

BYE-LAWS OF THE BRITISH COMPUTER SOCIETY AS AMENDED BY  
THE LORDS OF HER MAJESTY’S MOST HONOURABLE PRIVY  
COUNCIL  
ON THE 8 DAY OF JUNE 2022

DEFINITIONS

1. In these Bye-laws “the Charter” means the Charter to which these Bye-laws are annexed as amended or added to from time to time and all Supplemental Charters for the time being in force and “the Society” means The British Computer Society constituted by the Charter.
2. The following words and expressions used in these Bye-laws shall, unless inconsistent with the subject or context, have the following meanings:

WORDS

MEANINGS

Board

Any group of members with responsibility for any major area of activity of the Society whose establishment is approved by the Trustee Board;

Chartered Members

Professional Members referred to in Bye Law 4 (a);

Chief Executive

Any person appointed to execute the office of chief executive officer of the Society whether temporarily or otherwise and by whatever name called from time to time;

Code of Conduct

Code of conduct for members of the Society as approved and prescribed by the Trustee Board from time to time;

The Council

The advisory Council of the Society established pursuant to the Charter;

Distinguished Fellows	The Distinguished Fellows of the Society;
Fellows	The Fellows of the Society;
General Meeting	The Annual General Meeting or any Extraordinary General Meeting;
Honorary Fellows	The Honorary Fellows of the Society;
“in writing” and “written”	includes printing, lithography and other modes of representing or reproducing words in a form accessible by technological means;
Laws of the Society	The Charter, these Bye-laws, the Regulations and all rules made in accordance with the provisions of the Charter, these Bye-laws and the Regulations;
Members of the Society	All members of the Society admitted in accordance with these Bye-laws;
Members	The Members of the Society admitted in accordance with Bye-law 9;
Members' Regulations	All the regulations of the Society made by Special Resolution as provided by the Charter for the time being in force;
Month	calendar month;
Ordinary Members	The members of the Society other than and excluding the Professional Members;
The Profession	The profession of persons engaged in Computing as defined in the Charter;

Professional Members	The Fellows, Distinguished Fellows, Honorary Fellows and Members;
Regulations	All the Members' Regulations and such other regulations of the Society as may be determined by the Trustee Board to be for the time being in force;
Specialist Group	Any group of members of the Society having common specialist interests in Computing and whose establishment is approved by the Trustee Board;
The Trustee Board	The Trustee Board of the Society established pursuant to the Charter;
Trustee Code of Conduct	Code of Conduct for members of the Trustee Board as approved by the Society from time to time.

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

Words importing persons shall include corporations and firms and other unincorporated bodies or associations.

Words importing the masculine gender only shall include the feminine gender and where the context admits the neuter gender.

Any reference to the making of a Bye-law, Regulation or rule thereunder shall include a reference to the amending of a Bye-law, Regulation or rule already made.

Headings are inserted for convenience only and shall not affect the meaning of these Bye-laws.

3. Any words and terms which may be defined by the Charter shall, unless the context otherwise requires, have a corresponding meaning in the Bye-laws and the Regulations.

## MEMBERS OF THE SOCIETY

4. There shall be three classes of membership of the Society, namely Chartered Members, Professional Members and Ordinary Members:-
  - (a) Chartered Members of the Society shall comprise those Professional Members who hold a Chartered status which has been conferred by the Society or by another organisation under an arrangement authorised by the Society.
  - (b) Professional Members shall comprise the Fellows, Distinguished Fellows, Honorary Fellows and Members of the Society; and
  - (c) the Ordinary Members shall comprise the Companions, Associate Members and Students of the Society.

## REGISTER OF CHARTERED IT PROFESSIONALS AND OTHERS

5.
  - (a) The Society may create a Registration Board or such other body as it may see fit to operate a Register or Registers of Chartered IT Professionals (registrants in which may use the title “Chartered IT Professional” and the designatory letters “CITP” or such other title(s) or designatory letters as the Society may be authorised from time to time to use) and modify, extend or add to such a Register or Registers as it sees fit. The Society shall have the power to establish Rules for admission to such Register or Registers, for continuing registration including requirements for undertaking continuing professional development, for subscribing to a code of professional conduct, for submission to a professional disciplinary procedure, for payment of an annual registration fee, for award of suitable post nominal designations, and such other matters as the Society shall see fit.
  - (b) The Society shall have power to create, operate, maintain, modify, extend or add to, and to license or co-operate with other organisations to create, operate, maintain, modify, extend or add to, such Registration Board or other body and Registers, as it sees fit, and establish Rules for the purposes outlined in Bye-law 5(a).

## PROFESSIONAL MEMBERS

### *Fellows*

6. The following shall be Fellows of the Society:—

any persons who, having obtained such academic qualifications as the Trustee Board may from time to time prescribe, have established to the satisfaction of the Trustee Board that they have enjoyed not less than five years' responsible experience, and have an established reputation in Computing and have been admitted to Fellowship by resolution of the Trustee Board. Fellows may describe themselves as a Fellow of The British Computer Society and may use the initials "FBCS" after their name.

### *Distinguished Fellows*

7. The following shall be Distinguished Fellows of the Society:—

any persons whom the Trustee Board have resolved to appoint as Distinguished Fellows of the Society in recognition of notable service to the advancement of Computing in the manner specified from time to time by the Trustee Board. Distinguished Fellows may describe themselves as a Distinguished Fellow of The British Computer Society and may use the initials "DistFBCS" after their name.

### *Honorary Fellows*

8. The following shall be Honorary Fellows of the Society:—

any persons who have rendered outstanding service to the Society and whom the Society desires to honour may be admitted as Honorary Fellows in the manner specified from time to time by the Trustee Board. Honorary Fellows may describe themselves as an Honorary Fellow of The British Computer Society and may use the initials "HonFBCS" after their name.

## *Members*

9. The following shall be Members of the Society:—

any persons who have been admitted as Members by resolution of the Trustee Board having:

- (i) had such practical experience as may be determined from time to time by the Trustee Board in the use and application of computers; and
- (ii) passed such examinations or other tests of knowledge or experience as shall in each case be specified from time to time by the Trustee Board. Members may describe themselves as a Member of The British Computer Society and may use the initials “MBCS” after their name.

## ORDINARY MEMBERS

### *Associate Members*

10. The following shall be Associate Members of the Society:—

any persons who have been admitted as Associate Members by resolution of the Trustee Board having passed such examinations or other tests of knowledge or experience as shall in each case be specified from time to time by the Trustee Board. Associate Members may describe themselves as an Associate Member of The British Computer Society and may use the initials “AMBCS” after their name.

### *Companions*

11. The Trustee Board may admit as Companions any persons who, not being eligible for election as Members or Fellows, satisfy the Trustee Board that they have rendered important services to Computing or are otherwise connected with Computing so that their admission as a Companion would be conducive to the interests of the Society. Persons presented for admission as Companion will normally be professional members of another professional institution. Companions may describe themselves as a Companion of The British Computer Society and may use the designation “CompBCS” after their name.

## *Students*

12. The following shall be Students of the Society:—

any persons who have been admitted as Students by resolution of the Trustee Board having established to the satisfaction of the Trustee Board that they are *bona fide* students following a course of study leading to such qualification recognised for admission to one of the grades of Membership of the Society as may be prescribed from time to time by the Trustee Board. Students may use the full title of their grade orally or in writing but may not use any abbreviation thereof.

13. Notwithstanding the provisions of these Bye-laws the Trustee Board may, by resolution passed by two-thirds of those present and entitled to vote at a quorate meeting of the Trustee Board, admit candidates with exceptional qualifications, experience or achievement in Computing or a subject allied thereto to any grade of membership which the Trustee Board deems appropriate.

## *Entrance Fees*

14. (a) The Trustee Board may from time to time by resolution passed at any meeting of the Trustee Board and confirmed by a majority of the Professional Members present and voting either in person or by proxy at a General Meeting of the Society held not less than one month nor more than six months afterwards impose, waive, increase or decrease entrance fees payable on election to membership of the Society.
- (b) No entrance fee shall be required from Distinguished Fellows, Honorary Fellows or Students.
- (c) In addition, an assessment fee to be determined by resolution of the Trustee Board may be charged in respect of applicants for admission to the grade of Fellow, Member or Associate Member who have not obtained a qualification recognised by or in accordance with these Bye-laws and are required to submit a dissertation or to attend for interview.
- (d) The Trustee Board may, at their absolute discretion, in any special case reduce or waive the fee of any member or category of member.

### *Subscriptions*

15. (a) The Trustee Board may from time to time by resolution passed at any meeting of the Trustee Board and confirmed by a majority of the Professional Members present and voting either in person or by proxy at a General Meeting of the Society held not less than one month nor more than six months afterwards impose, waive, increase or decrease annual subscriptions payable by members of the Society.
  - (b) No annual subscription shall be required from Distinguished Fellows and Honorary Fellows.
  - (c) The annual subscription payable by any members who, being of not less than five years' standing, satisfy the Trustee Board that they have substantially retired from remunerative activities shall be determined by the Trustee Board but in any event shall be less than the rates determined by the Trustee Board pursuant to paragraph (a) of this Bye-law.
  - (d) The Trustee Board may, at their absolute discretion, in any special case reduce or waive the annual subscription of any member or category of member.
  - (e) Members whose subscriptions have been reduced or waived under paragraphs (c) or (d) of this Bye-law shall, subject to the provisions of the Charter and these Bye-laws, nonetheless be entitled to receive the privileges of membership of the Society relevant to their grade.
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16. All subscriptions shall be payable in advance and shall become due on such day in each year as the Trustee Board may from time to time decide.

### *Continuance of Membership*

17. Persons shall continue to be members of the Society only for so long as they shall comply with such conditions of and qualifications for membership, and shall pay such fees and subscriptions, appropriate to their particular grade as shall for the time being be prescribed by or in accordance with these Bye-laws.

### *Professional Conduct*

18. (a) All members of the Society shall exercise their professional skill and judgement to the best of their ability and discharge their professional responsibilities with integrity. They shall at all times order their conduct to safeguard the public interest and to the best of their ability uphold the reputation and dignity of the Profession. They shall at all times act in accordance with the Code of Conduct.
- (b) The Trustee Board shall make regulations to be adopted for the investigation of a complaint against a member of the Society or an indication of apparent misconduct by such a member, and the appointment and authorisation of a committee of the Trustee Board to hear, investigate and rule on any such complaint, and to impose and enforce penalties against any such member or (where the consent of such member to accept any such penalty is withheld or withdrawn) to make recommendations to the Trustee Board or to a Disciplinary Committee set up by the Trustee Board.
- (c) The Trustee Board shall make regulations for the procedure to be adopted for the lodging and administration of an appeal by a member of the Society against a decision of the committee appointed and authorised to investigate the complaint against such member.

### *Cessation of Membership*

19. Persons shall cease to be members of the Society in any of the following cases:—
- (a) If they shall fail for a period of four months to pay all subscriptions and fees for the time being due from them to the Society.
- (b) If they shall resign by giving written notice thereof to the Chief Executive.
- (c) If they shall be removed from membership of the Society by a resolution passed by not less than two-thirds of the members of the Trustee Board present at a quorate meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolution, and the general nature of the grounds on which it is

proposed, shall have been sent to all the members of the Trustee Board, provided always that the member whose removal is in question shall first have been given an opportunity of being heard by a committee of the Trustee Board, of which hearing the said member shall be given not less than twenty-one days' notice in writing of the general nature of the grounds on which removal is proposed and at which hearing the said member shall have an opportunity to call and cross-examine witnesses and generally to put forward such explanation or defence as the said member may think fit and provided that both the said member and the Society shall be entitled to be represented or assisted at such hearing by a solicitor, a barrister or an assessor.

- (d) If they shall be removed from membership of the Society by a resolution passed by a committee of the Trustee Board duly authorised in that regard, such resolution to be passed in accordance with rules laid down by the Trustee Board for such committee, and provided always that the member whose removal is in question shall have an opportunity to be heard by such committee in the same manner as is set out in paragraph (c) of this Bye-law 19.

Provided that if an allegation or complaint has been made about a member, and the Society institutes an investigation into such allegation or complaint, then once an investigation has commenced, any cessation of membership of that member in accordance with this Bye-law shall not take effect until the conclusion of the investigation; and

Provided further that any person whose membership shall cease in accordance with this Bye-law shall remain liable to the Society for all fees, subscriptions and other sums which may have been due from such person at the date membership ceased.

20. The Trustee Board may from time to time make regulations for the affiliation or association of persons or bodies corporate with the Society in such manner as the Trustee Board may from time to time determine and with such privileges and rights as the Trustee Board shall think fit: provided that no such person shall be a member of the Society for any purpose of the Laws of the Society.
21. The Trustee Board shall make regulations for the procedure to be adopted for the admission or re-admission of persons to each grade of membership or on transfer from one grade of membership to another and for the termination of membership of the Society and may impose such other

requirements as to the observance of the Laws of the Society and adherence to the proper standards and practices of the Profession as may be thought appropriate.

22. The Trustee Board shall in all cases have absolute discretion in denying membership of the Society to any person.

#### *HONORARY OFFICERS*

23. The Honorary Officers of the Society shall be the President, Deputy President, and up to nine Vice-Presidents (of whom one shall be Vice-President Finance) of the Society. The Trustee Board shall at any time decide how many Vice-Presidents of the Society there shall be, and their respective duties.
24. The President, Deputy President and Vice-Presidents shall be elected by the Council acting under Members' Regulations determining their powers in that regard, from among the Professional Members and they shall hold office for such terms as the Members' Regulations may determine.

#### GENERAL MEETINGS OF THE SOCIETY

25. No members of the Society other than Professional Members shall be entitled to vote at any General Meeting of the Society.

#### *Annual General Meetings*

26. An Annual General Meeting of the Society shall be held once in every calendar year at such time and, where relevant, place as may be determined by the Trustee Board and not more than fifteen months shall elapse between the date of one Annual General Meeting and the date of the next.
27. The Annual General Meeting shall be for the purpose of transacting the following business:—
  - (a) to receive and to consider the report of the Trustee Board on the activities of the Society;
  - (b) to receive and to consider the accounts of the Society and report of the auditors;

- (c) to receive and to consider any report of the Council;
  - (d) to elect certain members of the Council;
  - (e) to appoint the auditors;
  - (f) to transact such other business as the Trustee Board may decide is appropriate for a General Meeting.
28. Subject to Bye-law 27(f) hereof if any Members have any proposals or any other matter which they wish to make or bring before an Annual General Meeting they shall give written notice to the Chief Executive not less than ninety days before the meeting.

#### *Extraordinary General Meetings*

29. A General Meeting of the Society other than an Annual General Meeting may be convened at any time by the Trustee Board and shall be so convened within two months of the receipt by the Chief Executive of a written requisition on that behalf which:
- (a) shall state fully the objects of the meeting; and
  - (b) shall be signed by not less than fifty Professional Members.

Such notice may consist of several documents in like form. If no such meeting has been convened within two months of the receipt of the requisition a meeting may be convened by the requisitionists or any of them, being at least six in number, for such purposes only as shall be specified in the requisition in the same manner as nearly as possible as that in which meetings are convened by the Trustee Board, but so that any such meeting shall be convened not later than four months after the receipt of the requisition.

#### *Procedure at General Meetings*

30. Any Special Resolution (as defined by the Charter), any Members' Regulation and any resolution proposed in accordance with paragraph (d)(viii) of Bye-law 43 hereof which shall be proposed for consideration by

the members may be so considered either (if the Trustee Board think fit) at an Annual General Meeting of the Society or at some other General Meeting. In each case notice of the intention to propose such Special Resolution or Members' Regulation or resolution shall be given to the Chief Executive in such manner and time as may be prescribed by Members' Regulations and to the members at the time when notice of the meeting is given to the members.

31. The Trustee Board may decide at its discretion to hold an Annual General Meeting or any other General Meeting as a physical "in person" meeting, a hybrid meeting (where some Professional Members attend in person and others attend by virtual means) or a fully virtual meeting and the notice of the General Meeting must specify the fact that it is a physical, hybrid or virtual General Meeting as the case may be. No business shall be transacted at any General Meeting (other than the adjournment thereof) unless a quorum of members is present at the time when the meeting proceeds to business. Twenty Professional Members present in person shall constitute a quorum except where a meeting which was either an Annual General Meeting or convened on the instructions of the Trustee Board is required to be adjourned by reason of the absence of a quorum, in which case the Professional Members present at the adjourned meeting shall be a quorum. Where a meeting is being held as a hybrid or virtual general meeting, a Professional Member may participate by means of attending via an electronic meeting platform or similar virtual conferencing arrangements whereby all the Professional Members participating in the meeting can hear each other. A Professional Member participating in a meeting in this manner shall be deemed to be 'present in person' at such meeting and shall be entitled to be counted in the quorum and to vote accordingly.
- 31A. Where a meeting is being held as a hybrid or virtual General Meeting any communications issues affecting an individual member or members and affecting their ability to hear or participate in the proceedings will not affect the legitimacy of the General Meeting or any resolutions passed at the meeting.
32. Professional Members entitled to vote in person at a General Meeting of the Society shall be entitled to appoint another Professional Member to be their proxy to attend and vote upon any poll and the proxy so appointed shall be entitled to cast the vote of the appointing member, in addition to the proxy's own. Each proxy shall apply only to a specified meeting or any adjournment thereof. Members' Regulations shall specify:

- (a) the form to be used in appointing and revoking proxies;
  - (b) the registration of proxies and revocations with the Chief Executive and the period prior to any meeting by which proxies are to be registered;
  - (c) the regulations which shall apply to any Professional Member who, having appointed a proxy, desires to attend and vote in person at the meeting.
33. Subject to Bye-law 34(b), every resolution put to a General Meeting shall be decided by a poll. Every Professional Member present in person or by proxy upon the taking of the poll shall have one vote.
34. (a) A poll shall be taken at the meeting in such manner as the chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting. In the case of a hybrid meeting or a virtual meeting the Trustee Board shall have discretion to determine the most practical way for votes to be cast by poll (including using an electronic voting platform).
- (b) Notwithstanding the foregoing any question affecting the election of the chair of the meeting, or any adjournment of the meeting, shall be decided on a show of hands and no poll shall be permitted. Provided that a show of hands required by this Bye-Law 34(b) may be conducted by a Professional Member raising their hands at a physical meeting, or in the case of a virtual meeting may be conducted by a Professional Member voting using an electronic voting platform, and in the case of a hybrid meeting may be conducted partially by a physical show of hands and partially using an electronic voting platform, depending on whether the Professional Member is physically or virtually present at the meeting.
35. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place, or at which the poll is taken, shall be entitled to a second or casting vote.
36. No objection shall be made to the validity of any vote except at the meeting at which such vote shall be tendered and every vote not disallowed at such

meeting shall be valid. The chair of the meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting.

37. Subject to the Charter and these Bye-laws the following matters relative to General Meetings shall be prescribed and regulated by Members' Regulations:
- (a) the extent, if at all, to which Professional Members who are in arrear with subscriptions or other payments shall be entitled to vote at General Meetings;
  - (b) the appointment of a chair of each meeting;
  - (c) the circumstances in which and the means by which a meeting may be adjourned;
  - (d) the period, which shall be not less than twenty-one days, and form of notice of every meeting to be given to each member of the Society entitled to attend thereat.
38. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any member of the Society entitled to attend thereat, or the attendance and voting at any meeting of any person subsequently found not to have been entitled so to attend and vote, and any other defect in the convening, calling and conduct of the meeting shall not invalidate the proceedings thereat.

## THE TRUSTEE BOARD

### *Constitution of the Trustee Board*

39. The business of the Society shall be managed by the Trustee Board and, subject to the Laws of the Society, the Trustee Board shall have sole control in all matters relating to the management and organisation of the Society.
40. The following shall be *ex officio* members of the Trustee Board:—
- (a) The President;
  - (b) The Deputy President;

- (c) The Vice-Presidents;
  - (d) The immediate past President;
  - (e) The Chair of Council.
41. In addition to the *ex officio* members, the Trustee Board shall include such number of elected members (who shall be Professional Members) not being more than six nor less than four in number, as have been elected by and from the members of Council. Such elections shall be held annually. The Members' Regulations may prescribe the qualifications to be possessed by persons to be eligible for election to the Trustee Board; (subject to these Bye-laws) the number of members to be elected; and the method by which the elections shall be made to the Trustee Board.
42. Members of the Trustee Board shall act in good faith and honesty and exercise their skill and judgement with care and in accordance with their legal responsibilities and fiduciary duties. They shall at all times act in accordance with the Trustee Code of Conduct.
43. (a) Except in the case of the immediate past President, *ex officio* members of the Trustee Board shall continue as members for so long as they hold the office which qualified them.
- (b) Elected members of the Trustee Board shall serve as such members from the time that their election to the Trustee Board takes effect for the term prescribed under the Members' Regulations, subject to earlier termination of their period of office as a member of Council or in accordance with Bye-Law 43(d).
- (c) The immediate past President shall serve as a member of the Trustee Board for one year after ceasing to be President.
- (d) A member of the Trustee Board shall vacate office immediately if:
- (i) such member ceases to be a Professional Member of the Society;
  - (ii) such member resigns by notice in writing to the Chief Executive;
  - (iii) such member becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1959 or the corresponding provision of any Act replacing it;

(iv) the Trustee Board, or a duly authorised committee of the Trustee Board, resolve that such member has been guilty of dishonourable or unprofessional conduct or a breach of the Laws of the Society;

(v) in relation to such member a receiving order in bankruptcy is made or any arrangement or composition with creditors;

(vi) such member shall have been absent from three consecutive meetings of the Trustee Board (otherwise than through illness or other reasonable cause) and the Trustee Board shall resolve that such member be removed from membership of the Trustee Board;

(vii) the Trustee Board so resolve in view of the findings at the end of the disciplinary process of the Society in relation to a complaint of breach of the Trustee Code of Conduct by such member;

(viii) the members in General Meeting resolve by a simple majority that such member be removed from membership of the Trustee Board; or

(ix) the period of continuous membership of such member elected to the Trustee Board exceeds six years.

44. (a) A former member of the Trustee Board shall be eligible for re-election except that:—
- (i) former Presidents who shall have completed their period of service as an *ex officio* member shall not be eligible for election until at least one year shall have elapsed from the date of the expiration of their last period of service.
  - (ii) upon the expiry of a period of continuous membership of six years as a member elected to the Trustee Board any such member shall cease to be eligible for re-election until at least one year shall have elapsed.
- (b) The Members' Regulations shall prescribe the method by which casual vacancies among elected members of the Trustee Board shall be filled.
- (c) All service on the Trustee Board shall be honorary and without remuneration, save that members of the Trustee Board shall be entitled to be reimbursed out of the funds of the Society for their reasonable expenses incurred in carrying out their duties as members

of the Trustee Board, including expenses of travelling to and from and attending at meetings of the Trustee Board, and fees may be paid to any member of the Trustee Board for services rendered by him or her to the Society as an examiner of any form of examination, written, practical or oral, set or approved by the Society. No member of the salaried staff of the Society shall be eligible to become a member of the Trustee Board.

45. The quorum for meetings of the Trustee Board shall be eight.

*Proceedings and Powers of the Trustee Board*

46. The proceedings of each meeting of the Trustee Board including the period of notice to be given to members of the Trustee Board; the person to act as chair at meetings of the Trustee Board; voting rights at such meetings, and all other matters incidental thereto, shall be determined by or in accordance with regulations made by the Trustee Board from time to time.
47. Subject to the Laws of the Society, the Trustee Board shall have the following powers:—
- (a) to make regulations;
  - (b) to admit persons to any grade of membership of the Society and to transfer members from one such grade to another;
  - (c) to provide arrangements whereby persons or organisations may become affiliated with the Society or associated with its work;
  - (d) to establish, maintain and dissolve branches of the Society. Each branch and its affairs shall be conducted in accordance with and subject to these Bye-laws and in accordance with such regulations as the Trustee Board may make from time to time;
  - (e) to establish, maintain and dissolve Specialist Groups of the Society. Each Specialist Group and its affairs shall be conducted in accordance with and subject to these Bye-laws and in accordance with such regulations as the Trustee Board may make from time to time;

- (f) to establish and maintain in any country or part of the world in which the Society carries on its activities a regional register of members of the Society resident in such country or part of the world;
- (g) to arrange for the grant of diplomas, certificates and awards and for the participation in any scheme for the grant thereof jointly with other professional bodies;
- (h) to determine the remuneration of the auditor or auditors;
- (i) to govern, arrange, regulate and transfer the finances, accounts, investments, property, business and all affairs whatsoever of the Society and for that purpose to engage professional or other assistance, to appoint bankers and any other officers or agents whom it may deem expedient to appoint and to pay such reasonable fees or remuneration as it may deem expedient;
- (j) to invest any moneys belonging to the Society in the purchase or upon mortgage of, freehold or leasehold property or in or upon such shares, stocks, funds, securities, units of unit trusts and other investments whatsoever and wheresoever and whether involving liability or not as the Trustee Board (or any committee to which the Trustee Board may delegate the matter) shall in their absolute discretion think fit and whether in the name of the Society or of trustees or nominees for the Society as the Trustee Board (or such committee) shall decide in their absolute discretion to the intent that the Trustee Board (or such committee) shall have the same full and unrestricted powers of investing and transposing investments in all respects as if they were absolutely entitled thereto beneficially and no member of the Trustee Board (or such committee) shall be responsible or accountable for any loss occasioned by reason of the exercise of such powers unless the same shall happen through the dishonesty or wilful default of such member;
- (k) to sell, buy, let, exchange, lease and accept leases of real and personal property on behalf of the Society;
- (l) to provide and maintain the buildings and premises of the Society and to acquire and maintain furniture, apparatus and other means necessary for carrying on the work of the Society;

- (m) to borrow money on behalf of the Society and for that purpose if the Trustee Board think fit to mortgage or charge all or part of the property of the Society, whether real or personal, and to give such other security, whether upon real or personal property or otherwise, as the Trustee Board shall determine;
- (n) to engage, determine the conditions of service of and discharge employees of the Society and provide for the welfare of and make provision for schemes of insurance, superannuation pensions, and retirement benefits for all such employees and former employees of the Society and their dependants;
- (o) to have the custody and use of the seal of the Society;
- (p) to exercise any power which shall have been conferred upon or be exercisable by the Society and which shall not by the Laws of the Society have been assigned to the members in General Meeting.

## THE COUNCIL

48. (a) The Council shall provide advice to the Trustee Board on the direction and operation of the Society and in particular (but without limiting the foregoing) on long term strategy and on the annual budget of the Society.
- (b) The following shall be *ex officio* members of the Council;
- (i) the President;
  - (ii) the Deputy President;
  - (iii) the Vice-Presidents;
  - (iv) the immediate past President;
  - (v) the Chief Executive.
- (c) In addition to the *ex-officio* members the Council shall include such number of elected members (who may be members of the Society of any grade) as may for the time being be prescribed by the Members' Regulations. The Members' Regulations shall prescribe the method by which the elections shall be made to the Council, the term of office

of members of the Council, how meetings of the Council are convened and the quorum for any meeting. Subject thereto, the Council shall make regulations for the conduct of its business.

### *Regional and Specialist Groups*

49. The Trustee Board shall have power to establish, maintain and dissolve groups consisting of members of the Society and others in such regions or places or having such a common interest as the Trustee Board may think fit and may appoint or authorise the members of the Society in such groups to appoint persons as members of group committees to control and manage such groups. The Trustee Board may further make and impose regulations for the administration and government and for the purpose of defining the powers and duties of such groups and the group committees.
50. (a) The Trustee Board shall have power to establish, maintain and dissolve such Boards or committees of the Society with such members and with such functions as the Trustee Board may think fit and so that such Boards and committees may be formed either as a standing arrangements for long-term purposes or so as to serve some temporary purpose. Such Boards or committees may include persons who are not members of the Society provided that the majority of members of any such Board or committee shall be members of the Society.
- (b) The Trustee Board shall have power to delegate to any Board or committee established by the Trustee Board and consisting of members of the Society such of the powers and functions of the Trustee Board (other than the power to make regulations) as the Trustee Board shall think fit and to grant powers of sub-delegation but so that the Trustee Board shall have the power to review and, if thought fit, to disallow the exercise of any power so delegated, without prejudice to the validity of any act taken or made pursuant to the exercise of such delegated power and before the disallowance thereof, provided that all acts and proceedings of any such Board or committee shall be fully reported back to the Trustee Board as soon as possible.

### EXAMINATIONS

51. (a) The Trustee Board may authorise examinations to be held for the purpose of establishing qualifications for candidates for election to

or transfer to any class of membership. The Trustee Board shall define the syllabus for such examinations and shall determine the fees to be paid.

- (b) The Trustee Board may alone or jointly with other organisations authorise examinations to be held and may alone or jointly with other professional or educational bodies grant diplomas or certificates on the results of such examinations.
- (c) The Trustee Board may remunerate the examiners, assessors or other officials appointed for the purposes of such examinations out of the general funds of the Society.
- (d) Every diploma or certificate issued by the Society to confer any status or qualification shall remain the property of the Society and shall be returned to the Society on demand.

#### CHIEF EXECUTIVE AND STAFF

- 52. There shall be a Chief Executive of the Society who shall be appointed by the Trustee Board. The Chief Executive shall devote his or her full time to the duties of the office and if he or she becomes bankrupt, or is guilty of misconduct prejudicial to the interests of the Society, or proves incompetent or inefficient in the discharge of their duties, or wilfully neglects the due performance of their duties, he or she may be removed from office by resolution of the Trustee Board at a meeting convened with express notice that the question of the Chief Executive's conduct shall be considered. Such resolution shall require to be passed by not less than two-thirds of the members of the Trustee Board present and voting at a quorate meeting of the Trustee Board.
- 53. The Chief Executive shall, under the control of the Trustee Board, be responsible for all the correspondence of the Society, the Council, the Trustee Board and the Boards and shall be responsible for providing secretarial services for all meetings thereof. The Chief Executive shall have such other powers and duties as may be vested in him or her by regulations made by the Trustee Board.
- 54. The Trustee Board shall have power to appoint a Deputy Chief Executive and such other staff as the Trustee Board shall consider fit and to prescribe his or her duties and terms of service provided that all such staff shall be subject to the direction of the Chief Executive. The Trustee Board may

delegate any of their powers of appointment of staff (other than the appointment of the Chief Executive) to a committee of the Society or to the Chief Executive.

## REGULATIONS

55. In addition to all matters which are directed or permitted by these Bye-laws to be regulated there shall be power by Members' Regulations duly made to regulate any matter which might have been regulated by the Bye-laws provided that no such Members' Regulations shall be inconsistent with the Charter or these Bye-laws.
56. In accordance with the Charter, the Members' Regulations may direct that any matter regulated thereby is to be further regulated by regulations made by the Trustee Board.

## INDEMNITY

57. The members of the Trustee Board, Council, Boards, committees, and properly constituted groups of members, the Chief Executive and other officials and servants of the Society and its auditors shall be indemnified out of the funds of the Society against any expenses or liability incurred by them in or about the discharge of their respective duties, unless arising from their own negligence or wilful default.
58. No member of the Council, the Trustee Board, a Board or committee or any properly constituted group of members, or any official or servant of the Society or auditor shall be liable for the act or default of any other member of the Council, Trustee Board, Board or committee, properly constituted group of members, official or servant of the Society or auditor or for joining in any receipt or other act for conformity or for any loss or expense happening to the Society, unless arising from his or her own negligence or wilful default.

## FINANCE

59. The funds of the Society shall in accordance with the Charter, be applied wholly with a view to the promotion of the objects of the Society. The administration of all funds of the Society shall be subject to the control of the Trustee Board.
60. The Trustee Board shall have power to prescribe by regulations the persons or committees which shall have power to give receipts for money and to

sign cheques and to enter into contracts and to impose liabilities upon the Society and to pledge the credit of the Society.

61. The Trustee Board shall likewise have power by regulations to determine that a reserve fund shall be created for the purpose of providing against losses on leasehold or other properties subject to depreciation or to meet claims on or liabilities of the Society or to be used as a sinking fund to pay off encumbrances of the Society or for any other purpose of the Society which the Trustee Board shall think appropriate.

## ACCOUNTS AND AUDIT

62. The Trustee Board shall cause proper books of account and records to be kept with respect to:—
  - (a) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods and services by the Society; and
  - (c) the assets and liabilities of the Society.

Proper books and records shall not be deemed to be kept if there are not kept such books and records as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.

63. The books and records shall be kept in such place as the Trustee Board shall determine and shall be open to inspection by the members of the Trustee Board during normal business hours. The Trustee Board shall have the power to determine by regulations to what extent and at what times and places and under what conditions or regulations the accounts shall be opened to the inspection of members of the Society (not being members of the Trustee Board).
64. There shall be prescribed by Members' Regulations the nature of the income and expenditure accounts and balance sheets and supporting documents to be laid before the Society in General Meeting. Copies of such accounts, balance sheets and documents shall, not later than twenty-one days before the date of the Annual General Meeting, be made available to every member entitled to receive notices of General Meetings either by sending them or by sending notice of how they may be accessed, in either case in the manner in which notices are hereinafter directed to be served.

65. The members of the Society in General Meeting shall appoint an auditor or auditors. Every such auditor shall be a member of a body of accountants established in the United Kingdom and for the time being eligible for appointment as a company auditor under the provisions of the Companies Acts 1985-9 or the corresponding provision(s) of any Act(s) replacing them. No person shall be appointed auditor who shall be or any one of whose partners shall be a member of the Trustee Board or the staff of the Society.
66. The auditor or auditors shall hold office for one year or until their resignation and shall be eligible for reappointment and shall receive such remuneration as may be determined by the Trustee Board.
67. If the office of auditor or auditors shall become vacant by their death or resignation or any other cause before the expiration of their period of office the Trustee Board shall forthwith appoint an auditor or auditors in their place for the remainder of such period.
68. The auditor or auditors shall have a right of access at all reasonable times to the books, records, accounts and vouchers of the Society and shall be entitled to require from the Honorary Officers and the staff of the Society such information and explanations as may be necessary for the performance of their duties.
69. An auditor may resign by notice in writing addressed to the Chief Executive.
70. The auditor or auditors shall make a report to the Society in General Meeting on the accounts examined by them and on every balance sheet and statement of accounts laid before the Society in General Meeting during their tenure of office, and the report shall so far as relevant contain statements as to the matters mentioned in section 235 of the Companies Act 1985 or the corresponding provision of any Act replacing it. Such report shall be placed before the Society in General Meeting and shall be open to inspection by any member of the Society.
71. The auditor or auditors shall be entitled to attend any General Meeting of the Society and to receive all notices of and any other communications relating to any such meeting which members of the Society are entitled to receive and to be heard at any such meeting which they attend on any part of the business of the meeting which concerns them as auditor or auditors.

## NOTICES

72. (a) A notice and other documents may be given or sent by the Society to any member either personally or by sending it by post or electronic mail to that member's registered address.
- (b) Where a notice or other document is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting an envelope or wrapper containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the envelope or wrapper containing the same shall have been posted, but in any other case at the time at which the envelope or wrapper would be delivered in the ordinary course of post. A certificate in writing signed by any officer of the Society that the envelope or wrapper containing the notice was so addressed, prepaid and posted shall be sufficient evidence thereof.
- (c) Where a notice is sent to a member by electronic mail, service of the notice shall be deemed to have been effected where it shall be apparent on the sender's equipment that the mail has been sent to the registered address of the member.
73. (a) Notice of every General Meeting of the Society shall be given in the manner provided by the Members' Regulations to:—
- (i) every Professional Member;
- (ii) the auditor or auditors for the time being of the Society.
- (b) No other person shall be entitled to receive notices of General Meetings.