjoy the same voting rights at meetings of the Council as members elected at an AGM.

103. Members of Council who are co-opted, or appointed by Council to fill a casual vacancy shall retire at the Annual General Meeting following their co-option or appointment.

## Disqualification from Council

104. The office of members of the Council shall be vacated if

- (a) they cease to be members of the Institute; or
- (b) they cease to be Council members by virtue of any provision of the Charter or By-Laws or they become prohibited by law; or
- (c) they become bankrupt or make any arrangement or composition with their creditors generally; or
- (d) a registered medical practitioner who is treating the member gives a written opinion to the Secretary stating that that person has become physically or mentally incapable of acting as a Council member, with the responsibilities of a director, and may remain so for more than three months;
- (e) they resign their office by notice to the Secretary; or
- (f) they have been absent without permission of the Council from meetings of the Council for three consecutive meetings held during that period and the Council resolves that their office be vacated.

105. In addition, the Institute may, by Extraordinary Resolution, remove any members of the Council before the expiration of their term of office and may, by an Ordinary Resolution, appoint other voting members in their stead; but any persons so appointed shall retain their office so long only as the members in whose place they were appointed would have held the same if such members had not been removed.

## Powers of the Council

106. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that, in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Rules for a quorum, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Institute, filling vacancies on the Council, or summoning a General Meeting, but not for any other purpose.

107. The Council may establish and maintain a superannuation scheme for employees of the Institute or may grant such gratuities, pensions or allowances or make such other payments as it may think fit to any such employee or to the surviving spouse or family or any dependant of any such employee.

108. The Council may (and if so required by not less than 25 voting members shall) cause a postal or electronic vote to be taken on any question affecting the interests of the Institute other than a question which, under these Rules, can only be determined by special or extraordinary resolutions or in General Meeting. Every voting form shall be arranged for an affirmative, a neutral and a negative vote upon

each question, and a copy shall be sent to each voting member. The Council shall fix the date for the return of the voting forms and shall appoint the Auditors or other independent body to act as scrutineers to receive and count the votes and to report the result in writing to the Council. Any question so decided shall have the same effect as if the decision had been a resolution duly carried at a General Meeting of the Institute properly called to consider the same. Members exercising the powers of this Rule shall pay the sum of one thousand pounds to the Institute towards the cost of such postal vote which may be refunded by a resolution of the members in General meeting.

## Proceedings of Council

109. The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum of members of the Council entitled to vote necessary for the transaction of business. Unless otherwise determined, five shall be a quorum, provided always that no meeting of the Council shall be competent to transact any business unless a majority of the members present are voting members of the Institute.
110. The Council shall from time to time select a Chair (only Council Members duly elected at an Annual General Meeting shall be eligible to hold office as Chair) and one or more Vice-Chairs and may determine the period of time for which each of them is to hold office. The Chair shall preside at all meetings of the Council when present but if at any meeting the Chair has made known his or her inability to attend or is not present within five minutes after the time appointed for holding the meeting, one of the Vice-Chairs, if present, shall preside; if more than one of them is present, the one to preside shall be chosen by agreement between them or (in the absence of agreement) by the other members of the Council present at the meeting. If neither the Chair, nor any Vice-Chair be present, the members of the Council present shall choose one of their number to be the Chair of the meeting.
111. On the request of the President of the Institute or any three members of the Council, the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. Members of the Council who are absent from the United Kingdom shall not be entitled to notice of a meeting other than by notice served at their registered address which shall be for the purpose of this Rule in the United Kingdom, or at their registered email address.
112. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Charter and By-Laws and these Rules for the time being vested in the Council generally. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
113. The Council may delegate any of its powers to committees consisting of such members of the Council, members of the Institute and other persons as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council.
114. A resolution in writing agreed and signed by not less than 75% of the members of the Council for the time being, or of any committee of the Council, who are entitled to receive notice of a meeting of the Council or of such committee and to vote thereat shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted. An email message shall be deemed to be signed by the sender, for the purposes of this Rule.
115. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a Council Member shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Council Member.
116. The Council shall cause proper minutes to be made of all appointments of officers made by the

Council and of the proceedings of all meetings of the Institute and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

117. The Council shall make Standing Orders to regulate the work of the Council and of committees, including the summoning and conduct of meetings.

118. The books of account shall be kept at the Registered Office of the Institute or at such other place or places as the Council shall think fit. The Institute in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Council, of the accounts and books of the Institute or any of them and, subject to such restrictions, the accounts and books of the Institute shall be open to the inspection of such members at all reasonable times during business hours.

119. At the Annual General Meeting in every year the Council shall lay before the Institute an income and expenditure account for the period since the last preceding account made up to a date not more than ten months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Council and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

## **Indemnity**

120. The members of the Council and trustees and officers and servants of the Institute shall be indemnified out of the funds and property of the Institute from and against all costs, charges, losses, damages and expenses whatsoever which they or any of them shall sustain or incur in the execution of their powers or duties unless the same shall arise by reason of their own wilful neglect or default.

## **Societies, Networks, Associations and Divisions**

121. The Council may, from time to time for the purpose of promoting any of the objects of the Institute, establish in the UK or worldwide any divisions, societies, associations, networks, branches or students' societies or joint committees thereof, and may dissolve any such division, society, network, association, branch or students' society. The Council may also from time to time make, amend or repeal Rules for the management and conduct of any division, society, network, association, branch or students' society or joint committee so formed.

## **Societies, Networks and Associations**

122. The Council may set up Societies, Networks or Associations and, if requested by not less than ten members, shall consider requests for it to approve the setting up of a Society, Network or Association. Societies, Networks and Associations shall be governed by constitutions approved by the Council.

123. Every member of the Institute shall be entitled to join one or more Societies, Networks or Associations.

124. Societies, Networks and Associations may elect committees and officers. No additional subscription or charge shall be levied for membership of these Societies, Networks or Associations.

## Divisions

125. The Council may set up such Divisions as it may from time to time recognise, and shall appoint officers to each Division, who shall hold office for one calendar year from the date of their appointment, or until the members of the Division shall have elected officers, whichever is the sooner. Divisions shall be governed by constitutions approved by the Council, which constitutions shall inter alia include the provision that membership of the Division is open to every member of the Institute.
126. All members of the Institute may join a Division according to their choice, and may join more than one Division.
127. No additional subscription or charge shall be levied for membership of one or more Divisions.
128. Members of a Division are eligible for election to the Divisional Management Committee and may hold office within it, subject to the constitution of the Division concerned and also provided that they have or have had a professional link with the purposes and activities for which the Division was created.
129. Members may not take part in the management of more than two Divisions.