

**BYE-LAWS AS APPROVED BY THE PRIVY COUNCIL OFFICE
5 FEBRUARY 2015**

INTERPRETATION

I. In these Bylaws:-

"The Charter" means the Royal Charter granted to the Society in the year 1976;

"The Society" means the Chartered Society of Designers as incorporated by the Charter;

"The Council" means the members of the Society for the time being, constituting the Council of the Society;

"The Regulations" mean the Regulations referred to in these Bylaws and as approved by the Council from time to time;

"The Secretary" means the Honorary Secretary for the time being of the Society;

"Corporate Members" mean those persons admitted as Fellows and Members of the Society by virtue of the Charter and these Bylaws;

"Non-Corporate Members" mean those persons admitted as Honorary Fellows, Honorary Members, Affiliate Fellows, Affiliate Members and Associate Members of the Society by virtue of the Charter and these Bylaws;

"Members" mean Corporate Members and Non-Corporate Members of the Society;

"Descriptor" means a word describing the field of design practice of a Member and as set out within the Regulations;

"The Office" means the administrative headquarters of the Society;

"The Register of Members" means the Register of all members of the Society;

"The Seal" means the Common Seal of the Society;

"Designer" means a person who is creative, practices design and in so doing is capable of delivering innovation, analysing situations that require change, developing solutions to deliver that change and can manage the implementation of such change across the broad spectrum of design disciplines and commercial or social endeavour and in so doing demonstrates creativity, professionalism, skills and knowledge;

"In writing" means written or produced by any substitute for writing or partly written or partly so produced;

"The United Kingdom" includes the Channel Islands and the Isle of Man;

"Co-operating Bodies" means any other bodies, whether incorporated or not, whose objects are similar to those of the Society.

Words importing a single number only shall include the plural and vice versa.
Words importing the masculine gender shall also include the feminine gender.
Words importing persons shall include corporations.

The word "committee" where used herein and where the context so admits shall include the word "board".

Reference herein to any provisions of any Act of Parliament shall, where the context so admits, be construed as a reference to such provision as modified by any Statute for the time being in force.

REGULATIONS

2. The provisions determined from time to time by the Council and conjoined with these Bylaws.

RULES

3. The provisions of the Charter, these Bylaws and the Regulations from time to time made thereunder shall be the Rules of the Society.

ADMISSION of MEMBERS

4. Any person desiring to become a member of the Society shall apply to the Secretary at the Office in writing and in such form as prescribed in the Regulations.

5. The Secretary shall give notice of each application for membership to the Council which shall consider it as prescribed in the Regulations. The Council shall have full and absolute power and authority to refuse any such application for membership save that any person whose application for membership is refused by the Council shall be entitled to receive a statement of the reasons for the Council's decision and shall have a right of appeal as prescribed in the Regulations.

6. Each applicant for membership shall, if approved for membership, be so notified by the Secretary and shall on payment of the amount of the entrance fee and annual subscription, payable in accordance with the Regulations, become a member of the Society and shall be entitled to such rights and privileges as determined within these Bylaws and prescribed within the Regulations.

7. Every member of the Society shall from time to time notify to the Secretary the address of a place of business or residence and such address shall be deemed to be his registered address.

CLASSES OF MEMBERSHIP

I CORPORATE MEMBERS

(A) Fellows

8. Every candidate for transfer to the class of Fellow of the Society shall be a Member of the Society and shall fulfil the criteria as prescribed in the Regulations.

(B) Members

9. Every candidate for election or transfer to the class of Member of the Society shall fulfil the criteria as prescribed in the Regulations.

II NON-CORPORATE MEMBERS

(C) Honorary Fellows

10. The Council may elect as Honorary Fellows, subject to the Regulations, persons outside the design profession numbering no more than fifteen, who have been of significant material assistance to the profession and persons, numbering no more than fifteen, who have been of significant material assistance to the Society, provided that the number of Honorary Fellows shall not exceed thirty at any one time.

(D) Honorary Members

11. The Council may elect as Honorary Members, subject to the Regulations, persons practicing in design numbering no more than five per annum, who are deemed to be exemplars in their field.

(E) Affiliate Fellows

12. Every candidate for election to the class of Affiliate Fellow shall practice in a profession related to the practice of design and fulfil the criteria as prescribed in the Regulations.

(F) Affiliate Members

13. Every candidate for election to the class of Affiliate Member shall practice in a profession related to the practice of design and fulfil the criteria as prescribed in the Regulations.

(G) Associates

14. Every candidate for election to the class of Associate of the Society shall fulfil the criteria as prescribed in the Regulations.

AUTHORISED TITLES

15. The authorised titles and abbreviations therefore of persons belonging to the various classes of Corporate membership shall be:-

Fellow of the Chartered Society of Designers	FCSD
Member of the Chartered Society of Designers	MCSD

16. The authorised titles and abbreviations therefore of persons belonging to the various classes of Non-Corporate membership shall be:-

Honorary Fellow of the Chartered Society of Designers	Hon.FCSD
Honorary Member of the Chartered Society of Designers	Hon.MCSD
Affiliate Fellow of the Chartered Society of Designers	aCSDf
Affiliate Member of the Chartered Society of Designers	aCSDm
Associate Member of the Chartered Society of Designers	Assoc.CSD

17. On election to any class of membership as defined in these Bylaws a member will be assigned a descriptor which he may use within brackets and appended to his authorised title or abbreviation save that no descriptor shall be assigned to an Honorary Fellow or need be assigned to an Honorary Member save in the case that he may be a Member or Fellow in his own right.

(H) Connected classes of membership

18. The Council may in its absolute discretion create from time to time a class or classes of persons who shall be connected to the Society and may cancel any such connection at any time. Those so connected shall not be Members of the Society and shall not be entitled to attend or vote at General Meetings of the Society nor shall they be eligible for membership of the Council but subject thereto shall be entitled to such rights and privileges and be subject to such obligation, including the payment of any fees and subscriptions.

REGISTER OF MEMBERS

19. A Register shall be kept by the Society at the Office containing the names and addresses of all the members showing the class to which each belongs and including such other particulars as may be required by law and in order to administer the work of the Society provided all such data shall be subject to the provision of the Data Protection Act 2003.

RESIGNATION AND EXCLUSION OF MEMBERS

20. Any member wishing to resign from the Society shall give to the Secretary three months' written notice upon the expiration whereof his membership shall cease. A member so retiring shall be liable for his full subscription up to the end of his subscription year in which any part of the three month notice period occurs and shall be entitled to any rights and privileges until his resignation becomes effective. The Council may reinstate any member who resigns in accordance with this Bylaw subject to the criteria set out in the Regulations.

SUSPENSION, COMPULSORY RESIGNATION AND EXPULSION

(A) Members

21. If in the opinion of the Council any member is guilty of dishonourable or unprofessional conduct or activities or of conduct or activities prejudicially affecting the interests of the Society, he may be suspended from membership for such period, not exceeding two years, as the Council may determine, or may be required to resign his membership or his name may be struck off the Register of Members. Any proposal that a member shall be suspended from membership or be required to resign his membership or have his name struck off the Register of Members shall be made at a meeting of the Council of which not less than twenty-one days' notice shall be given to the Council and to the member concerned stating the proposal to be considered at the meeting; and no member shall be suspended or required to resign his membership or expelled by having his name struck off the Register of Members except by a resolution passed by not less than three-quarters of the members of the Council present and voting at the meeting of the Council and unless he shall first have had an opportunity of being heard by himself in his defence, of cross-examining witnesses called against him and of calling witnesses on his own behalf, or, in the case of a member who is for the time being resident abroad, an opportunity of submitting a statement in writing of his defence; and if any member who, in pursuance of the foregoing provisions is called upon to resign his membership fails to do so within seven days from the date of the requirement, the Council shall strike his name off the Register of Members. Save that the Council may appoint an independent panel to determine if a member is guilty of dishonourable or unprofessional conduct or activities or of conduct or

activities prejudicially affecting the interests of the Society and in such a case the decision of the independent panel shall be final. When a member's name is struck off the Register of Members he shall thereupon cease to be a member of the Society and to have any rights or privileges as a member.

(B) Honorary Fellows and Honorary Members

22. If in the opinion of the Council the conduct or activities of any Honorary Fellow or Honorary Member has been such as prejudicially to affect the interests of the Society, the Council may by a vote of three-quarters of its members present and voting at any meeting of the Council resolve either that he be requested to resign his Honorary Fellowship or Honorary Membership that his name be struck off the list of Honorary Fellows or Honorary Members and he shall thereupon cease to be and to have any rights as an Honorary Fellow or Honorary Member but such Honorary Fellow or Honorary Member shall be given an opportunity of appearing before such meeting and giving an explanation of the conduct complained of, or, in the case of an Honorary Fellow or Honorary Member who is for the time being resident abroad, an opportunity of submitting a statement in writing in his defence. Save that the Council may appoint an independent panel to determine if any Honorary Fellow or Honorary Member is guilty of conduct or activities such as prejudicially to affect the interests of the Society and in such a case the decision of the independent panel shall be final.

23. Any member of the Society who is notified of being suspended, required to resign or has his name struck off the Register of Members shall have the right to appeal as prescribed in the Regulations save that if such decision is reached following an independent panel there shall be no right of appeal.

(C) Non-Payment of Subscription

24. Any member whose annual subscription or any part thereof as agreed by the Council is in arrears for more than one month shall forfeit any rights or benefits afforded to members until the arrears are regularised.

25. The name of any person shall, ipso facto, be struck off the Register of Members in the event of such person's annual subscription or any part thereof as agreed by the Council being in arrears for three months from the date of the same becoming payable; provided always that the Council may suspend the operation of this Bylaw whenever it may think fit so to do except that this Bylaw may not be suspended in the case of any Council member being in arrears.

26. Any member of the Society who under the provisions of the Bylaws resigns or is required to resign his membership or whose name is struck off the Register of Members or who otherwise ceases to be a member of the Society shall remain liable to pay the amount of his current annual subscription and any other sums due from him to the Society save that

any rights and privileges granted by virtue of membership of the Society shall terminate as prescribed in the Regulations.

DISQUALIFICATION

27. A Trustee or Officer who has become bankrupt or has compounded with his creditors, or a member who has been suspended or has had his name struck off the Register of Members, shall thereupon be disqualified from acting as, and shall cease to be a Trustee or Officer; provided that until an entry of the disqualification be made in the Minutes of the Council, his acts in his Office shall be as effectual as if he had acted as a qualified Trustee or Officer.

FEES AND SUBSCRIPTIONS

28. Honorary Fellows and Honorary Members of the Society shall not be required to pay any entrance fee, annual or other subscription.

29. Any person applying for membership of the Society shall pay to the Society such application fee as prescribed in the Regulations.

30. On his election as a member of the Society or on transfer to another category of membership, such member shall pay such entrance fee as prescribed in the Regulations.

31. All members save as determined in these Bylaws shall pay an annual subscription fee on such basis as prescribed in the Regulations save that the Council may from time to time accept a lesser subscription fee from any person or group of persons and in so doing shall determine the obligations, rights and benefits, irrespective of or whether contained in these Bylaws or not, afforded to such a person or group of persons.

CHARTERED DESIGNER

32. The Society shall license appropriate Co-operating Bodies who demonstrate to the Council's satisfaction their competence to assess their members for registration as Chartered Designers and who regulate the conduct of their members.

33. The Council shall make Regulations governing the licensing of appropriate Co-operating Bodies to register members as Chartered Designers.

34. The Council shall make regulations concerning the tests or other examinations required to be undertaken by applicants seeking registration as Chartered Designers.

These tests or examinations may be subject to agreement with Co-operating Bodies and may be administered by bodies licensed by the Council under these Bylaws.

35. Candidates fulfilling the requirements for registration as Chartered Designer shall be added to the Register of Chartered Designers. Such requirements shall include continuing membership of the Society or of a body licensed by the Society in accordance with these Bylaws.

OFFICERS

36. The Officers of the Society shall consist of the President, the President Elect, the Immediate Past President, not more than two Vice Presidents, an Honorary Secretary and an Honorary Treasurer. Such Officers, who shall be Corporate Members of the Society, shall be elected annually at the Annual General Meeting subject as regards the President, President Elect and Immediate Past President to the terms of these Bylaws.

37. At each alternate Annual General Meeting the person retiring from the Office of President Elect shall (unless he declines or the Council otherwise resolves by a resolution passed by two-thirds of all the members of the Council) automatically become President of the Society and the person retiring from the Office of President shall automatically become the Immediate Past President of the Society.

38. On his election to President the person shall be entitled to adopt the authorised abbreviation PCSD until he resigns his office at which time the Council shall confirm in writing his entitlement to adopt the authorised abbreviation PPCSD so long as he remains a Member of the Society.

39. Each of the Officers shall hold office until the close of business at the Annual General Meeting next after his election or any adjournment thereof when he shall retire but if otherwise qualified shall be eligible for re-election save that the President, President Elect and Immediate Past President shall retire at the close of business of the second Annual General Meeting after his election provided that should the President serve only one year the Immediate Past President shall not be required to retire; provided that no person shall be permitted to serve in any one of the undermentioned offices for a period of more than the number of consecutive years set opposite each such office respectively:-

President	two years
President Elect	two years
Immediate Past President	three years
Vice-President	three years
Honorary Secretary	three years

Honorary Treasurer three years

40. The Honorary Treasurer shall ensure that there are safe and efficient arrangements for the receipt of money paid to the Society and the issue of money payable by the Society. He shall be responsible for ensuring that proper accounts of the income and expenditure of the Society are maintained and that a Balance Sheet and Statement of Accounts made up to the 31st day of December in each year are prepared, audited and submitted to the Annual General Meeting.

CHIEF EXECUTIVE

41. The Council shall appoint a Chief Executive who shall receive such remuneration as the Council may from time to time determine.

42. The Chief Executive shall be responsible for the books, records and documents of the Society and under the control of the Council and committees shall conduct all the correspondence of the Society and of the Council and committees, attend their meetings, keep a correct record of their proceedings and ensure that applications for admission to the Society are in the form prescribed, and that all the notices required to be sent to the members of the Society and of the Council and committees are duly sent and are in the form prescribed.

43. The Chief Executive shall also conduct the business of the Society and its interests and be responsible for its management in accordance with the Terms and Conditions of his appointment, such Regulations that may apply and shall undertake the duties of the Secretary as required.

STAFF

44. The Chief Executive may appoint such other staff and on such basis as may, in his opinion, be required for the business of the Society and may determine the duties, powers and remuneration and terminate the appointments of such staff provided all such appointments are approved by the Council and any employment created is subject to current employment legislation and directives. No salaried member of the staff of the Society shall be eligible to serve on the Council in any capacity.

45. The Council may establish and maintain a superannuation scheme for the employees of the Society or any of them and may grant such gratuities, pensions or allowances or make such other payments as it may think fit to any such employees or to the widow or family of any dependent of any such employee.

THE COUNCIL

46. The Council shall consist of the following persons whose services shall be purely honorary:-

(a) The President, the President Elect, the Immediate Past President, the Vice-Presidents, the Honorary Secretary and the Honorary Treasurer for the time being who shall be Corporate Members of the Society.

(b) Two Elected Members (hereinafter called "the Elected Members"), who shall be Corporate Members of the Society.

(c) Three Appointed Members (hereinafter called "the Appointed Members"), who shall be Non-Corporate Members of the Society and shall be appointed by the Council at their next meeting following an Annual General Meeting.

47. (a) Each of the Elected Members shall serve on the Council until the close of business at the Annual General Meeting next after his election or any adjournment thereof when he shall retire but if otherwise qualified shall be eligible for re-election; provided that no person shall be permitted to serve as an Elected Member for a period of more than three consecutive years. A retiring Elected Member of the Council shall, if qualified, only be eligible for re-election as an Elected Member after the lapse of one year.

(b) Each of the Appointed Members shall serve on the Council until the close of the Annual General Meeting next after his appointment thereof when he shall retire but if otherwise qualified shall be eligible for re-appointment; provided that no person shall be permitted to serve as an Appointed Member for a period of more than three consecutive years. A retiring Appointed Member of the Council shall, if qualified, only be eligible for re-appointment as an Appointed Member after the lapse of one year.

48. Only Members having paid the full annual subscription for their category of membership or having made arrangements to do so and who are resident in the United Kingdom shall be eligible to serve on Council.

GOVERNANCE

49. The management of the Society shall be vested in the Council which shall have general control of all the business of the Society and the general authority to exercise all the powers of the Society except only such as under the Charter or these ByLaws are expressly directed to be exercised by the Society in General Meeting.

50. The Council may appoint and remove Trustees for any of the purposes of the Society and such Trustees shall have such powers and indemnities and perform such duties and be subject to such regulations as the Council shall determine.

51. The Society may co-operate with other bodies, whether in the United Kingdom or elsewhere, having similar aims and objects, in such manner as the Council may determine.

CASUAL VACANCIES

52. The Council may appoint any of its Corporate Members to fill any casual vacancy among the Officers of the Society but any person so appointed shall retire at the close of the next succeeding Annual General Meeting or any adjournment thereof, but shall be eligible for re-election. The Council may appoint any Corporate Member of the Society as a member of the Council to fill a casual vacancy among the Elected Members. The Council may appoint any Corporate or Non-Corporate member of the Society to fill a casual vacancy among the Appointed Members. Any member so appointed shall retire at the close of the next succeeding Annual General Meeting or at any adjournment thereof and shall be eligible for re-election. The members for the time being of the Council may act notwithstanding any vacancy in their body.

RETIREMENT AND REMOVAL OF OFFICERS OR MEMBERS OF THE COUNCIL

53. A member of the Council shall vacate his Office:-

- (a) If at any time he ceases to hold the Office in right of which he became a member of the Council or if he ceases to be a member of the Society;
- (b) if he becomes bankrupt;
- (c) if in the written opinion of a registered medical practitioner treating the member, he becomes physically or mentally incapable of acting as a Council member;
- (d) if he resigns his Office by notice in writing to the Society;
- (e) if he is removed from Office by a resolution passed by a majority of the members in General Meeting, in which case he shall not be eligible for re-election;
- (f) if he is removed from Office by a resolution passed by no less than three-quarters of the Council members at a meeting, in which case he shall be eligible for re-election at the next Annual General Meeting;
- (g) if at an Annual General Meeting it appears that during the period since the preceding Annual General Meeting he has attended fewer than one half of the meetings of the Council convened in such period; and any member who has vacated his Office pursuant to this clause shall, if qualified, only be eligible for re-election as an Officer or an Elected Member after the lapse of one year, provided always that in exceptional circumstances the Council may suspend the operation of this clause whenever it may think fit so to do.

ELECTION OF OFFICERS AND ELECTED MEMBERS OF THE COUNCIL

54. At any time after the last Annual General Meeting and not less than fifty six days before the date fixed for the next Annual General Meeting any fifty Corporate Members or the Council may give notice in writing to the Secretary nominating a person or persons as a candidate or candidates for election as an Officer or Elected Member of the Council; provided that any notice of nomination as aforesaid which is received by the Secretary before the Council shall have resolved upon the date of the Annual General Meeting or at least twenty-one days before the notice of the Annual General Meeting shall have been given to members shall be deemed to be a valid notice of nomination notwithstanding that it shall have been received by the Secretary less than fifty six days before the meeting. Every such nomination shall be accompanied by notice in writing by the person or persons nominated agreeing to serve if elected. The requirements of this Bylaw as to nomination shall also apply to retiring Officers who are eligible for re-election.

55. At least twenty-one days before the date fixed for the Annual General Meeting the Secretary shall give written notice to every Corporate Member of the Society of the names

and addresses of all candidates who have been nominated for election as Officers or as Elected Members of the Council at the forthcoming meeting (including any who offer themselves for re-election and who have been nominated in accordance with the foregoing Bylaw), the names of their respective nominators and the number of vacancies.

56. If the candidates are not more in number than the number of vacancies all the candidates shall be deemed and declared by the President to be elected at the Annual General Meeting.

57. If the candidates are more in number than the number of vacancies the Secretary shall with the notice forward a voting paper to every Corporate Member. The voting paper shall be in such form as the Council shall direct.

58. The voting papers shall be delivered or returned by post so as to reach the Secretary at least three days before the date fixed for the Annual General Meeting and the Secretary shall place them unopened in a box until, prior to the Annual General Meeting, the Secretary shall open and examine them in the presence of the Auditors of the Society. As soon as the voting papers have been examined and the result of the election ascertained, the box containing all the voting papers shall be closed up and shall be retained by the Secretary for one month following the election after which the voting papers shall be destroyed by the Secretary.

59. The Secretary shall make a report in writing certified by the Auditors which shall contain the following particulars:-

- (a) The total number of voting papers received;
- (b) The number (if any) rejected and the grounds for rejection;
- (c) The names of the candidates who are duly elected.

The report shall be read to the Annual General Meeting by the Chairman of the meeting and shall be conclusive as to the fact of election.

PROCEEDINGS OF THE COUNCIL

60. The Council shall meet not less than three times in every year and at intervals of not more than five months between meetings. The President or failing him the President Elect shall require the Secretary to convene such meetings.

61. Any six or more members of the Council may at any time require the Secretary to convene a meeting of the Council.

62. Not less than seven days notice in writing of meetings of the Council specifying the business to be transacted shall be given to every member of the Council. It shall not be necessary to give notice of a meeting of the Council to any member thereof for the time being absent from the United Kingdom.

63. The quorum necessary for the transaction of the business of the Council shall be seven. A meeting of the Council at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Council.

64. Subject to the provisions of these Bylaws questions arising at any meeting of the Council shall be determined by a majority of votes except in the case of the election of Honorary Fellows or Honorary Members when the affirmative vote of not less than two-thirds of the Council present and voting shall be necessary. Every member of the Council present at a meeting shall have one vote. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

65. Except as otherwise provided by these Bylaws the Council shall determine its own procedure.

66. The Council may delegate any of its powers to committees consisting of a member or members of its body or of the Society as it thinks fit and may revoke or vary any such delegation. Any such committee shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Council.

67. The meetings and proceedings of a committee shall be governed by the Regulations made by the Council under the provisions of these Bylaws.

68. A resolution in writing signed by hand or digitally provided verification is obtained by all the members of the Council or by all the members of a committee shall be as valid and effectual as if it had been passed at a meeting of the Council or, as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the members of the Council or of the committee concerned.

69. All acts done by the Council or by any committee or by any person acting as a member of the Council or of a committee notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of the Council or such committee or person acting as aforesaid or that they or any of them had vacated office, shall be as valid as if every such person had been duly appointed and had continued to be a member of the Council or a member of such committee.

EXAMINATIONS, DIPLOMAS, ACCREDITATION AND AWARDS

70. The Council may at any time cause examinations to be held for the purposes of election to or transfer to any class of membership. The requirements, procedures and any fees to be paid shall be as prescribed in the Regulations.

71. The Council alone or jointly with another organisation or other organisations may cause examinations to be held for the purpose of testing the proficiency and knowledge of persons in design, the applications of design or subjects relevant to the profession of designer. The Council may alone or jointly with other educational or professional bodies grant diplomas, certificates or awards of any kind on the result of such examinations. The requirements, procedures and any fees to be paid shall be as prescribed in the Regulations.

72. The Society, itself or in collaboration, as determined by the Council may operate any other entity or scheme to award accreditation to any group of people or any corporate entity relating to design and in support of the Objects provided that no such established entity or scheme be able to award membership of the Society as contained in the provisions of the Bylaws. The requirements of such awards shall be as prescribed in the Regulations.

73. The Council may remunerate the examiners, assessors or other examination officials appointed under these Bylaws out of the general funds of the Society.

74. Subject to such regulations and on payment of such fees (if any) as prescribed in the Regulations, the Council may issue to any member or any accredited entity a diploma or certificate showing the class of membership to which he belongs or the accreditation awarded. Every such diploma or certificate shall remain the property of, and shall on demand be returned to the Society.

MEETINGS OF THE SOCIETY

75. The Society shall in each year hold a General Meeting as its Annual General Meeting, in addition to any other meetings in that year, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place in the United Kingdom as the Council shall determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

76. At least twenty-one days before the date fixed for the Annual General Meeting the Secretary shall give written notice to every Corporate Member of the Society of the date, time and place of the meeting and of the business to be transacted.

77. The ordinary business of the Annual General Meetings shall be the election of the Officers and of the Elected Members of the Council and the receipt of the annual report of the Council and of the accounts properly audited for the accounting period ended prior to such Annual General Meeting and the appointment and fixing of the remuneration of the Auditors.

78. An Extraordinary General Meeting may be convened by the Council at any time whenever it thinks fit, and shall be convened by the Secretary whenever a requisition, signed by 5% of the Corporate Members of the Society, as calculated and prescribed in the Regulations, specifying the object of the Meeting, is delivered to the Secretary. The requisition may consist of several documents in like form each signed by one or more requisitionists. If the Secretary does not within twenty-one days from the date of the delivery of the requisition proceed duly to convene the Meeting, the requisitionists or not less than 50% of them may themselves convene the Meeting, but the Meeting so convened shall not be held after the expiration of three months from the said date. A Meeting convened under this Bylaw shall be convened as nearly as possible in the same manner as that in which Meetings are convened by the Council. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Secretary duly to convene a Meeting shall be repaid to the requisitionists by the Society. All Extraordinary General Meetings shall, unless otherwise determined by the Council, be held in London.

79. No resolution other than a resolution relative to the transaction of the ordinary business of an Annual General Meeting shall be submitted to an Annual or Extraordinary General Meeting unless notice thereof shall have been given in the notice calling the Meeting.

80. No business shall be transacted at any General Meeting unless a quorum of Corporate Members is present when the meeting proceeds to business. Save as hereinafter otherwise

provided the quorum for a General Meeting shall be twenty Corporate Members present in person and entitled to vote thereat.

81. The President (if any) or failing him the President Elect shall preside as Chairman at every General Meeting but if neither the President nor the President Elect be present within fifteen minutes after the time appointed for such Meeting and be willing to act as Chairman, the members present shall choose a member of the Council, or if no such member be present or if all the members of the Council present decline to take the chair, they shall choose some one of their number to act as Chairman of the Meeting.

82. The Chairman of the Meeting may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business which was competent to be transacted at the Meeting from which the adjournment took place. It shall not be necessary to give any notice of any adjournment or of the business to be transacted at any adjourned Meeting.

VOTES

83. Save as in these Bylaws otherwise provided, at every General Meeting each Corporate Member entitled to attend and vote at General Meetings shall have one vote whether on a show of hands or on a poll, but no Corporate Member entitled to attend and vote at General Meetings shall be entitled to vote at a General Meeting unless all monies due and payable to the Society by him have been paid. Only Corporate Members shall be entitled to attend and vote at General Meetings.

84. (a) A vote taken at a General Meeting shall be by a show of hands unless (before or on the declaration of the result of the show of hands) a poll be demanded by the Chairman of the Meeting or by three or more members present and entitled to vote. Unless a poll be so demanded and the demand be not withdrawn a declaration by the Chairman of the Meeting that a resolution has on a show of hands been carried or not carried by a particular majority and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(b) No objection shall be made to the validity of any vote except at the Meeting or poll at which such vote shall be tendered and every vote not disallowed at such Meeting or poll shall be deemed valid. The Chairman of the Meeting shall be the sole and absolute judge of the validity of every vote tendered at any Meeting or poll.

85. If a poll be duly demanded it shall be taken in such manner as the Chairman of the Meeting shall direct and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

86. In the case of an equality of votes the Chairman of the Meeting shall have a second or casting vote whether on a show of hands or on a poll.

87. No poll shall be demanded on the election of a Chairman of the Meeting or on a question of adjournment.

88. On a poll votes may be given either personally or by proxy. A proxy must be a Corporate Member entitled to vote but no poll vote shall be accepted from a member unless all monies due and payable to the Society by him have been paid. The instrument appointing a proxy shall be in writing under the hand of the appointee or of his attorney duly authorised in writing.

89. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such power or authority shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.

90. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointer or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death or revocation shall have been received by the Secretary at the Office of the Society before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

POSTAL VOTE

91. The Council may, and if required by not less than 10% of the Corporate Members of the Society as calculated and prescribed in the Regulations, shall cause a postal vote to be taken on any question affecting the interests of the Society other than a question which under the Charter or these Bylaws can only be determined by a resolution passed at a General Meeting. Every voting paper shall provide for an affirmative, a neutral and a negative vote upon each question, and a copy shall be sent to each Corporate Member. The Council shall determine the date for the return of the voting papers, and shall appoint two or more Corporate Members (not being members of the Council) to act as scrutineers to open the envelopes containing the votes, to count the votes and to report the result in writing to the Council. Any question so decided shall have the same effect as if the decision had been a resolution duly carried at a General Meeting of the Society properly called to consider the same.

THE SEAL

92. The Council shall provide for the safe custody, preservation and use of the Seal and until otherwise provided by the Council the Seal shall not be affixed to any instrument except by the express authority of a resolution of the Council and in the presence of at least two members of the Council and of the Secretary or of such other person as the Council may appoint for the purpose, and those two members of the Council and the Secretary or such other person as aforesaid shall sign every instrument to which the Seal is affixed in their presence.

ACCOUNTS

93. The Council shall cause proper books of account to be kept. Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the Society's affairs and to explain its transactions. The books of account shall be kept at the Office or at such other place as the Council may determine and (subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed by the Society in General Meeting) such books of account shall be open to the inspection of the members of the Council at all times during usual business hours.

94. The Council shall at least once in every year cause to be prepared and to be laid before the Society in General Meeting an income and expenditure account and balance sheet and such other accounts and reports as may be required by law. Every balance sheet shall be signed on behalf of the Council by two members thereof.

95. A copy of every balance sheet and income and expenditure account which is to be laid before the Society in General Meeting accompanied by a report of the Council upon the general state of the Society and by the Auditor's Report shall be sent in a manner determined by the Council or sent by such electronic means as is verifiable as to delivery to every Corporate Member not less than twenty-one clear days before the Meeting.

AUDIT

96. Auditors of the Society shall be appointed and their duties regulated in the manner provided by the accounting requirements of the Companies Act and the Charity Commission as amended from time to time.

INVESTMENTS

97. Monies of the Society may be invested:-

(a) In or upon any investments falling within Part I or II of the First Schedule to the Trustee Investments Act 1961, as amended or extended from time to time; or

(b) In or upon any of the securities of the government of any country within the Commonwealth, or of the government of any province or state within any such country that has a separate legislature, or of the government of the United States of America; or

(c) In or upon any mortgages or other securities of any municipality, county or district council or local or public authority or board in any country within the Commonwealth, or in any province or state within any such country or in the United States of America; or

(d) In or upon any mortgages or other securities the capital whereof or a minimum rate of interest or dividend whereon is guaranteed by the government of any country within the Commonwealth, or of any province or state within any such country that has a separate legislature, or by the government of the United States of America; or

(e) In the purchase of freehold ground rents or freehold or leasehold land, messuages, tenements and hereditaments within the United Kingdom; or

(f) Upon the security of freehold property, freehold ground rents, land charges or rent charges, by way of first mortgage, up to the limit of two-thirds of the value; or

(g) In or upon any investments, not being investments authorised under any of the foregoing provisions of this Bylaw, falling within the following classes, that is to say, bonds, debentures, debenture stock or mortgages or the fully paid guaranteed or preference or ordinary stock or shares or ordinary preferred or deferred or other stock or shares of any

company incorporated either by Royal Charter or under any general or special Act of the United Kingdom Parliament or any general or special enactment of the legislature of any other country within the Commonwealth or of the United States of America, having an issued and paid up share capital of at least £750,000 or its equivalent at the current rates of exchange, being stocks or shares which are quoted upon a recognised stock exchange in any country within the Commonwealth or in the United States of America, and so that in the case of a company having shares of no par value such paid up capital shall be deemed to include the capital sum (other than capital surplus) appearing in the company's accounts in respect of such shares.

Provided always that no investment shall be made in any ordinary stocks or shares unless the company shall have paid dividends on its issued ordinary capital for the time being at the rate of at least five per centum per annum, for at least four years prior to the date of the investment, or, in the case of shares having no par value, the company shall have paid a dividend thereon for at least six years prior to the date of investment, and that the total amount at any time standing invested in investments authorised by this paragraph as shown by the books of the Society shall not exceed sixty-six and two-thirds per centum of the total amount at such time standing invested in any of the investments hereby authorised as appearing by such books. For the purpose of valuing the investments authorised by this paragraph and held by the Society the minimum price to be taken for each security shall be the cost price thereof to the Society.

Provided that the Council may at any time by resolution decide that the invested funds of the Society be divided into two parts of which one part (the 'narrower fund') shall comprise investments authorised only under paragraphs (a) to (f) inclusive of this Bylaw and the other part (the 'wider fund') shall include all investments for the time being held which are authorised under paragraph (g) of this Bylaw and may also include investments authorised under any of the paragraphs thereof. At the time of making such division the wider fund shall not exceed two-thirds in value of the total invested funds of the Society. For this purpose all investments then held by the Society at the date of the division shall be deemed to have a value equal to the amounts at which they stand in the books of the Society at that date.

From and after the time of such division the following provisions shall have effect:-

(1) No subsequent division of the invested funds of the Society shall be made and no property shall be transferred from one fund to the other unless a compensating transfer, namely a transfer of property of equal value in the reverse direction, is made at the same time;

(2) monies available for investment derived from the narrower fund shall be invested only in investments authorised for the narrower fund;

(3) on any further monies of the Society becoming available for investment or further investments or property being acquired by the Society otherwise than on a change of investments, not less than one-third of such monies or one-third in value of investments so acquired shall be allocated to the narrower fund and invested in investments authorised for the wider fund;

(4) on a withdrawal of any part of the invested funds of the Society the Council shall have an absolute discretion as to whether such part shall be withdrawn from the narrower fund or from the wider fund, and in such case no compensating transfer shall be required;

(5) compliance with these provisions shall be deemed to constitute compliance with the restrictions contained in the said paragraph (g) concerning the total amount at any time invested in investments authorised by that paragraph.

MINUTES

98. The Society shall make provision for the recording of the proceedings of any General and Council meeting as prescribed in the Regulations and the Council shall determine which meetings of committees shall be required to provide a record of their proceedings and the manner of the recording. Any such minutes, if purporting to be signed by the chairman of the Meeting in respect of which the minutes were made or by the chairman of the next succeeding Meeting shall be conclusive evidence without any further proof of the facts therein stated.

NOTICES

99. A notice shall be deemed to be duly served on a member if and when posted in a prepaid envelope addressed to his registered address or sent by such electronic means as is verifiable as to delivery and such notice shall be deemed to have been served on the third day following the posting of such envelope.

100. The accidental omission to give notice of a Meeting to or failure of notice of a Meeting to reach a member shall not invalidate the proceedings or decisions of such Meeting. Other than in the case of a meeting where a proposal that a member be suspended, be required to

resign his membership or have his name struck of the Register of Members, such notice must be served.

INDEMNITY

101. Every member of the Council or of any Committee thereof and every Officer and Auditor of the Society and the Chief Executive shall be indemnified out of the funds of the Society against all liabilities incurred by him as such member, Officer or Auditor in the execution and discharge of his duties and in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted.