

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 matters relating to education and skills are the concern of Departments of Our Government :

AND WHEREAS it has been represented unto Us that the Institute of Educational Assessors was incorporated as a company limited by guarantee under the Companies Act 1985 in the year of Our Lord 2005 and has as its object the advancement of education and training for the public benefit by promoting high standards of assessment :

AND WHEREAS it has been represented unto Us that for the purpose of carrying out the said object it is expedient that the said Institute should be incorporated :

AND WHEREAS We having taken the said representations into Our Royal Consideration are minded to grant a Charter containing such provisions as seem to Us right and suitable :

NOW THEREFORE know ye that We by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion have willed and ordained and by these Presents do for Us, Our Heirs and Successors, will and ordain as follows:

1. The persons now members of The Institute of Educational Assessors (hereinafter called the former Institute) and all other persons who may hereafter become members of the body corporate hereby constituted shall

forever hereafter be one body corporate and politic by the name of The Chartered Institute of Educational Assessors and by the same name shall have perpetual succession and a common seal with power to break, alter and made anew the said seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts and 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. The object of the Institute shall be to advance education and training for the public benefit by promoting high standards of assessment.
3. The Institute shall have power in pursuance of its object:
 - (i) to take over all the assets, undertakings and obligations of the former Institute and for such purpose to enter into all such contracts (including contracts of indemnity) as may be necessary or desirable;
 - (ii) to develop, improve and maintain the practice of assessment professionals;
 - (iii) to promote the continuing development of assessment, its purposes, principles and applications in learning and the awarding of qualifications;
 - (iv) to accredit initial and continuing professional development and to set professional standards in the practice of assessment;

- (v) to draw all assessment of human skills and knowledge under one professional umbrella by registering individuals and agencies who provide evidence of continuing competence in, and commitment to, national standards in the performance of assessment activities;
- (vi) to establish and maintain a Register of Chartered Educational Assessors setting standards for admission to that Register, granting Registrants the description Chartered Educational Assessor and the use of post-nominals (with or without identification of a speciality), developing and applying a code of professional conduct for Registrants and providing an enquiry and disciplinary process in respect of those against whom complaints may be laid, removing from the Register those Registrants against whom any complaints about their professional conduct are proved, and providing a right of appeal against any decisions of the Registration Authority in respect of refusal to register (although only for process and not for the substantive decision) and in respect of disciplinary matters both to be only at the discretion of the Board of Trustees;
- (vii) to enhance the status of assessment professionals in learning delivery in schools and colleges through national and international recognition of their contribution to the education of individuals;
- (viii) to help to instil and support public confidence in the standards of assessment by awarding bodies accountable for qualifications;
- (ix) to identify, support, develop and disseminate good practice and communities of practice;
- (x) to influence and help develop policy by providing strategic advice and guidance;
- (xi) to cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, reports, periodicals, magazines, books, leaflets or other documents or materials stored electronically, optically or magnetically;
- (xii) to hold conferences, exhibitions, meetings, lectures, classes and seminars either alone or with others;
- (xiii) to foster and undertake research into any aspect of the object of the Institute and its work and to disseminate the results of any such research;
- (xiv) to accept subscriptions, donations, devises and bequests of, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal property, maintain and alter any of the same as are necessary for the object of the Institute and (subject to such consents as may be required by law) to sell, lease or otherwise dispose of or mortgage any such real or personal property;
- (xv) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Institute, in the shape of donations, subscriptions or otherwise;
- (xvi) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (xvii) subject to such consents as may be required by law, to lend, borrow or raise money for the object of the Institute on such terms and on such security as may be thought fit PROVIDED THAT the Institute shall not undertake any permanent trading activities in raising funds for the object of the Institute;
- (xviii) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for the object of the Institute;
- (xix) to invest the moneys of the Institute not immediately required for its object in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (xx) to place any moneys of the Institute not immediately required for its purposes on deposit with a bank approved by the Board;
- (xxi) to make any charitable donations either in cash or assets for the furtherance of the object of the Institute;
- (xxii) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the object of the Institute;
- (xxiii) to employ, engage, pay, or provide such persons whose services may be deemed expedient in order to carry out or promote the object of the Institute, in particular to supervise, organise, carry on the work of and advise the Institute;

- (xxiv) to provide indemnity insurance for the Board or any other officer of the Institute in relation to any such liability as is mentioned in clause 5(i) of this Our Charter, but subject to the restrictions specified in clause 5(ii);
- (xxv) subject to the approval of the Lords of Our Most Honourable Privy Council and to such other consents as may be required by law, to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to that of the Institute and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Institute by this Our Charter;
- (xxvi) to establish subsidiary companies to assist or act as agents of the Institute;
- (xxvii) to establish where necessary regional offices (whether autonomous or not); and
- (xxviii) to do all such other lawful things as shall further the object of the Institute;

PROVIDED THAT:

- (a) in the case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts;
- (b) the Institute's object shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and
- (c) in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Institute shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of

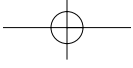
such property in the same manner and to the same extent as it would have been if the Board had not been incorporated and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners for England and Wales over such Board, but the members of the Board shall as regards any such property be subject jointly and severally to such control or authority as if the Institute were not incorporated.

- 4. (i) The liabilities referred to in this Our Charter are:
 - (a) any liability that by virtue of any rule of law would otherwise attach to a trustee of an Institute in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Institute;
 - (b) the liability to make a contribution to the Institute's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- (ii) (a) The following liabilities are excluded:
 - (aa) fines;
 - (bb) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Board member or other officer;
 - (cc) liabilities to the Institute that result from conduct that the Board member or other officer knew or must be assumed to have known was not in the best interests of the Institute or about which the person concerned did not care whether it was in the best interests of the Institute or not.
- (b) There is excluded any liability to make such a contribution where the basis of the Board member's liability is his knowledge prior to the insolvent liquidation of the Institute (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Institute would avoid going into insolvent liquidation.
- 5. The income and property of the Institute shall be applied solely towards the promotion of its object as set forth in this Our Charter and no portion thereof

shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to its members or to any of them and no member of the Board shall be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institute PROVIDED THAT nothing herein shall prevent any payment in good faith by the Institute:

- (i) of reasonable and proper remuneration to any member, officer or employee of the Institute (not being a member of its Board save under sub-clause (v) of this clause for any services rendered to the Institute);
 - (ii) of interest on money lent by any member of the Institute or of its Board at any rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by the Institute's bankers or 3% whichever is greater;
 - (iii) of fees, remuneration or other benefits in money or money's worth to an organisation of which a member of the Board may be a member holding not more than a one hundredth part of the capital of that organisation;
 - (iv) to a member of its Board of reasonable out of pocket expenses;
 - (v) of reasonable and proper remuneration or charges to any chair of the Board who possesses specialist skills, knowledge or experience required by the Institute for its proper administration, provided that the chair of the Board shall withdraw from any meeting whilst his own remuneration or that of his firm, is being discussed.
6. The affairs of the Institute shall be managed and regulated in accordance with the Byelaws, which shall remain in force until revoked, amended or added to as provided below. Any of the Byelaws may from time to time be revoked, amended or added to by a resolution passed by a majority of not less than two-thirds of the members present and entitled to vote at a General Meeting of the Institute or at an Extraordinary General Meeting specially convened for that purpose PROVIDED THAT no new byelaw and no such revocation, amendment or addition as aforesaid shall have any force or effect if it be repugnant to any of the provisions of this Our Charter or until the same has been submitted to and approved by the Lords of Our Privy Council of which approval a Certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence.

7. The Institute may revoke, amend or add to any of the provisions of this Our Charter by a resolution passed by a majority of not less than three-quarters of the members present and entitled to vote at a General Meeting or at an Extraordinary General Meeting duly convened for that purpose, and any such revocation, amendment or addition shall when approved by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforth continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as altered, amended or added to in the above manner PROVIDED THAT no such revocation, amendment or addition shall be made which shall cause the Institute to cease to be a charity in law.
8. It shall be lawful for the Institute at an Extraordinary General Meeting convened for that purpose to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and on such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Institute in such manner as shall be directed by such Extraordinary General Meeting or in default of such direction as the Board shall think expedient having due regard to the liabilities of the Institute for the time being and if, on the winding up or dissolution of the Institute, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid or distributed among the members of the Institute or any of them, but shall, subject to any special trusts affecting it, be given and transferred to some other charitable association or associations having objects similar to the object of the Institute, to be determined by the Board at or before the time of dissolution.
9. And We do for Ourselves, Our Heirs and Successors grant and declare that this Our Charter or the enrolment of it shall be in all things valid and effectual in law according to its true intent and meaning and shall be taken, construed and adjudged in the most favourable and beneficial sense and for the best advantage of the Institute and the promotion of its object as well in Our Courts of Record as elsewhere notwithstanding any non-recital, mis-recital, uncertainty or imperfection.
10. This Our Charter shall take effect on the second of April two thousand and eight.

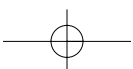
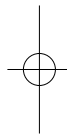
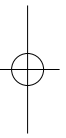


In Witness whereof, We have caused these Our Letters to be made Patent.

Witness Ourselves at Westminster the _____ day of

in the _____ year of Our Reign

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL



SCHEDULE

BYELAWS

Interpretation

1. In the event of any inconsistency between the provisions of the Charter and the provisions of the Byelaws, the provisions of the Charter shall prevail.
2. In this Charter and these Byelaws, unless the context otherwise requires:
 - (i) “the Institute” shall mean The Chartered Institute of Educational Assessors;
 - (ii) “the Auditors” shall mean the auditors for the time being of the Institute;
 - (iii) “the Board” shall mean the board of trustees for the time being of the Institute including, where the context so admits, the Interim Board established pursuant to Byelaw 40;
 - (iv) “these Byelaws” shall mean the byelaws of the Institute, as amended from time to time;
 - (v) “the Chair” shall mean the chair for the time being of the Board;
 - (vi) “the Chief Executive” shall mean the chief executive for the time being of the Institute;
 - (vii) “clear days” in relation to a period of notice means that period excluding the day when the notice is given or deemed to be given or on which it is to take effect;
 - (viii) “month” shall mean a calendar month;
 - (ix) “the Office” shall mean the place designated from time to time by the Board as the principal office of the Institute;

- (x) “the President” shall mean the President for the time being of the Institute;
- (xi) “the Seal” shall mean the common seal of the Institute; and
- (xii) “writing” shall mean written, printed or lithographed, or partly one and partly another, and other means of representing or producing words in a visible form.

Corporate Members

3. There shall be three categories of corporate member of the Institute. The first category shall be known as “Fellows”. The second category shall be known as “Full Members”. The third category shall be known as “Associate Members”. References in these Byelaws to “voting members of the Institute” shall be construed as references to Fellows and to Members and to Associate Members.
4. The Board shall from time to time determine and publish criteria for Fellowship of the Institute, criteria for Membership of the Institute and criteria for Associate Membership of the Institute.
5. Every person who wishes to become a voting member of the Institute shall deliver to the Institute an application for voting membership in such form (if any) as the Board may require and the Chief Executive (or such member or members of staff from time to time deputed by him) shall consider each application and shall grant Fellowship or Membership or Associate Membership (as the case may be) to each and every person who fulfils the criteria determined and published. An unsuccessful applicant may

appeal to the Board stating his grounds of appeal.

6. The Board shall from time to time determine and publish requirements for continuing professional development by voting members of the Institute.
7. A voting member of the Institute shall be entitled to vote each year in the election to fill vacancies in the Board.
8. A voting member of the Institute shall pay to the Institute such subscription (if any) and at such time as the Board shall determine.
9. Only those who are practising as assessors (by whatever description is used) shall be eligible for admission to the Register of Chartered Educational Assessors and able to use the post nominals as included in the Rules from time to time. The process for admission shall be as follows and detailed implementation procedures shall be provided in the Rules.
 - (a) The Institute shall appoint annually a Registration Authority which shall be a committee responsible for recommending to Council:
 - the development and application of criteria for admission to the Register of Chartered Educational Assessors (based upon initial graduate qualifications, experience and the commitments to undertake continuing professional development and to abide by a code of professional conduct)
 - the acceptance or rejection of those applying for admission to the Register and

- the decisions following its investigation of all complaints about Registrants and where appropriate,
 - the decisions of the Disciplinary Committee.
 - An unsuccessful applicant may appeal to the Board stating his grounds of appeal.
- (b) The members of the Registration Authority shall be appointed by the Institute's Board of Trustees and shall meet as often as maybe.
- (c) The Institute shall appoint a Disciplinary Committee to hear, at the request of the Registration Authority, evidence of complaints against Registrants and any explanations given by such Registrants and shall then make recommendations to the Authority.
- (d) The Disciplinary Committee shall comprise members of the Institute who shall not be members of the Registration Authority. The Institute may also appoint two independent (non-Institute) members. It may further appoint a legal advisor to give advice in respect of law and procedure but who shall not have a vote on the decisions about the cases under consideration.
10. In addition:
- (i) a Fellow of the Institute shall be entitled, for so long as he is such a Fellow, to suffix his name with the designation FCIEA (or such other designation as the Board may from time to time determine);

- (ii) a Member of the Institute shall be entitled, for so long as he is such a Full Member, to suffix his name with the designation MCIEA (or such other designation as the Board may from time to time determine); and
- (iii) an Associate Member of the Institute shall be entitled, for so long as he is such an Associate Member, to suffix his name with the designation ACIEA (or such other designation as the Board may from time to time determine).

Determination of Corporate Membership of the Institute

11. Any voting member of the Institute (who is not at the time subject to disciplinary proceedings) may resign his membership at any time by giving notice in writing to the Institute, but he shall remain liable for any outstanding subscriptions.
12. Voting membership of the Institute may be revoked by the Institute if the Board is satisfied that the voting member concerned:
- (i) has committed any material breach of the code of professional practice of the Institute in force from time to time;
 - (ii) has failed to comply with any requirement imposed upon him for continuing professional development;
 - (iii) is in arrears with his subscription (if any) or any other sum due from him to the Institute;
 - (iv) has acted or omitted to act in such a way as to bring, or risk bringing, the Institute into disrepute;

- (v) has acted or omitted to act in such a way as seriously to damage, or risk seriously damaging, the status of assessment; or
- (vi) has been convicted of any arrestable criminal offence, other than an offence under the road traffic legislation for which a fine or non-custodial sentence is imposed.

13. No part of a voting member's subscription shall be repayable on his resignation or the revocation of his voting membership.

Companionship

14. The Board may from time to time appoint as a Companion of the Institute any person, not complying with the criteria for Fellowship, Membership or Associate Membership of the Institute, but who the Board nevertheless considers has made or can make an outstanding contribution to the work of the Institute. A Companion shall not be a voting member of the Institute.

Affiliates

15. The Board may appoint as an Affiliate of the Institute any person who shall apply to be an Affiliate of the Institute and who shall satisfy the criteria therefor, such criteria to be determined and published from time to time by the Board. Affiliates shall not be voting members of the Institute but shall enjoy such privileges and be subject to such requirements (including, if deemed fit, the requirement to pay a subscription) as shall be decided from time to time by the Board.

Students

16. The Board may appoint as a Student of the Institute any person who shall apply to be a Student of the Institute and who shall satisfy the criteria therefor, such criteria to be determined and published from time to time by the Board. Students shall not be corporate members of the Institute but shall enjoy such privileges and be subject to such requirements (including, if deemed fit, the requirement to pay a subscription) as shall be decided from time to time by the Board.

General Meetings

- 17. The Annual General Meeting of the Institute shall be held once in every year at such place and at such time as the Board may determine, provided that not less than 15 months shall elapse between such meetings.
- 18. The President or the Chair of the Board may at any time convene an Extraordinary General Meeting which shall be any other General Meeting of the Institute and the Board shall convene such a meeting whenever so required in writing by not less than 10% of the voting members of the Institute from time to time.
- 19. At least 21 days' clear notice of every General Meeting of the Institute specifying the place, day and hour of the General Meeting and the general nature of the business to be transacted shall be given by notice sent by post or electronically to every voting member of the Institute having a registered address within the United Kingdom.

- 20. The accidental omission to give notice of a General Meeting of the Institute to any person entitled to receive such notice shall not invalidate anything done at such General Meeting.
- 21. At all General Meetings of the Institute, each voting member shall, subject as hereinafter provided, be entitled to one vote.
- 22. A person otherwise entitled to vote, who has not paid every subscription or other sum due and owing by him to the Institute, shall not be entitled to vote.
- 23. Votes may be given either personally or by proxy. A proxy must be another voting member of the Institute.
- 24. The instrument appointing a proxy shall be in writing and must be deposited at the Office not less than 48 hours before the time appointed for holding the General Meeting or adjourned General 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 12 months from the date of its execution.
- 25. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the General Meeting or adjourned General Meeting at which the proxy is used.

26. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

“The Chartered Institute of Educational Assessors

I....of...., a voting member of the Institute hereby appoint.... of....and failing h i m of...., both voting members of the Institute, as my proxy to vote for me on my behalf at the Annual/Extraordinary General Meeting of the Institute to be held on.... and at any adjournment thereof.

Signed.....

Dated.....

This form is to be used in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit”.

- 27. The business of the Annual General Meeting of the Institute shall be to receive and consider the annual report of the Board and the accounts, and to elect the President and the Auditors. All other business transacted at any Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.
- 28. Twenty persons entitled to vote, being present in person or by proxy, shall be a quorum at a General Meeting of the Institute.
- 29. The President shall be entitled to take the chair at every General Meeting of the Institute. If the President is not present at the time appointed for such General Meeting, the Chair of the Board shall be entitled to take the chair, and failing him, the voting members present shall choose one of their number to take the chair.

30. If within half an hour after the time appointed for the General Meeting a quorum is not present, the General Meeting shall stand adjourned to such day (not being more than 21 days thereafter) and at such hour and place as the Chair thereof shall determine, and, if at such adjourned meeting a quorum is not present, those persons who are then and there present, in person or by proxy, and entitled to vote shall be a quorum and may transact the business for which the General Meeting was called.
31. At any General Meeting, a resolution put to the vote shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least three voting members of the Institute present in person or by proxy, and unless a poll be so demanded, a declaration by the Chair that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive evidence of the fact without proof of a number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
32. If a poll is demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the General Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.
33. No poll shall be demanded on the election of a Chair of a General Meeting, or on any question of adjournment.
34. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

35. In the case of an equality of votes, whether on a show of hands, or on a poll, the resolution shall be deemed not to have been passed. The Chair of the General Meeting shall not have a second or casting vote.

The Board

36. Unless otherwise determined by a General Meeting, membership of the Board shall be constituted as follows:
 - (i) the Chair;
 - (ii) six members elected by the voting membership from amongst themselves;
 - (iii) six persons representing relevant organisations in the educational, assessment and other appropriate communities. Such organisations shall be identified by the Board and shall nominate their representative Board member.
37. As far as is possible, regard shall be had to the desirability of promoting diversity among the Board from time to time in terms of age, gender, ethnicity and disability and in terms of achieving an appropriate balance between those having educational experience and those having appropriate experience outside the education sector, including industry and commerce, the professions and the not-for-profit sector.
38. The Chair shall be a person not already a member of the Board but who has such experience and expertise in the opinion of the Board that he will exercise appropriate leadership. The Chair shall normally serve for a three year period

39. At each Annual General Meeting of the Institute and at each subsequent Annual General Meeting, one third of the Board (other than the Chair) shall retire, or if the number is not a multiple of three, the whole number nearest to one third.
40. The members of the Board to retire shall be those who have been longer or longest in office since their last appointment. As between members of equal seniority, the members of the Board to retire shall, in the absence of agreement, be selected from amongst themselves by lot. A retiring member of the Board shall not be eligible for re-election or re-appointment until one year has elapsed.
41. Any member of the Board may be removed from office before the expiration of his period of office by the members in General Meeting. Any person appointed or elected shall remain in his office so long only as the member in whose place he is appointed would have held office if he had not been removed.

Powers of the Board

42. The Board may exercise all such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute and as are not by the Charter or these Byelaws required to be exercised or done by the Institute in General Meeting.
43. Each member of the Board shall be indemnified out of the assets of the Institute against any liability incurred by him by reason of any act or thing done by him in the proper discharge of his office or duty.

Proceedings of the Board

44. The Board shall meet together at least three times a year (and more frequently as it may from time to time think fit) for the dispatch of business and may adjourn its meetings as it thinks fit. A quorum shall be six members.
45. Questions arising at any meeting of the Board shall be decided by a majority of votes, each member present having one vote. In case of an equality of votes the Chair of the meeting shall have a second or casting vote.
46. Any six members of the Board may summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall be entitled to notice of a meeting sent to his registered address.
47. The Chair shall be entitled to preside at all meetings of the Board at which he shall be present. If, at any meeting, the Chair is not present within ten minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chair for that meeting.
48. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Byelaws vested in the Board generally.
49. All acts *bona fide* done by any meeting of the Board or by any person acting as a member of the Board, shall, notwithstanding it is afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such

person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.

50. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Institute and of the Board and of any committee established, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence of the decisions taken without any further proof of the facts therein stated.
51. A resolution in writing signed by all the members for the time being of the Board who are entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted. Any such resolution may consist of several documents in the like form (including facsimile transmission) and signed by one or more of the Board for the time being entitled to receive notice of a meeting of the Board.
52. A member of the Board shall be treated as present at a meeting of the Board notwithstanding that he is not physically present if he is in communication with the meeting by telephone or other telecommunication link and, for the purpose of these Byelaws, meetings of the Board shall include meetings held by telephone or any other form of telecommunication link provided that:
 - (i) all members of the Board have received notice of the meeting and the means of communication to be employed therefor; and

- (ii) the telephone or telecommunication link is so arranged that it is possible for each member of the Board to hear and be heard by each other person participating in the meeting and the terms "meeting" and "meet" shall be construed accordingly.

Committees

53. The Board may delegate any of its functions to committees. Such committees shall consist of such persons as the Board thinks fit, so long as one or more of such persons is a Board member. Any committee so formed shall, in exercise of the powers so delegated, conform to all regulations imposed upon it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Byelaws for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any Rules made by the Board. The acts and proceedings of such committees shall be reported fully to the Board.
54. One such committee which shall be established by the Board shall be known as the Audit Committee which will hold at least one meeting annually and will have the following terms of reference:
 - (i) to advise the Board on the appointment of the Auditors and to monitor the performance and effectiveness of the appointed Auditors;
 - (ii) to satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness;

- (iii) to ensure compliance with such legal and ethical standards as are applicable;
 - (iv) to consider draft annual accounts for recommendation to the Board; and
 - (v) to report as appropriate to the Board but in any event at least annually.
55. The Board shall not delegate any of the following matters to a committee:
- (i) the approval of the annual estimates of income and expenditure;
 - (ii) the approval of the annual business plan and the key objectives of the Institute;
 - (iii) ensuring the solvency of the Institute and the safeguarding of its assets;
 - (iv) ensuring the continued charitable status of the Institute;
 - (v) the appointment of the President; and
 - (vi) the appointment or dismissal of the Chief Executive.

Disqualification of Trustees

56. The office of a trustee shall be vacated if:
- (i) by notice in writing to the Institute he resigns his office;
 - (ii) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (iii) he becomes of unsound mind; or
 - (iv) he becomes prohibited by law from being a trustee of the Institute.

President

57. There may be a President of the Institute who shall be appointed by the Board for such term and subject to such conditions as the Board shall decide.
58. The President shall be a person of outstanding ability in teaching, learning or educational assessment who has made a significant contribution to his profession over the course of his career. If he has not been a corporate member of the Institute in the period leading up to his appointment, in which case he will be deemed to be a corporate member of the Institute by virtue of his appointment as President, such membership to be co-terminous with his presidency.
59. The function of the President shall be to represent the Institute at the highest level in its relations with Government and other organisations. He shall not have responsibility for the day-to-day governance, direction and management of the Institute.

Chief Executive

60. A Chief Executive shall be appointed by the Board for such term, at such remuneration and upon such conditions as it shall think fit and any Chief Executive so appointed may be removed by the Board.
61. The Board may entrust to and confer upon the Chief Executive such of the executive powers exercisable under these Byelaws by the Board as it may think fit, and may confer those powers for such time, and to be exercised for such object and purposes, and upon such terms, and

with such restrictions, as it may consider expedient, and it may revoke, withdraw, alter or vary all or any of those powers: PROVIDED THAT all acts of the Chief Executive shall be reported in due course to the Board.

62. The Chief Executive shall engage all persons to be employed under him and shall be responsible for them.
63. The Chief Executive shall be entitled to receive notice of and to attend and speak, but not vote, at all General Meetings of the Institute, all meetings of the Board and all meetings of any committee. The Chief Executive shall, however, absent himself from all discussions concerning his performance or remuneration. The Chief Executive may be accompanied by such senior staff of the Institute as the Chair of the meeting shall consider appropriate.

Observer

64. For so long as the Institute is in receipt of funds from the Qualifications and Curriculum Authority (or its successor body), the Qualifications and Curriculum Authority (or its successor body) shall be entitled to receive notice of and appoint an observer to attend all General Meetings of the Institute, all meetings of the Board and all meetings of any committee.

Accounts

65. The Board shall cause accounting records to be maintained.
66. At the Annual General Meeting of the Institute in each year, the Board shall lay before the

Institute an income and expenditure account for the period since the last preceding accounting reference date together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and of the Auditors, and copies of such account, balance sheet and reports shall, not less than 21 clear days before the date of the General Meeting at which they are to be laid, be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of General Meetings.

Audit

67. At the Annual General Meeting each year, the voting members shall appoint the Auditors. The remuneration of the Auditors shall be fixed

by the Institute at the Annual General Meeting at which the Auditors are so appointed. The Auditors shall be eligible for re-appointment. Any casual vacancy in the office of Auditors may be filled by the Board.

68. Once at least in every year, the accounts of the Institute shall be examined and the correctness of the profit and loss account and balance sheet ascertained by the Auditors.

Rules

69. Rules may from time to time be made, amended or repealed by the Council with respect to matters not covered by the Royal Charter and Byelaws.
70. Such Rules as may be made shall be subject to review and approval or otherwise by the members of The Institute at the Annual

General Meeting taking place next after such Rule or Rules shall have been made, amended or repealed as the case may be or at an earlier Extraordinary General Meeting duly called, but such Rule or Rules shall be treated as valid until such review shall have taken place notwithstanding the decision reached upon such review.