



At the Court at Balmoral

THE 5th DAY OF SEPTEMBER 2006

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

The following Report of a Committee of the Privy Council dated 22nd August 2006 was today considered:—

“YOUR MAJESTY was pleased, by Your Order of 9th May 2006, to refer to this Committee a Petition of the English Association praying for the grant of a Charter of incorporation:

“THE COMMITTEE have accordingly considered the Petition and have agreed to report it as their opinion that a Charter may be granted in terms of the annexed Draft.”

HER MAJESTY, having taken the Report and the Draft Charter accompanying it into consideration, was pleased, by and with the advice of Her Privy Council, to approve them. It is accordingly ordered that the Right Honourable the Lord High Chancellor of Great Britain, should cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Charter in conformity with the annexed Draft.

A.K. Galloway

E L I Z A B E T H T H E S E C O N D
by the Grace of God of the United Kingdom of Great Britain and
Northern Ireland and of Our other Realms and Territories Queen, Head
of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

Whereas the incorporated Association commonly known as The English Association petitioned Us for a Charter of Incorporation:

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

NOW THEREFORE KNOW YE that WE by virtue of Our Royal Prerogative in that behalf and of all other powers enabling Us so to do of Our especial grace certain knowledge and mere motion will and ordain by this Our Charter do hereby for Us Our Heirs and Successors grant, direct, appoint and declare as follows:-

The English Association

1. The persons now members of the said Association and all such persons as may hereafter become members of the Body Corporate or Corporation hereby constituted pursuant to or by virtue of the powers granted by this Our Charter and their successors shall for ever hereafter (so long as they shall continue to be such members) be by virtue of this Our Charter one Body Corporate and Politic by the name of The Chartered English Association (hereinafter referred to as The Association) 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.

Objects and powers of the Association

2. The objects and purposes of The Association are to promote the knowledge and appreciation of the English language and its literatures and to foster good practice in its teaching and learning at all levels.
3. The Association may promote its said objects by:-
 - a) affording opportunities for professional and other co-operation amongst all those interested in English language and literature; furthering the due recognition of English as an essential element in education at all levels and participating publicly in any national debate on the teaching of the subject at any level; providing a forum for the discussion of practice and principle in the teaching and learning of English in all sectors of education from primary to university level; encouraging and facilitating advanced study in English language and literature; holding conferences, lectures and other meetings to respond to the professional needs of teachers and lecturers in all educational areas and to further the Objects of The Association; publishing a range of journals, books, papers and leaflets to promote the study and appreciation of English; forming local branches to carry out the Objects of The Association; establishing relations with kindred bodies and co-operating with such bodies but only in furtherance of the Objects of The Association; enrolling members, collecting subscriptions from members and donations from any person interested

- in the Objects of The Association; and engaging in any other activity which shall be conducive to the Objects of The Association;
- b) raising funds by subscriptions, donations, grants, loans or otherwise for the purposes of The Association; inviting and accepting gifts of all sorts and whether *inter vivos* or by will and whether or not subject to conditions; carrying out any condition imposed on any gift which may be accepted provided that in raising funds The Association shall not undertake any substantial permanent trading activities;
 - c) subject to such consents as may be required by law borrowing money for the purposes of The Association on such terms and on such security (if any) as may be thought fit;
 - d) entering into and carrying out contracts and employing and remunerating staff;
 - e) making planning applications, applications for consent under by-laws or building regulations and other like applications;
 - f) carrying on any negotiations with or between any authorities, national, local, municipal or otherwise or any corporation or persons calculated directly or indirectly to promote any of the Objects; taking all necessary and proper steps for any of the purposes aforesaid and opposing any steps taken by any authority, corporation, firm or persons which may be considered likely directly or indirectly to prejudice any of the Objects;
 - g) purchasing, taking on lease or in exchange, hiring or otherwise acquiring any real or personal property and any rights or privileges which The Association may think necessary or convenient for the promotion of the Objects (or any of them), and constructing, maintaining and altering any building or erections necessary or convenient for the work of The Association;
 - h) subject to such consents as may be required by law selling letting mortgaging disposing of or turning to account all or any of the property or assets of The Association as may be thought expedient with a view to the promotion of the Objects or any of them;
 - i) undertaking and executing any trusts which may lawfully be undertaken by The Association and may be conducive to the Objects or any of them;
 - j) investing the monies of The Association not immediately required for its purpose in or upon such investments, securities or property as may be thought fit and placing any such monies on deposit with bankers and others subject to such conditions (if any) and such consents (if any) as may be required by law;
 - k) establishing and supporting or aiding in the establishment and support of any charitable associations or institutions and subscribing or guaranteeing money for charitable purposes in any way connected with the Objects;
 - l) lending and advancing money or giving credit for use in connection with any of the Objects in such manner and on such terms as may from time to time be determined;
 - m) drawing, accepting, making, endorsing, issuing and negotiating bills of exchange, promissory notes and other negotiable instruments;
 - n) providing pensions and sick benefits and allowances for past and present employees of The Association and their dependants not being members of The Association;
 - o) recognising those members who have provided worthy service to The Association or to English in education by award of the Fellowships of The Chartered English Association; such Fellows to be entitled to use the post-nominal letters FCEA for as long as they shall remain members of The Association in good standing or, in respect of Honorary Fellowships, for life. All awards shall be made by majority decision of the Trustees according to criteria agreed and published by the Trustees. Special Honorary Fellowships to be entitled Centenary Fellowships may be awarded in the discretion of The Association at the centenary of The Association;
 - p) co-operating with any local or public authority or other body concerned to achieve the Objects;
 - q) doing all or any of the things and matters aforesaid, either as principal agent Trustee or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others;
 - r) doing all such other things as are incidental or conducive to the attainment of the Objects or any of them.

4. The income and property of The Association shall be applied solely towards the promotion of the Objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend, gift, division, bonus or otherwise howsoever by way of profit to the members of The Association, and no Trustee shall be appointed to any office of The Association paid by salary or fees or receive any remuneration in money or money's worth from The Association.

Provided that nothing herein shall prevent any payment in good faith by The Association:-

- a) of the usual professional charges for business done by any of the Trustees who is a solicitor accountant or other person engaged in a profession or by any partner of his or hers when instructed by The Association to act in a professional capacity on its behalf provided that there is at all times a majority of Trustees who act without remuneration and that a Trustee does not attend a meeting while his or her own remuneration is discussed;
- b) of reasonable and proper remuneration to any member officer or servant of the association who is not a Trustee for services rendered to The Association;
- c) of interest on money lent to The Association by any of the Trustees or by any member officer or servant of The Association at a reasonable and proper rate per annum not exceeding 2 per cent less than the published based lending rate of The Association's bankers from time to time;
- d) of fees, remuneration or other benefit in money or money's worth to any company of which any one or more of the Trustees may also be a member holding not more than 1/100th of the issued share capital of that company;
- e) of reasonable and proper rent for premises demised or let to The Association by any of the Trustees or by any member, officer or servant of The Association;
- f) of reasonable out of pocket expenses to any Trustee or any officer or servant of The Association;
- g) of any premium or premiums in respect of insurance effected by The Association pursuant to its powers under this Our Charter.

Matters in respect of real and personal property

5. We do also hereby for Us Our Heirs and Successors license authorise and for ever hereafter enable the Body hereby incorporated or any persons or person on its behalf to acquire for the purposes of The Association any lands tenements or hereditaments or any interest in any lands tenements or hereditaments whatsoever and to hold the same in perpetuity or otherwise and from time to time (subject to all such consents as are by law required) to grant demise alienate or otherwise dispose of the same or any part thereof.
6. The assets and liabilities of the existing Association including any property and moneys held on behalf of or in trust for the existing Association by any person or persons or body politic or corporate shall from the date of this Our Charter become and be deemed to be the assets and liabilities of The Association and shall as soon as may be formally transferred to The Association or such person or persons on its behalf as the By-laws may prescribe.
7. In the investment of moneys belonging to or held by The Association and applicable for the general purposes of The Association The Association shall seek such advice as it may see fit and shall take into account the law relating to charitable investment applicable at the time of such investment. Subject as aforesaid no liability shall attach to any officer servant or member of The Association in respect of any loss or depreciation of any investment so made as aforesaid and any investment may be varied from time to time at the discretion of The Association.

Membership and qualifications

8. There shall be such classes of members of The Association with such rights including voting rights privileges and obligations as the By-laws of The Association (hereinafter referred to as the By-laws) or the Rules of the Association (hereinafter referred to as the Rules) for the time being shall provide.
9. The qualifications method and terms of admission privileges and obligations including liability to expulsion or suspension of members of each of the classes respectively shall be such as the By-laws or the Rules for the time being shall direct. The power of election of persons seeking admission to any class of membership shall be vested in the Council (as hereinafter defined) whose responsibility it shall be to decide whether they have or have not fulfilled such conditions as are applicable to their case.

10. The Association shall not award the professional designation of Chartered Status to any of its members unless this Our Charter and the By-laws shall be changed so to allow.

Meetings

11. The meetings of The Association shall be held at such times and for such purposes, and shall observe such procedures as may be prescribed by or under the By-laws or the Rules.

Governance

12. There shall be a Council of The Association consisting of such number of members with such qualifications and to be elected or constituted as such members of Council in such manner and to hold office for such period and on such terms to seek re-election and otherwise as the By-laws or the Rules for the time being shall direct.
13. The first Council members after incorporation by Royal Charter shall be those who have been elected to serve on the Council for the period during which that incorporation shall take place. They shall respectively hold office as such until due election and coming into office of their successors in accordance with the By-laws and the Rules.
14. The direction and management of The Association and its affairs and business shall be vested in the Council subject to the provisions of this Our Charter and to the By-laws and to the Rules. The business of the Council shall be conducted in such manner as the Council may from time to time prescribe.
15. The Association shall have such Officers with such functions tenure and terms of office as the By-laws and the Rules may prescribe and such other officers and servants as the Council may from time to time appoint.
16. The Council may from time to time make such Rules as they think fit for the purpose of carrying any By-law into effect or otherwise for regulating the affairs of the Association and may amend or add to any such Rules provided always that no such Rules shall be repugnant to any of the provisions of this Our Charter or of the By-laws.
17. The Association in General Meeting held with due notice and otherwise in accordance with the By-laws and the Rules may make and from time to time replace, alter, add to or revoke the By-laws as required for the regulation

government and advantage of The Association its members and property and for the furtherance of the objects and purposes of The Association. Provided that no such By-law replacement, alteration, addition or revocation shall be repugnant to this Our Charter or to the Laws and Statutes of Our Realm and provided also that no such By-law revocation amendment or addition shall take effect until the same has been approved by the Lords of Our Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

18. The first By-laws to be made under this Our Charter shall be those made by the Voters of The Association and annexed hereto.
19. The Council may by a resolution in that behalf passed at any meeting by not less than two-thirds of the members of Council present and voting (being an absolute majority of the whole numbers of the members of the Council) and confirmed at an Extraordinary Business Meeting of The Association duly convened and held not less than one month or more than four months after the date of such meeting of the Council by not less than two-thirds of those present and voting alter amend or add to this Our Charter and such alterations amendments or additions shall when approved by Us, Our Heirs and Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as though they had been originally granted and made accordingly. This provision shall apply to this Our Charter as altered amended or added to in a manner aforesaid.
20. The Council may with the sanction of two consecutive Extraordinary General Meetings of The Association called for the purpose surrender this Our Charter and any Supplemental 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 Association in such manner as shall be directed by such General Meetings or in default of such direction as the Council of The Association shall think expedient having due regard to the liabilities of The Association for the time being. And if on the winding up or dissolution of The Association 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 of The Association or any of them but shall (subject to any special trusts affecting the same) be given and transferred to some charitable association or associations having objects similar to the objects of The Association and which shall prohibit the distribution of its or their income and property to an

extent at least as great as is imposed on The Association such association or associations to be determined by the corporate members of The Association at or before the time of dissolution.

elsewhere in the most favourable and beneficial sense and for the best advantage of The Association any mis-recital non-recital omission defect imperfection matter or thing whatsoever notwithstanding.

Conclusion

21. And We do hereby for Us Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good firm valid and effectual according to the true intent and meaning of the same and shall be taken construed and adjudged in all Our Courts and

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

WITNESS Ourselves at WESTMINSTER the day of in the

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

BY-LAWS

General

1. In these By-laws the words and expressions set out below shall bear the respective meanings set out alongside; namely:-

<u>Words</u>	<u>Meanings</u>
“By-laws”	these By-laws
“Charity”	the corporation intended to be regulated by these By-laws and registered as a charity
“Chairman”	the chairman of the Council elected in accordance with these By-laws
“Editors”	the editors of “English”, “The Year’s Work in English Studies”, “The Year’s Work in Critical and Cultural Theory”, “The Use of English” and “English 4-11”, and of any other Association publication.
“Council”	the President, the Chairman and such members as may be elected in accordance with these By-laws, all of whom shall for the avoidance of doubt, duly be appointed as trustees of the Charity and directors of the corporation
“Honorary Officers”	those persons accordingly referred to in these By-laws
“Honorary Treasurer”	the honorary treasurer appointed to perform the duties of treasurer of the Association from time to time
“Charter”	the Royal Charter by which the Association is incorporated
“Office”	the registered office of the Association
“President”	the President of the Association appointed to perform the duties of President of the Association from time to time
“Trustees”	the Council of the Association (and “Trustee” shall be construed accordingly)

“Seal”	the common seal of the Association or any other mode of execution of a deed authorised by these By-laws
“Secretary”	any person appointed to perform the duties of chief executive and secretary of the Association
“United Kingdom”	Great Britain and Northern Ireland
“Voting Members”	all members of the Association other than institutional members, Centenary Fellows, Corresponding Fellows, and Associate Fellows of the Association
“clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
“month”	calendar month
“year”	calendar year

Words importing the singular number only shall include the plural number and vice versa. Words importing persons shall include corporations. References to the masculine gender shall include the feminine and neuter genders where the context so permits.

Membership

2. Such persons as are admitted to membership in accordance with the provisions of these By-laws shall be the members of the Association. There shall be no maximum number of members and the minimum number shall be one. Membership of the Association shall also be subject to such other conditions and criteria as the Council may from time to time prescribe by these By-laws or the Rules.
3. There shall be three classes of membership of the Association with the following rights attached to each:-
 - (a) individual Members (including Council, Fellows and Honorary Fellows) who shall be entitled to receive notice of, attend, and vote at General Meetings of the Association;

- (b) institutional members who shall each be entitled to appoint a representative (authorised in accordance with these By-laws) to receive notice of, and attend, General Meetings of the Association but who shall have no voting rights;
- (c) in addition, Corresponding Fellows, Centenary Fellows and Associate Fellows may be created with such rights as Council may decide in its discretion.

Admission to membership for new members shall be made by application to the Council in the manner prescribed by the Council from time to time. The Council shall have the absolute right to reject any application for membership and shall not be obliged to give any reason for refusing an application. The Council shall be obliged to reject any application for membership which does not meet any membership conditions or criteria prescribed by them from time to time.

- 4. Before or upon admission to membership all prospective or actual members of the Association shall, if required by the Council, sign an undertaking to abide by the Charter, By-laws and any other Rules for the time being regulating the Association and to treat all private and confidential communications which may be made to them by or on behalf of the Association as private and confidential.
- 5. Membership of the Association shall not be transferable and shall take effect for all purposes at such time as the relevant member's name shall be entered in the Association's Register of Members.

Cessation of Membership

- 6. A member of the Association shall forthwith cease to be a member:-
 - (a) if the member gives written notice to the Association of intention to resign;
 - (b) if the member is expelled from membership under these By-laws;
 - (c) in the case of an individual, on death.

Upon any cessation of membership, the name of the member shall be removed from the Association's Register of Members.

- 7. Any members may be expelled from membership of the Association in the

event of there occurring in relation to them, any of the events or circumstances specified in these By-laws. Any such expulsion may only be effected by a resolution of the members of the Association in general meeting.

- 8. The events or circumstances referred to in Article 7 above are:-
 - (a) the members in question at any time ceasing to meet and maintain such membership conditions or criteria as may from time to time be prescribed by the Council;
 - (b) the members in question at any time being in breach of or failing to observe the By-laws or any other Rules for the time being regulating the Association;
 - (c) the members in question failing to pay any sums due to the Association within the time period required for payment;
 - (d) the members in question at any time being in breach of any undertaking of confidentiality signed by them in favour of the Association pursuant to these By-laws;
 - (e) the members in question becoming insolvent, bankrupt or making any arrangement or composition with their creditors generally or being guilty of or committing any other act or conduct prejudicial to the interests or reputation of the Association;

AND in the case of the events or circumstances specified in (a), (b) and (c) above), the member failing to remedy any such default within thirty days of being given notice so to do by the Association.

General Meetings

- 9. The Association shall hold an annual general meeting once in every year at such time (within a period of not more than 15 months after the holding of the last preceding annual general meeting) and place as may be determined by the Council.
- 10. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
- 11. The Council may, whenever it thinks fit, convene an extraordinary general meeting and, on a requisition of ten or more members, shall forthwith

proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

Notice of General Meetings

12.
 - (a) An annual general meeting and any extraordinary general meeting shall be called by at least twenty one clear days' notice in writing. Notice of every general meeting shall be given to the individual member and to the duly authorised representative of each Institutional member, and to Council members and auditors for the time being of the Association and also to such other persons as the Council may from time to time determine.
 - (b) Any motion to be passed at a general meeting of the Association shall not be passed without the approval of the majority of the Council of the Association.
13. A general meeting shall, notwithstanding that it is called by shorter notice than is provided for under these By-laws, be deemed to have been duly called if it is so agreed:-
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of an extraordinary general meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.
14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting.
15. Every notice calling a general meeting shall specify the place, and day, and hour of the meeting and, in the case of an annual general meeting, shall also specify the meeting as such. The notice convening that meeting shall specify the general nature of its business; and, if any resolution is to be proposed, the notice shall contain the exact wording of the motion to be proposed. If a member wishes to put a motion to a general meeting, such motion must be received by the Secretary at least 25 days before that meeting.

Proceedings at General Meetings

16. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, ten members personally present shall be a quorum.
17. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place or at some other place as the Council may determine and if, at the adjourned meeting, a quorum is not present within fifteen minutes from the time appointed for the meeting, the members present shall be a quorum.
18. The Chairman shall preside at every general meeting but, if there be no such Chairman or if at any time he or she shall not be present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the members present shall choose one of the other Council members to take the chair of the meeting or, if no such other Council member be present or if all or the other Council members present decline to take the chair, they shall choose some other member of the Association who shall be present to preside.
19. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for twenty days or more, at least seven days notice of the adjourned meeting shall be given in the same form as for an original meeting. Otherwise it shall not be necessary to give any such notice.
20. At any general meeting, a motion put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded (save that a poll may not be demanded on any resolution that the meeting should be adjourned) by the Chairman or by not less than three members present in person or by proxy or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the Chairman of the meeting that a motion has been carried, or carried

unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. The demand for a poll may be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result on a show of hands declared before the demand was made.

21. Subject to the provisions of these By-laws, if a poll is demanded, it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. A poll demanded on the election of a Chairman of a meeting shall be taken forthwith.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
24. The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question on which the poll has been demanded.
25. A resolution in writing signed by, or on behalf of each member of the Association for the time being entitled to receive notice of, and to attend and vote at, a general meeting, shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held, and may consist of several instruments each executed by or on behalf of one or more members.

Votes of Members

26. Subject to these By-laws, every individual member of the Association shall have one vote. Votes may be given on a poll either personally or by proxy. On a show of hands a member may only vote if present in person. A proxy need not be a member of the Association.
27. The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):-

'THE ENGLISH ASSOCIATION

I
of
a member of the above named Association hereby appoint
of _____ and failing him or her,
of
to vote for me and on my behalf at the (annual or extraordinary, or adjourned, as the case may be) general meeting of the Association to be held on the _____ day of _____ and at every adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:-

Resolution No. 1 for*	against*
Resolution No. 2 for*	against*

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this _____ day of _____ ?

28. The instrument appointing a proxy and any power of attorney or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall be treated as being invalid.
29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Institutions acting by Representatives

30. Any institution, whether incorporated or not, which is a member of the Association may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the members of the Association.

The Council

31. Unless otherwise determined by resolution of the Association in general meeting, the number of members of Council shall not be less than three or more than twenty four.

Appointment and Removal of Council Members

32. The office of any Council member shall be vacated if that member:-
 - (a) becomes bankrupt or makes any arrangement or composition with his or her creditors;
 - (b) becomes incapable by reason of mental disorder of exercising his or her functions as a Trustee;
 - (c) ceases to be a member of the Association or, if an institutional representative, the institution concerned ceases to be a member;
 - (d) resigns his or her office as a Council member by notice in writing to the Association;
 - (e) is removed from office by a resolution of the Association; or
 - (f) shall for more than three consecutive meetings of the Council have been absent without permission of the Council and the Council resolves that his or her office be vacated.
33. With the exception of the ex-officio Council members, one quarter of the Council, in order of seniority of election, shall retire from office at each annual general meeting. A retiring Council member shall remain in office until the close or adjournment of the meeting. All retiring Council members shall be eligible for re-election at the meeting.
34. The members of the Association may at an annual general meeting fill any of the offices vacated by retiring Council members by electing new members thereto.

35. Additional Council members may be appointed by ordinary resolution at any general meeting but not so that the total number of the Council shall at any time exceed the maximum number fixed by or in accordance with these By-laws. No person not being a Council member retiring at a meeting shall, unless recommended by the Council for election, be elected as a Council member at any general meeting unless, within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing signed by the person to be proposed of his or her willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is given to the Secretary and the day appointed for the meeting, there shall be not less than fourteen nor more than twenty eight intervening days. Copies of all nominations shall be posted by the Secretary to each member of the Association not less than ten clear days before the meeting.
36. The Council shall have power at any time and from time to time to appoint any person to be a Council member either to fill a casual vacancy or as an additional Council member up to a limit of 3 additional members but so that the total number of the Council shall not at any time exceed the maximum number fixed by or in accordance with these By-laws. Any person so appointed shall be subject to the same rules for retirement or re-election at every annual general meeting as apply to all other Council members elected pursuant to these By-laws.

Powers of the Council

37. Subject to the provisions of the Charter and these By-laws, and to any directions given by the members in general meeting, the business of the Association shall be managed by the Council which may exercise all of the powers of the Association including, without prejudice to the generality of the foregoing, the appointment of the Editors. No alteration of the Charter or these By-laws and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given.
38. The Council for the time being may act notwithstanding any vacancy in its number provided always that, in case the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these By-laws, it shall be lawful for the members to act for

the purpose of filling vacancies in their number, admitting persons to membership of the Association, or of summoning a general meeting but not for any other purpose.

39. The Council shall have power from time to time to make and adopt, alter, or revoke, Rules for the regulation of the Association provided that such Rules are not repugnant to the provisions of the Charter or these By-laws. All such Rules for the time being in force shall be binding upon all members of the Association until the same shall be varied or set aside by an ordinary resolution of the members in general meeting. No members shall be absolved from such Rules by reason only of their not having received a copy of the same or of any alterations or additions thereto.

Proceedings of the Council

40. A Council member may and, on the request of another Council member, the Secretary shall, at any time, summon a meeting of the Council. A Council member who is absent from the United Kingdom shall not be entitled to notice of a meeting.
41. Subject as provided in these By-laws, the Council may meet for the despatch of business, adjourn or otherwise regulate its meetings as the members think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, the quorum shall be not less than one third of the number of Council members for the time being, or five (whichever is the greater). Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.
42. The Chairman so appointed shall preside at every meeting of the Council at which he or she is present. But if there is no one holding that office, or if the person holding it is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Council members present may appoint one of their number to be chairman of the meeting.
43. Any Council member may participate in a meeting of the Council, or of any sub-committee of the Council of which he or she is a member, by means of a conference telephone or similar communicating equipment (including electronically) whereby all persons participating in the meeting can hear each

other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

44. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers, and discretions for the time being vested in the Council by these By-laws.
45. The Council may delegate to any Council member holding unremunerated offices within the Association such of its powers as it considers desirable to be exercised by them. The Council may also delegate any of its powers to sub-committees consisting of such Council members as it thinks fit. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these By-laws for regulating the meetings and proceedings of the Council as far as applicable and so far as the same shall not be superseded by any regulations made by the Council, provided always that the actions and proceedings of any such sub-committee shall be reported to the Council as soon as reasonably practicable and, in any event, at the next meeting of the Council.
46. All acts done by any meeting of the Council or of any sub-committee of the Council or by any person acting as a Council member shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Council member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Council member.
47. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of sub-committees of the Council and all business transacted at such meetings.
48. A resolution in writing signed by all the Council members for the time being or (as the case may be) all the members for the time being of any sub-committee of the Council who are entitled to receive notice of a meeting of the Council, or of such sub-committee, shall be as valid and effectual as if it had been passed at a meeting of the Council or of such sub-committee, duly convened and held, and may consist of several documents in the like form each signed by one or more Council members.

Council Expenses

49. Subject to the provisions of the Charter and these By-laws, the Council members may be paid all travelling, hotel and other expenses properly incurred by them in conjunction with the discharge of their duties generally including (but without prejudice to the generality of the foregoing) their attendance at meetings of the Council or of sub-committees of the Council and at general meetings of the members of the Association.

Council Appointments

50. Subject to the provisions of the Charter and these By-laws, the Council may appoint one or more of its number to any unremunerated executive office under the Association. Any such appointment may be made upon such terms as the Council shall determine. Any appointment of Council members to executive offices shall terminate if they cease to be Council members. A Council member holding any executive office shall not be subject to retirement by rotation.
51. Except to the extent permitted by the provisions of the Charter and these By-laws, no Council member shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as a Council member in any other contract to which the Association is a party.

The Secretary

52. The Secretary and Chief Executive shall be appointed by the Council.
53. The position of Secretary and Chief Executive shall be salaried.

THE SEAL

54. The Association need not have a seal for the purpose of executing any documents but, if the Association does have a seal, it shall only be used on the authority of the Council or of a sub-committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the Seal is affixed and, unless otherwise so determined, it shall be signed by a Council member and by the Secretary or by a second Council member.
55. A document may be executed by the Association as a deed without affixing the corporation seal thereto provided that such execution shall only be used

by the authority of the Council. The Council may determine who shall sign any instrument to which such form of execution is effected and, unless otherwise so determined, it shall be signed by a Council member and by the Secretary or by a second Council member.

Accounts

56. The Council shall cause accounting records to be kept in accordance with the requirements of the law and good accounting practice. These records shall be audited or examined annually by auditors or examiners appointed by the Council.
57. The accounting records shall be kept at the Office or at such other place or places as the Council shall think fit and shall always be open to the inspection of the Council.
58. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association, or any of them, shall be open to the inspection of members not being Council members, and no member (not being a Council member) shall have any right to inspect any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in general meeting.
59. At the annual general meeting in every year, the Council shall, in accordance with the provisions of the law, lay before the members of the Association the audited or examined accounts, balance sheets and reports. Copies of such accounts, balance sheets and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed thereto or to accompany the same shall, not less than twenty one clear days before the date of the meeting, be sent to all persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served save that a copy of those documents shall not be required to be sent to any person of whose address the Association is not aware.

Notices

60. Any notice or document may be served by the Association upon any member either personally or electronically or by sending it through the post in a prepaid letter addressed to such member at the registered address as

appearing in the Register of Members or to such other address as the member may supply to the Association for the giving of notices. Any notice so served by post shall be deemed to have been duly served notwithstanding that such member be then dead or bankrupt and whether or not the Association may have notice of his or her death or bankruptcy.

61. A member described in the Register of Members by an address not within the United Kingdom who has not supplied to the Association an address within the United Kingdom for the giving of notices shall not be entitled to receive any notice from the Association.
62. Any notice or document served by post or electronically shall be deemed to have been served at the expiration of forty eight hours after the letter containing the same is posted or otherwise sent, and, in proving such service, it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted.

Indemnity

63. Subject to any statutory provisions, every Council member or other officer or auditor or examiner of the Association shall be indemnified out of the assets of Association against any liability incurred by them in that capacity in

defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

The Patron and Vice Presidents

64. The Patron and the Vice Presidents shall be appointed by the Council for such time and upon such conditions as the Council thinks fit and any person so appointed may be removed by resolution of the Council.

The Honorary Officers

65. The Honorary Officers shall be the President, the Chairman of the Council, and Honorary Treasurer who shall be elected for renewable terms of office of three years by a majority of the members present at the annual general meeting. Those elected shall take office at the conclusion of the annual general meeting at which they are elected. Nominations therefor must be received by the Secretary not later than 14 days before the meeting.