

1. ROYAL CHARTER OF INCORPORATION 1 July 2003

ROYAL CHARTER OF INCORPORATION, AND BYE-LAWS, FOR THE ENERGY INSTITUTE

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 an humble Petition has been presented unto Us jointly by the Institute of Energy and the Institute of Petroleum ("the existing Institutes") praying that We might be graciously pleased to grant a charter of incorporation establishing a new energy institute, to which the existing Institutes propose to transfer their members, assets and liabilities:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW 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 for Us, Our Heirs and Successors do will and ordain as follows:

1. The persons who are now the members of the existing Institutes and all such persons as shall hereafter pursuant to this Our Charter and the Bye-laws become members of the Body Corporate hereby constituted and their successors, shall for ever hereafter be by virtue of these Presents one Body Corporate and Politic by the name of the "Energy Institute" (hereinafter referred to as the "**Institute**") and by the same name shall have perpetual succession and a Common Seal, with power to break, alter and make 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 suits and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
2. The objects of the Institute (hereinafter referred to as the "**objects**") shall be the promotion for the public benefit of the science of energy and fuels in all applications and uses.
3. In pursuance of its objects, but not further or otherwise, the Institute shall have the following powers:
 - (a) To conduct or promote the conduct of scientific and other research, to publish the useful results of such research, and to provide facilities for study, research and education;
 - (b) To publish, produce and distribute or assist in the publication, production or distribution of films, recordings, and any form of written, printed or electronic communication and to advertise in any manner;
 - (c) To establish and maintain libraries and collections, and provide public access to them, and to collect information whether or not on a basis restricted by agreement with the provider thereof;

- (d) To hold conferences, meetings and seminars and other events and to promote the reading of learned papers;
- (e) To encourage the undertaking of voluntary work in the interests of the Institute;
- (f) To develop and promulgate codes of best professional practice, to prescribe standards of education, training and experience in professions or activities related to the objects and to hold examinations and other tests, and to award certificates and diplomas: PROVIDED that no such certificate or diploma shall purport to be issued by or under government authority, or purport to be a national qualification, without the prior approval of, or accreditation by, the appropriate department of Our Government and/or the appropriate devolved administration, or the appropriate regulatory body for qualifications;
- (g) To institute, establish and promote educational and training courses, scholarships grants, awards and prizes;
- (h) To consult, or co-operate with any authority, institution or other body within Our United Kingdom or elsewhere;
- (i) To establish, regulate and dissolve sub-divisions of the Institute in any part of the world;
- (j) To acquire, construct, alter, equip, maintain or manage any building, lecture hall, library, or office and to acquire or dispose of any land for the purposes of the Institute, and to insure any building owned or occupied by the Institute against any eventuality or liability;
- (k) To purchase, take on lease or licence, borrow, hire or otherwise acquire any real or personal property and, subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute;
- (l) To take over and acquire all the property and assets of the existing Institutes and to assume the obligations of the existing Institutes and to do all such acts and things as may be incidental thereto;
- (m) To seek and accept (or disclaim) any gift, donation or legacy, property or other asset;
- (n) To deal in any way with promissory notes, bills of exchange and other instruments of any kind, whether or not transferable, and to operate bank accounts in the name of the Institute;
- (o) To carry on trade in furtherance of the objects or for purposes ancillary or incidental thereto;
- (p) Subject to such consents as may be required by law, to borrow money and to obtain any form of credit or finance, whether on the security of any or all of the property of the Institute, or without security;
- (q) To appoint investment managers, and to invest the funds of the Institute not immediately required for its purposes in such manner as may be prescribed by the Bye-laws;

- (r) To accept and secure the discharge of obligations and liabilities, and to insure the Institute for any purpose;
- (s) To make arrangements for the carrying on of the work of the Institute and for such purpose to engage, and provide in whole or in part for the salaries, pensions, superannuation, insurance and gratuities for, employees and their widows, widowers and dependants;
- (t) To provide indemnity insurance in respect of any member or members of the Council for any liability which would otherwise attach to them for negligence, default or breach of trust or duty; provided that such insurance shall not extend to any claim arising from any act or omission which the member or members knew to be a breach of trust or duty or which was committed in reckless disregard of whether it was a breach of trust or duty, nor to the costs of an unsuccessful defence to a criminal prosecution brought against members of the Council in their capacity as trustees;
- (u) To undertake and carry out any charitable trusts or agencies;
- (v) To procure that, subject to the laws of the country concerned, the Institute be registered or recognised in any part of the world;
- (w) To establish and support, or aid in the establishment and support of, or become a member of any association or institution having charitable objects similar to those of the Institute and to subscribe or guarantee money for charitable purposes calculated to further its objects;
- (x) To enter into, and to give effect to, agreements or arrangements of any kind with other charitable institutions whose objects are not repugnant to this Our Charter whereby:
 - (i) activities shall be carried on in co-operation;
 - (ii) any such institution shall be or become incorporated in, federated or affiliated to, associated with or recognised for any purpose by the Institute, or the Institute shall become affiliated to, associated with or recognised for any purpose by, any such institution:

Provided that no incorporation of the Institute in any other institution and no incorporation of any other institution (except the existing Institutes) in the Institute shall be effected without the approval of the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence; and

- (y) To do such other lawful acts and things (including the promotion of a Bill or Bills in Parliament), whether incidental to the powers aforesaid or not, as may be requisite in order to further the objects.
4. (a) The income and property of the Institute shall be applied solely towards the promotion of the objects as set forth in this Our Charter as amended or added to in the manner hereinafter provided and shall not 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 member of the Council of the Institute, provided that nothing herein contained shall prevent the payment in good faith by the Institute:

- (i) of reasonable and proper remuneration to any member, officer or servant of the Institute (not being a member of the Council) in return for any services actually rendered to the Institute;
- (ii) of interest at a rate not exceeding a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any member of the Institute;
- (iii) of reasonable out of pocket expenses to any member of the Council or of its committees;
- (iv) of professional fees to any member of the Council or to any firm or body corporate in which such member is beneficially interested, for services rendered to the Institute when instructed by the Council to act in a professional capacity on behalf of the Institute

PROVIDED that:

- (a) such member shall not be present or take part in any discussion or decision relating to such fees or remuneration;
- (b) any decision to pay fees to or to remunerate such member shall require a unanimous vote of the other members present and voting at the meeting at which the decision is made;
- (c) the other members are satisfied that the level of fees or remuneration is proper and reasonable having regard to the services rendered;
- (d) the other members are satisfied that the engagement of such member's services is expedient in the interests of the Institute having regard to his ability, qualifications and experience; and
- (v) of reasonable and proper premiums in respect of indemnity insurance effected in accordance with article 3(t) above.

5. In this Our Charter, unless the context otherwise requires, "**members**" means the members of the Institute. The Bye-laws shall specify the categories of membership of the Institute and shall regulate, or provide for the regulation of, all matters relating to the admission, rights and privileges, and discipline of members.
6. There shall be a President of the Institute appointed in such manner as shall from time to time be prescribed by or in accordance with the Bye-laws.
7. There shall be such other officers of the Institute with such powers and duties as may be prescribed by or under the Bye-laws.
8. (a) There shall be a Council of the Institute (in this Our Charter referred to as the "Council") in which shall be vested the government and control of the Institute and its affairs, subject to the provisions of this Our Charter, the Bye-laws and the Regulations of the Institute. Subject to this Our Charter, the Council shall be constituted in accordance with the Bye-laws.

- (b) The first members of the Council shall be the persons whose names are set forth as such in the First Schedule to this Our Charter and they shall continue in office for such period or respective periods as shall be prescribed by or in accordance with the Bye-laws.
 - (c) The successors to the first members of the Council shall be such persons with such qualifications and shall be elected or appointed in such manner and shall hold office for such period and on such terms generally as shall be prescribed by or in accordance with the Bye-laws.
 - (d) The business of the Council shall be conducted in such manner as shall be prescribed by or in accordance with the Bye-laws.
9. (a) The Bye-laws may, subject to the provisions of this Our Charter, govern such matters as the Institute may deem fit with respect to or for the government of the Institute and the promotion of the objects.
- (b) The Bye-laws set out in the Second Schedule hereto shall be the first Bye-laws of the Institute.
10. The members of the Institute may, by a Special Resolution in that behalf, revoke, amend or add to the Bye-laws for the time being in force; but no such revocation, amendment or addition shall have effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
11. The Bye-laws may direct that any matter which pursuant to this Our Charter may be prescribed or regulated in the Bye-laws may be further prescribed or regulated by Regulations; provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or the Bye-laws. Regulations shall be made, and may be amended or repealed, by a resolution of the Council.
12. The members may at any time revoke, amend or add to any of the provisions of this Our Charter by a Special Resolution in that behalf and such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as revoked, amended or added to. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.
13. The members may at any time by a Special Resolution determine to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and wind up or otherwise deal with the affairs of the Institute in such manner as shall be determined by such Special Resolution or in default of such direction as the Council shall think expedient having due regard to the liabilities of the Institute for the time being, and if, on the winding up or the dissolution of the Institute, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members or any of them but shall, subject to any special trusts affecting the same, be given and transferred to some other body with similar objects, whose constitution restricts the distribution of property to the same or greater extent as this Our Charter, to be determined by the Council at or before the time of dissolution.

14. For the purposes of this Our Charter a "**Special Resolution**" means a resolution passed at a General Meeting of the members convened and held in accordance with the Bye-laws and Regulations and passed by not less than two-thirds of the members voting (personally or by proxy) at the Meeting.
15. In any case of conflict, the provisions of this Our Charter shall prevail over those of the Bye-laws and Regulations, and the provisions of the Bye-laws shall prevail over those of the Regulations.
16. Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the Institute and the promotion of the objects.

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

WITNESS Ourselves at Westminster the first day of July in the fifty second year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

THE FIRST SCHEDULE

THE FIRST MEMBERS OF THE COUNCIL OF THE INSTITUTE

John Blackhall

Pierre Jungels

Christopher Boocock

Matthew Leach

Brian Chamberlain

Anthony Levy

David Codd

Terry Moore

Martin Fry

John Mumford

Tal Golesworthy

Peter Newman

Brian Hamilton

Neil Peacock

Charles Henderson

Joanne Wade

2. BYE-LAWS

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THE SECOND SCHEDULE

BYE-LAWS OF THE INSTITUTE

DEFINITIONS

1. In these Bye-laws and the Regulations, except where the context otherwise requires:
 - (a) **"Bye-laws"** means Bye-laws made by the Institute under the Charter;
 - (b) **"Charter"** means the Charter to which these Bye-laws are scheduled, as revoked, amended or added to from time to time, and all Supplemental Charters for the time being in force;
 - (c) **"Chief Executive"** means the chief executive officer of the Institute by whatever title known;
 - (d) **"Engineering Council (UK)"** means the body of that name incorporated by charter and any successor organisation fulfilling its role as a registration authority;
 - (e) **"Institute"** means the Energy Institute constituted by the Charter;
 - (f) **"in writing"** and **"written"** includes all modes of representing or reproducing words in a visible form;
 - (g) **"Laws of the Institute"** means the Charter, these Bye-laws, the Regulations and all codes of conduct and other forms of regulatory provision or guidance made by the Institute;
 - (h) **"members"** means the members of the Institute;
 - (i) **"month"** means calendar month;
 - (j) **"notice"** includes any paper or document of any kind which a member may be entitled to have served upon him.
 - (k) **"office"** means the main office of the Institute;
 - (l) **"President"** means the President of the Institute;
 - (m) **"Regulations"** means regulations made by the Council;
 - (n) **"Seal"** means the Common Seal of the Institute;

- (o) words importing the masculine gender shall include the feminine and words in the singular shall include the plural and words in the plural shall include the singular;
 - (p) words importing persons shall include corporations and "**corporation**" shall include unincorporated associations.
2. Any words and terms which may be defined by the Charter shall, unless the context otherwise requires, have the same meaning in these Bye-laws and the Regulations.

MEMBERS OF THE INSTITUTE

3. The following shall be members of the Institute:
- (i) the persons who are members of the existing Institutes at the date these Bye-laws first come into force and effect;
 - (ii) persons who are admitted as members under the Charter and Bye-laws;

and membership shall be personal and shall not be transferable by act of the member or by operation of the law.

4. There shall be the following categories of membership:
- (a) Honorary Fellows;
 - (b) Senior Fellows;
 - (c) Fellows;
 - (d) Members;
 - (e) Associate Members;
 - (f) Technician Members;
 - (g) Affiliates;
 - (h) Graduates;
 - (i) Students; and
 - (j) Group Members.
5. Subject to the Bye-laws, the Council may by Regulation determine all matters relating to membership of the Institute including the terms and conditions of admission to (including examination requirements), retention of, exclusion from, and re-admittance to, membership.

6. The terms and conditions of membership shall be binding as well upon those who were members of the existing Institutes as those who may be admitted after the incorporation of the Institute under the Charter.
7. The Council shall have power by Regulation to prescribe the annual or other subscriptions, entrance fees or other payments related to admission to, or retention of, membership of the Institute: provided that annual subscriptions may not be increased more than once a year, and any increase in annual subscriptions of more than 10% shall be ineffective unless approved by the members in General Meeting. The Council may direct that the subscription of any individual member be reduced or waived in exceptional circumstances, and may by Regulation provide for reductions in subscriptions for groups or sections of members on any grounds, and specify the conditions on which those concessions shall operate.
8. A person shall cease to be a member in any of the following cases:
 - (a) if the application on the basis of which membership was granted contained or referred to information which was false or misleading;
 - (b) if the member resigns by giving written notice thereof;
 - (c) if the member fails to pay all subscriptions, entrance fees or other payments due from him to the Institute within such period as may be specified by the Council;
 - (d) if the member becomes bankrupt or insolvent, or suspends payment or enter into composition or arrangement with his creditors generally;
 - (e) if the member is expelled as a result of disciplinary proceedings.

Provided that the Council may in any case other than (e) above in its discretion resolve that the membership of any member shall, notwithstanding the occurrence of any of the events specified herein, continue either unconditionally or subject to such conditions as the Council may prescribe, and that any person whose membership shall cease in accordance with this Bye-law 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 ceased.

9. There shall be power by Regulations to prescribe for the affiliation or association of other persons, or corporations, with the Institute in such manner as the Council may from time to time determine and with such privileges and rights and upon such conditions as the Council shall think fit. No person so becoming associated or affiliated as aforesaid shall by virtue of this Bye-law or Regulations made under it be a member of the Institute, but this shall not preclude such person from applying for membership.

RIGHTS AND PRIVILEGES OF MEMBERSHIP

10. Subject to the Regulations, members may use the following designatory letters:
 - (a) Honorary Fellow: "Hon FEI"
 - (b) Senior Fellow: "SFEI"
 - (c) Fellow: "FEI"
 - (d) Member: "MEI"
 - (e) Associate Member: "AMEI"
 - (f) Technician Member "TMEI"; and
 - (g) Graduate: "GradEI".

11. Subject to such conditions as may be prescribed in the Regulations, members may use the titles "Chartered Energy Engineer", "Chartered Petroleum Engineer" or "Chartered Energy Manager".

12. Institute members who are registered with the Engineering Council (UK) or with equivalent bodies outside the United Kingdom may precede their membership designatory letters with such titles and letters as may be conferred up on them by virtue of such registration.

13. Institute members shall have such other rights and privileges, including voting rights, as may be prescribed from time to time in Regulations.

DISCIPLINE

14. The members shall at all times uphold the dignity and reputation of the Institute and their profession, shall be bound by the Laws of the Institute and may be subject to disciplinary proceedings of the Institute if in breach of those Laws or if found guilty by a competent tribunal or Court of an offence, or made subject to an adverse finding or order of any kind, considered relevant to membership of the Institute. Regulations shall provide for the investigation and determination of complaints against members and shall specify the rights of a member subject to complaint to receive notice, to be represented and to call and cross-examine witnesses, and to appeal. Regulations under this Bye-law may make provision for all matters within the disciplinary process including the sanctions to which members may be liable, and may empower committees of the Institute to regulate their own procedure.

GENERAL MEETINGS OF THE INSTITUTE

15. An Annual General Meeting of the Institute shall be held once in every calendar year beginning with 2004, at such time and place as may be determined by the Council and not more than fifteen months shall elapse between the date of one Annual General Meeting and the date of the next; provided that the first Annual General Meeting of the Institute shall be held not later than fourteen months from the date these Bye-laws first come into force. All other General Meetings of the Institute shall be called Extraordinary General Meetings.
16. 14 days' notice of any General Meeting shall be given in accordance with Regulations. The accidental omission to give notice of a meeting or the non-receipt of notice by any member, or a defect in the conduct or voting at a meeting, shall not invalidate the meeting or the business transacted thereat.
17. The Council may call an Extraordinary General Meeting when it thinks fit or on the requisition of not less than 50 members other than Affiliates or Students. All business transacted at an Extraordinary General Meeting shall be deemed special business, as shall that transacted at an Annual General Meeting except:
 - (a) consideration of the accounts and balance sheet, and of reports of the Council and Auditors;
 - (b) the appointment of the auditors and either determination of their remuneration or authorisation of the Council to determine the same;
 - (c) declaration of the results of elections to the Council.
18. The quorum for a General Meeting of the Institute shall be ten members other than Affiliates or Students personally present. Regulations shall provide for all matters relating to the dissolution of an inquorate meeting and to its adjournment and reconvening and the transaction of business notified for the meeting.
19. The President shall preside as chairman at every General Meeting but, if he is not present or willing to preside, another person, as determined by Regulations, shall preside.
20. Regulations shall prescribe the circumstances in which General Meetings may be adjourned from time to time or from place to place, and the circumstances and manner in which notice of the adjourned meeting is to be given but no business shall be transacted at any adjourned Meeting other than the business which might have been transacted at the Meeting from which the adjournment took place.
21. In the case of an equality of votes on any resolution, whether on a show of hands or on a poll, the chairman of the Meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

22. The Chairman of the Meeting shall be the sole and absolute judge of the validity of every vote tendered at that Meeting or poll resolved at that Meeting to be taken.
23. Subject to the Charter and Byelaws, Regulations may provide for all other matters related to (a) the summoning or requisitioning, and giving notice of General Meetings (b) the conduct of business (including voting, proxies, and demanding of polls) at and chairmanship of such Meetings, and the adjournment and reconvening of such Meetings.

OFFICERS OF THE INSTITUTE

24. The Council shall appoint one of its members to be the President. The President shall hold office on such terms and conditions and for such period as are determined from time to time in Regulations.
25. The Institute shall have such other officers, including an Honorary Secretary and an Honorary Treasurer, as the Council may from time to time determine and such other officers shall hold office on such terms and conditions and for such period as are determined from time to time in Regulations.
26. The President or in his absence another member of the Council appointed by the meeting, shall chair all meetings of the Council.
27. In the event of a casual vacancy occurring in any office of the Institute, such vacancy may be filled in accordance with Regulations.

THE COUNCIL

28. Subject to the Laws of the Institute, the Council shall be the governing body of the Institute. The first members of the Council, whose names are listed in the First Schedule to the Charter, shall serve until the conclusion of the first elections held under Regulations.
29. Thereafter the Council shall consist of the following:
 - (a) the President, the Honorary Secretary, and the Honorary Treasurer, ex officio;
 - (b) such other officers of the Institute as may be determined under Regulations;
 - (c) up to six members of the Institute elected in accordance with Regulations;
 - (d) up to three members of the Institute nominated by Branches of the Institute in accordance with Regulations; and

- (e) up to three persons (not being staff of the Institute) co-opted by the Council
30. The Chief Executive may attend meetings of the Council in a non-voting capacity.
31. Members of the Council elected under Bye-law 29(c) shall hold office for three years, or for such shorter period prescribed by Regulations to secure appropriate retirements by rotation, and shall be eligible for re-election for one further period of three years.
32. In making co-options under Bye-law 29(e), the Council shall have regard for the need when necessary to ensure that the membership of the Council is adequately representative of the professional disciplines of the members of the Institute. A member of the Council co-opted under Bye-law 29(e) shall serve for such period not exceeding one year, and shall be eligible to be co-opted for periods of one year up to a maximum of six years.
33. The Council may fill any casual vacancy amongst the elected members of the Council. A person so appointed shall serve until the next subsequent election.
34. Unless the Council shall otherwise determine, an elected or co-opted or ex officio member of the Council shall not serve for more than six years consecutively as a member of the Council in any category or combination of categories, except that service as an officer or as a person filling a casual vacancy shall be discounted for this purpose. In this Bye-law, a year means the period between the close of one Annual General Meeting and the close of the next.
35. Subject to the Laws of the Institute, the Council may regulate its own proceedings. Regulations may:
- (a) deal with all and any other matters relating to the election and retirement of members to the Council;
 - (b) regulate all other matters relating to the meetings and proceedings of the Council.
36. A member of the Council shall cease to hold office as such:
- (a) if he resigns by notice in writing;
 - (b) if he becomes prohibited from being a director or, being an ex officio, elected or co-opted member of the Council, from being a trustee;
 - (c) if he becomes bankrupt, makes a declaration of insolvency or suspends payment or makes any arrangement or composition with his creditors;
 - (d) if he is removed from office by a Resolution of the members in General Meeting;

- (e) if he fails without good reason to attend three consecutive Council meetings;
 - (f) if he is removed under Bye-law 37; or
 - (g) if he ceases to be a member of the Institute.
37. The Council may, by a vote of not less than three-quarters of the members of the Council present and voting, at any time remove a member of the Council if he is considered to have acted contrary to the interests of the Institute or is unable properly to carry out the duties of a Council member. The member whose removal is resolved upon under this Bye-law shall have a right of appeal in accordance with Regulations.

POWERS, FUNCTIONS, AND PROCEEDINGS OF THE COUNCIL

38. The quorum for a meeting of the Council shall be determined in Regulations. Subject to the Laws of the Institute, the Council may meet and otherwise regulate its own business as it sees fit. Questions arising at a meeting of the Council shall be decided by simple majority vote, and in the event of an equality of votes the chairman of the meeting shall have a second or casting vote. In this Bye-law, a "meeting" includes the interaction of Council members by means of telephone conferencing or electronic means where conducted in accordance with procedures approved for this purpose by the Council.
39. At the request of three or more members of the Council, the President shall summon a meeting of the Council, giving at least 14 days' notice.
40. All bona fide acts of the Council or of any committee of the Council shall be valid, notwithstanding any defect in the appointment or tenure of any member thereof.
41. The Council shall cause proper minutes to be made of all appointments of officers and of the proceedings of all meetings of the Institute, the Council and committees and all business transacted at such meetings and any such minutes of any meeting, if signed by the chairman of such meeting or of the next succeeding meeting shall be sufficient evidence without any further proof.
42. A written resolution signed by all the members for the time being of the Council or of any committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee, and such resolution may be deemed to have been duly signed by electronic communication.
43. The members for the time being of the Council may act notwithstanding any vacancy on that body, provided that if the number of members of the Council falls below the quorum for meetings then the remaining members may act only for the purpose of filling up vacancies on the Council or summoning a General Meeting of the Institute.

44. The Council 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 as are not required by the Laws of the Institute to be exercised or done by the Institute in General Meeting, and shall, in particular, and subject to such Laws, have the following powers:
- (a) to make Regulations;
 - (b) to appoint staff of the Institute and determine their conditions of service;
 - (c) to establish or assist in establishing, or dissolve local and regional sub-divisions, professional networks or other organisations of the Institute, whether autonomous or not, and to make Regulations relating to the constitutions and administration of such organisations;
 - (d) to exercise the powers of the Institute in connection with the acquisition of control of the existing Institutes and to accept and execute on behalf of the Institute all and any documents, including contracts, deeds, undertakings and agreements, arising from the transfer of all or any part of the property, assets, liabilities and engagements of the existing Institutes, and to delegate the power of execution of documents under this Bye-law to a member or members of the Council;
 - (e) 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 whom it may deem expedient to appoint;
 - (f) to invest on behalf of the Institute or in the name of nominees any monies belonging to or held by the Institute and not immediately required for its purposes in or upon such investments, securities or real or personal property as may be thought fit subject to such consents as may be required by law, provided that:
 - (i) in the case of monies belonging to or held by the Institute as trustee for the general purposes of the Institute, the powers conferred by this Bye-law shall be exercised subject to the provisions of the law relating to investment by trustees; and
 - (ii) in the case of monies held by the Institute as trustee upon special trusts, the Council, on behalf of the Institute, shall have such powers of investment as may be granted by such trusts or as may be granted by the law relating to investment by trustees;
 - (g) to appoint upon such reasonable and proper terms (including provision for remuneration) as may be thought fit either any individual of repute with at least fifteen years' experience of investment management who is an authorised person within the meaning of the Financial Services and Markets Act 2000 or a company or firm of repute which is either an authorised person within the meaning of that Act or an exempted person

under the Financial Services and Markets Act 2000 (Exemption) Order 2001 (except a person within paragraph 44 of the Schedule thereto) to be the Institute's investment manager (the "**manager**") and to delegate to the manager the exercise of powers of investment to the extent permissible under the law relating to trustees: provided that

- (i) the manager may be authorised to exercise such powers within policy guidelines laid down by the Institute;
- (ii) the manager shall be required to report any exercise of such powers promptly and any transaction within fourteen days, and to report on the performance of the Institute's portfolio managed by him at least every three months;
- (iii) the Institute shall be free at any time to withdraw, or alter the terms of, such delegation; and
- (iv) the Institute shall review such delegation at intervals not exceeding twelve months (but failure to do so shall not invalidate an existing delegation under this Bye-law); and

- (h) to provide for the custody and use of the Seal.
45. The Council shall have power to establish, to delegate its powers and functions (other than the power to make Regulations or its non-delegable powers as a body of trustees) to, to regulate, and to dissolve, such committees with such functions as the Council may think fit. Such committees may include persons who are not members of the Council or of the Institute. Every committee established by the Council shall have power to establish and dissolve sub-committees subject to such directions as the Council may from time to time impose. The exercise by any committee of any power or function delegated to it by the Council shall be reported to the Council as soon as practicable.
46. The Council may delegate its powers and functions (other than the power to make Regulations or its non-delegable powers as trustees) to the President or other persons on such terms and conditions as it sees fit, and may revoke such delegations at any time: provided that all acts and proceedings under or in exercise of such delegated powers and functions shall be reported to the Council at its next meeting.

CHIEF EXECUTIVE AND STAFF

47. There shall be a Chief Executive of the Institute who shall be appointed by the Council.
48. The Council may delegate the power of appointment and removal of other members of staff to the Chief Executive or, in the case of any post other than that of the Chief Executive, to any other member of the staff of the Institute.

ACCOUNTS AND AUDIT

49. The Council shall cause proper and sufficient books of account to be kept in such manner as to give a true and fair view of the state of the Institute's affairs and to explain its transactions, with respect to:
- (a) the assets and liabilities of the Institute;
 - (b) sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure takes place;
 - (c) all sales and purchases of goods and services by the Institute.
50. The books of account shall be kept at the office or in such place as the Council shall determine and shall be open to inspection by the members of the Council. The Institute in General Meeting may specify reasonable conditions and regulations as to the time within business hours and manner in which the accounts shall be open to inspection by members of the Institute.
51. A copy of every balance sheet, income and expenditure account and auditors' report, and of the annual report of the Council shall be made available to every member not less than 14 days before the General Meeting at which they are to be considered. The accounts and reports referred to in this Bye-law may be published in printed or electronic form.
52. Auditors shall be appointed and hold office, and their duties and remuneration regulated, in accordance with Regulations.

NOTICES

53. A notice may be served by the Institute to any member either personally (or in the case of a Group Member, to his representative) or by sending it by pre-paid post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address if any within the United Kingdom supplied by him to the Institute for the giving of notice to him, or by any mechanical or electronic means approved by the Council for this purpose.
54. A notice sent by post shall be deemed to have been served on the second day following that on which the posting occurred.