



Chartered  
Institute of  
Taxation  
Excellence in Taxation



# BYELAWS

Last amended on 10 August 2017. (Approved by the Privy Council.)

# THE CHARTERED INSTITUTE OF TAXATION

## BYELAWS

### PRELIMINARY

#### Citation, commencement and application

- A These Byelaws may be cited as The Chartered Institute of Taxation's Byelaws.
- B These Byelaws as amended as set out herein shall come into force on 15 July 2015.
- C These Byelaws are made pursuant to and may be amended in accordance with clauses 6 and 7 of the Charter dated 29 April 1994.

### 1. DEFINITIONS

- (1) In the Byelaws and the Regulations except where the context otherwise requires the following words and phrases shall have the meanings respectively ascribed to them:
  - (a) "the Byelaws" means these Byelaws as added to, amended or revoked from time to time;
  - (b) "the Charter" means the Charter of the Institute and (except where the reference is to the date on which the Charter came into force) includes additions, amendments and revocations from time to time, and all Supplemental Charters for the time being in force;
  - (c) "the Company" means the Company limited by guarantee and incorporated on 1<sup>st</sup> November 1934 which bears the name "The Institute of Taxation" (Company No. 00293627);
  - (d) "the Council" means the Council of the Institute;
  - (e) "Council Regulations" means regulations made by resolution of the Council and "the Council Regulations" means all Council Regulations for the time being in force;
  - (f) "the Institute" means The Chartered Institute of Taxation constituted by the Charter;
  - (g) "in writing" and "written" includes printing, lithography and electronic and other modes of representing or reproducing words in a legible form;
  - (h) "the Laws of the Institute" means the Charter, the Byelaws, the Regulations and any other provisions regulating the activities of Members or students, or their conduct, including any disciplinary scheme established by the Institute alone or in co-operation with other bodies;

- (i) "Member" means a Member of the Institute and includes, for the purposes only of the disciplinary powers and procedures of the Institute and of any arrangements in place under Article 3(5) of the Charter, a firm or company containing Members of the Institute which is registered with or recognised by the Institute for the purposes of or in connection with any statutory or other function or status of the Institute, and in particular for the purposes of any system of compliance monitoring and enforcement, whether operated by the Institute alone or in conjunction with any other body, and all related regulations, rules, codes, contracts or other requirements arising from such function or status.
  - (j) "Members' Regulations" means regulations made by Special Resolution as defined by the Charter and "the Members' Regulations" means all Members' Regulations for the time being in force;
  - (k) "the Regulations" means all Members' Regulations and all Council Regulations for the time being in force.
  - (l) "student" means a person registered as a student of the Institute, and includes a former student who has completed the relevant examinations but has not yet been admitted as a Member; and
  - (m) "TDB" means the Taxation Disciplinary Board operated by the Taxation Disciplinary Board Limited, or any successor body in which the Institute is a participant for the purposes of the disciplining of Members or students.
- (2) In the Byelaws and the Regulations except where the context otherwise requires:
- (a) Any reference to the making of a Byelaw or Regulation shall include a reference to the amending of a Byelaw or Regulation already made.
  - (b) Words importing the masculine gender shall include the feminine, words in the singular shall include the plural and words in the plural shall include the singular.
  - (c) Words importing persons shall include corporations and "corporations" shall include unincorporated associations.
  - (d) References to any statutory enactment shall include any statutory re-enactment or modification thereof and all rules and delegated legislation made thereunder.
- (3) Any words and terms which may be defined by the Charter shall, unless the context otherwise requires, have the same meaning in the Byelaws and the Regulations.

## **2. MEMBERS OF THE INSTITUTE**

- (1) (a) The following shall be Members of the Institute:
  - (i) The persons who were members of the Company at the date the Charter came into force and who shall, subject to the Byelaws and to any amendments or variations which may be made by the Council either generally or in any particular case, continue to be Members of the Institute of the category corresponding to their membership of the Company for the unexpired period of their membership of the Company and shall be entitled to renew their membership from time to time in the same way as all Members of the Institute of the same category; and

- (ii) persons who have the necessary qualifications and who may be admitted in accordance with the Laws of the Institute.

### **Categories of Membership, Admission and Transfer**

- (2)
  - (a) Members of the Institute shall consist of Fellows and Honorary Fellows, Associates and Retired Members.
  - (b) Council Regulations shall provide for the formalities of application for admission to each class of membership and admission and all other matters relating thereto, including fees, costs and subscriptions, not otherwise prescribed by the Byelaws or Members' Regulations.
  - (c) Council Regulations may also provide for the transfer of members from one class or category of membership to another and for all matters relating to that.

### **Qualification for admission**

- (3) A person shall be qualified for admission as an Associate if:
  - (a) he has passed all the examinations of the Institute for the time being prescribed by Council Regulations and has given such evidence as the Council may require of his experience in the field of taxation; or
  - (b) he is a member, other than an honorary member, of any organisation approved by the Members for this purpose at a date determined by the Council.
- (4) Subject to paragraph (5) of this Byelaw, a person shall be qualified for admission as a Fellow (other than an Honorary Fellow) if he satisfies both of the following conditions:
  - (a) he is an Associate; and
  - (b) he has submitted an acceptable dissertation or satisfied other suitable requirements in accordance with such terms and conditions as may be prescribed by Council Regulations and has given such evidence as the Council may require of his experience in the field of taxation.
- (5) A person shall be qualified for admission as a Fellow if he satisfies condition (b) but not (a) of paragraph (4) of this Byelaw if he is a person whose experience and other relevant qualifications, if any, would, in the opinion of the Council, mean that he would contribute significantly to the pursuit of the objects of the Institute, provided that not more than ten persons may be admitted to be Fellows under this paragraph (5) in any calendar year.
- (6) A person shall be qualified for admission as an Honorary Fellow if he shall be invited by the Council to accept such admission on the grounds of his particular distinction in the field of taxation or some related field or that he shall have rendered some signal service to the Institute.

### **Refusal of membership**

- (7) The Council may in its absolute discretion refuse to admit any person to membership and shall not be obliged to give reasons for its decision.

### **Retired members**

- (8) (a) A Fellow (other than an Honorary Fellow) or an Associate may apply in writing to the Institute at any time to be transferred to a special category of Members to be known as Retired Members, and he shall continue to be a Fellow or an Associate as the case may be for all the purposes of the Byelaws but subject to such special arrangements as the Council shall by Council Regulations prescribe. A Retired Member may apply in like manner to be re-transferred out of the special category to the category of membership he held prior to his original transfer.
- (b) The Council may in its discretion grant with or without conditions (including conditions requiring fees or subscriptions) or refuse any application under this Byelaw and shall not be obliged to give reasons for its decision.

### **Titles and Continuing Professional Development**

- (9) (a) All Members other than Honorary Fellows shall comply with the Institute's requirements for Continuing Professional Development.
- (b) Subject to (a), Associates shall be entitled
- (i) to use the description "Chartered Tax Adviser" (and, if they wish, "Associate of the Chartered Institute of Taxation"); and
  - (ii) to use the letters "CTA" or, if admitted to membership as an Associate before 1st January 2003, "ATII".
- (c) Subject to (a), Fellows shall be entitled
- (i) to use the description "Chartered Tax Adviser" (and, if they wish, "Fellow of the Chartered Institute of Taxation"); and
  - (ii) to use the letters "CTA (Fellow)" or, if admitted to membership as a Fellow before 1st January 2003, "FTII".
- (d) Honorary Fellows shall be entitled to use the description "Honorary Fellow of the Chartered Institute of Taxation" and the letters "Hon. CTA (Fellow)" or, if admitted to membership as an Honorary Fellow before 1st January 2003, the letters "Hon. FTII".
- (e) Members' Regulations may prescribe the circumstances in which and the conditions subject to which a firm or company which includes members of the Institute amongst its members, partners or directors may use the description "Chartered Tax Advisers" in relation to the firm or company.

### **Termination of Membership**

- (10) A person shall cease to be a Member or student as the case may be in any of the following circumstances:
- (a) if he resigns, by written notice to the Institute, (provided that a Member or student may not resign while subject to a complaint received by the Institute or which has been referred to the TDB); or

- (b) if he fails to pay all subscriptions, entrance fees or other payments due from him to the Institute within such period after such payment has become due as Council may in its discretion determine; or
- (c) if he has been fined or made the subject of an order for costs by the TDB and has not paid such fine or costs; or
- (d) if he is expelled from the Institute in accordance with the Laws of the Institute;

provided that:

- i. in any case under (a) or (b) above the Council may resolve that the membership of any Member or registration of any student shall, notwithstanding the happening of any of the events specified therein, continue either unconditionally or subject to such conditions as the Council may from time to time prescribe;
  - ii. any person whose membership or student registration ceases in accordance with this Byelaw shall remain liable to the Institute for all fees, subscriptions and other payments which may have been due from him at the date his membership or registration ceased and shall remain liable to pay to the TDB any outstanding fines or costs due from him to the TDB; and
  - iii. a person whose membership has ceased for any reason (including expulsion) may be readmitted by the Council into membership of the same category on such terms and subject to such conditions as the Council shall think fit and the provisions of paragraph (7) of this Byelaw shall apply to any application for re-admission.
- (11) (a) If a member enters into an Individual Voluntary Arrangement (“IVA”) with his creditors or becomes subject to a bankruptcy order he shall notify the Institute within 60 days of the date of the IVA or order. If a member fails to notify the Institute, his membership of the Institute shall cease automatically upon the expiry of the 60 days, and the terms of paragraphs (ii) and (iii) of the proviso to Byelaw 2(10) shall apply.
- (b) Where a member notifies the Institute in terms of this Byelaw, the Institute reserves the right, in accordance with procedures to be determined by the Council, to seek further details and to terminate a person’s membership.

### **Code of conduct and discipline**

- (12) (a) The Institute shall establish and maintain a code of conduct for Members and students, including professional rules and practice guidelines, and breach of such code or of any other Laws of the Institute shall constitute grounds, but not exclusive grounds, for disciplinary action by the Institute, and shall be an offence for the purposes of such action under any disciplinary scheme established by the Institute in co-operation with other bodies. A complaint about the conduct of a Member or student whilst a Member or student of the Institute may be raised with or by the Institute, or addressed or referred to the TDB, at any time.

- (b) The Institute shall adopt (and may amend from time to time) such disciplinary schemes, and rules and provisions in connection therewith, as Council sees fit. All complaints against Members or students received by or raised by the Institute shall be dealt with in accordance with such schemes, rules and provisions by the TDB. Decisions arrived at under such scheme shall have effect as if the scheme were part of the Laws of the Institute.

### **Subscriptions and other fees**

- (13) The Council shall have power by Council Regulations:
  - (a) within and subject to such limits as may be imposed by Members' Regulations, to prescribe the nature and amount of the annual or other subscriptions, entrance fees or payments to be applicable in the case of Members or any class or category of Members and the date or respective dates on which they shall be payable and such subscriptions, fees or other payments shall be binding upon the Members; and
  - (b) to determine the terms and conditions for payment of such amounts under (a) above applicable to individual Members and to each category of membership of the Institute and all other questions pertaining thereto.

### **3. GENERAL MEETINGS OF THE INSTITUTE**

- (1) All Members shall be entitled to receive notice of and to attend and vote at General Meetings.

#### **Role of Members' Regulations in respect of General Meetings**

- (2) Members' Regulations shall prescribe:
  - (a) the form and period of notice of General Meetings to be given to Members and the manner in which it is to be given;
  - (b) whether and if so in what form and manner Members may appoint proxies to attend and vote at General Meetings;
  - (c) the extent (if at all) to which Members who are in arrears with subscriptions or other payments shall be entitled to vote at General Meetings;
  - (d) who shall preside at each General Meeting;
  - (e) the circumstances in which General Meetings may be adjourned from time to time or from place to place, the circumstances and manner in which notice of the adjourned meeting is to be given, the quorum for adjourned meetings and the business which may be transacted at an adjourned meeting;
  - (f) the manner in which resolutions shall be put to vote at General Meetings and the circumstances and manner in which polls shall be taken in respect of resolutions put to General Meetings and any other relevant questions affecting the taking of polls;

- (g) the time and place of the Annual General Meeting of the Institute; provided that not more than 15 months shall elapse between the date of one Annual General Meeting and the date of the next;
- (h) the manner by which notice of the intention to propose any Special Resolution (as defined by the Charter) shall be given to the Members, provided it shall be given to the Members at the same time as the notice is given of the relevant General Meeting; and
- (i) such other matters concerning the business and conduct of General Meetings as the Members agree.

### **The Annual General Meeting**

- (3) The Annual General Meeting shall be for the purpose of transacting the following business:
  - (a) considering the report of the Council on the business of the Institute;
  - (b) considering the report of the Auditors;
  - (c) considering the income and expenditure account and the balance sheet of the Institute;
  - (d) electing members of the Council (if any) for whom election in General Meeting is prescribed to fill vacancies therein;
  - (e) approving the appointment of the Auditors and either determining their remuneration or authorising the Council to determine the same; and
  - (f) such other business as the Council may think fit and which is appropriate for the Annual General Meeting.

### **Extraordinary General Meetings**

- (4) General Meetings of the Institute other than Annual General Meetings (which shall be called Extraordinary General Meetings) may from time to time be convened by the Council and shall be so convened if so required by written notice to the Secretary which shall be signed by or on behalf of a number of Members being not less than 200 or (if less) one-tenth of the number of the Members at that date. Members' Regulations shall prescribe the form of the notice and when General Meetings so required shall be convened.

### **Special Resolutions**

- (5) A Special Resolution (as defined by the Charter) which shall be proposed for consideration by the Members may be so considered either at an Annual General Meeting or at some other General Meeting as the Council shall think fit.

## **Minutes**

- (6) The Council shall cause proper minutes to be made of all General Meetings and a record of the minutes signed by the chairman of the General Meeting or the next following General Meeting shall be conclusive evidence without further proof of the facts therein stated.

## **Defects in General Meetings**

- (7) The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice of a General Meeting by, any Member, or the attendance and voting at any General Meeting of any person subsequently found not to have been entitled so to attend and vote, and any other defect in the convening, calling and conduct of the General Meeting, shall not invalidate the proceedings thereat.

## **4. HONORARY OFFICERS OF THE INSTITUTE**

- (1)
  - (a) The honorary officers of the Institute shall be the President, the Deputy President and such number of Vice-Presidents as may be determined by Members' Regulations and they shall be appointed by the Council from amongst its members in such manner as shall be prescribed by Council Regulations.
  - (b) The Institute shall have such other honorary officers as the Council may from time to time determine and such officers shall hold office on such terms and for such period as the Council shall think fit and may at any time be removed by the Council.
- (2) The President, the Deputy President, the Vice-President and the other honorary officers of the Institute shall hold office for such period as may be determined by the Council either at the time of their election or subsequently. On the termination of their office they shall be eligible for re-election.
- (3) In the event of a casual vacancy occurring in any honorary office of the Institute, such vacancy may be filled by the Council. Council Regulations may prescribe the manner in which such casual vacancies may be filled and the period and terms and conditions of office of persons appointed to fill them.

## **5. THE COUNCIL**

### **Powers of the Council**

- (1)
  - (a) Subject to the Laws of the Institute, the management of the Institute shall be under the control of the Council, who may exercise all powers of the Institute and do on behalf of the Institute all acts as may be exercised and done by the Institute and as are not required to be exercised or done by the Members in General Meeting.
  - (b) No Members' Regulation shall invalidate any prior act of the Council which would have been valid if that Members' Regulation had not been made.

## **Members of Council**

- (2)
  - (a) At least three-quarters of the total number of members of the Council shall be elected by the Members in accordance with such election process as Council may specify from time to time. Every Member shall be entitled to vote at an election which qualifies at least one elected member of the Council to hold that office or to fill that office when his predecessor retires.
  - (b) Subject to any Members' Regulation to the contrary, the Council may co-opt members of the Council in addition to the elected members, provided that the number of co-opted members shall not exceed one third of the number of elected members of the Council disregarding any vacancies.
  - (c) The total number of members of the Council (including elected and co-opted members) shall never be more than 40. The Council may act notwithstanding any vacancy in its body except that if the membership of the Council shall at any time be reduced to less than ten, it shall be lawful for the continuing members of the Council to act as the Council only for the purposes of filling vacancies and/or for summoning a General Meeting and not for any other purpose.
- (3) Members' Regulations shall provide for the retirement of elected members of the Council by rotation and for the period of office of all members of the Council.
- (4) Council Regulations may provide for all matters appertaining to the election or co-option of members of the Council not specifically or comprehensively provided for in the Byelaws or Members' Regulations.
- (5) No person who is not a Member shall in any circumstances be eligible to be a member of the Council whether elected or co-opted.

## **Vacation of membership of the Council**

- (6) Members' Regulations shall prescribe the circumstances in which membership of the Council shall be vacated by any member.

## **Matters for the Council**

- (7) Subject to the Byelaws and the Members' Regulations, and without prejudice to the generality of Byelaw 5(1), the Council shall have power by Council Regulations to prescribe for the following matters:
  - (a) for alterations to the period of membership of any member of the Council for the purpose of securing proper rotation, provided that no membership of the Council shall be thereby extended for or shortened by a period exceeding 12 months;
  - (b) for the filling by the Council of casual vacancies in the members of the Council until the next General Meeting of the Institute; and
  - (c) for the proceedings of the Council and in particular:
    - (i) the manner in which meetings of the Council may be convened;

- (ii) the person who in the absence of the President, Deputy President and Vice-President shall preside at meetings of the Council and the manner in which questions put to the Council shall be decided;
- (iii) the circumstances in which meetings of the Council may be adjourned from time to time and from place to place; and
- (iv) all other matters which the Council may regard as fit and meet to be prescribed by Council Regulations.

### **Minutes**

- (8) The Council shall cause proper minutes to be made of the proceedings of all meetings of the Council and committees of the Council. A record of all such minutes signed by the chairman of such meeting or the chairman of the next following meeting respectively shall be conclusive evidence without further proof of the facts therein stated.

### **Validity of Council's acts**

- (9) All acts bona fide performed by members of the Council or of any committee of the Council acting individually or collectively for and on behalf of the Council or the committee shall, notwithstanding it may afterwards be shown that there was some defect in their appointment, be as valid as if every such member had been qualified to act.

### **Written resolutions**

- (10) A resolution in writing signed by all members for the time being of the Council or of a committee of the Council shall be as valid and effectual as if it had been passed at a meeting duly convened of the Council or such committee.

### **The Council's powers**

- (11) Subject to the Charter, these Byelaws and the Members' Regulations the Council shall have the following powers:
  - (a) To acquire control of the Company and to accept transfers of all or any part of the property, assets, liabilities and engagements of the Company.
  - (b) To make Council Regulations.
  - (c) To appoint the President, the Deputy President, the Vice-Presidents and other honorary officers of the Institute.
  - (d) To appoint all other officers of the Institute and to determine their conditions of service.
  - (e) To admit Members and to determine the terms and conditions applicable to each category of membership of the Institute or to individual Members or groups of Members within each category.
  - (f) To maintain a register of students containing the names of persons who shall have applied to take any of the examinations of the Institute or who shall have satisfied such other requirements as the Council may approve, and to provide for the

payment of such registration fees and annual subscriptions by such students as it may from time to time determine.

- (g) To govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of the Institute and for that purpose to appoint bankers and any other officers or agents who it may deem expedient to appoint.
- (h) To invest any monies belonging to or held by the Institute in such stocks, funds, shares or securities as the Council shall from time to time think fit anywhere in the world and whether involving liabilities or not, or in the purchase of freehold or leasehold property in the United Kingdom or elsewhere including rents, and to delegate the management of investments to a financial expert, but only on terms that:
  - (i) the investment policy is set down in writing for the financial expert by the Council;
  - (ii) timely reports of all transactions are provided to the Council;
  - (iii) the performance of the investments is reviewed regularly with the Council;
  - (iv) the Council is entitled to cancel the delegation arrangement at any time;
  - (v) the investment policy and the delegation arrangement are reviewed at least once a year;
  - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Council on receipt; and
  - (vii) the financial expert must not do anything outside the powers of the Institute;

provided:

- (i) that in the case of monies belonging to or held by the Institute as trustee the powers conferred by this paragraph shall be exercised subject to the provisions of the law relating to investment by trustees; and
  - (ii) that in the case of monies held by the Institute as trustee upon trusts declared by a will or settlement, being for purposes other than the general purposes of the Institute, the power conferred by this paragraph shall not be exercisable by the Council, but the Council shall in relation thereto have such powers of investment as may be granted by such will or settlement or as may be granted by the law relating to investment by trustees.
- (i) To sell, let, exchange, lease and accept leases of real and personal property on behalf of the Institute.
  - (j) To provide and maintain the buildings and premises of the Institute and to acquire furniture and apparatus and other property necessary for carrying on the work of the Institute.
  - (k) To employ any part of the funds of the Institute in purchasing, leasing, renting or otherwise acquiring and holding any building or hall to be used as a place of meeting, college, lecture hall, examination or reading rooms, library or offices or

for the provision of other amenities for the Members and in the fitting up and maintenance thereof, and to apply any part of the funds of the Institute to the purchase of any building or site and the erection of any building thereon.

- (l) To borrow money on behalf of the Institute and for the purpose if the Council thinks fit to mortgage or charge all or part of the property of the Institute whether real or personal and to give such other security as the Council shall think fit.
- (m) To engage, determine the conditions of service of, and to discharge employees of the Institute.
- (n) To have the custody and use of the Common Seal of the Institute.
- (o) To exercise any power which shall have been conferred upon or be exercisable by the Institute and which shall not by the Laws of the Institute have been assigned to the Members.

#### **Delegation, Committees and the Common Seal**

- (12) The Members' Regulations may prescribe or regulate as appropriate the Council's powers to:
  - (a) appoint, control and disband committees whether or not limited to members of the Council or Members of the Institute; and
  - (b) delegate all or any of its powers to any person or persons or committees and to grant powers of sub-delegation, provided that the exercise of any power or function delegated by the Council shall be reported to the Council as soon as possible.
- (13) The Council may use or authorise the use of the Common Seal of the Institute in accordance with such rules as it issues for that purpose.

#### **6. OFFICERS AND STAFF**

- (1) The Council shall determine the senior remunerated offices of the Institute and the titles to be allocated to each of them and their respective responsibilities, powers and duties, provided that one of such senior offices shall be that of the Secretary of the Institute (which office may be combined with any other).
- (2)
  - (a) The Council shall have power to determine the complement of staff of the Institute and to prescribe their duties and their general terms of service, provided that all of such staff shall be subject to the direction of the senior officers according to their respective function.
  - (b) The Council may delegate the power of appointment and removal of members of staff (other than the appointment or removal of the senior officers) to any senior officer or member of the staff of the Institute.

## **7. REGULATIONS**

### **Members' Regulations**

- (1) In addition to all matters which are directed or permitted by the Byelaws to be regulated by the Regulations, there shall be power by Members' Regulations to prescribe or regulate any matter which might have been prescribed or regulated by the Byelaws, provided that no Members' Regulation shall be inconsistent with the Charter or the Byelaws.
- (2) The Members' Regulations may direct that any matter prescribed or regulated thereby is to be further prescribed or regulated by Council Regulations.

### **Council Regulations**

- (3) The Council Regulations may prescribe or regulate any matter or matters not specifically or comprehensively prescribed or regulated by the Charter, Byelaws or Members' Regulations nor expressly or impliedly reserved to any of them.
- (4) The Council Regulations shall be subordinate to the Members' Regulations and, subject to Byelaw 5 (1)(b), Council Regulations shall apply only so far as they are consistent with Members' Regulations whether made earlier or later.

## **8. BRANCHES**

- (1) Each of the Branches of the Company duly recognised as such by the Company on the date on which the Charter came into force is constituted a Branch of the Institute as though established by the Council under this Byelaw.
- (2) The Council shall have power to establish Branches of the Institute or of students registered with the Institute anywhere in the world and shall have power to dissolve such Branches.

### **Branch rules**

- (3) A Branch may make, add to, amend and revoke rules for the management and conduct of the Branch, provided that the rules shall not be inconsistent with the Laws of the Institute and that they shall not come into operation until they have been approved by the Council. The rules of any Branch may be added to, amended or revoked by the Council. If a Branch does not make rules for its management and conduct, the Council may do so on its behalf.

### **Assets and income**

- (4) The assets and income of every Branch shall belong to and shall be accounted for in the accounts of the Institute.

### **The Council's powers in relation to Branches**

- (5) The Council shall have power by Council Regulations to prescribe or regulate as appropriate any matter relating to Branches, including matters relating to:
  - (a) the approval and establishment of Branches as Branches of the Institute;

- (b) the dissolution of Branches;
- (c) the variation of the geographical area of a Branch; and
- (d) generally in relation to any other matter in connection with the Branches, including their government, administration, membership and finances.

## **9. ACCOUNTS**

- (1) The Council shall cause proper accounts to be kept, in accordance with charity law.
- (2) Proper accounts shall not be deemed to be kept if there are not kept such accounts as are necessary to give a true and fair view of the state of the Institute's affairs and to explain its transactions.

## **10. AUDIT**

Once at least in every year the accounts of the Institute shall be examined by one or more Auditor or Auditors to be appointed by the Council and approved by Members in General Meeting and the Auditor or Auditors shall ascertain the correctness of the income and expenditure account and balance sheet (including for the purpose of Byelaw 9).

## **11. NOTICES**

A notice may be served by the Institute upon any Member by any means authorised by and in accordance with any requirements specified in the Members' Regulations.

## **12. INDEMNITY**

- (1) The members of the Council and committees of the Council and the officers and staff of the Institute shall be entitled to be indemnified by the Institute against all costs, charges, losses and expenses and liabilities incurred by him or them in the execution and discharge of his or their duties and powers unless arising from their own wilful or criminal wrongdoing or wilful or criminal default.
- (2) The Council may effect insurance to indemnify those persons named in Byelaw 12(1) against all such costs, charges, losses, expenses and liabilities, and apply the proceeds of any such insurance for their benefit.

## **13. AMENDMENT OF THESE BYELAWS**

Any of the provisions of these Byelaws may be added to, amended or revoked by Special Resolution (as defined by the Charter) of the Members of the Institute but no such addition, amendment or revocation shall take effect until it shall have been approved by the Privy Council.

**14. TRANSITIONAL PROVISIONS**

- (1) The Council shall have the power to resolve all questions of doubt which may relate to any transitional matter following the grant of the Charter and the establishment of these Byelaws and such determination shall be final and binding upon every person who may be affected thereby.
- (2) Insofar as they have not been superseded by the Laws of the Institute, all rules regulating the management and conduct of any Branch of the Company which came into or continued in force at the date the Charter shall continue in force and apply so far as consistent with the Laws of the Institute.