

# Regulations of the Chartered Institute of Editing and Proofreading



Chartered  
Institute of  
Editing and  
Proofreading

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## Preamble

These Regulations are made under bylaw 16 of the Bylaws of the Chartered Institute of Editing and Proofreading (hereinafter referred to as 'the Institute') and may be amended by the Council under that bylaw and by the Institute under bylaw 17.

These Regulations should be read with reference to the Institute's Charter and Bylaws, which are the Institute's primary governing documents and define key terms.

## Part I: Members

### 1 Membership

- A The Council may make such further regulations or provisions as it considers from time to time appropriate setting out the rights and responsibilities of members of the Institute and the benefits of membership, including admission and upgrade procedures and requirements, codes of practice, and disciplinary and complaints policies and procedures.
- B No person may join the Institute who is under the age of 18.

#### 1.1 Entry-Level membership

- 1.1.1 Entry-Level membership is open to any person who wishes to begin or continue training and professional development in editing or proofreading or whose present employment, trade or profession are directly connected with editing or proofreading.
- 1.1.2 The Council may require applicants for Entry-Level membership to demonstrate such proficiency as it thinks fit, to be assessed by the process set out in the Admissions Procedure.

#### 1.2 Intermediate membership

Applicants for Intermediate membership shall be required to show evidence of relevant editorial training and of having carried out significant editing and/or proofreading work, reaching a degree of competence and experience to be assessed by the process set out in the Admissions Procedure.

## **1.3 Professional and Advanced Professional membership**

- 1.3.1 Applicants for Professional membership or Advanced Professional membership will be required to show evidence of relevant editorial training and/or continuing professional development and of having carried out significant editing and/or proofreading work, reaching a degree of competence and experience to be assessed by the process set out in the Admissions Procedure. Applicants may be required to submit references.
- 1.3.2 Advanced Professional and Professional Members are referred to together in these Regulations as Voting Members.

## **1.4 Retired membership**

Advanced Professional and Professional Members at the end of their career may apply to become Retired Members, as set out in the Admissions Procedure.

## **1.5 Corporate membership**

Corporate membership is open to organisations or businesses whose present trade, profession or other activities are directly connected with editing or proofreading, subject to any requirements under the Admissions Procedure and at the Council's discretion. The Council may require applicants for Corporate membership to demonstrate such adherence to good professional practice as it thinks fit and/or to sign a code of practice.

## **1.6 Honorary membership**

Honorary membership is a historical grade of membership and no further members will be admitted to that grade. Existing Honorary Members do not pay a membership fee.

## **1.7 Friends**

The Council at its discretion may appoint as Friends of the Institute individuals or organisations that make a significant or beneficial contribution to the profession of editing or proofreading or the professional practice of the Institute's members. Friends are not members of the Institute.

## **2 Joining and renewing**

### **2.1 Acceptance of applicants**

The acceptance of applicants as members, Corporate Members and Friends is at the absolute discretion of the Council.

### **2.2 Fees and membership subscriptions**

- 2.2.1 Every member and Friend shall before admission to the Institute pay such joining fee and membership subscription fee as are currently in force.
- 2.2.2 Every member and Friend shall thereafter pay such annual subscription fee as is currently in force, in the manner as set out from time to time by the Council.
- 2.2.3 The annual subscription fee shall be payable on the date specified on the invoice.
- 2.2.4 Every new member shall be deemed an Entry-Level Member unless and until the Admissions Panel approves an application to upgrade.
- 2.2.5 Every member shall pay such fee as is currently in force each time they apply to upgrade to a higher grade of membership.
- 2.2.6 All fees relating to membership, admissions and upgrades shall be reviewed annually and shall be agreed by Voting Members at the annual general meeting.
- 2.2.7 Changes to fees fixed at the annual general meeting shall come into force at the start of the following financial year.
- 2.2.8 The Council shall publicise membership fees and subscription rates on its website and via the annual renewal notice sent to all members, Corporate Members and Friends.
- 2.2.9 Subscription or fee discounts may be awarded to individuals, groups of individuals or organisations from time to time at the discretion of the Council.

## **2.3 Lapsed members and Friends**

- 2.3.1 Any member or Friend whose subscription fee has not been received within 28 days of the date of the invoice, or by such other day as the Council may decide, shall be deemed to have resigned. The Council has discretion to allow a period of time for late payment of renewal fees.
- 2.3.2 Following resignation of membership, any entitlement to a particular membership grade and its benefits shall lapse.
- 2.3.3 A member whose membership has lapsed under regulation 2.3.1 may apply within three years to rejoin the Institute at their previous membership grade. A member who applies to rejoin more than three years after their membership has lapsed shall be regarded as a new member for the purposes of admission.

## **3 Membership status**

### **3.1 Length of term of membership**

Membership of the Institute is on a rolling annual basis.

### **3.2 Checking members' status**

The Council may establish and amend from time to time procedures for ensuring that members continue to meet the criteria for their current grade of membership.

### **3.3 Change of professional circumstances**

Members shall notify the Institute as soon as is practicable of any change in circumstances that may affect their eligibility for Intermediate, Professional or Advanced Professional membership.

### **3.4 Retirement or resignation**

- 3.4.1 Members or Friends may resign at any time by notifying the Council in writing. Upon receipt of such notification, the member or Friend will be regarded as resigned and they will no longer be eligible for the benefits of the Institute.
- 3.4.2 A member who has resigned under regulation 3.4.1 may apply within three years to rejoin the Institute at their previous membership grade. A member



who applies to rejoin more than three years after resigning shall be regarded as a new member for the purposes of admission.

3.4.3 Advanced Professional and Professional Members may apply for Retired Member status at any time by contacting the member of the Council with responsibility for membership in writing. If eligible, they will be entitled to only the benefits awarded to the Retired Member grade.

3.4.4 Members who retire or resign shall not be entitled to a refund of all or any part of any membership, admission or joining fee already paid.

### **3.5 Disciplinary action against members**

Any member may be expelled or suspended from the Institute, or their membership grade may be changed:

- a. if they no longer qualify for membership of the Institute
- b. if they no longer meet the requirements for a particular grade of membership

following the application of the procedures set out in the Membership Codes.

### **3.6 Investigation of change of membership status**

The case of any member who appears to no longer qualify for membership of the Institute or no longer meets the requirements for a particular membership grade and does not voluntarily resign or change grade shall be dealt with according to the Institute's Disciplinary Code.

## **4 Benefits of membership**

### **4.1 Benefits of membership**

4.1.1 The core benefits of membership as determined by the Council shall be published on the Institute's website.

4.1.2 The Council may from time to time determine additional benefits, or withdraw existing benefits, and these will be communicated to all eligible members using the methods of communication in regulation 5.3.

## **4.2 Transfer of rights and benefits of membership**

- 4.2.1 The rights of each member and Friend shall be personal and cannot be transferred to or used by any other person.
- 4.2.2 The rights of each Corporate Member shall be available to the named organisation only and its nominated representative(s) and cannot be transferred to or used by any other organisation or person(s).

## **5 Responsibilities of members**

### **5.1 Codes of practice**

- 5.1.1 The Council shall publish codes of practice and other policies to establish standards of best practice for members and to help them maintain such standards and to encourage good professional relationships.
- 5.1.2 All members, upon payment of the joining fee and/or annual subscription, agree to be bound by the Bylaws, Regulations and codes of practice of the Institute.
- 5.1.3 If any member does not adhere to the standards set out in the codes of practice, action may be taken against the member in accordance with the Disciplinary Code or Professional Complaints Code, as appropriate.

### **5.2 Description of membership and use of Institute branding**

- 5.2.1 If referring to their membership of the Institute, Members and Friends may only use the full title of their grade or status in any communications and media (for example, 'Entry-Level Member' and not simply 'Member').
- 5.2.2 The copyright and all other rights throughout the world of the logo and associated branding of the Institute are the property of the Institute. Use of the logo and branding is permitted only where approved in advance and in writing by the Council.
- 5.2.3 Members and Friends may display the appropriate grade or status logo of the Institute in communications and media only while they remain paid-up members of the Institute and are currently eligible to do so as a benefit of their membership grade.
- 5.2.4 Members and Friends may not display or use the general (non-grade-specific) logo of the Institute without express permission from the Council.

5.2.5 Members and Friends must display and use only the officially supplied logo artwork, branding and membership-related wording and may not alter the logo or wording in any way.

### **5.3 Communication between the Institute and its members**

5.3.1 Communication between the Institute and its members shall largely be by electronic means (including by email and through the Institute's website).

5.3.2 It is the responsibility of members to provide the Institute with accurate and up-to-date contact details (at least postal address, telephone number, email address) at the time of joining the Institute and upon annual renewal of membership, and to inform the Institute of any changes/errors in such information in a timely manner using a method prescribed by the Council and published on the Institute's website or otherwise.

5.3.3 For the purposes of administration and communication between the Institute, its members and third parties, the Institute shall keep and maintain databases as permitted by the relevant legislation in the Institute's jurisdiction (such as the General Data Protection Regulation, GDPR) and on joining the Institute all members, Friends and their nominated representatives will be required to confirm their permission for the Institute to keep and use their contact data.

5.3.4 Member data will be held in accordance with the Institute's data retention policy.

## **6 Action against members**

### **6.1 Disciplinary action against members**

6.1.1 The Disciplinary Code shall describe the steps to be taken if a member is suspected of contravening the Institute's Charter, Bylaws, these Regulations or any other of the Institute's codes of practice.

6.1.2 The Council shall publish the Disciplinary Code to members via the Institute's website.

6.1.3 The Council may make changes to the Disciplinary Code as it thinks fit, but shall notify members of any changes as soon as reasonably practicable.

### **6.2 Complaints against members**

- 6.2.1 The Professional Complaints Code shall describe the steps to be taken if a member is suspected or accused of failing to meet the professional standards expected of them.
- 6.2.2 The Council shall publish the Professional Complaints Code via the Institute's website.
- 6.2.3 A complaint against a member made by another member or by a non-member shall be submitted to the person appointed by the Council to handle complaints.
- 6.2.4 Complaints must be made in writing, in the manner described in the Professional Complaints Procedure.
- 6.2.5 The Council shall review any complaint received and respond by following the steps described in the Professional Complaints Procedure.
- 6.2.6 The Council shall take all necessary steps to respond to an appeal against a complaint in a timely manner by following the steps described in the Professional Complaints Procedure.
- 6.2.7 The Council may make changes to the Professional Complaints Procedure as it thinks fit, but shall notify members of any changes made as soon as reasonably practicable.

## **7 Local groups**

### **7.1 Formation of local groups and special interest groups**

- 7.1.1 The Council may at its discretion approve the formation and constitution of local and regional groups, including one or more location-independent internet-based groups, and special interest groups for the purpose of arranging meetings, lectures and other relevant activities.
- 7.1.2 Such groups shall be organised and administered by the group's members, but the Council may regulate the conduct of and may dissolve any such group.

### **7.2 Appointment of group coordinators and facilitators**

- 7.2.1 Each local group and special interest group may appoint or elect group coordinators and other facilitators, who shall be current members of the Institute.

7.2.2 The Council may order the removal and replacement of a member from the post of group coordinator or facilitator.

### **7.3 Responsibilities of group coordinators**

Group coordinators' responsibilities shall include, in accordance with any policies established by the Council:

7.3.1 Ensuring that appropriate meetings and other activities take place and that group members are properly informed of such activities.

7.3.2 Ensuring that the organisation and conduct of the group and its activities conform to the Institute's and the Council's guidelines, in particular regarding equality, diversity and inclusion, record-keeping and finances, and use of the Institute's name, logo and branding.

7.3.3 Keeping the Council, and in particular the Council member responsible for groups, fully informed of planned and ongoing activities.

### **7.4 Attendance at group meetings**

7.4.1 Any current member may attend a meeting or other activity held by any local group or special interest group but members residing in that region or affiliated to that special interest group shall have priority when places for any meeting or other activity are limited.

7.4.2 Persons who are not members of the Institute must first attend a discovery meeting, after which they may attend a single local group session before having to join.

### **7.5 Funding of group activities**

7.5.1 The Council may at its discretion provide funds or other support to any approved group.

7.5.2 Local groups and special interest groups may not charge any separate annual subscription or fee unless agreed in advance by the Council. They may only use such collection and payment methods permitted by the Council.

## Part II: The Council

### 8 Council members

#### 8.1 Election of members to the Council

The following members are eligible to be elected to the Council for a two-year term:

- a. Current Council members who have served no more than six years in total (consecutively or non-consecutively).
- b. Voting Members who are willing to be elected and who have been properly nominated in accordance with the Institute's procedures, as set out in Regulation 8.3.

#### 8.2 Requirements for nomination, election, appointment and retention

The Council shall have the power to propose such requirements for the nomination, election, appointment and retention of members of the Council as it considers necessary from time to time, including:

- a. Eligibility criteria for election or appointment to the Council.
- b. Procedural arrangements for the recruitment of members of the Council.
- c. Performance management criteria and procedures for members of the Council.
- d. A procedure for the non-voluntary removal of a member of the Council.

#### 8.3 Procedure for nomination of members for election to the Council

8.3.1 The Council shall appoint a Nominations Committee, which shall approve any requirements proposed by the Council under Regulation 8.2.

8.3.2 Any eligible nominee for election to the Council shall be proposed and seconded in writing on the relevant form.

8.3.3 The proposer and the seconder shall be Voting Members of the Institute entitled to attend and vote at the general meeting at which the election will take place.

8.3.4 The nominee, the proposer and the seconder shall all sign and date the completed form, which must be received by the Council in electronic or hard

copy at least 28 working days before the date of the general meeting at which the election will take place.

## **8.4 Number of Council members**

- 8.4.1 The number of Council members must be at least eight and not more than 12.
- 8.4.2 If the number of Council members falls below eight, the Council must increase its number by inviting nominations of or co-opting any Voting Member.
- 8.4.3 The Council may increase the number of Council members, up to a maximum of 12, at any time by appointing any Voting Member to the Council by simple majority vote.
- 8.4.4 The quorum necessary for the transaction of the business of the Council at its meetings may be fixed by the Council members, and unless so fixed shall be five.

## **8.5 Chair and vice-chair(s) of the Institute**

The Council shall elect one of its members as the chair of the Council and at least one other of its members as the vice-chair(s) of the Council and these appointments shall be ratified by the Voting Members at the next annual general meeting.

## **8.6 Time limitations for Council members**

No person may be a Council member for more than eight years in total. This includes any period during which a Council member is appointed to the Council without being elected by Voting Members under regulation 8.4.2.

# **9 Duties of the Council**

## **9.1 Responsibilities of Council members**

The Council shall publish a list of names of Council members and their duties and responsibilities at least once a year on the Institute's website and communicate to all members of the Institute when the duties or responsibilities of one or more Council members change.

## **9.2 Membership records**

The Council shall be responsible for maintaining all necessary records related to membership of the Institute.

## **9.3 Approval of expenditure**

9.3.1 The Council shall as far as possible conduct the business of the Institute without incurring any expenditure that cannot be met out of the current year's revenue or the Institute's reserves.

9.3.2 The Council shall seek the permission of the Institute at the annual general meeting or an extraordinary general meeting to incur exceptional expenditure.

## **9.4 Financial records and annual accounts**

9.4.1 The financial year of the Institute shall begin on the first day of March and shall end on the last day of February in the following calendar year.

9.4.2 The Council shall be responsible for maintaining the financial records of the Institute and for preparing annual accounts, which shall be presented to the Institute at the annual general meeting.

9.4.3 The Council shall be responsible for regular oversight of the financial status of the Institute and for calling a general meeting if a significant change in the Institute's financial status is identified between general meetings.

## **9.5 Administration of rules and resolution of disputes**

The Council shall administer any rules and regulations of the Institute and shall resolve any disputes between or regarding the members in relation to those rules and regulations or relating to any local group, special interest group, committee or working group.

## **9.6 Management of committees**

9.6.1 The Council may form committees or working groups in accordance with the Institute's Bylaws.

9.6.2 The Council shall have complete discretion to set budgets and budgetary limitations for any such committee and to vary those from time to time.



9.6.3 Committee chairs or coordinators shall send to the Council full and prompt reports of all the committee's acts and proceedings.

9.6.4 The chair of the Council shall be an ex officio member of any committee, working party or other group formed by the Council (except for committees or panels formed under the Professional Complaints Code, the Disciplinary Code or the Admissions Procedure) and therefore shall in each case be notified of dates, times and subjects of any meetings and informed of the outcomes of any meetings at which they were not present.

## **9.7 Appointment and management of officers**

9.7.1 The Council may appoint and delegate powers and tasks to such additional officers, including a chief executive officer, as it thinks fit.

9.7.2 The terms of the appointment are at the discretion of the Council.

9.7.3 Appointed officers shall in the exercise of the powers so delegated abide by the general Regulations of the Institute and any regulations that the Council may impose on them and shall fully and promptly report all acts and decisions to the Council as soon as is reasonably practicable.

## **9.8 Nomination of honorary officers**

9.8.1 The honorary officers of the Institute shall include a president and may include a vice-president.

9.8.2 The president shall be an individual who has been nominated by the Council and elected to that position by Voting Members at a general meeting.

9.8.3 The vice-president shall be an individual who has been nominated by the Council and elected to that position by Voting Members at a general meeting.

9.8.4 The Council may nominate any person it thinks fit to be elected as president or vice-president.

9.8.5 If an honorary officer position is vacant, the Council may appoint an individual to that position, who will serve until the next annual general meeting and then be eligible to be elected to that position.

## **9.9 Minutes of meetings of the Institute**

The Council shall keep minutes of all general meetings of the Institute. Such minutes shall record:

- a. All appointments of Council members.
- b. The names of those present.
- c. All resolutions and proceedings.

## **9.10 Payments of expenses to officers of the Institute and to Council and committee members**

- 9.10.1 Council members shall be paid all reasonable expenses properly incurred by them in attending meetings of the Council or general meetings of the Institute or other meetings in connection with the business of the Institute.
- 9.10.2 Members of committees, subcommittees and working parties and officers appointed by the Council shall be paid all reasonable expenses properly incurred in attending relevant meetings and carrying out their duties.
- 9.10.3 Council members shall serve as unpaid volunteers up to an agreed number of hours each month but be paid at an hourly rate agreed by the Remuneration Committee for necessary time spent on Institute business above that specified number of hours.
- 9.10.4 The Council shall appoint a Remuneration Committee, which will propose annually any fees that are paid by the Institute and do not require approval by Voting Members, including salary, pension, hourly rate and specified number of hours for clause 9.10.3 above. Proposed fees shall be approved by the Council.
- 9.10.5 The Remuneration Committee will comprise the chair, vice-chair and external financial adviser. It will be accountable to the Council, and consult with the Council and CEO as required.

## **10 Council meetings**

### **10.1 Notice of Council meetings**

Any Council member may at any time request a meeting of the Council, giving sufficient notice to all other Council members to ensure at least a quorum is present.

## **10.2 Frequency and location of Council meetings**

- 10.2.1 The Council may determine the number and frequency of Council meetings, but must meet at least four times between the beginning and end of the Institute's financial year.
- 10.2.2 Meetings may be held in person or remotely by means of an audio and/or video-conferencing facility that supports communication among the Council.

## **10.3 Attendance at Council meetings**

If, without good cause, any Council member attends fewer than half the number of Council meetings between the beginning and end of a financial year of the Institute, this shall be brought to the attention of the membership by the chair prior to the next annual general meeting.

## **10.4 Conduct of Council**

- 10.4.1 The Council members may meet together for the despatch of business and adjourn and otherwise conduct their meetings as they think fit.
- 10.4.2 If no chair of the Council is elected, or if at any meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, a vice-chair shall act as chair of the meeting. If neither the chair nor a vice-chair is present, the Council present may choose one of their number to be chair of the meeting.
- 10.4.3 Questions arising at any Council meeting shall be decided by consensus or a majority of votes. In the case of an equality of votes the chair shall have a second or casting vote.
- 10.4.4 The Council may make decisions outside meetings, especially in discussions on its dedicated forum, so long as at least a quorum of Council members are aware of the discussion and are able to contribute.
- 10.4.5 The result of an electronic poll of all Council members shall be as valid and effectual as if it had been passed at an in-person Council meeting.
- 10.4.6 The Council shall make provision for electronic voting by Council members. Any decision taken by an electronic vote shall be recorded in the minutes of the next Council meeting.
- 10.4.7 Any act done by any Council member in fulfilling Council duties shall be valid even if it is afterwards discovered that there had been some defect in how that Council member had been appointed.

## **10.5 Minutes of Council meetings**

10.5.1 The Council shall keep minutes of Council meetings.

10.5.2 The Council shall communicate to members at least four times a year a summary of Council plans and decisions made at Council meetings.

## **11 Complaints against the Council and Admissions Panel**

### **11.1 Complaints against the Council**

11.1.1 Any member who has a complaint against the Council or any member of the Council may bring it to the attention of the chair of the Council, or a vice-chair if the complaint relates to the chair.

11.1.2 If the member is not satisfied with the outcome of the Council's investigation and/or action, they may bring it to the attention of the Institute at the annual general meeting or by calling an extraordinary general meeting by giving notice in writing to the Council in the form of a special resolution in accordance with the Institute's standard procedures for resolutions and general meetings.

11.1.3 The Council shall publish a procedure for handling such complaints.

### **11.2 Complaints against the Admissions Panel**

11.2.1 Any member who has a complaint against a decision of the Admissions Panel may submit it in writing to the Council, which shall investigate.

11.2.2 The procedure for appealing against decisions of the Admissions Panel shall be set out in the Admissions Procedure, which is provided to members on the Institute's website.

## **12 Removing a Council member from office**

### **12.1 Criteria for removing a Council member from office**

A Council member shall be removed from office if they:

- a. Reach the maximum permitted years of service.
- b. Resign their office by submitting a notice in writing to the Institute.
- c. Are directly or indirectly interested in any contract with the Institute and fail to declare the nature of their interest in the contract.

- d. Become incapable by reason of health condition, illness or injury of fulfilling their obligations as a Council member.
- e. Become prohibited from being a member of the Council under the provisions of any relevant law or statute.

## 12.2 Procedure for the non-voluntary removal of a Council member

- 12.2.1 A Council member may be removed from the Council before the expiration of their elected period of office if:
  - a. A complaint against the member of Council under Regulation 11.1 or the Membership Codes is upheld.
  - b. The member of Council has not met the performance management criteria established under Regulation 8.2 or, in the opinion of the Council, has otherwise failed in their duties and responsibilities to the Institute.
- 12.2.2 The Council shall not seek the non-voluntary removal of a Council member without due process, to include the offer of support and training to remedy issues arising.
- 12.2.3 The Council shall not be obliged to disclose the reasons for the non-voluntary removal of a member of the Council, except to the Nominations Committee.

## 12.3 Filling a vacancy after the removal of a Council member

- 12.3.1 The Voting Members or the Council may appoint another person in place of a Council member who has been removed from office under regulation 12.2 using the procedure set out in regulation 8.3.
- 12.3.2 The incoming Council member shall serve for the remaining term of the Council member who has been removed. Thereafter the replacement Council member will be eligible to be elected to the Council under the criteria set out in regulation 8.1.b.
- 12.3.3 The term that the replacement Council member serves on the Council before being elected shall be included for the purposes of their maximum permitted length of service under regulation 8.5.

## 13 Committee and working group meetings

### 13.1 Chair of committee and working group meetings

- 13.1.1 A committee or working group may elect a chair of its meetings, who need not be a member of the Council.

13.1.2 If no such chair is elected, or if at any meeting the group chair is not present within 15 minutes after the time appointed for holding the meeting, the group members present may choose one of their number to be chair of the meeting.

## **13.2 Proceedings of committee meetings**

13.2.1 The meetings and proceedings of any committee or working group shall be governed by the provisions in these Regulations for the proceedings of Council meetings so far as applicable, except that the quorum for any committee or working group shall be determined by the Council.

13.2.2 A committee may meet and adjourn as it thinks fit.

## **13.3 Expenditure of committees**

Any committee or working group shall not incur any expenditure on behalf of the Institute that exceeds the budget or budgetary limitation set by the Council for that committee or group.

# **Part III: Meetings of the Institute**

## **14 General meetings**

### **14.1 Serving notices of general meetings**

14.1.1 A notice of a general meeting shall be sent to each person entitled to attend the meeting using the method(s) of communication listed in regulation 5.3.

14.1.2 A general meeting may at the Council's direction be held electronically. If it is so held, a member who casts a vote is deemed to be present in person at that general meeting.

14.1.3 All notices of general meetings shall include details of the place, day and hour of the meeting, the purpose of the meeting including the wording of any resolutions, and any instructions for those who wish to attend.

14.1.4 Members present, either in person or by proxy, at any general meeting of the Institute shall be deemed to have received notice of the meeting and of the purposes for which it was called.

## **14.2 Failure of the Council to call a general meeting**

- 14.2.1 The Council shall convene general meetings in accordance with its duties under the Institute's Bylaws or following a valid request for such meeting by 20 Voting Members.
- 14.2.2 If the Council does not issue notice of the date of a general meeting within 21 days of receipt of such a valid request, those members who submitted the request, or at least 20 Voting Members, may themselves convene such meeting.

## **14.3 Quorum for a general meeting**

No business shall be transacted at any general meeting unless a quorum of Voting Members is present, as defined in the Bylaws.

## **14.4 Chair for a general meeting if the chair of the Council is absent**

- 14.4.1 If present, the chair of the Council shall chair any general meeting of the Institute.
- 14.4.2 In the absence of the Council chair, a vice-chair shall chair the meeting.
- 14.4.3 In the absence of the Council chair and vice-chair(s), any member of the Council present shall chair the meeting.
- 14.4.4 If no Council member is present within 15 minutes after the time appointed for holding the general meeting, the Voting Members present shall choose one of their number to chair the meeting.

## **14.5 Number of votes at a general meeting**

At any general meeting each Voting Member shall have one vote only, which may be cast in person or, if permitted under regulation 14.6, by proxy.

## **14.6 Proxy votes and electronic ballots at a general meeting**

- 14.6.1 Each Voting Member who is unable to attend an in-person general meeting at which they are entitled to attend and vote shall be entitled to appoint a proxy to cast that vote by completing the Proxy Voting Form, available from the Council.
- 14.6.2 Proxy votes may only be cast by a Voting Member who is entitled to attend and vote at the meeting for which the proxy has been appointed.

- 14.6.3 Completed and signed Proxy Voting Forms must be received by the Council as instructed in the Notice of General Meeting at least two full days before the date of the meeting.
- 14.6.4 No proxy votes are permitted for general meetings where votes are to be cast using an electronic ballot.

## **14.7 Standing orders for general meetings**

The procedures (standing orders) for managing the discussion of business and voting at all general meetings (including the annual general meeting) shall be made available to members by the Council on the Institute's website at least 21 days before the general meeting to which it relates. The chair of each general meeting shall make an electronic copy available at the meeting and remind attendees that the procedures are available.

## **15 Additional requirements for annual general meetings**

### **15.1 Preparation for annual general meetings**

- 15.1.1 At least three months before the annual general meeting, the Council shall communicate to members a report on the activities of the Institute covering the previous financial year.
- 15.1.2 At least 49 days before the annual general meeting under regulation 14.1 and bylaw 26, the Council shall communicate to members a request for the submission of resolutions and/or questions for discussion at the annual general meeting. This shall inform members of the closing date for submitting such resolutions and/or questions.

### **15.2 Council resolutions at annual general meetings**

- 15.2.1 The Council may propose such resolutions as it thinks fit.
- 15.2.2 If the Council intends to propose a resolution at the annual general meeting, the text of that resolution shall be communicated to members for consultation at least 49 days before the annual general meeting at which it is to be presented.
- 15.2.3 When it communicates the text of the resolution the Council shall inform members of the deadline for responses, which shall be at least 21 days after the draft resolution is communicated to members.



15.2.4 The final text of the resolution shall be communicated to members with the notice of annual general meeting.

### **15.3 Member resolutions at annual general meetings**

15.3.1 Any resolution and/or question submitted to the Council must be received at least 28 days before the annual general meeting.

15.3.2 Any resolution submitted to the Council must be signed by a proposer and a seconder, both of whom must be Voting Members. If neither the proposer nor the seconder attends the meeting, the resolution shall not be discussed.

15.3.3 The Council shall not be obliged to present resolutions or questions to a General Meeting which (a) are or may be defamatory, (b) are repetitious of a resolution or question already presented or answered, (c) would involve the disclosure of confidential information, or (d) in the Council's reasonable opinion would otherwise be contrary to the Institute's best interests.

15.3.4 The text of the resolution and/or question (subject to paragraph 15.3.3) shall be communicated to members with the notice of annual general meeting.

### **15.4 Information to be provided to members before annual general meetings**

The following items shall be sent to all members with the notice of annual general meeting:

- a. A report of the proceedings of all general meetings that have occurred since the previous annual general meeting.
- b. Minutes of the previous annual general meeting.
- c. A summary of the audited or examined accounts for the previous financial year of the Institute.
- d. A list of Council members seeking re-election and a request for nominations to fill any vacancies.
- e. The text of any resolutions to be discussed at the annual general meeting, as proposed by the Council.
- f. (Subject to paragraph 15.3.3) the text of any resolutions and/or questions to be discussed at the annual general meeting, as submitted by Voting Members.

## **15.5 Business to be discussed at annual general meetings**

The annual general meeting shall include the consideration and, where a resolution is voted on and approved, adoption of:

- a. The minutes of the previous annual general meeting and any general meetings held in the previous year.
- b. A report by the Council on the activities of the Institute covering the previous financial year.
- c. The accounts for the previous financial year of the Institute.
- d. The rates of subscription, joining fees (if any) and admission/upgrade fees for the following financial year.
- e. Auditors or examiners for the following year.
- f. Members of the Council for the following year.
- g. Chair and vice-chair(s) of the Institute.
- h. Votes of thanks to retiring Council members, officers and employees of the Institute as appropriate.
- i. Resolutions proposed in advance by Council or Voting Members.
- j. Questions raised by members.
- k. Any other urgent business brought to the attention of and permitted by the chair.

## **15.6 Minutes of annual general meetings**

Within two months of the annual general meeting, the Council shall publish to members the draft minutes of that meeting and invite members to submit to the Council any corrections to those minutes.

**Last updated February 2024**