

DRAFT ROYAL CHARTER

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS the Institute of Educational Assessors was incorporated as a company limited by guarantee under the Companies Act 1985 in the year of our Lord 2005 and has by a Humble Petition prayed that We might be graciously pleased to grant to it a Charter of Incorporation.

NOW THEREFORE know ye that We having taken the said Petition into Our Royal Consideration, and having been pleased, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion, to grant and declare, and do hereby for Us, Our Heirs and Successors, grant and declare as follows:

1. The persons now members of The Institute of Educational Assessors 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 continue to 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. In this Our Charter unless the context otherwise requires:
 - (i) “the Institute” shall mean The Chartered Institute of Educational Assessors as hereby incorporated;
 - (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;
 - (iv) “the Byelaws” shall mean the byelaws set out in the schedule below as amended from time to time as provided below;

- (v) “the Chief Executive” shall mean the chief executive for the time being of the Institute;
- (vi) “clear days” in relation to a period of notice shall mean that period excluding the day when the notice is given or deemed to be given or on which it is to take effect;
- (vii) “month” shall mean a calendar month;
- (viii) “the Seal” shall mean the common seal of the Institute;
- (ix) “the President” shall mean the President for the time being of the Institute;
- (x) “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;
- (xi) words importing the singular number only shall include the plural number, and vice versa;
- (xii) words importing one gender only shall include all genders; and
- (xiii) words importing persons shall include corporations and other organisations.

3. The object of the Institute shall be to advance education for the public benefit by promoting high standards of assessment in the education process.

4. The Institute shall have power:

- (i) to develop, improve and maintain the practice of assessment professionals;
- (ii) to promote the continuing development of assessment, its purposes, principles and applications in learning and the awarding of qualifications;
- (iii) to accredit initial and continuing professional development and to set professional standards;
- (iv) 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;
- (v) to enhance the status of assessment professionals in learning delivery in schools and colleges through national (and, in due course, international) recognition of their contribution to the education of individuals;

- (vi) to help to instil and support public confidence in the standards of assessment by awarding bodies accountable for national general qualifications in England, Wales and Northern Ireland;
- (vii) to identify, support, develop and disseminate good practice and communities of practice;
- (viii) to influence and help develop policy by providing strategic advice and guidance;
- (ix) 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;
- (x) to hold conferences, exhibitions, meetings, lectures, classes and seminars either alone or with others;
- (xi) 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;
- (xii) 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 estate, 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 estate;
- (xiii) 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;
- (xiv) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (xv) 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;
- (xvi) 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;

- (xvii) 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;
- (xviii) to place any moneys of the Institute not immediately required for its purposes on deposit with a bank approved by the Board;
- (xix) to make any charitable donations either in cash or assets for the furtherance of the object of the Institute;
- (xx) 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;
- (xxi) 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;
- (xxii) 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);
- (xxiii) 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;
- (xxiv) to establish subsidiary companies to assist or act as agents of the Institute;
- (xxv) to establish where necessary regional offices (whether autonomous or not); and
- (xxvi) 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 their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as the Board have been if no incorporation had been effected, 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 they shall as regards any such property be subject jointly and severally to such control or authority as if the Institute were not incorporated.
5. (i) The liabilities referred to in clause 4(xxii) of this Our Charter are:
- (a) any liability that by virtue of any rule of law would otherwise attach to a trustee of a 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 from clause 5(i)(a):
- (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 from clause 5(i)(b) 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.
6. 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 by way of dividend, bonus or otherwise howsoever by way of profit, 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 6 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 a Institute of which a member of the Board may be a member holding not more than a one hundredth part of the capital of that Institute;
 - (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.
7. There shall be a President of the Institute who shall be elected annually at the Annual General Meeting. A retiring President shall be eligible for re-election.
8. The affairs of the Institute shall be controlled by the Board constituted in accordance

with the Byelaws. The first members of the Board shall be the members of the [interim] Board of The Institute of Educational Assessors at the date of this Our Charter.

9. There shall be such classes of members of the Institute as the Byelaws shall prescribe. The qualifications, methods and terms of appointment, rights, privileges and obligations of each class of membership and the disciplinary arrangements to which members shall be subject shall be as the Byelaws shall prescribe. Members may be designated as belonging to the Institute by the use of such titles and abbreviations as the Byelaws shall prescribe. No other abbreviation to indicate a class of membership may be used.
10. An Annual General Meeting of the Institute shall be held once in every year at such time and place as shall be prescribed by or in accordance with the Byelaws and the Board shall lay before every such meeting such accounts and make to it such reports as may from time to time be prescribed by the Byelaws. Not less than 15 months shall elapse between Annual General Meetings. Subject as aforesaid, meetings of the Institute shall be convened and the proceedings there regulated in accordance with the Byelaws.
11. The accounts to be submitted to each Annual General Meeting of the Institute shall be audited by the Auditors.
12. 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.
13. 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.

14. 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.
15. 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 Institution and the promotion of its object as well in Our Courts of Record as elsewhere notwithstanding any non-recital, mis-recital, uncertainty or imperfection.
16. This Our Charter shall take effect on the [day] of [month] 2006.

IN WITNESS whereof, We have caused these Our Letters to be made Patent.

WITNESS Ourself at Westminster
the [day] day of [month] 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 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;
 - (iv) “these Byelaws” shall mean the byelaws of the Institute, as amended from time to time;
 - (v) “the Chief Executive” shall mean the chief executive for the time being of the Institute;
 - (vi) “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;
 - (vii) “month” shall mean a calendar month;
 - (viii) “the Office” shall mean the place designated from time to time by the Board as the principal office of the Institute;
 - (ix) “the President” shall mean the President for the time being of the Institute;
 - (x) “the Seal” shall mean the common seal of the Institute; and
 - (xi) “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.
3. In these Byelaws:
 - (i) any references to a Byelaw shall be to a byelaw of these Byelaws.
 - (ii) words importing the singular number only shall include the plural number, and vice versa;
 - (iii) words importing one gender only shall include all genders; and
 - (iv) words importing persons shall include corporations and other organisations.

Corporate Members

4. 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 “corporate members of the Institute” shall be construed as references to Fellows and to Full Members and to Associate Members.
5. The Board, acting through its Committee for Membership and Accreditation, shall from

- time to time determine and publish criteria for fellowship of the Institute, criteria for full membership of the Institute and criteria for associate membership of the Institute.
6. Every person who wishes to become a corporate member of the Institute shall deliver to the Institute an application for corporate membership in such form (if any) as the Board (acting through its Committee for Membership and Accreditation) 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 full or associate membership (as the case may be) to each and every person who fulfils the criteria determined and published in accordance with Byelaw 5.
 7. The Board (acting through its Committee for Membership and Accreditation) shall from time to time determine and publish requirements for continuing professional development by corporate members of the Institute.
 8. Fellows of the Institute shall be entitled to elect two Board members from amongst their number.
 9. Full Members of the Institute shall be entitled to elect three Board members from amongst their number.
 10. Associate Members of the Institute shall be entitled to elect one Board member from amongst their number.
 11. A corporate member of the Institute shall pay to the Institute such subscription (if any) and at such time as the Board shall determine.
 12. A corporate member of the Institute shall be entitled, for so long as he is such a corporate member, to call himself a Chartered Assessor.
 13. 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 Full 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

14. Any corporate 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.

15. Corporate membership of the Institute may be revoked by the Institute if the Board (acting through its Committee for Membership and Accreditation) is satisfied that the corporate 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 no longer active in the assessment profession and has not been so active in more than a minimal way for the last five years;
 - (iv) is in arrears with his subscription (if any) or any other sum due from him to the Institute;
 - (v) has acted or omitted to act in such a way as to bring, or risk bringing, the Institute into disrepute;
 - (vi) has acted or omitted to act in such a way as to seriously damage, or risk seriously damaging, the status of assessment; or
 - (vii) 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.
16. No part of a corporate member's subscription shall be repayable on his resignation or the revocation of his corporate membership.

Companionship

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

Business Members

18. The Board (acting through its Committee for Membership and Accreditation) may appoint as a business member of the Institute any person (which expression, for the avoidance of doubt, includes corporations) and who shall satisfy the criteria therefor, such criteria to be determined and published from time to time by the Board (acting as aforesaid). Business members 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 laid down from time to time by the Board, acting as aforesaid.

Affiliates

19. The Board (acting through its Committee for Membership and Accreditation) 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 (acting as aforesaid). Affiliates 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 laid down from time to time by the Board, acting as aforesaid.

Students

20. The Board (acting through its Committee for Membership and Accreditation) 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 (acting as aforesaid). 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 laid down from time to time by the Board, acting as aforesaid.

General Meetings

21. 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 no less than 15 months shall elapse between such meetings.
22. The President or the Chair of the Board may at any time convene an Extraordinary General Meeting of the Institute and the Board shall convene such a meeting whenever so required in writing by not less than [50] corporate members of the Institute.
23. 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 to every corporate member of the Institute having a registered address within the United Kingdom.
24. 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.
25. At all General Meetings of the Institute, each corporate member shall, subject as hereinafter provided, be entitled to one vote.
26. 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.
27. Votes may be given either personally or by proxy. A proxy must be another corporate

- member of the Institute.
28. 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.
 29. 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.
 30. 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 corporate member of the Institute hereby appoint... of.... and failing him.... of...., both corporate 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.... 200.... and at any adjournment thereof.
Signed....
Dated....200....
This form is to be used in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit".
 31. 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.
 32. [Twenty] persons entitled to vote, being present in person or by proxy, shall be a quorum at a General Meeting of the Institute.
 33. 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 corporate members present shall choose one of their number to take the chair.
 34. 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.
35. 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 corporate 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.
 36. 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.
 37. No poll shall be demanded on the election of a chair of a General Meeting, or on any question of adjournment.
 38. 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.
 39. 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

40. Unless otherwise determined by a General Meeting, membership of the Board shall be constituted as follows:
 - (i) [the President];
 - (ii) two persons to be appointed by and from amongst the Fellows of the Institute pursuant to Byelaw 8;
 - (iii) three persons to be appointed by and from amongst the Full Members of the Institute pursuant to Byelaw 9;
 - (iv) one person to be appointed by and from amongst the Associate Members of the Institute pursuant to Byelaw 10; and
 - (v) not less than six nor more than nine persons to be appointed by the Board in accordance with Byelaw 41.
41. The trustees to be appointed pursuant to Byelaw 40(v) shall be such persons who appear to the Board to have experience of, and to have shown capacity in, industrial,

- commercial or financial matters or the practice of any profession.
42. In making appointments to the Board, 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.
 43. Notwithstanding the requirements of Byelaw 42, no appointment to the Board may be challenged on grounds of imbalance.
 44. The Board shall appoint one of their number to be the Chair of the Board from time to time.
 45. There shall be no limit as to the age at which a person may become a member of the Board or until which, having become a member of the Board, he may continue so to act.
 46. At the second Annual General Meeting of the Institute and at each subsequent Annual General Meeting, one third of the trustees (other than the President) shall retire, or if their number is not a multiple of three, the whole number nearest to one third.
 47. The members of the Board to retire pursuant to Byelaw 46 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 among them by lot. A retiring member of the Board shall be eligible for re-appointment twice only.
 48. Any member of the Board may be removed from office by his appointors before the expiration of his period of office notwithstanding anything in these Byelaws or in any agreement between the Institute and such member of the Board and the appointors shall be entitled to appoint any person in his stead; but any person so appointed shall remain in his office so long only as the trustee in whose place he is appointed would have held office if he had not been removed.

Powers of the Board

49. 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.
50. 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

51. The Board shall meet together at least three times a year (and more frequently as they may from time to time think fit) for the dispatch of business and may adjourn and otherwise regulate their meetings as they think fit. A quorum shall be six trustees, at least two of whom shall be drawn from Byelaw 40(ii), (iii) or (iv) and two from Byelaw 40(v).
52. Questions arising at any meeting of the Board shall be decided by a majority of votes, each trustee present having one vote. In case of an equality of votes the chair of the meeting shall have a second or casting vote.
53. Any three 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.
54. The Chair of the Board shall be entitled to preside at all meetings of the Board at which he shall be present. If at any meeting the Chair of the Board 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 of the meeting.
55. 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.
56. 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 or continuance in office 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.
57. 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 pursuant to Byelaw 60, 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 without any further proof of the facts therein stated.
58. 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.

59. 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

60. The Board may delegate any of their functions to committees, other than those functions referred to in Byelaw 64. Such committees shall consist of such persons as the Board think 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 regulations made by the Board. The acts and proceedings of such committees shall be reported fully to the Board.
61. 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, subject always to Byelaw 64, 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 Turnbull standards;
 - (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.
62. Another such committee which shall be established by the Board shall be known as the

Committee for Operations which will hold at least three meetings annually and, subject always to Byelaw 64, will have the task of guiding the Board on operational matters relating to the Institute's work, procedures and processes.

63. A third such committee which shall be established by the Board shall be known as the Committee for Membership and Accreditation which will hold at least two meetings annually and, subject always to Byelaw 64, will have the task of guiding the Board on academic matters relating to professional development , including performing the functions set out in Byelaws 5, 6, 7, 15, 18, 19 and 20.
64. 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;
 - (vi) ensuring the continued charitable status of the Institute; and
 - (v) the appointment or dismissal of the Chief Executive.

Disqualification of Trustees

65. 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

66. There shall be a President of the Institute who shall be elected annually at the Annual General Meeting of the Institute. A retiring President shall be eligible for re-election.

Chief Executive

67. A Chief Executive shall be appointed by the Board for such term, at such remuneration and (subject to Byelaws 68 to 70) upon such conditions as they shall think fit and any Chief Executive so appointed may be removed by the Board.
68. The Board may entrust to and confer upon the Chief Executive such of the executive powers exercisable under these Byelaws by the Board as they 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 conditions, and with such restrictions, as they may consider expedient, and they 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.

69. The Chief Executive shall engage all persons to be employed under him and shall be responsible for them.
70. 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

71. For so long as the Institute is in receipt of funds from the Qualifications and Curriculum Authority, the Qualifications and Curriculum Authority 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

72. The Board shall cause accounting records to be maintained. Such records shall be kept at the Office and shall be open to inspection by the corporate members of the Institute, by any organisation approved by the Board for so long as it is an approved organisation, by the Auditors and by the Charity Commissioners for England and Wales.
73. At the Annual General Meeting of the Institute in each year, the Board shall lay before the Institute a profit and loss account for the period since the last preceding accounting reference date or (in the case of the first account) since the constitution of the Institute 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

74. At the Annual General Meeting each year, the corporate 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.

75. 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.