

THE DRAFT ROYAL CHARTER OF INCORPORATION

of the

Chartered Institute of Editing and Proofreading

PREAMBLE

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 organisation commonly known as the Society for Editors and Proofreaders (hereinafter referred to as 'the former Company') petitioned Us for a Charter of Incorporation,

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW THEREFORE KNOW YE that We by virtue of Our Royal Prerogative in that behalf and of all other powers enabling Us so to do of Our Especial grace, certain knowledge, and mere motion do hereby for Us Our Heirs and Successors will, grant, direct, appoint and declare as follows:

Chartered Institute of Editing and Proofreading

- 1 The persons now members of the former Company and all such persons as may hereafter become members of the body corporate 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 by the name of the Chartered Institute of Editing and Proofreading (hereinafter referred to as 'the Institute') and by the same name shall and may sue and be sued in all Our Courts of law, 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 Governing Body of the Institute (hereinafter referred to as 'the Council of the Institute') shall direct and manage the business of the Institute, subject to the Bylaws.

OBJECTS

- 3 The Objects for which the Institute is hereby constituted are:
- (i) To encourage and foster in the public interest high standards of editing, proofreading and other editorial work.
 - (ii) To develop and uphold the editorial profession, particularly editing and proofreading, by promoting honourable professional practice.
 - (iii) To exchange and disseminate information on editorial work and associated matters.
 - (iv) To act as the authoritative body in matters of principles, practice, standards, education, training, qualifications, research and awards of the editorial profession.

POWERS

- 4 And the Institute shall have the following powers exercisable in furtherance of its said Objects but not otherwise, namely:
- (i) To arrange or assist others in arranging meetings, educational courses, lectures and social occasions in the interest of the members and for the development of the profession.
 - (ii) To advise My Government and other relevant institutions in all matters concerned with the Objects of the Institute and particularly editorial standards and practices.
 - (iii) To cooperate with other relevant organisations on matters of interest to the Institute.
 - (iv) To establish, manage, promote, organise, finance and encourage the study, writing, production and distribution of educational and information resources.
 - (v) To promote, commission, undertake and publish research in areas useful to the Institute's Objects.
 - (vi) To promote the best use of clear, effective, context-sensitive language.
 - (vii) To encourage, organise or facilitate general and specialist editorial training and mentoring at a range of levels.
 - (viii) To establish, maintain and promote suitable editorial courses and qualifications and to provide means by which persons qualified and competent in editorial work may be recognised.
 - (ix) To promote the formation of organisations, whether charitable or not, for the purpose of any of the Objects of the Institute and to assist or cooperate with any organisations with related interests in the fulfilment of their or the Institute's Objects.
 - (x) To support any institutions or persons having objects, charitable or otherwise, similar to those of the Institute.
 - (xi) To make provision for lectureships, bursaries, prizes and grants.

- (xii) To give or lend money for the furtherance of the Objects of the Institute.
- (xiii) To create, and undertake the management of, any trusts, endowments, scholarships and exhibitions for the furtherance of the Objects of the Institute.
- (xiv) To make suitable arrangements for undertaking the work of the Institute and for organising meetings of the Institute.
- (xv) To employ such staff, who shall not be members of the Council of the Institute, as are necessary for the proper pursuit of the Objects of the Institute and to make all reasonable and necessary provision for the payment of salaries, pensions and any other benefits to them.
- (xvi) To raise funds and to invite or receive contributions from any person whatsoever by way of subscription, donation and primary-purpose trading.
- (xvii) To invest the monies of the Institute not immediately required in or upon such investments or other property or other assets as the Council of the Institute may think fit.
- (xviii) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges therein, and to construct, maintain and alter buildings or erections.
- (xix) To sell, let, mortgage, dispose of or turn to account all or any of the assets of the Institute.
- (xx) To borrow or raise money on such terms and on such security as may be thought fit.
- (xxi) To create such Bylaws subject to the approval of the Privy Council as the Council of the Institute may consider necessary for the good administration of the Institute. The first such Bylaws are attached to this Charter as the Schedule.
- (xxii) To do all such other lawful and charitable things as are incidental to the attainment or furtherance of the said Objects.

APPLICATION OF INCOME AND PROPERTY

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- (i) The Institute may also accept the transfer of the assets, rights and liabilities of the former Company (including any contractual rights and liabilities, property and monies held on behalf of, or in trust for, the former Company by any person or body corporate or unincorporate) on such terms as the Institute and the former Company may agree.
- (ii) The income and property of the Institute shall be applied solely towards the promotion of its Objects as set forth in this Our Charter.
- (iii) No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Institute and no member of its Council shall normally be appointed to any Office of the Institute paid by salary or fees, or receive any remuneration or other

benefit in money or in kind from the Institute other than for services to the Institute for which others would have to be paid.

- (iv) Nothing herein shall prevent any payment in good faith by the Institute:
 - (a) of reasonable and proper remuneration to any member, Officer or employee of the Institute for any agreed services rendered to the Institute subject to the Bylaw provisions in respect of conflict of interest
 - (b) to any member of its Council of reasonable approved out-of-pocket expenses.

CHARTER CHANGES

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- (i) The members, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members entitled to vote and voting, may revoke, amend or add to the provisions of this Our Charter.
- (ii) No such revocation, amendment or addition shall, until approved by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforward continue and operate as revoked, amended or added to. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.

BYLAW CHANGES

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- (i) The members, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members entitled to vote and voting, may revoke, amend or add to the Bylaws for the time being in force.
- (ii) No such revocation, amendment or addition shall have effect until approved by the Lords of Our Most Honourable Privy Council, of which approval a Certificate under the hand of the Clerk of the Privy Council shall be conclusive evidence.

SURRENDER OF CHARTER

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- (i) The members, by a Special Resolution, may determine to surrender this Our Charter, subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit.
- (ii) On surrender, the members entitled to vote and voting may wind up or otherwise deal with the affairs of the Institute in such manner as shall be determined by such resolution or, in default of such direction, as Our Courts of law shall think expedient having due regard to the liabilities of the Institute for the time being.
- (iii) If, on the winding up or dissolution of the Institute, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same

shall not be paid to or distributed among the members or any of them but, subject to any special trusts affecting the same, shall be given and transferred to some association having objects similar to the Objects of the Institute, which shall prohibit the distribution of its income or property among its members to an extent at least as great as is imposed on the Institute by this Our Charter, such association to be determined by the passing of a Special Resolution at any General Meeting by not less than two-thirds of the members entitled to vote and voting, at or before the time of dissolution.

CONCLUSION

- 9 And We do hereby for Us Our Heirs and Successors grant and declare that 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 of law 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 notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the [] day of [] in the [] year of Our Reign

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL