

# Schedule to the Charter of the Chartered Institute of Editing and Proofreading

## Bylaws of the Chartered Institute of Editing and Proofreading

### Interpretation

- 1 In the Charter, these Bylaws and the Regulations, the words standing in the first column of the Table next hereinafter shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

<b>Word</b>	<b>Meaning</b>
day	any day Monday to Sunday
month	calendar month
in writing	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including electronic form
editor	editor, copy-editor and/or proofreader
Corporate Member	organisational member
Regulations	subsidiary rules

Words importing the singular number only shall include the plural number, and vice versa.

Words importing persons shall include corporations.

### Membership

- 2 Persons with appropriate qualifications, knowledge and experience may apply to join the Institute. The Institute shall comprise the following:
- (i) Voting Members
    - (a) Advanced Professional Members
    - (b) Professional Members

- (c) Honorary Members (category now closed).
  - (ii) Non-Voting Members
    - (d) Intermediate Members
    - (e) Entry-Level Members
    - (f) Retired Members
    - (g) Corporate Members.
- 3 Retired Members are retired Professional and Advanced Professional Members.
  - 4 Members shall have such rights as the Governing Body of the Institute, hereinafter referred to as 'the Council of the Institute', may determine from time to time, as published in the Regulations.
  - 5 The criteria for the qualifications, knowledge and experience required for admission to the Institute and the assessment procedures therefor shall be as determined from time to time by the Council of the Institute, and shall be published in the Regulations.
  - 6 In addition, there shall be Friends of the Institute who are not members but who shall have such rights as the Council of the Institute may determine from time to time.
  - 7 Every application for membership shall be in such form as shall be required by the Council of the Institute.
  - 8 Resignation of membership shall be signified in writing, but the member so resigning shall be liable for payment of the annual subscription for the year in which they resign, together with any arrears to the date of such resignation. The Council of the Institute, in its discretion, may expel, according to procedures provided in the Regulations, a member for conduct unbecoming. Non-payment of subscription or death shall also terminate membership.

## **Subscription**

- 9 The Council of the Institute from time to time shall determine the annual subscription to be paid by each category of member, including Retired Members, and Friends, and any other payments that may be required from members. All subscriptions shall be subject to approval by Voting Members in a General Meeting.
- 10 The subscriptions for any subscription year shall become due on such dates as the Council of the Institute shall determine.

## **Council**

- 11 The business of the Institute shall be managed by a Council elected by the Voting Members in a General Meeting. The first members of the Council of the Institute after incorporation shall be those who have been elected to serve on the previous Council for the period during which incorporation by Royal Charter shall take place. They shall hold

Office as such until the expiry of their respective terms of Office and the election and coming into Office of their successors.

- 12 The Council of the Institute shall consist of such number of Voting Members being not less than eight or more than twelve and serving for a period of two years thrice renewable. Such members of the Council shall be elected by the Voting Members in a General Meeting although the Council of the Institute may fill any casual vacancies from among Voting Members for the remainder of the period of Office of the person causing the vacancy.
- 13 Similarly, if an insufficient number of persons is elected, the Council of the Institute may fill the vacancies so caused from among Voting Members.
- 14 In addition, the Council of the Institute may invite extra persons to attend Council meetings to provide such experience or expertise as would not otherwise be available. Such persons need not be members of the Institute but they shall not vote at meetings.
- 15 A quorum at a Council meeting shall be as determined from time to time by the Council of the Institute and published in the Regulations. Subject to the provisions of these Bylaws, the Council may regulate its proceedings as it thinks fit. Questions arising at a meeting of the Council shall be decided by a majority of votes and in the case of an equality of votes the chair of the meeting shall have a second and casting vote.
- 16 The Council of the Institute may make from time to time such Regulations as it deems necessary or expedient or convenient for the proper conduct and management of the Institute and for the purposes of prescribing conditions of membership, and in particular, but without prejudice to the generality of the foregoing, such Regulations may include the following:
  - (i) the admission of members to the Institute and the rights and privileges of such members and the conditions of membership
  - (ii) the conduct of members of the Institute in relation to clients, to one another or to the Institute's employees, and in public or in public discourse
  - (iii) the procedure at General Meetings and meetings of the Council and committees of the Council.
- 17 The Institute in a General Meeting and by a Special Resolution, passed at any General Meeting by not less than two-thirds of the members entitled to vote and voting, shall have the power to make, alter, add to or repeal the Regulations, and the Council of the Institute shall adopt such means as it thinks sufficient to bring to the notice of members of the Institute all such Regulations, which shall be binding on all members of the Institute. Provided that no Regulation shall be inconsistent with, or shall affect or repeal anything contained in, the Royal Charter and Bylaws.
- 18 The Council of the Institute may form committees consisting of members of the Institute and such other persons as it thinks fit and may delegate any of its powers to such

committees, and any such committee so formed shall conform, in the exercise of the powers so delegated, to rules imposed on it by the Council.

19 No members of the Council of the Institute or members of any committee of the Council shall incur personal liability in respect of any loss incurred or damage done in good faith for the benefit of the Institute. The Institute shall indemnify every Council and committee member, Officer and employee of the Institute against any loss or expense incurred through any act or omission done or committed by them in the course of the performance in good faith of their authorised duties on behalf of the Institute.

20

- (i) Members of the Council of the Institute shall avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Institute.
- (ii) Members of the Council in such a situation shall declare their interest or possible interest at a relevant meeting of the Council or by notice in writing to all the other members of the Council.
- (iii) The Council shall decide how this conflict shall be managed in one of the following ways:
  - (a) It can decide that the conflicted person may remain at the meeting, participate in the discussion, and even vote on the matter concerned.
  - (b) It can allow the conflicted person to remain but not vote and/or speak.
  - (c) It can require the conflicted person to withdraw from the meeting for the duration of the discussion and the voting on the issue (and not be counted in the quorum for the duration of the discussion and voting).

### **Chief Executive**

21 There may be a Chief Executive of the Institute, appointed by the Council of the Institute, who shall have such duties, responsibilities and conditions of appointment as the Council shall decide. The person may or may not be a member of the Institute. Such a Chief Executive shall have the right to attend all Council meetings unless there is a conflict of interest, but shall not have the right to vote.

### **Honorary Officers**

22 The Honorary Officers shall be the President and the Vice-President but neither Honorary Officer shall be a member of the Council of the Institute.

### **Financial Adviser**

23 There may be appointed by the Council of the Institute a Financial Adviser, who shall not be a Member of the Council of the Institute but shall be entitled to attend Council

meetings to advise on all financial matters of the Institute and who shall ensure the preparation of the Annual Accounts of the Institute in each year to such date as may from time to time be determined by the Council and shall enable the Council to present at each Annual General Meeting an income-and-expenditure account and a balance sheet duly certified by the Auditors or Examiners.

## **Institute Secretary**

24 There may be appointed an Institute Secretary to provide advice on administrative services as required but the appointee shall not be an Officer although they may attend meetings of the Council of the Institute from time to time at the invitation of the Chair.

## **Calling and Conduct of General Meetings**

25 There shall be an Annual General Meeting held no more than fifteen months after incorporation, and thereafter the Annual General Meeting shall be held not more than fifteen months after its predecessor, for election of the Council of the Institute and for receipt of the Annual Report and Accounts and the conduct of any other business for which notice has been duly given. There may be other General Meetings during each year that shall be called by the Council of the Institute or at the request in writing to the Council of twenty Voting Members.

26

- (i) Notice of all Annual General Meetings shall be published at least twenty-one days before the date of the Meeting and shall also be sent to the Auditors or Examiners. A notice convening any other General Meeting of the Institute shall be published at least fourteen days before the date of the Meeting and shall give the date and place of the Meeting, the purpose of which shall be explicitly stated. No other business shall be transacted at the Meeting except on the directions of the Council of the Institute.
- (ii) 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 at any Meeting.
- (iii) If, within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present, the meeting shall be dissolved.
- (iv) The Chair may, with the consent of any Meeting at which a quorum is present (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 thirty 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.

- 27 The Chair at any General Meeting of the Institute shall be the Chair of the Institute, as elected by the Council, or, if absent, another member of the Council of the Institute chosen by the members of the Council present.
- 28 At any General Meeting a quorum shall be thirty Voting Members, including at least five members of the Council of the Institute present in person or by proxy, of whom at least twenty shall be present in person.

### **Common Seal**

- 29 The Seal of the Institute, if any, shall not be affixed to any instrument except by the authority of a resolution of the Council of the Institute and in the presence of at least two members of the Council. The said members of the Council shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Institute such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

### **Accounts**

- 30 The Council of the Institute shall cause accounting records to be kept at such place as it shall think fit, and which shall always be open to the inspection of the members of the Council.
- 31 The Council of the Institute shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be opened to the inspection of members not being members of the Council.
- 32 At the Annual General Meeting the Council of the Institute shall lay before the Institute an income-and-expenditure account for the period since the last preceding account 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 or Examiners, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any legal 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 be sent not less than twenty-one days before the date of the meeting to the Auditors or Examiners and to all other persons entitled to receive notices of General Meetings in the manner in which notices are herein directed to be served.

### **Audit or Examination**

- 33 Once at least in every year the accounts of the Institute shall be audited or examined and the correctness of the income-and-expenditure account and balance sheet shall be ascertained by one or more Auditors or Examiners.

34 Auditors or Examiners shall be appointed and their duties regulated in accordance with the provisions of the law. The Auditors or Examiners (who shall be qualified under the law) shall be appointed at the Annual General Meeting and shall have the right to attend any General Meeting of the Institute. Their remuneration shall be determined by the Council of the Institute.

## **Notices**

35 A notice may be served by the Institute upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at the address as appearing in the list of members or by electronic means as agreed by the member.

36 Any notice served electronically or by first-class post shall be deemed to have been served within twenty-four hours of despatch.