

BOARD AND COUNCIL REGULATIONS
OF
THE CHARTERED TRADING STANDARDS INSTITUTE

1. INTRODUCTION

- 1.1 These Board and Council Regulations are made in accordance with Byelaws 4 and 5 of the Byelaws for the purposes of dealing with the Board and Council of the Chartered Trading Standards Institute.

2. DEFINITIONS AND INTERPRETATION

- 2.1 In the event of any inconsistency between the provisions of the Byelaws and the provisions of these Regulations, the provisions of the Byelaws shall prevail.

- 2.2 In these Regulations unless the context otherwise requires words shall have the following meanings:

Affiliate Member: has the meaning given in the Membership Regulations.

Associate Member: has the meaning given in the Membership Regulations.

Board: the board of directors of the Institute.

Branch: a division of the Institute covering a specified geographical area conducted for the benefit of Members living or working in that geographical area.

British Isles: the United Kingdom together with the Isle of Man and the Channel Islands.

Byelaws: the byelaws of the Institute.

Charter: the charter of the Institute.

Chair of the Board: the Chair of the Board appointed in accordance with Part 2, Regulation 8.2(e).

Chair of the Council: the Chair of the Council as referred to in Part 3, Regulation 14.3.

Chief Executive (Officer): the person appointed to act as a chief executive (officer) of the Institute by the Board.

Council: the elected members of the Council for the time being of the Institute.

Council Member/Council Member (including title of Branch or Section): has the meaning given in Part 3, Regulation 14.3(d).

Full Member: shall have the meaning given in the Membership Regulations.

General Meeting: either an Annual General Meeting or an Extraordinary General Meeting as referred to in Byelaw 3.1.

Immediate Past Chair of the Council: the Immediate Past Chair of the Council appointed in accordance with Part 3 Regulation 14.5.

Institute: the Chartered Trading Standards Institute.

Journal: the official journal of the Institute.

Laws of the Institute: the Charter, Byelaws and Regulations and all and any standing orders, rules, codes of conduct, operating procedures, professional or ethical guidance or similar material published from time to time for the conduct of the Institute and/or the observance by the Members.

Lead Officer: a Lead Officer appointed in accordance with Part 3, Regulation 19.7 who shall be a Member with specialist relevant expertise appointed by the Chief Executive Officer to give advice in that area of expertise but who shall not be a director of the Institute and who shall have no authority to bind the Institute without specific written consent.

Member: a member of the Institute in any grade and **membership** should be construed accordingly.

Ordinary Resolution: a resolution of a General Meeting of the Institute which has been carried by a simple majority of such Members of the Institute as, being entitled to vote, vote in person or by proxy at the meeting.

Register: the register of Members for the time being.

Regulation(s): any regulations of the Institute made in accordance with the Byelaws, including (but not limited to) these Board and Council Regulations, the Membership Regulations and the Branch and Section Regulations.

Second Vice Chair of the Council: the Second Vice Chair of the Council appointed in accordance with Part 3 Regulation 15.1.

Secretary: such person appointed to perform the duties of the Company Secretary of the Institute for the time being.

Section: a special interest group which has interests aligned with the Institute and a majority of its members being Members.

Special Resolution: a resolution passed at a General Meeting and passed by not less than 75% of the Members present in person or by proxy and voting at that meeting.

Standing Orders of the Council: the Standing Orders referred to in Part 3, Regulation 17.6.

Student Member: shall have the meaning given in the Membership Regulations.

Task Groups: any task groups appointed in accordance with Part 2, Regulation 12.6.

Vice Chair of the Council: the Vice Chair of the Council appointed in accordance with Part 3, Regulation 15.1.

Working Group(s): any working group(s) appointed in accordance with Part 2, Regulation 12.6.

- 2.3 In these Regulations, unless the context otherwise requires:
- (a) the singular includes the plural and vice versa;
 - (b) words importing one gender only shall include all genders;
 - (c) words importing persons shall include corporations and other legal entities;
 - (d) references to any legislation includes any statutory modification or re-enactment thereof;
 - (e) a reference to 'in writing' includes fax and email;
 - (f) headings are for convenience only and shall not affect the interpretation of these Regulations.

Part 1. General Provisions

3. OFFICERS AND EMPLOYEES

- 3.1 The officers of the Institute shall be the Chair of the Council, the Vice Chair of the Council, the Second Vice Chair of the Council, the Immediate Past Chair of the Council, Secretary, Chief Executive Officer, Chair of the Board and other officers whose posts may from time to time be established by a resolution of the Board and the Chief Executive Officer.
- 3.2 The Chief Executive Officer shall be appointed by the Board upon such conditions as they think fit. Any officer so appointed may be removed by the Board.
- 3.3 The Board may in conjunction with the Chief Executive Officer appoint and remove and reasonably remunerate such employees as may be necessary for the due and proper discharge of the business of the Institute and such employees shall have such powers and indemnities and perform such duties and be subject to such regulations as the Board determines.
- 3.4 The accounts of any officer or employee may be settled and allowed, or disallowed, either wholly or in part by the Board. An officer who has become bankrupt or has entered into any arrangement with their creditors, or a Member who has been suspended or has had their name removed from the Register, shall, thereupon be disqualified from acting as, and shall forthwith cease to be, an officer; provided that until an entry of the disqualification be made in the minutes of the Board, the officer's acts in their office shall have the same effect as if they had acted as a qualified officer.
- 3.5 The officers of the Institute (other than the Secretary) and members of the Board shall be subject to the duties of directors of a private company set out in the following sections of the Companies Act 2006:
- (a) sections 170 to 180 inclusive (general duties of directors);

- (b) sections 182, 184 and 185 (declaration of interest);
- (c) sections 188 and 189 (directors' long term service contracts);
- (d) sections 190 to 196 inclusive (substantial property transaction involving a director);
and
- (e) sections 198 to 214 inclusive (directors' loans, quasi loans and credit transactions).

3.6 The Secretary shall be subject to the duties of secretaries under the Companies Act 2006.

4. SECRETARY OF THE INSTITUTE

4.1 The Board may from time to time by resolution appoint a Secretary for such term and upon such conditions as they may think fit and any secretary so appointed may be removed by them.

4.2 The Board may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in the place of the Secretary if there be no Secretary or no Secretary capable of acting. Any assistant or deputy Secretary may be removed by resolution of the Board.

4.3 If a thing is required to be done by or to a member of the Council and the Secretary, it shall not be done by or to the same person acting both as a member of the Council and as, or in the place of, the Secretary. If a thing is required to be authorised or done by or to a member of the Board and the Secretary, it shall not be satisfied by its being done by or to the same person acting both as a member of the Board and as, or in the place of, the Secretary.

5. ADVERTISING APPOINTMENTS

5.1 The Council or the Board, as appropriate, shall ensure that advertisements inviting applications for all positions, save for those required to be filled by election, including officers or employees of the Institute and Lead Officers, are published in the Journal or other appropriate publication and on the Institute's website. The Council may, in exceptional circumstances, resolve to waive this position.

5.2 The Council may, from time to time, create a committee for the purpose of monitoring and facilitating appointments and other related issues within the Institute.

6. INDEMNITY

6.1 The members of the Council and the members of the Board and officers and employees of the Institute shall be indemnified by the Institute from and against all costs, charges, losses, damages and expenses whatsoever which they or any of them shall sustain or incur in the

bona fide exercise of their powers or duties as such members of the Council, Board, officers or employees.

7. NOTICES

- 7.1 Where a notice is sent by post, service of the notice is deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, and to have been effected 72 hours after posting or, in the case of a notice contained in an electronic communication, 48 hours after the time it was sent.
- 7.2 Notice of every General Meeting shall be given to each Member, except those members who have not provided the Institute with an address. Save for the auditors, no other person shall be entitled to receive notices of General Meetings.
- 7.3 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

Part 2. The Board

8. THE STRUCTURE OF THE BOARD

- 8.1 The Board is the body responsible for running the business and affairs of the Institute. It has regard to the general guidance on the aims and objectives of the Institute set by the Council.
- 8.2 The Board shall be the directors of the Institute and shall comprise the following persons:
- (a) the Chief Executive Officer to be appointed by the Board;
 - (b) up to 2 executive directors to be appointed by the Board in conjunction with the Chief Executive Officer;
 - (c) the Chair, Vice Chair and Immediate Past Chair of the Council;
 - (d) the Chair of the Board to be appointed by the Council in such manner as prescribed in these Regulations;
 - (e) no more than six non-executive directors (in addition to the Chair of the Board) to be appointed by the Council in such manner as may be prescribed in these Regulations, of which up to two may be non-members of the Institute;
 - (f) such number of associate directors as the Board shall determine, whose appointment shall be governed by Regulations 8.8, 8.9, 8.10 and 8.11 below; and
 - (g) the Secretary, who shall be non-voting.

- 8.3 The members of the Board referred to in Regulation 8.2(c) above shall retire annually but shall be eligible for re-election. Other members of the Board shall serve for the terms for which they are appointed (usually three years) and shall be subject to annual performance reviews against criteria set by the Council.
- 8.4 The Institute may from time to time by Ordinary Resolution increase or decrease the number of members of the Board.
- 8.5 A member of the Board may resign from the Board by giving three months' written notice to the Chair of the Board and the Secretary, whereupon the seat shall be vacant. A member of the Board who resigns under this Regulation shall not be disqualified from being re-elected or re-appointed at any time in the future.
- 8.6 All directors of the Board may be paid their reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee thereof, or General Meetings or in connection with the business of the Institute on such terms and on such scale as may from time to time be prescribed by the Board.
- 8.7 Members of the Board referred to in Regulations 8.2(a) to 8.2(c) above may be paid a salary to be determined by the appropriate committee set up by the Board. The Chair of the Board referred to in Regulation 8.2(e) above and any other Board member who is a Chair of a committee may be paid a fee to be determined in accordance with Regulation 11.2 below.
- 8.8 The Board may appoint associate directors. Any associate director need not be a Member. The appointment of a person to be an associate director shall not, save as otherwise agreed between them and the Institute and the subsidiary of the Institute (if any) in whose service they may be, affect the terms and conditions of their employment by the Institute or by any such subsidiary, whether as regards, duties, remuneration, pension or otherwise.
- 8.9 The appointment and removal and the powers, duties and remuneration of an associate director shall be determined by the Board. The Board shall have the right to enter into any contract on behalf of the Institute or transact any business of any description without the knowledge or approval of associate directors, except that no act shall be done that would impose any personal liability on any or all of the associate directors except with their knowledge and consent.
- 8.10 An associate director shall not be, nor have the power to act as, a director of the Institute nor be entitled to receive notice of or attend or vote at meetings of the Board nor shall they be deemed to be a director of the Institute for the purpose of these Regulations, nor shall they be entitled to use the word 'director' in their title, without the prefix 'associate'.

- 8.11 The Chief Executive Officer and any associate directors shall hold office for such time as the Board shall decide.

9. POWERS AND DUTIES OF THE BOARD

- 9.1 The business of the Institute shall be managed by the Board, which may exercise all such powers of the Institute as are not, by law or by the Regulations, required to be exercised by the Institute in General Meeting or by the Council, subject always to the provisions of the law, the Charter, the Byelaws and the Regulations. Without prejudice to the foregoing, the Board shall be responsible for managing the following aspects of the business of the Institute:

- (a) the professional aspects of the business including the progression of the Institute's professional aims;
- (b) the conduct of the Institute's relationships with other persons or bodies, including central and local government, trade associations and other institutional bodies;
- (c) the administration and maintenance of the Institute's services to Members and any other persons as may be interested therein, including the Institute's information services;
- (d) the financial affairs of the Institute and the preparation and maintenance of the Institute's books, registers and accounts;
- (e) the promotion, organisation, staging, advertising and publicising of exhibitions, displays, conferences, seminars and meetings;
- (f) the administration of any subsidiary company of the Institute and the appointment of officers to such subsidiary company;
- (g) save as required to be elected by resolution of the Council or of a General Meeting pursuant to these Regulations, the appointment of officers of the Institute;
- (h) setting up committees to monitor the financial arrangements and performance of the Institute, the remuneration and expenses of directors and the Chief Executive Officer and any other matters as may be thought appropriate.

- 9.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Institute shall be signed, drawn, accepted, endorsed or otherwise executed (as the case may be) in such manner as the Board shall from time to time by resolution determine.

- 9.3 The Board shall ensure that minutes are recorded:

- (a) of all appointments of directors and officers made by the Board;
- (b) of the names of the officers present at each meeting of the Board and of any committee of the Board;

- (c) of all resolutions and proceedings at all meetings of the Board and of any committee of the Board.

9.4 The Board shall from time to time as the Council directs establish Branches and Sections in the British Isles or in any other country and the Board may dissolve any such Branch and Section.

10. DISQUALIFICATION OF MEMBERS OF THE BOARD

10.1 The office of director of the Board for a director who is a member of the Council shall be vacated if the director ceases to be a member of the Council for whatever reason and in the case of all directors if the director:

- (a) becomes bankrupt or makes any arrangement or composition with their creditors;
- (b) becomes prohibited from being a director by reason of any order made under the Company Directors Disqualification Act 1986 or is otherwise prohibited from being a director by law;
- (c) a registered medical practitioner who is treating that person gives a written opinion to the Institute stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (d) resigns their office by notice in writing;
- (e) is convicted of a criminal offence (other than a minor motoring offence) and a majority of the other directors resolve that he cease to be a director; or
- (f) has acted in such a way that the majority of the other directors resolve that he has brought the Institute into disrepute.

11. MEMBERS OF THE BOARD

11.1 The Chair of the Board and no more than six other members of the Board shall be appointed by the Council for an initial term of three years following advertisement and selection. At the end of their term Council may renew the appointments, subject to satisfactory performance, for a further term of three years. The Chair and Non-Executive Directors can serve for a maximum of three consecutive terms.

11.2 The remuneration of or payment for the services of the Chair of the Board (if any) and any other Board member who is a Chair of a committee (if any) shall be determined by the Council on an annual basis. Other members of the Board shall be elected or appointed or become members of the Board in the manner prescribed by Regulation 8.

11.3 The Council or the Members may by Ordinary Resolution remove any member of the Board before the expiration of their period of office and may by an Ordinary Resolution appoint another in their stead, but any person so appointed shall retain their office for as long as the

member in whose place they are appointed would have held office if they had not been removed.

- 11.4 In the case of a resolution to remove a director proposed to the Council or the Members:
- (a) the Council and the Members (as the case may be) must be given the opportunity to vote to remove each director separately from any other director it is also proposed be removed. No single resolution of the Council or the Members purporting to remove more than one director shall be valid; and
 - (b) the director concerned must be notified at least 21 days before the date of the proposed meeting of the Council or meeting of the Members and, subject to the following, must be given a reasonable opportunity to make representations to the meeting in person or in writing. Representations in writing must be received by the Board in sufficient time for those representations to be circulated to the Council or the Members as the case may be. If they are not received in time to be circulated then the written representation shall be read out at the meeting. The written representations shall be no longer than 1,000 words. The Board may redact or summarise any material in the representations that appear to it to be unlawful, offensive or libellous and may refuse to circulate or read out or allow representations if it is satisfied, acting reasonably, that the representation process is being abused.
- 11.5 If a vacancy on the Board is caused by the death, ineligibility or resignation of one of the Board members appointed by the Council, another suitable person shall be appointed by the Council.

12. PROCEEDINGS OF THE BOARD

- 12.1 The Chair of the Board shall preside as chair at all meetings of the Board. If the Chair of the Board is not present within five minutes of the time appointed for holding the Board meeting, a chair shall be elected from amongst those present.
- 12.2 The Board may meet for the despatch of business, adjourn and subject to the provisions of these Regulations, regulate these meetings as they think fit. Except as otherwise provided in these Regulations, every question at a meeting of the Board shall be determined by a majority of the votes of the members of the Board present and voting, every member of the Board having one vote, and in the case of an equality of votes, the chair of the meeting shall have a second or casting vote.⁶⁵ The Secretary, on the requisition of the Chair of the Board or any five members of the Board, shall at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any member of the Board for the time being absent from the British Isles.

- 12.3 No Member may be present at meetings of the Board except by the permission of the Chair of the Board.
- 12.4 The quorum necessary for the transaction of the business of the Board shall be five.
- 12.5 *The* members for the time being of the Board may act notwithstanding any vacancy on the Board. If and for so long as their number is reduced below the number required as the necessary quorum of members of the Board, the members of the Board for the time being may act for the purpose of increasing the number of members of the Board to that number, or of summoning a General Meeting of the Members, but for no other purpose.
- 12.6 The Board may delegate any of their powers to committees, Task Groups, Working Groups or Lead Officers consisting of such Members as it thinks fit. Any such committee, Task Group, Working Group or Lead Officer shall in the exercise of the delegated powers conform to any regulations which may be imposed upon them by the Board and by these Regulations.
- 12.7 All meetings of committees, Task Groups, Working Groups and Lead Officers shall be convened in accordance with the manner prescribed by the Standing Orders of the Council.
- 12.8 All acts of any meeting of the Board or of a committee of the Board, or of any person acting as a member of the Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid or that such person was 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.
- 12.9 A resolution in writing, signed by a majority of members of the Board for the time being entitled to receive notice of a meeting of the Board shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

13. BORROWING AND INVESTMENT POWERS

- 13.1 The Board may exercise all powers of the Institute to borrow money and to mortgage or charge its undertaking and property or any part thereof on such terms and conditions whether as to amount, rate of interest to be paid, mode or method of repayment and as to whether with or without securities as the Board may from time to time decide.
- 13.2 The Board may from time to time invest in the name of the Institute any monies not immediately required for the purposes of the Institute in trustee securities and may from time to time vary or convert such securities for the purposes of the Institute or deposit them with a banker as security for monies loaned to the Institute.

Part 3. The Council

14. MEMBERS OF THE COUNCIL

- 14.1 The Council is the elected body responsible for giving general guidance on the aims and objectives to be followed by the Institute, both as a business and as a membership organisation.
- 14.2 No person shall be eligible for election to membership of the Council otherwise than in accordance with the provisions of these Regulations.
- 14.3 The Council shall be comprised of the following persons (**Council Members**):
- (a) the Chair of the Council, Vice Chair of the Council and Second Vice Chair of the Council, to be appointed in the manner set out in Regulations 15 and 16;
 - (b) the Immediate Past Chair of the Council, appointed in accordance with Regulation 14.5, who shall ex officio be a member of the Council;
 - (c) no more than three Members to be elected by ballot of the Members in accordance with Regulation 15.2(f) below;
 - (d) one Member or one deputy from each duly constituted and accredited Branch and Section in accordance with the Regulation 15.1(b) – Members of the Council so elected are referred to as ‘Council Member (including title of Branch or Section)’; and
 - (e) appointees to posts approved by a General Meeting under Regulation 15.2.
- 14.4 New Council Members shall take office immediately following the Annual General Meeting in the appropriate year, dependant on whether they are annual appointments or for a longer term as prescribed by these Regulations.
- 14.5 The Chair of the Council shall, at the end of their year in office and coinciding with an Annual General Meeting of the Institute, automatically proceed to the office of Immediate Past Chair of the Council.
- 14.6 The members of Council referred to in Regulations 14.3(a) and 14.3(b) above shall retire annually and those members of the Council referred to in Regulations 14.3(c), 14.3(d) and 14.3(e) above will be appointed for three year renewable terms subject to an annual performance review with a maximum of three terms.
- 14.7 A member of the Council who is not a director serving on the Board may resign by giving written notice to the Secretary whereupon their seat shall be vacant. A member of Council who is also a director serving on the Board may resign by giving three months’ written notice

to the Chair of the Board and the Secretary respectively. A member of the Council who resigns pursuant to this Regulation 14.7 shall not be disqualified from being re-elected at any time in the future. A by-election shall be held for vacant posts on the Council in the manner prescribed in Regulation 16.

14.8 Members shall not be eligible for membership of the Council unless they are Full Members.

15. ELECTIONS FOR OFFICE AND COUNCIL

15.1 The Chair, Vice Chair and Second Vice Chair of the Council shall be elected as follows:

- (a) From time to time the Council shall approve a 'person specification' for such offices. A nomination form, in the form from time to time approved by Council shall be forwarded by the Secretary not later than one month before the date fixed for such election;
- (b) Any Branch or Section shall be entitled to nominate an eligible Member for each office respectively. A nomination shall not be valid unless;
 - (i) The form bears the written consent of the nominee under their signature;
 - (ii) The nomination by the Branch or Section is evidenced by the signature of at least two officers of that Branch or Section and includes a statement that in the opinion of the Branch or Section the nominee substantially meets the requirements set out in the person specification;
- (c) The Secretary will circulate all nominations to all members of the Council. Any member of the Council who has concerns that the nominee does not meet the requirements set out in the person specification shall be required to inform the Secretary in writing within 7 days of receipt of the nominations. If the Chair of the Council or three or more members of Council have notified the Secretary of such concerns, then the Council shall arrange, as it sees fit, an interview with the nominee to test that nominee against the person specification. If the nominee is judged not to substantially meet the person specification, then a resolution will be put to the Council to cancel the nomination;
- (d) Once the nominations have been accepted by Council, the election shall be conducted in accordance with the provisions of Regulation 15.2 below;
- (e) It is anticipated that there is a progression from Second Vice Chair to Vice Chair to Chair of the Council. Nominees should therefore be prepared to commit to this progression and the nominating Branch or Section bear this in mind when making a nomination and judging a potential nominee against the person specification.

15.2 Except as set out in Regulation 15.1 above, elections for members of Council shall be conducted in the following manner:

- (a) A nomination form, in the form from time to time approved by the Council, shall be forwarded by the Secretary to each Member entitled to vote in such election not

later than one calendar month before the date fixed for any such election. In this Regulation, 'Secretary' shall mean the secretary of the Branch or Section and where it refers to the next annual meeting of the Institute, it shall mean the next annual meeting of the Branch or Section;

- (b) Any Member entitled to vote in such election shall be entitled to nominate an eligible Member for each office respectively. A nomination shall not be valid unless the form bears the written consent of the nominee under their signature and is received by the Secretary not later than noon on the date prescribed for that purpose and printed on the form;
- (c) If only one person is nominated for any appropriate office or no more than the required number of persons are nominated for the Council, they shall be duly elected;
- (d) If more than one person is nominated for any office or more than the required number for the Council, the Secretary shall notify each nominee for that office of all the names of all persons validly nominated and any nominee may give notice to the Secretary to withdraw their nomination within the next forty-eight hours. If after the expiry of that time there shall still remain current valid nominations of more than the required number of candidates for office, the election shall be determined by a ballot of Members entitled to vote.
- (e) No person shall occupy more than one Council place simultaneously. If a Member is nominated for both office and as a nationally elected member of the Council, the votes for the position of officer shall be counted first and if elected to that office their name shall be withdrawn from the ballot for nationally elected member. Furthermore, if a Member is nominated for both office and as a Council Member (including title of Branch or Section) and is elected to that office they shall resign as Council Member (including title of Branch or Section). Any person appointed to any office shall be excluded from occupying any other place on the Council.
- (f) The ballot referred to in Regulation 14.3(c) above shall be conducted in the following manner:
 - (i) A voting paper in such form as the Council from time to time approves stating the names of the candidates for each office or position shall be sent by the Secretary, not less than fourteen days before the date fixed for the return of the voting papers, to each Member entitled to vote together with an addressed envelope for the return of the voting paper;
 - (ii) Each Member entitled to vote may vote for not more than one candidate. Voting papers marked otherwise than in accordance with this provision shall be void;
 - (iii) The voting paper shall be returned to the Secretary so as to be received not later than noon on the date prescribed for that purpose and printed on the form and if not so received by the Secretary shall be void;

- (iv) The Institute, Branch or Section shall appoint three scrutineers, who shall be Members entitled to vote but who shall not be candidates or officers of the Institute, to count the votes and report the result to the Secretary. The report of the scrutineers shall finally determine the election and shall not be open to objection;
- (v) The Secretary shall report the result to the next Annual General Meeting of the Institute and in the event of an equality of votes for two or more candidates, the Members present at that Annual General Meeting and entitled to vote shall determine which candidate or candidates of those supported by an equal number of votes shall be elected.

- 15.3 In the event of a vacancy in one of the three nationally elected members of the Council elected by ballot of the Members in accordance with Regulation 14.3(c) above, the Council may, at its discretion, fill the vacancy by appointing the candidate who, at the immediately preceding election, received the highest number of votes amongst those not elected, if there be such a candidate. If there be no such candidate, the Council may, in its discretion, fill the vacancy by inviting nominations by notice in the Journal and, if necessary, holding a postal ballot or where those recruitment methods have failed, by co-opting an eligible, willing Member, or it may defer filling the vacancy.
- 15.4 In the case of the vacancy in the membership of the Council for a Council Member (including title of Branch or Section) appointed in accordance with Regulation 14.3(d) or their nominated deputy, the Council shall cause the same to be filled by the Branch or Section concerned.
- 15.5 A person appointed to fill a vacancy in the membership of the Council in accordance with Regulations 15.1 or 15.4 shall serve until the end of the three-year period of the vacant place.
- 15.6 The Council shall determine any question which might arise under these Regulations in connection with elections of members of the Council and its decision thereon shall be final.
- 15.7 Members of the Council may be paid their reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any committee thereof or General Meetings or in connection with the business of the Institute on such terms and on such scale as may from time to time be prescribed by the Council.
- 15.8 The Members may from time to time by Ordinary Resolution in General Meeting increase or decrease the permitted number of members of the Council.

16. PROVISIONS FOR BY-ELECTIONS FOR ELECTED MEMBERS OF COUNCIL

- 16.1 A person elected to the Council to fill a casual vacancy caused by the death, ineligibility or resignation of an elected member of the Council shall be elected by Members entitled to vote in accordance with the provisions of these Regulations and shall serve for the remainder of the term of office of the vacated seat, but shall be eligible for re-election.
- 16.2 In the event of a casual vacancy occurring in the post of serving Chair of the Council during their term of office, the elected Vice Chair of the Council shall act as Chair of the Council until the end of the next Annual General Meeting.
- 16.3 In the event of a casual vacancy occurring in the post of serving Vice Chair of the Council during their term of office, the Second Vice Chair of the Council shall act as Vice Chair of the Council. In the event of a casual vacancy occurring in the post of second Vice Chair of the Council, nominations will be sought from eligible Members in accordance with Regulations 15.1 and 15.2, except that the time provision in Regulation 15.1(a) shall be reduced to fourteen days. The latter procedure shall only be implemented where the office of any second Vice Chair of the Council so elected would be more than three months from election.
- 16.4 A member of the Council elected as a Council Member (including title of Branch or Society) or deputy to fill a casual vacancy caused by death, ineligibility or resignation of a Council Member (including title of Branch or Society) or deputy during their term of office, shall be elected by Members of the Branch or Section entitled to vote in accordance with Regulations 15.1 and 15.2, and shall serve for the remainder of the term of office of the vacated seat, but shall be eligible for re-election. Where Regulations 15.1 and 15.2 refer to the Secretary it shall mean the Secretary of the Branch or Section and where Regulations 15.1 and 15.2 refer to the next annual meeting of the Institute, it shall mean the next annual meeting of the Branch or Section.

17. POWER AND DUTIES OF THE COUNCIL

- 17.1 The Council may exercise all such powers of the Institute as are not by these Regulations required to be exercised by the Institute in General Meeting or by the Board.
- 17.2 The Council shall ensure that minutes are recorded by the Secretary:
- (a) confirming appointments of directors by the Council, noting elected Council Officers and the appointment of Lead Officers by the Chief Executive;
 - (b) of the names of the members present at each meeting of the Council and of any committee of the Council;
 - (c) of all resolutions and proceedings of all meetings of the Institute and of the Council and of the committees of the Council;

and the minutes so recorded shall be submitted for confirmation at the next following meeting of the Council. When confirmed the minutes shall be signed by the Chair of the meeting and, once signed, shall be deemed a true and correct record of the proceedings of the Council.

- 17.3 A report of the proceedings of each meeting of the Council shall be published in the Journal and on the Institute's website as soon as practicable.
- 17.4 All acts of any meeting of the Council or of a committee, Task Group or Working Group of the Council, or of any person acting as a member of the Council shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid or that such person was 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 Council.
- 17.5 A resolution in writing, signed by the required majority of the members of the Council for the time being entitled to receive notice of a meeting of the Council shall be valid and effective as if it had been passed at a meeting of the Council duly convened and held.
- 17.6 The Council may from time to time make and adopt such 'Standing Orders', being consistent with the Charter, the Byelaws and the Regulations, as they may consider necessary for the regulation of their proceedings and the due and expeditious conduct of the business of their meetings and for the prescription and regulation of their proceedings, of the due and expeditious conduct of the business of their meetings and for the prescription and regulation of the duties of any officer or Member of the Institute.
- 17.7 The Council may from time to time for the purposes of promoting any of the objects and purposes of the Institute set out in the Charter direct the Board to establish Branches in the British Isles or in any other country as the Council may from time to time decide and the Council may direct the Board to dissolve any such Branch subject to the approval of a General Meeting of the Members.

18. DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COUNCIL

- 18.1 The office of member of the Council shall be vacated if the member of Council:
- (a) ceases to be a Member of the Institute; or
 - (b) a registered medical practitioner who is treating that person gives a written opinion to the Institute stating that that person has become physically or mentally incapable of acting as a member of the Council and may remain so for more than three months.

- 18.2 In addition, the Institute may by Ordinary Resolution of its Members remove any member of the Council before the expiration of their period of office and may, by an Ordinary Resolution of the Members appoint, or by holding a by-election in the manner prescribed in Regulation 16, another qualified member in their stead. Any person so appointed shall retain their office so long only as the member in whose place they are appointed would have held office if they had not been removed.
- 18.3 In the case of a resolution to remove a member of the Council proposed to the Members:
- (a) the Members must be given the opportunity to vote to remove any one member of the Council separately from any other member of the Council who it is also proposed be removed. No single resolution of the Members purporting to remove more than one member of the Council shall be valid; and
 - (b) the member of the Council concerned must be notified at least 21 days before the date of the proposed meeting of the Members and, subject to the following, must be given a reasonable opportunity to make representations to the meeting in person or in writing. Representations in writing must be received by the Board in sufficient time for those representations to be circulated to the Members. If they are not received in time to be circulated then the written representation shall be read out at the meeting. The written representations shall be no longer than 1,000 words. The Board may redact or summarise any material in the representations that appear to it to be unlawful, offensive or libellous and may refuse to circulate or read out or allow representations if it is satisfied, acting reasonably, that the representation process is being abused.

19. PROCEEDINGS OF THE COUNCIL

- 19.1 At all meetings of the Council, the Chair of the Council or, in their absence, the Vice Chair of the Council, shall preside. If neither is present within five minutes of the time appointed for holding the meeting a chair shall be selected from amongst those members of the Council present.
- 19.2 The Council may meet for the despatch of business, adjourn and, subject to the provisions of these Regulations, may regulate their meeting as they think fit. Except as otherwise provided in these Regulations every question at a meeting of the Council shall be determined by a majority of the votes of the members of the Council present and voting, every member having one vote. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 19.3 The Secretary, on the requisition of the Chair of the Council or any five members of the Council, shall at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member for the time being absent from the British Isles.

- 19.4 Any Member may be present at meetings of the Council, but shall not vote and shall not have the right to speak except with the permission of the Chair of the Council.
- 19.5 The quorum necessary for the transaction of the business of the Council shall be nine.
- 19.6 The members for the time being of the Council may act notwithstanding any vacancy in the Council, but if, and so long as their number is reduced below the number required by Regulation 19.5 as the necessary quorum of members of the Council, the members of the Council for the time being may act for the purpose of increasing the number of members of the Council to that number, or of summoning a General Meeting of the Members of the Institute, but for no other purpose.
- 19.7 The Council may delegate any of their powers (except those exercisable under such of these Regulations as require a resolution to be passed or a decision to be reached by a special majority) to committees, Task Groups, Working Groups or Lead Officers consisting of such Members of the Institute as it thinks fit. Any such committee, Task Group, Working Group or Lead Officer shall in the exercise of the powers so delegated conform to any regulations which may be imposed on them by the Council and by these Regulations and act only within the scope of the authority specifically given to them. Nothing in this Regulation shall permit such persons or bodies to act in such a way as to override or be inconsistent with the Laws of the Institute or any other law.
- 19.8 All meetings of committees, Task Groups, Working Groups or Lead Officers shall be convened in accordance with the manner prescribed by the Standing Orders of the Council, which shall not be in contravention of any other Laws of the Institute.

20. AMENDMENT

- 20.1 These Regulations shall only be amended by a Special Resolution.