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# PRIVY COUNCIL OFFICE



*[Handwritten signature]*  
8/June/2005



*At the Court at Buckingham Palace*

THE 19TH DAY OF JULY 2005

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY  
IN COUNCIL

WHEREAS there was this day read at the Board a Report of the Committee of the Lords of Her Majesty's Most Honourable Privy Council dated the 15th day of July 2005 in the words following, viz:—

"YOUR MAJESTY having been pleased, by Your Order of the 22nd day of March 2005, to refer to this Committee the humble Petition of the Institute of Linguists, praying for the grant of a Charter of Incorporation:

"THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's Order of Reference, having taken the Petition into consideration do this day agree humbly to report, as their opinion to Your Majesty, that the Charter may be granted by Your Majesty in the terms of the annexed Draft."

HER MAJESTY, having taken into consideration the Report and the Draft Charter accompanying it, was pleased, by and with the advice of Her Privy Council, to approve thereof and to order, and it is hereby ordered, that the Right Honourable the Lord High Chancellor of Great Britain do cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Charter in conformity with the annexed Draft.

*A. K. Galloway*

# ELIZABETH THE SECOND

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen,  
Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS the incorporated Institute commonly known as The Institute of Linguists has petitioned Us for a Charter of Incorporation

AND WHEREAS we are minded to comply with the prayer of such Petition

NOW THEREFORE WE by virtue of Our Royal Prerogative in that behalf and of all other powers enabling Us to do of Our special grace certain knowledge and mere motion do hereby for Us Our Heirs and Successors will grant direct appoint and declare as follows

## The Chartered Institute of Linguists

1. (1) The persons now members of the said Institute and all such persons as may hereafter become members of the Body Corporate or Corporation hereby constituted pursuant to or by virtue of the powers granted by these Presents and their successors shall for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one Body Corporate and Politic by the name of The Chartered Institute of Linguists (hereinafter referred to as The Institute) and by the same name shall have perpetual succession and a Common Seal with power to break alter and make anew the said Seal from time to time at their will and pleasure and by the same name shall and may sue and be sued in all Courts and in all manner of actions and suits and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
- (2) The Arms and Crest granted and assigned unto The Institute of Linguists

by Letters Patent under the hands and Seals of Garter, Clarenceux and Norroy and Ulster Kings of Arms bearing the date 1st March 1960 shall be transferred unto the said Institute on the date on which this Our Charter shall take effect, and We do hereby give and grant unto the Institute our Royal Licence and Authority that it may thenceforth bear and use the said Armorial Bearings according to the Laws of Arms, the said transfer being first recorded in our College of Arms, otherwise this Our Licence and Permission to be void and of none effect.

## Objects and powers of the Institute

2. The objects and purposes for which The Institute is hereby constituted are
  - (1) To contribute towards international goodwill by encouraging the effective study and practice of languages.
  - (2) To promote the exchange and dissemination of information on matters of interest to linguists and persons interested in the study of languages.
  - (3) To provide means of recognising persons who are qualified as linguists in the professions the arts the sciences industry trade and commerce.
  - (4) To establish and maintain a Register of Chartered Linguists setting standards for admission to that Register granting Registrants the





description Chartered Linguist and the use of the post-nominals CL (with or without identification of a speciality) developing and applying a code of professional conduct for Registrants and providing an enquiry and disciplinary process in respect of those against whom complaints may be laid removing from the Register those Registrants against whom any complaints about their professional conduct are proved and providing a right of appeal against any decisions of the Council in respect of refusal to register (although only for process and not for the substantive decision) and in respect of disciplinary matters both to be only at the discretion of the Council.

- (5) To bring to the notice of members any new or improved methods of teaching or utilising languages.
- (6) To establish linguistic qualifications and set standards of competence for linguists by examination in the written and spoken languages and in such related subjects as may be chosen from time to time by the Council of The Institute.
- (7) To provide for the examination from time to time as may be determined of persons desirous of obtaining a qualification in a language or languages by an examining Board and to give certificates to the successful candidates but so that no certificate shall contain any statement expressing or implying that it is granted by or under the authority of any Government Department or Authority.
- (8) To provide for the registration of the holders of certificates of The Institute and to issue and charge for annual practising certificates when it is considered to be appropriate.
- (9) To provide facilities for examinations lectures and discussions.
- (10) To print and publish journals newspapers periodicals books leaflets or other literature or all or any of them for the purposes of distributing information and advancing the objects of The Institute and of keeping members and others informed on subjects connected with the work theory and practice relating to the linguistic profession including statistics scientific investigation and similar subjects.
- (11) To provide facilities for the interchange with other societies and associations performing similar work or with Departments of State

universities and institutions engaged in similar work of views and ideas on questions relating to the work theory or practice of a linguist and to collect data and serve as a bureau of information on such and allied subjects.

- (12) To provide linguistic assistance for and to co-operate with any person or groups of persons interested in the use teaching and study of languages.
- (13) To establish a library and museum for the use of members and in connection therewith to loan acquire sell or exchange articles books works manuscripts films recordings and such other related material.
- (14) To improve the status of translators interpreters and other persons whose occupation calls for a special proficiency in languages.
- (15) To establish branches and students' societies and other groups in the United Kingdom and elsewhere and to assist such branches and societies financially.
- (16) To arrange for visits by students and members to other countries by exchange or other means.
- (17) To watch over promote and protect the interests of the members of The Institute so far as may be considered necessary or desirable with a view to the furtherance of its objects.
- (18) To assist necessitous former members and the dependants of necessitous or deceased members to act as managers of any fund or funds for such purposes and to make payment out of the income of The Institute from time to time to such fund or funds provided that such persons shall not at the time of receiving such relief be members of The Institute.
- (19) To subscribe to any local or other charities and to grant donations for any public purposes and to provide a superannuation fund for the servants of The Institute or otherwise to assist any such servants their surviving spouses and children and dependants.
- (20) To supervise and regulate the taking and training of trainee linguists by its members or any of them.
- (21) To award medals and make other awards in connection with the

work of The Institute whether or not the recipient of the same is the member of The Institute subject nevertheless to the provisions of Article 8 of this Our Charter.

- (22) In furtherance of the objects of The Institute to make loans or grants of money books apparatus or other equipment to suitable persons or institutions concerned with languages whether or not the recipient is a member of The Institute.
- (23) To encourage Departments of State national and international bodies and business houses to avail themselves of the facilities of The Institute and to co-operate in its work.
- (24) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of The Institute or calculated to further its objects.
- (25) To amalgamate with any companies institutions societies or associations having objects altogether or in part similar to those of The Institute and which by their constitutions prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on The Institute under or by Article 5 hereof.
- (26) To establish linguistic institutes or schools in any part of the world with a view to furthering the objects of The Institute.
- (27) To affiliate with any other organised body in the United Kingdom or elsewhere having objects similar to those of The Institute.
- (28) To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of The Institute in the shape of donations annual subscriptions or otherwise.
- (29) To erect maintain alter repair or restore any library or lecture hall dwelling-house office restaurant room or other building or any part of the same which may be required for or assist the purposes of The Institute and to manage the same and to provide the same with all proper and necessary fixtures furniture fittings apparatus appliances books conveniences and accommodation in the United Kingdom

and elsewhere

- (30) To sell let mortgage dispose of or turn to account all or any of the property or assets of The Institute as may be thought expedient with a view to the promotion of its objects.
- (31) To borrow or raise money for the purposes of The Institute on such terms and on such security as may be thought fit.
- (32) To accept legacies and gifts of money or other property whether subject to any special trust or not and loans of money whether or not subject to interest and apply the same to the objects of The Institute or any of them.
- (33) To lend money either with or without security or give financial assistance by way of donation or subscription or otherwise to any association or other body not carrying on business for profit for the purpose of furthering the objects of The Institute.
- (34) To invest the moneys of The Institute not immediately required for its purposes in or upon such investments securities or property as may be thought fit but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (35) To undertake and execute any trusts which may lawfully be undertaken by The Institute and may be conducive to its objects.
- (36) To obtain any Provisional Order or Act of Parliament or other authority either in the Commonwealth the European Union or elsewhere for assisting The Institute to carry any of its objects into effect and to promote support or oppose legislative or other measures or proceedings affecting the interests of The Institute or its members.
- (37) To impose and collect such reasonable fees subscriptions and charges as seem necessary and desirable in the opinion of The Institute for the attainment of the above objects or any of them.
- (38) To do all such other things as are identical or conducive to the attainment of the above objects or any of them.



Provided that

- (i) In case The Institute shall take or hold property which may be subject to any trusts The Institute shall only deal with or invest the same in such manner as allowed by law having regard to such trust.
- (ii) The objects of The Institute shall not extend to the regulation of the relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case The Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales The Institute shall not sell mortgage charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the members of Council or governing body of The Institute shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults and for the due administration of such property in the same manner and to the same extent as would such members of Council or governing body have been if no incorporation had been effected and the incorporation of The Institute shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council or governing body members but they shall as regards any such property be subject jointly and separately to such control or authority as if The Institute were not incorporated.

#### **Matters in respect of real and personal property**

3. We do also hereby for Us Our Heirs and Successors license authorise and for ever hereafter enable The Institute or any person or persons on its behalf to acquire for the purposes of The Institute any lands tenements or hereditaments or any interest in any lands tenements or hereditaments whatsoever and to hold the same in perpetuity or otherwise and from time to time (subject to all such consents as are by law required) to grant demise alienate or otherwise dispose of the same or any part thereof.

4. And We do also hereby for Us Our Heirs and Successors give and grant Our Licence to any person and any Body Politic or Corporate to assure in perpetuity or otherwise or to demise or devise to or for the benefit of The Institute any lands tenements or hereditaments whatsoever or any interest in any lands tenements or hereditaments within Our United Kingdom of Great Britain and Northern Ireland.
5. The members of The Institute shall not have any personal claim on any property of The Institute and no portion of the income or property of The Institute shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to persons who at any time are or have been members of The Institute or to any of them provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of The Institute in return for any services rendered to The Institute.
6. The property and moneys of the existing Institute including any property and moneys held on behalf of or in trust for the existing Institute by any person or persons or body politic or corporate and including the Institute of Linguists Educational Trust the Institute of Linguists Language Services Ltd and NRPSI Limited and other subsidiary or associated bodies shall from the date of these Presents become and be deemed to be the property and moneys of The Institute and shall be formally transferred as soon as may be to The Institute or such person or persons on its behalf as the By-Laws may prescribe.
7. The Institute shall seek advice as it may think fit in respect of the investment of moneys belonging to or held by it and applicable for its general purposes. Furthermore The Institute should take into account the law relating to investment at the time of such investment. Subject as aforesaid no liability shall attach to any officer servant or member of The Institute in respect of any loss or depreciation of any investment so made as aforesaid and any investment may be varied from time to time at the discretion of The Institute.
8. The income and property of The Institute shall be applied solely towards the promotion of the objects of The Institute. The Institute shall not carry on any trade or business or engage in any transaction with a view to the pecuniary gain or profit of the members thereof.

Provided that nothing herein shall prevent any payment in good faith by

the Institute of

- (a) reasonable and proper remuneration to any member officer or servant of The Institute for any services rendered to The Institute
- (b) interest on money lent by any member of The Institute at a rate per annum not exceeding 2% less than the minimum lending rate prescribed by The Institute's bankers for the time being or 3% whichever is the greater
- (c) reasonable and proper rent for premises demised or let by any member of The Institute.

#### Membership and qualifications

- 9. There shall be such classes of members of The Institute with such rights including voting rights privileges and obligations as the By-Laws of The Institute (hereinafter referred to as the By-Laws) or the Rules of The Institute (hereinafter referred to as the Rules) for the time being shall provide.
- 10. The qualifications methods and terms of admission privileges and obligations including liability to expulsion or suspension of members of each of the classes respectively shall be such as the By-Laws or the Rules for the time being shall direct. The power of election of persons seeking admission to any class of membership shall be vested in the Council (as hereinafter defined) whose responsibility it shall be to decide whether they have or have not fulfilled such conditions as are applicable to their case.

#### Meetings

- 11. The meetings of The Institute shall be held at such times and for such purposes and shall observe such procedures as may be prescribed by or under the By-Laws or the Rules.

#### Governance

- 12. There shall be a Council of The Institute consisting of such number of members with such qualifications and to be elected or constituted as such

members of Council in such manner and to hold office for such period and on such terms to seek re-election and otherwise as the By-Laws or the Rules for the time being shall direct.

- 13. The said members of Council shall respectively hold office as such until due election and coming into office of their successors in accordance with the By-Laws and the Rules
- 14. The direction and management of The Institute and its affairs and business shall be vested in the Council subject to the provisions of these Presents and to the By-Laws. The business of the Council shall be conducted in such manner as the Council may from time to time prescribe. The first Council members after incorporation by Royal Charter shall be those who have been elected to serve on the Council for the period during which incorporation shall take place.
- 15. The Institute shall have such Officers with such functions tenure and terms of office as the By-Laws and the Rules may prescribe and such other officers and servants as the Council may from time to time prescribe. The Institute may have a Royal Patron or Patron or Patrons who need not be a member of The Institute and who should be appointed by the Council from time to time and under such terms as the Council should decide.
- 16. The Institute in General Meeting held with due notice and otherwise in accordance with the By-Laws and the Rules may make and from time to time revoke amend or add to the By-Laws or the Rules as required by the regulation government and advantage of The Institute its members and property and for the furtherance of the objects and purposes of The Institute. Provided that such By-Laws or any revocation of or amendment or addition to any such By-Laws shall not be repugnant to this Our Charter or to the Laws and Statutes of Our Realm and provided also that such By-Laws or revocation of or amendment or addition to any such By-Laws shall not take effect until the same has been allowed by the Lords of Our Privy Council of which allowance a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
- 17. The first Rules to be made under these Presents shall be those made by the Voting Members of The Institute and annexed hereto.
- 18. The Council may by a resolution in that behalf passed at any meeting by not less than two-thirds of the members of Council present and voting



(being an absolute majority of the whole number of the members of the Council) and confirmed at an Extraordinary General Meeting of The Institute duly convened and held not less than one month or more than four months after the date of such meeting of the Council by not less than two-thirds of those present and voting alter amend or add to these Presents and such alterations amendments or additions shall when allowed by Us Our Heirs and Successors in Council become effectual so that these Presents shall thenceforward continue and operate as though they had been originally granted and made accordingly. This provision shall apply to these Presents as altered amended or added to in a manner aforesaid.

these Our Letters or the enrolment or exemplification thereof shall be in all things good firm valid and effectual according to the true intent and meaning of the same and shall be taken construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of The Institute any mis-recital non-recital omission defect imperfection matter or thing whatsoever to the contrary notwithstanding.

In Witness whereof We have caused Our Letters to be made Patent.

#### Conclusion

19. And We do hereby for Us Our Heirs and Successors grant and declare that

WITNESS Ourselves at Westminster the      day of      in the      year of  
Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

# THE BY-LAWS

## 1. Definitions and Construction

In these By-Laws:

Each of the following expressions has, where the context admits, the meaning set against it:-

WORDS	MEANINGS
By-Laws	By-Laws of The Institute for the time being in force.
In writing	Written, printed, lithographed, or partly one and partly another, and other modes of representing or reproducing words in visible form.
The Council	The Council or Governing body for the time being of The Institute.
The Institute	The Chartered Institute of Linguists
The Seal	The common seal of The Institute.
The Treasurer	The official or honorary official of The Institute and member of Council having that status for the time being.
The United Kingdom	Great Britain and Northern Ireland.
Voting Member	A Member or Fellow of The Institute

## MEMBERSHIP

- The number of members of The Institute is unlimited.

- All members of The Institute shall upon payment of their subscriptions agree to abide by the Code of Conduct and the provisions of the Royal Charter these By-laws and the Rules.

- The membership of The Institute shall be open to persons who have the prescribed qualifications and shall be divided into the following classes or such other classes as may from time to time be allowed by these By-Laws:

- (1) Fellows
- (2) Honorary Fellows
- (3) Members
- (4) Honorary Members
- (5) Associates
- (6) Registered Students

Fellows and Members only shall be Voting Members.

Fellows may use after their names the designation "FCIL",  
Members the designation "MCIL" and  
Associates the designation "ACIL".

- No members of The Institute shall exercise any of the rights and /or privileges of membership as set out in these By-Laws and in the Rules unless they have paid the current annual subscription due to The Institute.
- The Council may admit a person to membership as Honorary Fellow or Honorary Member of The Institute if in its opinion such person has rendered outstanding service either to The Institute or in the realm of language study and/or usage. Honorary Fellows and

Honorary Members may use after their names the designations "HonFCIL" and "HonMCIL" respectively.

- Notwithstanding anything contained in these By-Laws the Council in its absolute discretion may admit to membership as a Fellow or Member or Associate a person who has made an appropriate contribution to the furtherance of the objects of The Institute.
- The rights and privileges of any members of The Institute shall not be transferable or transmissible by their act or acts.

## REGISTER OF CHARTERED LINGUISTS

- The Institute shall appoint annually a Registration Board comprising persons nominated by the Council of The Institute and meeting as often as necessary, which shall be responsible for recommending to Council,
  - The development and application and continuing review of criteria for admission to the Register of Chartered Linguists (based upon initial graduate qualifications, experience, commitments to undertake continuing professional development and to abide by a code of professional conduct); and
  - The acceptance or rejection of those applying for admission to the Register.

## PROFESSIONAL CONDUCT AND DISCIPLINE

- The Institute shall appoint annually a

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Professional Conduct Committee, a Disciplinary Committee and a Disciplinary Appeals Committee.

- (a) The Professional Conduct Committee shall consist of persons nominated by the Council of The Institute and shall meet as often as necessary. It will be responsible for the investigation of all complaints laid against Registrants and all other members of The Institute in contravention of the Institute's Code of Conduct. The Professional Conduct Committee may refer its findings to the Disciplinary Committee.
- b) The Disciplinary Committee shall consist of persons nominated by the Council of The Institute. The composition of the Committee shall be defined in the Rules and may include non-members of The Institute. It shall be responsible for considering complaints made against Registrants and other members of The Institute on the grounds of unprofessional or dishonourable conduct, of conduct prejudicial to the welfare of The Institute or of behaviour that might jeopardise a member's fitness to practise. The Committee shall have the powers to admonish, suspend, or exclude Registrants from the Register of Chartered Linguists and members from the register of membership provided always that such admonishment, suspension or exclusion shall be held in abeyance if the member concerned appeals in the form prescribed and within the allotted time.
- (c) The Disciplinary Appeals Committee as

constituted according to the Rules shall consider all appeals against decisions of the Disciplinary Committee as are permitted by the Chair of the Disciplinary Appeals Committee. Any such appeal will only be allowed where it is believed there is new evidence that was not available to the Disciplinary Committee or where there was a material flaw in the conduct of the Disciplinary Committee hearing.

### HONORARY OFFICERS

- 11. There shall be the following honorary officers of The Institute: a President and such number of Vice-Presidents, a Treasurer and other officers as may be fixed from time to time in the Rules. All honorary officers shall, with the exception of the Treasurer, be elected at an Annual General Meeting and shall retire annually at the Annual General Meeting next following their election or appointment, but shall be eligible for re-election. The Council may appoint a Treasurer by co-option to the Council or from among its own members and shall determine the period of appointment.

### GENERAL MEETINGS

- 12. The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual

General Meeting. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

- 13. 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; and 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.
- 14. 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.
- 15. Every voting member shall be entitled to vote on a show of hands or on a poll. 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.

## MEMBERSHIP OF COUNCIL

- 16 The following shall be members of the Council:
- (a) the President
  - (b) not less than ten nor more than fifteen members elected from the voting members and Honorary Fellows of The Institute and
  - (c) up to three additional members co-opted in accordance with By-Law 17; always provided that
    - (i) the number of Honorary Fellows serving on the Council may at no time exceed three;
    - (ii) although not members of the Council, Vice-Presidents shall have the right to attend as non-voting observers at all meetings of the Council and any subcommittees thereof, including the right to receive upon request any agendas for papers in preparation for and minutes of all such meetings;
    - (iii) in the co-option of additional members the Council shall endeavour to ensure as far as possible that all interests of The Institute are represented on the Council;
    - (iv) The Honorary Treasurer is always an elected or co-opted member of the Council.

17. The Council may, from time to time and at any time appoint any members of The Institute duly qualified to serve as members of the Council either to fill casual vacancies or by way of addition to the Council provided that the prescribed maximum be not thereby exceeded. Any members so appointed shall retain their office only until the next Annual General Meeting, but shall then be eligible for re-election.

## POWERS OF THE COUNCIL

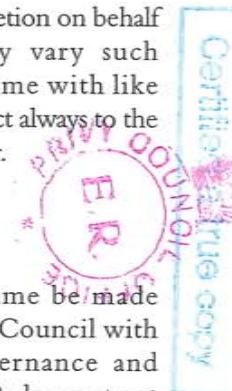
18. The business of The Institute shall be managed by the Council who may exercise all such powers of The Institute and do all such acts on behalf of The Institute as may be exercised and done by The Institute and as are not by statute or by the Royal Charter these By-Laws or the Rules required to be exercised or done by The Institute in General Meeting but no Rule made by The Institute in General Meeting shall invalidate any prior act of the Council which would have been valid if such Rule had not been made.
19. The Council may appoint and remove any members, directors and trustees of any subsidiary or associated organisations as The Institute may create.
20. The Council may appoint and pay such employees as may in its opinion be required for the business of The Institute and may terminate the appointments of such employees.
21. The Council may exercise all the powers of The Institute to borrow money and to

mortgage or charge its undertaking and property or any part thereof in such manner as it may deem desirable as security for any debt liability or obligation of The Institute and may invest or cause to be invested any surplus moneys of The Institute on its behalf.

22. The Council may invest any moneys available for investment belonging to The Institute from time to time in any investments which it may decide in its absolute discretion on behalf of The Institute and may vary such investments from time to time with like discretion on such behalf subject always to the provisions of the Royal Charter.

## RULES

23. Rules may from time to time be made amended or repealed by the Council with respect to matters of governance and administration save that such Rules must not conflict in any way with the Royal Charter and these By-Laws.
24. Such Rules as may be made shall be subject to review and approval or otherwise by the members of The Institute at the Annual General Meeting taking place next after such Rule or Rules shall have been made amended or repealed as the case may be or at an earlier Extraordinary General Meeting duly called but such Rule or Rules shall be treated as valid until such review shall have taken place notwithstanding the decision reached upon such review.



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### THE SEAL

25. The seal of The Institute shall not be affixed to any instrument except by the authority of a resolution of the Council.

### ACCOUNTS and AUDIT

26. The Council shall cause proper books of account to be kept with respect to –
- a) all sums of money received and expended by The Institute and the matters in respect of which such receipts and expenditure take place;
  - b) all sales and purchases of goods by The

Institute; and

- c) the assets and liabilities of The Institute.
27. Once at least in every year the accounts of The Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

### DISSOLUTION

28. If upon the winding up or dissolution of The Institute there remains, after the satisfaction of all its debts and liabilities, any property

whatsoever, the same shall not be paid to or distributed among the members of The Institute but shall be given or transferred to some other institution or institutions having objects similar to the objects of The Institute and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on The Institute by virtue of these presents hereof such institution or institutions to be determined by the members of The Institute at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some exclusively charitable or educational object.



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