

THE CHARTERED INSTITUTE OF PUBLIC RELATIONS

ROYAL CHARTER

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 Institute of Public Relations (hereinafter called “the existing Institute”), incorporated under the Companies Act in the year One thousand nine hundred and sixty-three, has by an humble petition prayed that We should be graciously pleased to grant to it a Charter of Incorporation for the better advancement of the practice of public relations and the training of practitioners therein:

AND WHEREAS We having taken the said Petition unto Our Royal consideration are minded to accede thereto:

NOW THEREFORE KNOW YE that We by virtue of Our Prerogative Royal and of all other powers thereunto Us enabling, of Our especial grace, certain knowledge and mere motion have granted and declared and by these Presents do for Us, Our Heirs and Successors grant and declare as follows:-

1. All present members of the existing Institute and all other persons who shall pursuant to this Our Charter and the By-Laws become members of the Corporation hereby constituted are hereby created and henceforth forever shall be one Body Politic and Corporate by the name of “The Chartered Institute of Public Relations” (hereinafter referred to as “the Institute”) and by the same name shall have perpetual succession and a Common Seal with the power to alter, vary, break and make anew such Seal at their discretion, and by the same name may sue and be sued in all Courts in all manner of actions and proceedings, and shall have power to do all other matters and things incidental or

appertaining to a Body Corporate.

2. In this Our Charter:

- (a) “public relations” means the planned and sustained effort to establish and maintain goodwill and mutual understanding between an organisation and its publics;
- (b) “the By-Laws” means the By-Laws set out in the Schedule to this Our Charter as amended from time to time as hereinafter provided;
- (c) “the Council” means the Council of the Institute referred to below and as from time to time constituted in accordance with the By-Laws;
- (d) “Ordinary Resolution” means a resolution of a General Meeting of the Institute which has been carried by a simple majority of such members of the Institute as, being entitled to vote, vote in person or by proxy at the meeting;
- (e) “Special Resolution” means a resolution of a General Meeting of the Institute of which not less than twenty-one days’ written notice has been given to those entitled to such notice, which has been carried by a majority of not less than two-thirds of such members of the Institute as, being entitled to vote, vote in person or by proxy at the meeting;
- (f) words denoting the singular number shall include the plural and vice versa;
- (g) words denoting one gender shall include any other gender;
- (h) words denoting persons shall include bodies corporate and unincorporated associations.

3. The objects for which the Institute is incorporated shall be :

- (a) to promote for the public benefit high levels of skill, knowledge, competence, and standards of practice and professional conduct on the part of public relations practitioners;

- (b) to promote the study, research and development of the practice of public relations and publish or otherwise make available the useful results of such study and research;
- (c) to promote public understanding of the contribution of effective public relations in encouraging ethical communication and in enhancing the efficiency and performance of all sectors of the economy;
- (d) to act as an authoritative body for the purpose of consultation in matters of public and professional interest concerning public relations;
- (e) to represent the interests of members in all public fora; and
- (f) to advance the interests of members and to provide facilities and services for members.

4. Without limiting its capacities at law as a chartered corporation, the Institute may exercise the following powers in pursuing its objects:

- (a) to encourage the development of, and to promote instruction and training in the practice of public relations;
- (b) either alone or jointly with other bodies, to conduct examinations and award certificates and diplomas, whether in Our United Kingdom or elsewhere, provided that no certificate or diploma issued by the Institute shall contain any statement expressing or implying that it is granted by or under the authority of any department or authority of Our Government;
- (c) to provide, maintain and equip training facilities and libraries and to establish chairs, lectureships and fellowships in public relations and to award prizes and scholarships;
- (d) to promote knowledge and understanding of issues affecting the practice of public relations and to prepare and publish in any manner or medium such papers, journals, books and other material and to hold whether in Our United Kingdom or elsewhere such meetings, conferences, seminars and instructional courses as shall advance the objects of the Institute;

- (e) to maintain a record of members;
- (f) to adopt and publish professional and ethical standards relevant to the practice of public relations and to maintain procedures for the regulation of members' professional conduct and discipline;
- (g) to establish and promote national, geographical or sectoral branches or groups of members;
- (h) to acquire, take over and accept by way of gift from the existing Institute all the assets of every description now belonging to, or held in trust for, the existing Institute;
- (i) to employ and dismiss staff and to remunerate them and provide retirement, death, disability, ill-health and other benefits to them, their families and their dependants;
- (j) to enter into any contract or incur or assume any obligation or borrow and raise money as permitted by law with or without security for the promotion of the objects of the Institute;
- (k) to acquire, sell, lease, manage, mortgage or deal with any property or right of the Institute in any way permitted by law;
- (l) to manage the investments of the Institute in any way permitted by law;
- (m) to establish and support any company or other body and to co-operate with other bodies and organisations and to engage in joint activities of any kind which may advance the objects of the Institute;
- (n) to establish, undertake and execute any charitable trusts which may lawfully be undertaken by the Institute;
- (o) to do all such other things as shall further the attainment of its objects.

5. (1) Subject to paragraph (2) of this article, the income and property of the Institute, from wherever derived, shall be applied solely towards the objects for which the

Institute is constituted, and shall not be paid or distributed to any member of the Institute.

(2) Nothing in paragraph (1) of this article shall prevent any reasonable and proper payment or benefit of any kind being made in good faith by the Institute to or for any member of the Institute or of the Council or to or for any firm of which any such member is a partner or any body corporate in which any such member has a beneficial interest, where such payment or benefit is by way of:

- (i) remuneration or other consideration for the provision of services, facilities or goods to the Institute, provided that no member of the Council or of any committee of the Council (except employees of the Institute) shall be remunerated for holding that position or any other office in the Institute;
- (ii) out-of-pocket expenses incurred by any member of the Council or of any committee of the Council in connection with attendance at meetings of the Council or of any committee of the Council or otherwise incurred in connection with the discharge of his functions;
- (iii) interest on money lent or rent or other sums in respect of premises let to the Institute;
- (iv) premium on any policy of insurance against liability of any member of the Council or of any committee of the Council whether or not the sum assured is for the benefit of such person;

provided that no member of the Council or of any committee of the Council shall be present at or participate in any discussion or decision concerning any such payment or benefit to be made to or for him or any firm of which he is a partner or body corporate in which he has a beneficial interest, except any discussion or decision relating to a policy of insurance for the whole Council or committee.

6. (1) The Institute shall consist of such members in such grades or categories as the By-Laws may from time to time prescribe. The qualifications, manner and terms of admission, rights, privileges and obligations of each grade or category of membership and the terms under which members may be subject to disciplinary

sanctions by the Institute shall be as the By-Laws shall prescribe. The By-Laws may prescribe postnominal designations by which members of certain grades or categories may be designated as belonging to the Institute.

- (2) The members of the existing Institute as at the date of this Our Charter shall continue in the same grades or categories in the Institute, subject to the provisions of this Our Charter and the By-Laws.
7.
 - (1) There shall be such officers of the Institute, with such functions, tenure and terms of office, as the By-Laws may from time to time prescribe.
 - (2) The officers of the existing Institute as at the date of this Our Charter shall continue in office for the terms for which they were elected, subject to the provisions of this Our Charter and the By-Laws.
8.
 - (1) The governance and control of the Institute shall be vested in the Council constituted in accordance with the By-Laws. The members of the Council shall have such tenure and terms of office as the By-Laws may from time to time prescribe. The Council shall manage the affairs of the Institute in accordance with this Our Charter and the By-Laws and shall exercise such powers and do such acts and things as may be exercised or done by the Institute and are not by the provisions of this Our Charter or the By-Laws directed to be exercised or done by the Institute in General Meeting.
 - (2) The members of the Council of the existing Institute at the date of this Our Charter shall continue in office for the term for which they were elected, subject to the provisions of this Our Charter and the By-Laws.
9. The Council may from time to time appoint such Patron or Patrons of the Institute as may accept the invitation of the Council to take such appointment.
10. The affairs of the Institute shall be managed in accordance with the By-Laws which shall remain in force until amended, added to or revoked by an Ordinary Resolution at a General Meeting of the Institute; provided that no such addition, amendment or revocation shall be repugnant to the provisions of this Our Charter or shall take effect until the same shall have been approved by the Lords

of Our Most Honourable Privy Council, of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

11. Subject to the terms of this Our Charter, the By-Laws may regulate any matter relating to the administration of the Institute and its affairs, and may direct that any matter which, pursuant to this Our Charter, might be prescribed or regulated in the By-Laws may be further prescribed or regulated by Regulations. No such further prescription or regulation shall be effective to any extent to which it is inconsistent with the provisions of this Our Charter or the By-Laws.
12. The Institute may at any time amend, add to or revoke any of the provisions of this Our Charter by a Special Resolution at a General Meeting of the Institute and any such amendment, addition or revocation shall, when allowed by Us, Our Heirs or Successors in Council, become effectual.
13. (1) The Members of the Institute may by a Special Resolution passed at a General Meeting specially summoned for the purpose 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, and wind up or otherwise deal with the affairs of the Institute in the manner directed by such General Meeting or in default of such directions as the Council thinks expedient having due regard to the liabilities of the Institute for the time being.

(2) If the Institute is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property whatsoever, it shall not be paid to or distributed among the members of the Institute or any of them but shall, subject to any special trust affecting the same, be given and transferred to some other institution with objects similar to the objects of the Institute, and which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Institute under this Our Charter, such institution to be determined by the Institute in General Meeting at or before the time of dissolution, or in default thereof then to some charitable object.
14. Lastly, We do hereby for Us, Our Heirs and Successors grant that these Our Letters or the enrolment thereof shall be in all things good, firm, valid, sufficient and effectual in law notwithstanding any omission, imperfection, defect, matter,

cause or thing whatsoever to the contrary thereof in these Our Letters contained and shall be taken, construed and adjudged benevolently and in every case most favourably to the Institute and the promotion of the objects of this Our Charter.

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

THE SCHEDULE

BY-LAWS

OF THE CHARTERED INSTITUTE OF PUBLIC RELATIONS

General

1. In the By-Laws and the Regulations made under them, unless the context otherwise requires:

(a) the following definitions apply:

“the Charter” means the Royal Charter to which the By-Laws are scheduled as amended from time to time and all Supplemental Charters for the time being in force;

words and expressions defined in the Charter bear the same meaning;

“address” includes any number or address used for the purposes of electronic communication;

“Auditors” means the Auditors for the time being of the Institute appointed in accordance with the By-Laws;

“committee” means any committee or sub-committee established by the Council;

“the Constitution of the Institute” means the Charter, the By-Laws, the Regulations, the Code of Professional Conduct, Group rules and regulations, premises rules and all rules for the time being in force made pursuant to the Charter, the By-Laws or the Regulations;

“the Director-General” means the employee of the Institute (by whatever title) carrying out the functions of its Chief Executive;

“electronic communication” has the same meaning as in the Electronic Communications Act 2000 and **“electronic means”** includes doing something by electronic communication;

“General Meeting” means either an Annual General Meeting or an Extraordinary General Meeting of Institute members;

“Group” means one of the groups of Institute members, on a national, regional and/or sectoral interest basis, from time to time authorised by the Council;

“Group Representative” means a Member of the Council nominated to represent a Group;

“in good standing” means that the Institute member so described neither falls within By-Law 8 nor has had his membership terminated under the provisions of the By-Laws;

“in writing” means written, printed or reproduced in visible and durable form by any other means, including by electronic means;

“Institute member” means a person who is a member of the Institute in one of the categories set out in By-Law 3;

“Member”, “Fellow”, “Honorary Fellow”, “Associate”, “Affiliate”, “Student Member”, “Retired Member”, and “Corporate Affiliate” shall have the meanings attributed to them in By-Law 3;

“the Office” means such place determined by the Council as is, for the time being, the principal office of the Institute;

“Regulation” means a Regulation made by the Council hereunder for the time being in force;

“the Treasurer” means the Honorary Officer of the Institute designated as such;

“Voting Member” means an Institute member qualified to vote in the affairs of the Institute by being (a) in a grade or category of membership not excluded from so voting by By-Law 3 and (b) in good standing; and

“year” means calendar year;

- (b) the rules of construction set out in the Charter apply equally to the By-Laws;
 - (c) any reference to any statute or statutory provision includes a reference to any modification or re-enactment of it for the time being in force;
 - (d) any reference to a show of hands includes such other method of casting votes by Institute members present at the relevant meeting as the Council may from time to time approve.
2. Every member of the Institute shall be held to have agreed to be bound by the provisions of the Charter and the By-Laws as amended from time to time and shall be bound to further, to the best of his ability, the objects and interests of the Institute.

Membership

3. The grades of Institute membership shall be:
- (a) **Members**, who shall be those individuals admitted as Members by the Council in accordance with the Regulations. They shall have such privileges as the Regulations shall prescribe. They shall be entitled to use the postnominal designation 'MCIPR';
 - (b) **Fellows**, who shall be those from among the Members who are admitted as Fellows by the Council in accordance with the Regulations. They shall have such privileges as the Regulations shall prescribe. They shall be entitled to use the postnominal designation 'FCIPR';
 - (c) **Honorary Fellows**, who shall be such individuals as the Council may elect as Honorary Fellows in such manner as shall from time to time be prescribed by the Regulations. They shall have such privileges as the Regulations shall prescribe. They shall be entitled to use the postnominal designation 'Hon FCIPR';
 - (d) **Associates**, who shall be those individuals not eligible to be Members who are admitted as Associates by the Council in accordance with the Regulations. They shall have such privileges other than voting rights as the Regulations

shall prescribe. They shall be entitled to use the postnominal designation ‘ACIPR’;

- (e) **Affiliates**, who shall be those individuals not eligible to be Associates who are admitted as Affiliates by the Council in accordance with the Regulations. They shall have such privileges other than voting rights as the Regulations shall prescribe;
 - (f) **Student Members**, who shall be those individuals taking or proposing to take a course of education or training recognised by the Institute who are admitted as Student Members by the Council in accordance with the Regulations. They shall have such privileges other than voting rights and attendance rights at General Meetings as the Regulations shall prescribe;
 - (g) **Retired Members**, who shall be those Fellows and Members who have retired from active professional life and are admitted as Retired Members by the Council in accordance with the Regulations. They shall have such privileges as the Regulations shall prescribe. They shall be entitled to continue to use the postnominal designation to which they were entitled at the time of applying for Retired Membership;
 - (h) **Corporate Affiliates**, which shall be those businesses, whether incorporated or not, practising or supporting the practice of public relations which are admitted as Corporate Affiliates by the Council in accordance with the Regulations. They shall have such privileges other than voting rights as the Regulations shall prescribe.
4. The Regulations may prescribe different categories of membership within the grades set out in By-Law 3.
 5. A record of the names and addresses of all Institute members with their category of membership and date of admission shall be maintained by the Institute in whatever format the Council shall decide.

Fees and Subscriptions

6. The admission fees and subscriptions of the different categories of membership (other than Honorary Fellows) shall be such sums as are prescribed annually by the Council. They shall be due at such time and in such manner as shall be prescribed by the Council, subject to such waivers and adjustments as may be permitted by the Regulations.

Rights, Privileges and Termination of Membership

7. Subject as provided herein the Regulations shall prescribe the privileges to which the different categories of membership are entitled.
8. No member shall be in good standing and entitled to enjoy any of the privileges of membership, including, if permitted, receipt of notice of and attendance at General Meetings, the exercise of any voting rights, or use of any permitted postnominal designation of membership, if he is in arrear with any fee or subscription due from him for three months (as certified by the Treasurer) or has failed to comply with the provisions of the Constitution of the Institute (as certified by the Director-General).
9. Reinstatement to good standing shall occur upon rescission of the relevant certificate once the Treasurer or Director-General, as the case may be, is satisfied that the matter has been rectified.
10. An Institute member shall cease to be member in circumstances, and in accordance with procedures, specified in the Regulations.
11. Where any Institute member has ceased to be a member, the Regulations may prescribe the manner in which application for reinstatement to membership may be made and the manner of consideration of such application by the Council.

Disciplinary Powers

12. The Council shall from time to time prescribe a Code of Professional Conduct. Any contravention by a member of the Code of Professional Conduct or of the Constitution of the Institute may be grounds for the exercise of the Institute's disciplinary powers and the imposition of sanctions, under procedures which shall be set out in the

Regulations. The Regulations shall have regard, where relevant, to the principles of natural justice and human rights and, in particular, shall provide for:

- (a) the method of investigation of complaints,
- (b) the constitution and procedure of committees to hear cases, and
- (c) the rights of any Institute member to receive adequate notice of any complaint made against him, to have an opportunity to refute such complaint, to be represented and to call and cross-examine witnesses.

13. The Regulations shall specify the sanctions which may be applied where a complaint is upheld and these may include a reprimand, a severe reprimand or suspension or termination of membership and removal or suspension of any rights or privileges as an Institute member. The Regulations shall also make provision for payment of costs by any Institute member against whom sanctions are imposed.

Chartered Practitioners

14. The Council shall grant to members who satisfy the Institute's requirements in respect of the Institute's professional standards, experience and continuous professional development, in accordance with such Regulations as the Council from time to time considers appropriate, the right to describe themselves as chartered public relations practitioners in accordance with the Regulations.

General Meetings

15. The Institute shall hold a General Meeting every year as its Annual General Meeting at such time and place as may be determined by the Council, provided that not more than fifteen months shall lapse between one Annual General Meeting and the next.
16. The following business shall be transacted at the Annual General Meeting:
- (a) receiving and considering the Annual Report and the Annual Accounts;
 - (b) appointing or re-appointing the Auditors: and
 - (c) any other business permitted by the Council.

17. Institute members may propose a resolution at an Annual General Meeting provided that the relevant requirements set out in the Regulations have been satisfied.
18. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
19. The Council may whenever it thinks fit convene an Extraordinary General Meeting, and shall do so upon receipt of a requisition from Institute members in circumstances specified in the Regulations.
20. At least twenty-one days' notice in writing of every Annual General Meeting and at least fourteen days' notice in writing of every Extraordinary General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, date and time of the meeting and in the case of other permitted business the general nature of that business and, in the case of a Special Resolution, the text of that resolution, shall be given in the manner herein provided to such persons (including the Auditors) as are under the By-Laws entitled to receive such notice from the Institute.
21. The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, or the attendance and voting at any General Meeting of a person subsequently found not to have been entitled so to do, or any other defect in the convening, holding or conduct of any General Meeting, shall not invalidate any resolution passed by or the proceedings of any General Meeting.

Proceedings at General Meetings

22. The Regulations shall specify, or provide for the determination of, the quorum at General Meetings, the conduct of General Meetings, including the nature of the business to be conducted, the chairmanship, the circumstances in which polls may be demanded, the method of conducting polls and adjournment of the meeting.

Votes of Members

23. Only Voting Members shall be qualified to vote on any question at a General Meeting. An individual Voting Member present in person shall be entitled to one vote on a

show of hands. On a poll, every Voting Member present in person or by proxy shall be entitled to one vote. Every Voting Member shall be entitled to appoint a proxy to exercise his vote. The Regulations shall prescribe the conditions to be satisfied by a person who is to act as a proxy, the form of any proxy appointment and the conditions for it to be valid.

Honorary Officers

24. The following shall be the Honorary Officers of the Institute:
 - the President
 - the President-Elect
 - the Immediate Past President
 - the Treasurer
25. The duties and responsibilities of the Honorary Officers may be prescribed by the Regulations.
26. The President-Elect and the Treasurer shall be elected annually with their term of office to run from 1st January. They shall be elected by Voting Members from among Voting Members eligible to serve, as defined by the Regulations. The Regulations shall prescribe the nomination and election procedures and method of voting.
27. The Regulations shall prescribe the procedure for filling casual vacancies arising among the Honorary Officers between elections and the circumstances in which Honorary Officers shall cease to hold office. The Institute in General Meeting shall have power to remove any Honorary Officer at any time and appoint in his stead another Voting Member eligible for the office, who shall retire from office when the removed Honorary Officer would have retired.
28. The Council may establish such voluntary offices as may be found necessary to carry out the work of the Institute and may appoint members of any category, from within the Council or not, to fill such offices. If such members are not Members of the Council, they shall be entitled to attend and speak (but not vote) at such meetings of the Council and/or its committees and sub-committees as the Council may decide.

The Council

29. The Council shall consist of the following, who shall all be Voting Members of the Institute:
 - (a) the Honorary Officers ex-officio;
 - (b) twenty elected Members of the Council (or such other number as the Institute in General Meeting may from time to time decide);
 - (c) as many Group Representatives as there are authorised Groups established by the Institute in accordance with the Regulations, which shall regulate the governance and operation of such Groups;
 - (d) not more than three members co-opted by the Council in accordance with the Regulations.
30. The elected Members of the Council shall be elected from among Voting Members in accordance with the nomination and election procedures and the method of voting prescribed by the Regulations. They shall be elected for three years with their terms of office to run from 1st January. After they have completed two consecutive three year terms, they may not be re-elected for a period of one year, though they may stand for election to Honorary Officer posts.
31. The Regulations shall prescribe the procedure for filling casual vacancies arising among elected Members of the Council between elections and the circumstances in which Members of the Council shall cease to hold office. The Institute in General Meeting shall have power to remove any Member of the Council at any time and appoint in his stead another Voting Member eligible for the office, who shall retire from office when the removed Member of the Council would have retired.
32. Routine meetings of the Council shall be held as prescribed by the Regulations. Special meetings of the Council may be called on the direction of the President or on the written request to the Director-General of one-fifth of the Members of the Council specifying the business to be dealt with at such special meetings.
33. The determination of the quorum at meetings of the Council, the chairmanship, the conduct of proceedings and the taking of votes at meetings of the Council shall be

governed by the Regulations. Subject to the Regulations, the Council shall have absolute discretion to order its affairs in all respects.

34. The Council may appoint an Executive Board and standing committees concerned with membership matters, with professional standards and professional conduct and disciplinary matters and such other committees and sub-committees in such manner and on such terms and with such powers and duties as may be decided by the Council. The convening and conduct of the proceedings of such committees shall be governed as nearly as may be to the manner prescribed herein and in the Regulations in respect of meetings of the Council.
35. The Council shall ensure that minutes are duly made and kept of the proceedings of all formal meetings of the Institute and of the Council and of committees of the Council and of all business transacted at such meetings. The Council shall receive a copy of all such minutes as soon as practicable. The minutes of any meeting, if purporting to be signed by the chairman of the meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in those minutes.
36. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

Seal

37. The use of any Seal of the Institute, and arrangements for its custody, shall be governed by the Regulations. A document signed by a Member of the Council and the Director-General or by two Members of the Council and expressed (in whatever form of words) to be executed by the Institute as a deed shall have the same effect as if executed under Seal and any such document shall have effect, upon delivery, as a deed.

Accounts

38. The Council shall ensure that accounting records are kept which:

- (a) disclose with reasonable accuracy, at any time, the financial position of the Institute at that time; and
 - (b) enable the Council to ensure that Annual Accounts are prepared which give a true and fair view of the affairs of the Institute for the relevant period.
39. The accounting records shall be kept at such place as the Council may determine and shall be open to inspection by Members of the Council during normal business hours.
40. The documents to be laid before each Annual General Meeting shall comprise an Annual Report (prepared by the Council upon the general state of the Institute and its activities during the year in question) and Annual Accounts including the Auditors' Report, an income and expenditure account, a balance sheet and such other information as shall be appropriate. The Report and Accounts shall relate to the period commencing from the conclusion of the period covered by the previous Report and Accounts and be made up to a date not earlier than nine months before the Annual General Meeting. The Report and Accounts shall be prepared in accordance with accounting standards and practices generally accepted in the United Kingdom to the extent they are relevant to the Institute.
41. The Regulations may provide for the manner in which the Annual Report and Accounts shall be made available to Institute members.

Auditors

42. The Institute in General Meeting shall appoint the Auditors for the Institute, who shall satisfy the requirements for eligibility for appointment as auditors of a company set out in the Companies Acts 1985 and 1989, as amended, extended or re-enacted from time to time.
43. The Auditors may be removed from office by Ordinary Resolution of the Institute members, but otherwise shall continue to hold office from the date they are appointed until their resignation or the close of the next succeeding Annual General Meeting, whichever is earlier. The Council shall determine the remuneration of the Auditors.
44. The Auditors shall have a right of access during normal business hours to the books, records and accounts of the Institute and shall be entitled to require from the officers

and staff of the Institute such information and explanations as may be necessary for the performance of their duties.

45. The annual Auditors' Report to the Institute shall contain appropriate statements under generally accepted accounting and auditing practice.
46. The Auditors shall be entitled to attend any General Meeting of the Institute and to receive notices of, and any other communications relating to, General Meetings which Institute members are entitled to receive. The Auditors shall be entitled to be heard at any General Meeting or any part of the business of the General Meeting which concerns them as Auditors.

Regulations

47. The Council may of its own motion make Regulations (including rules thereunder) provided that they are not inconsistent with the provisions of the Charter and the By-Laws. All Regulations shall be published to Institute members within thirty days of being made. The Council may in like manner and upon publication from time to time add to, amend or revoke any Regulation. Notwithstanding the power conferred in this By-Law, the Institute in General Meeting may by Special Resolution amend or revoke any Regulation without prejudice to any act or thing already done pursuant to it.

Validity of Acts

48. All acts bona fide done by any General Meeting or meeting of the Council or of any committee or by any person acting as a member of the Council or of any committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment, election or continuance in office of any member or person acting as aforesaid or that he was disqualified, be as valid as if every such person had been duly appointed or elected or had duly continued in office and was qualified to be a member of the Council or of such committee, as the case may be.

Indemnity

49. No Member of the Council or of any committee shall be liable for any loss to the assets of the Institute arising from:
 - (a) any investment properly made in good faith;

- (b) the negligence or fraud of any agent or employee engaged or employed by the Council in good faith;
- (c) any mistake or omission made in good faith by any Member of the Council; or
- (d) any other matter except wilful and individual fraud, wrongdoing or wrongful omission on the part of the Member of the Council sought to be made liable.

50. The Members of the Council and of committees of the Council shall be indemnified out of the funds of the Institute against any expenses or liability incurred in good faith by them in the discharge of their duties or exercise of their powers, provided that:

- (a) such indemnity shall not apply to any liability to the extent that it is recovered from any other person, and
- (b) the Members concerned shall take all reasonable steps to effect such recovery.

Notices

51. Any notice to be given to or by any person under the By-Laws shall be in writing or in such other form as may be permitted by the Regulations.

52. A notice may be given or sent by the Institute to any Institute member either personally or by sending it by post or by electronic means (whether in existence when the By-Laws are first adopted or developed subsequently) to him at the physical or electronic address, if any, last supplied by him to the Institute or by publishing it on a website, as may be permitted by the Regulations.

53. Regulations may provide that, in specified circumstances, Institute members (or some of them) are deemed to have been given notice where such notice has been published in or circulated with a publication of the Institute (which may include an electronic communication) sent to all Institute members (or some of them). Such Regulations shall specify when such notice is deemed to have been given.

54. A notice or requisition may be given or sent to the Institute by an Institute member either by personal delivery or posting it to the Director-General at the Office of the Institute or by such other method as may be permitted by the Regulations. The

Regulations may also make provision regarding the deemed time of service of any notice given or sent to the Institute.

55. The use of electronic communication shall be deemed to include the right to sign material electronically and to accept the electronically produced signatures of others.