

RULES OF THE CHARTERED INSTITUTE OF LINGUISTS

Approved at the CIOL AGM April 2025

Definitions:

Admissions criteria: the criteria for admission to membership of the Chartered Institute of Linguists (CIOL) in general and to specific grades of membership in particular. These criteria are decided by Council.

Affiliate: any person admitted to Affiliate membership of CIOL.

AGM: the Annual General Meeting of CIOL.

Associate: any person admitted to Associate membership of CIOL (ACIL).

By-laws: the by-laws of CIOL.

Charter: the Royal Charter incorporating CIOL, dated 19 July 2005.

Chartered Linguist: a linguist listed in the register of Chartered Linguists.

Chief Executive: the Chief Executive of CIOL.

CIOL: the Chartered Institute of Linguists.

Code of Conduct: the document setting out the standards of behaviour expected of members of CIOL. The Code of Conduct is defined by Council.

Council: the elected governing body of the Chartered Institute of Linguists.

Council member: a member of Council elected or appointed in accordance with these rules.

Disciplinary regulations: the regulations established by Council to govern disciplinary procedures.

EGM: an Extraordinary General Meeting of CIOL.

Fellow: any person awarded fellowship of CIOL (FCIL).

Fit and proper person: an honest person of good character with financial and ethical integrity, who is unlikely to bring CIOL into disrepute.

Full Member: any person admitted to full membership of CIOL (MCIL).

Head of Membership: the member of CIOL staff with overall responsibility for the administration of membership matters and leading the membership team (or their nominated representative).

Honorary Fellow: any person appointed by Council as an Honorary Fellow.

Honorary Member: any person appointed by Council as an Honorary Member.

Member: any person admitted as a member of CIOL in any membership grade.

Membership grades: the current and any future categories of membership set out in the by-laws.

Membership team: the staff team supporting CIOL membership.

Membership year: the period from 1 September in any year to 31 August in the following year. This period relates to membership matters.

Registered e-mail address: the e-mail address of any member included in CIOL's register of members.

Registration year: the period from 1 September in any year to 31 August in the following year. This period relates to Chartered Linguist registration.

Rules: these rules as amended by Council and approved by CIOL members in accordance with the by-laws.

Voting member: a member of CIOL who is granted voting rights under the by-laws and these rules.

Membership

General

1. The admissions criteria for all membership grades will be decided by Council.
2. Council will define the procedures for admission to membership and will delegate authority as it sees fit. These procedures will include a provision that Council may admit a suitably qualified person in any membership grade at its discretion.
3. Any decision not to admit an applicant to membership is final, subject to appropriate procedural review. Council is not required to give any reason for its decision.
4. All members are subject to the rules and can enjoy the benefits that Council approves.
5. Applicants will be admitted in a particular membership grade if they meet all the relevant conditions below:
 - a. They have satisfied Council that their skills and experience as linguists and their qualifications meet the admissions criteria.
 - b. They have undertaken to abide by the Code of Conduct, the Royal Charter, the by-laws, these rules and any other current terms and conditions of membership.
 - c. They have satisfied Council that they are fit and proper persons for admission to CIOL membership.
6. All members must inform the membership team of their work or home address, and their e-mail address will be entered in the register of members.
7. If a member wishes to resign their membership of CIOL, they must send their notice of resignation from their registered e-mail address. Their membership will end on the date the e-mail is received or the date specified in the e-mail, whichever is later.
8. Membership of CIOL will be terminated if:
 - a. a member has still not paid their annual subscription three months after it fell due, whether or not payment has been formally requested;
 - b. a member has been excluded under the disciplinary regulations.

Council may waive rule 8a above either generally or for an individual member. Any member whose membership has been terminated under rule 8a may be re-admitted on terms to be specified by Council.

9. Fellows, full Members or Associates whose membership ends for any reason will no longer be entitled to use the designations set out in the by-laws after their names.
10. Any member who resigns or is required to resign their membership under these rules, or whose membership ends for any other reason, will remain liable to pay the full amount of their current annual subscription and any other sums due to CIOL.

Certificate of membership

11. All members in qualifying grades will receive a certificate of membership signed by the President & Chair of Council and countersigned by the Chief Executive.

Membership subscriptions

12. Members must pay the subscriptions applicable to their particular membership grade, unless otherwise specified in these rules and any other current terms and conditions of membership.
13. The subscription payable for each membership grade is set by Council, supported by recommendations from the Finance & Resources Committee.
14. Council may allow Fellows, full Members or Associates to pay subscriptions at a concessionary rate if they meet all the following conditions:
 - a. They have been members in any of the above membership grades for at least five years.
 - b. They have reached the age at which they are entitled to receive a state pension in their country of residence.
 - c. They are no longer regularly employed, accepting frequent assignments or actively promoting their services as professional linguists.

The concessionary rate will be determined from time to time by Council.

15. Council may, at its discretion, allow a member's subscription to be reduced on compassionate grounds that it considers reasonable.

If a member applies for a concession on these grounds, the subscription may be reduced to an amount that Council deems fair in the circumstances and for a period decided by Council. The concession may be revoked at any time, and the member will then be required to subscribe at the full rate for their membership grade.

No precedent will be set by an individual decision to reduce the subscription on compassionate grounds.

Council may offer a concessionary rate for a maximum of one year to members who are unemployed, on parental leave, sabbatical or other form of career break.

Admission as an Affiliate

16. Applicants for admission in any of the Affiliate grades:
 - a. must satisfy the relevant conditions set out in rule 5;
 - b. will be considered in line with the current CIOL Affiliate admissions criteria.

Admission as an Associate, full Member or Fellow

17. Applicants for admission as an Associate, full Member or Fellow:
 - a. must satisfy the conditions set out in rule 5;
 - b. will be considered in line with the current CIOL membership admissions criteria.

Re-admission to membership

18. Any person seeking re-admission after resigning their membership or being excluded from membership under these rules may be re-admitted in the same membership grade if they satisfy the conditions set out in rule 5 and any conditions that Council may have set for their re-admission.
19. Any person who is re-admitted to membership must pay a one-off administration fee in addition to the subscription for the relevant membership grade. This administration fee will be determined by Council from time to time.

Chartered Linguists

20. Council may appoint a practising linguist as a Chartered Linguist if they meet, and continue to meet, the requirements determined from time to time by Council. Appointment and renewal procedures will follow the criteria defined by Council.
21. A linguist may be admitted to the register of Chartered Linguists, and their registration renewed, even if they are not members of CIOL. Non-members must pay a one-off assessment fee and an annual registration fee determined by Council.

22. Any decision not to appoint an applicant as a Chartered Linguist is final, provided that the procedures defined by Council have been followed. Council is not required to give any reason for its decision.

Disciplinary regulations

23. Council will define the scope and conduct of the disciplinary regulations.
24. The sanctions available under the disciplinary regulations include termination or suspension of membership.

Operations

Council

25. Council is the elected governing body of the Chartered Institute of Linguists. Its composition and powers are defined in the by-laws of CIOL.
26. Under the Charter and by-laws, Council has the authority, power and discretion to define the strategic direction and governance of CIOL and to appoint officers to handle day-to-day operations.

Chief Executive

27. Council may appoint a Chief Executive under any terms it decides. The Chief Executive is the senior employee of CIOL, appointed to manage CIOL and its resources. The Chief Executive attends Council meetings ex officio but is not a voting member of Council.

Executive Officer

28. Council may appoint an Executive Officer under any terms it decides. Council may decide to commission one or more outside companies to carry out certain company secretarial functions at Council's discretion.

Honorary officers

29. The honorary officers of CIOL are the Honorary President and the Vice-Presidents. All honorary officers must be elected at an Annual General Meeting for the terms of office specified below.
30. Council will nominate persons to serve as Honorary President and Vice-President and will recommend them to the Annual General Meeting for election to those offices.
31. The Honorary President is elected at the Annual General Meeting for a term of one year and is eligible for re-election for a further year. Past Honorary Presidents are eligible to become Vice-Presidents.

32. Vice-Presidents are elected at the Annual General Meeting for a term of three years and are eligible for re-election for a further term of three years at the end of the first term and any subsequent three-year terms.
33. If there is a vacancy for Honorary President or Vice-President, Council may fill the role without waiting for the next Annual General Meeting. However, any honorary officer appointed in this way will only hold office until the next Annual General Meeting. They may then be elected by the Annual General Meeting for a full term in the ordinary way.
34. With the President & Chair of Council's agreement, the Honorary President or Vice-Presidents may attend a meeting of Council if they wish, but they are not permitted to vote.

Patrons

35. Council is entitled to appoint one or more patrons of CIOL at its discretion.

Governance

Notices

36. Any notice or other formal communication by CIOL must be made in writing. It may be sent to any member or Chartered Linguist by e-mail to their registered e-mail address listed in the register of members or the register of Chartered Linguists. In exceptional circumstances, a notice may be sent by post if it cannot be sent by e-mail.

Annual General Meetings

37. Council will convene an Annual General Meeting (AGM) in each calendar year.

Proceedings for Annual General Meetings

38. The ordinary business of the AGM is to consider the balance sheet and income and expenditure account, to receive the reports of Council and the auditors, to elect honorary officers and members of Council, to appoint and fix the remuneration of the auditors, to amend the rules and to discuss questions relating to the profession. Any other business transacted at an AGM is deemed to be special business.
39. At least twenty-one calendar days' notice of every Annual General Meeting must be given, specifying the place, date and time of the meeting.
40. CIOL must send an agenda to members, setting out the resolutions to be put forward to the AGM. Any voting member may demand that CIOL add a resolution to the agenda and circulate to members a statement of up to

1,000 words about the subject of any resolution added in this way. The Head of Membership or other proper officer of CIOL must be notified of the wording of proposed resolutions at least six weeks before the AGM.

41. Any demand of this type must be made in writing and sent from the registered e-mail address of the member making the demand.
42. An AGM must be quorate by the time the meeting proceeds to business. The quorum is defined as ten voting members.
43. The President & Chair of Council will chair the Annual General Meeting. If they are not available, a Vice Chair of Council may chair the AGM. If none of these is available, a Council member may chair the AGM.
44. The chair of the meeting may adjourn an AGM if circumstances warrant it.

Member votes

45. Only registered voting members are entitled to vote on any resolution at any meeting, either in person or by proxy. Likewise, only a registered voting member is entitled to act as a proxy for another voting member.
46. Every voting member is entitled to vote. Subject to any provisions on postal or electronic voting, votes may be cast either in person or by proxy. Each voting member has one vote. No other grade of member has a vote, either on a show of hands or in a poll.
47. If a poll is tied, the chair of the meeting has the casting vote.

Votes by proxy

48. If any Annual General Meeting includes one or more resolutions on which a vote may be required, the Head of Membership will send a proxy form to voting members along with the notice convening the meeting.
49. Objections to the validity of any vote can only be lodged at the meeting or poll at which the vote is cast. All votes that are not disallowed at the meeting or in the poll will be deemed valid. The chair of the meeting will be the sole and final judge of the validity of votes cast.

Extraordinary General Meetings

50. Council may convene an Extraordinary General Meeting (EGM) at its discretion.
51. Council will also be required to convene an Extraordinary General Meeting if it receives a request from at least 10% of the total number of voting members. Requests to convene an EGM may be submitted by e-mail.

52. A request by members to convene an EGM must state the general nature of the business to be dealt with and should include the text of any proposed resolution.

Membership of Council

53. CIOL may fill the places on Council that become vacant each year in accordance with these rules, subject to the following conditions:
- a. The number of Council members must not exceed the maximum number prescribed in the by-laws.
 - b. Any candidate who wishes to become a member of Council must be nominated by at least two voting members, only one of whom may be a current member of Council.
 - c. If there are more candidates who want to stand for Council than there are vacancies, then an election may be held.
 - d. If there are the same number or fewer candidates than vacancies, duly nominated candidates will be appointed to Council subject to the ratification of the AGM.
54. If an election is required, the Head of Membership must provide voting members with the information and procedures for nominating a candidate for election as a Council member at the next AGM. This information may be sent in electronic form, published on a website or supplied by any other means that Council decides and must be provided at least eighteen weeks before the date of the AGM.
55. Candidates for election may send a statement form to the Head of Membership, giving information about their relevant experience and how they wish to contribute to the work of Council. The statement forms are available online and from the Head of Membership and must be submitted at least twelve weeks before the date of the AGM.
56. If the number of candidates nominated or recommended is less than or equal to the number of vacancies to be filled, no election will be held. The candidates will be deemed elected and the result will be announced at the next AGM.
57. If the number of candidates nominated or recommended exceeds the number of vacancies to be filled, an election (a "poll") will be held.
58. If a poll is necessary to determine the election of candidates to Council, CIOL must provide voting members with suitable election materials, either in electronic form or on a website at Council's discretion, at least eight weeks before the date of the AGM. The election materials will include:

- a. the number of vacancies to be filled;
 - b. for each candidate: the candidate's full name, membership grade, date first admitted to membership and any relevant professional and academic qualifications;
 - c. the closing date of the election;
 - d. details of the voting procedure, with the name and e-mail address to which the ballot form must be returned for electronic votes, and/or with secure login details for online voting, depending on the method(s) used.
59. The scrutineers will ensure that the election is secure, confidential and compliant with UK norms for electronic voting.
60. The scrutineers will count the votes recorded and prepare a report stating:
- a. the total number of ballots received;
 - b. any ballots rejected and the reason for their 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.
61. The report will be sent to the Head of Membership by appropriate secure means, to arrive at least two weeks before the date of the AGM.
62. At an appropriate time during the AGM, the chair will declare members of Council to be duly elected with effect from the time the meeting is declared closed.

Casual vacancies on Council

63. If any vacancies arise among the elected members of Council, Council may appoint any voting members, Honorary Members or Honorary Fellows to fill these vacancies at its discretion. Council members appointed in this way will serve until the next Annual General Meeting, at which they are eligible to be appointed in the ordinary way.

Co-options to Council

64. Council may co-opt people to serve on Council at any time, who are:
- a. voting members; or
 - b. Honorary Members or Honorary Fellows; or
 - c. other suitable people who are not members of CIOL.

The number of co-opted Council members must not exceed four, and the total number of Council members at any time, whether co-opted or elected, must not exceed the maximum specified in the by-laws.

65. The Chair of the Board of the IoL Educational Trust will normally be co-

opted to serve as a member of Council, unless they are already an elected member of Council.

66. Anyone appointed or co-opted to Council in accordance with these rules will have the same voting rights at Council meetings as members elected at an AGM.
67. Co-opted Council members will serve until the AGM following their co-option unless they are put forward for a further year in line with these rules. If co-opted Council members are also members of CIOL, they will be eligible to be appointed in the ordinary way.

Age limit

68. There is no age limit for members to be elected or appointed to Council. Likewise, Council members will not be required to stand down on reaching a particular age.

Term of office

69. The term of office of a Council member who is duly elected at an AGM will be three years, effective from the close of the AGM at which they are elected to the close of the third AGM after their election (a “fixed term”). At the end of this fixed term, a Council member may be re-elected for a further fixed term of three years, after which they must stand down. A Council member that has served for two consecutive fixed terms cannot be re-elected, appointed or co-opted as a Council member for another three years, i.e. until the third AGM following the end of their second fixed term.

Disqualification from Council

70. Council members will be disqualified from serving on Council if:
 - a. they cease to be members of CIOL; or
 - b. they cease to be Council members under any provision of the Charter or by-laws; or
 - c. they are disqualified by law; or
 - d. they become bankrupt or make any arrangement with their creditors generally; or
 - e. they become physically or mentally incapable of acting as a Council member with the responsibilities of a director, and are likely to remain so for more than three months, as stated in writing to the Head of Membership by a registered medical practitioner who is treating the member;
 - f. they resign their office by giving notice to the Head of Membership; or
 - g. they have missed three consecutive Council meetings held during their term of office without notice to or permission from Council, and Council resolves that they must stand down.
71. In addition, if voting members wish to remove a Council member before the

end of their term of office, they may submit an extraordinary resolution to an AGM or EGM. If passed, the person in question will cease to be a member of Council with effect from the close of that meeting.

Proceedings of Council

72. Council can meet to conduct its business, adjourn and otherwise regulate its meetings, and determine the quorum of voting Council members required to transact its business, at its discretion. Unless otherwise specified, Council meetings will be quorate when five members are present.
73. Council will select a "President & Chair of Council" and one or more Vice-Chairs from time to time. Only Council members duly elected at an Annual General Meeting are eligible to hold office as President & Chair of Council. Council will determine the term of office for these roles. The President & Chair of Council will chair all meetings of Council that they attend. If the President & Chair of Council has given notice that they cannot attend a meeting or is not present within a reasonable time of the start of the meeting, then one of the Vice-Chairs will chair the meeting. If more than one of the Vice-Chairs is present, they will agree which of them will take the chair. If they are unable to agree which of them will chair the meeting, the other Council members in attendance will decide. If neither the President & Chair of Council nor any Vice-Chairs are present, the Council members present will choose one of their number to chair the meeting.
74. A Council meeting that is quorate will be competent to exercise all the authority, power and discretion conferred on it under the Charter, the by-laws and these rules. Questions arising at any meeting will be decided by a simple majority of votes. If the number of votes is tied, the chair of the meeting will have the casting vote.
75. Council may delegate any of its powers to committees consisting of Council members, members of CIOL and any other persons it deems fit. Any committee formed in this way will exercise its delegated powers in accordance with any regulations imposed on it by Council.
76. All decisions or actions taken in good faith by any meeting of Council, a committee or any person acting as a Council member will remain valid, even if it should later be found that a person acting in the capacity of a Council or committee member had not been appointed properly, had continued in office improperly or was disqualified from holding office under rule 72.
77. Council will ensure that proper minutes are taken of the proceedings of all meetings of CIOL, Council and committees, to record all business transacted at these meetings. If the minutes are signed by the chair of the meeting or the chair of the next meeting, those minutes alone will be considered sufficient evidence of the proceedings and facts of the meeting.

78. Council will maintain Terms of Reference to regulate the work of committees.
79. Records of accounts will be kept at the registered office of CIOL. At the Annual General Meeting every year, Council must present to voting members the balance sheet and the income and expenditure account for the period since the accounts were last presented, which will normally be since the last AGM. These accounts must be accompanied by reports by Council and the auditors. In accordance with statutory requirements, copies of the balance sheet, income and expenditure account and reports must be made available to all voting members at least twenty-one days before the date of the AGM.

Indemnity

80. Council members, trustees, staff and officers of CIOL will be reimbursed out of the funds and property of CIOL for all costs, charges and expenses and indemnified against any losses or damages sustained or incurred in the execution of their powers or duties, unless these arise as a result of their own wilful neglect or failure to act.

Member networks

81. Council may from time to time establish member networks, e.g. divisions, societies, associations, branches, students' societies or special interest groups, both in the UK or worldwide, for the purpose of promoting any of the objects of CIOL. Council may also dissolve any existing network. Council may also make, amend or repeal rules for the management and conduct of any group that has been established.
82. Member networks will be governed in accordance with formal guidelines approved by Council. Groups will be managed by committees or steering groups made up of appointed members. Members are not permitted to be involved in the management, committee or steering group of more than two networks and must not act as a named officer (i.e. Chair, Coordinator, Secretary, etc.) for more than one network.
83. Every member of CIOL is entitled to participate in activities and events organised by any of CIOL's member networks.
84. No additional subscription will be levied for participation in CIOL member networks other than reasonable costs associated with attendance at events, or other activity or support offered by the group.

Partner organisations

85. Any society, institution, company, association, business partnership or group supporting the objects of CIOL may apply for recognition as a partner organisation. This recognition may be granted at Council's discretion on terms it decides.