

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:  
TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS The Chartered Institute of Legal Executives (“the existing Institute”) has by its humble Petition prayed that We would be graciously pleased to grant it a Charter of Incorporation:

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

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

1. The Fellows and other members of the existing Institute at the date hereof and all other persons who shall pursuant to this Our Charter and the Bye-Laws become the Fellows and members of the Corporation hereby constituted are hereby created and henceforth for ever shall be one Body Politic and Corporate by the name of “The Chartered Institute of Legal Executives” (hereinafter referred to as “the Chartered Institute”) and by the same name shall have perpetual succession and a Common Seal with power to alter, vary, break and make anew the said Seal from time to time at their discretion and by the same name may sue and be sued in all Courts in all manner of actions and proceedings and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
2. The objects for which the Chartered Institute is incorporated are:
  - (a) To serve the public interest by promoting and maintaining proper standards of ethical conduct, efficiency and training on the part of Fellows and other members of the Chartered Institute, whether by acting as an approved regulator under the Legal Services Act 2007 (The Act) or otherwise.
    - (aa) To serve the public interest by acting as an approved regulator under the Act, so far as designated by the Lord Chancellor to do so, in respect of persons (not being Fellows or members of the Chartered Institute) and entities carrying on, or seeking to carry on, reserved legal activities within the meaning of Section 12 of the Act.
    - (ab) To serve the public interest by acting as a qualifying regulator under Schedule 18 to the Act, so far as approved by the Legal Services Board to do so, in respect of Fellows and members of the Chartered Institute, and other persons and entities, providing, or seeking to provide, immigration advice and services.

- (ac) To serve the public interest by exercising such other functions relating to the grant of regulatory approvals under the Act as may be conferred from time to time.
  - (b) To provide for the education and training, and developing the proficiency, of Fellows and those who wish to become proficient in the law, including those persons seeking to qualify as Fellows, in all subjects and skills, whether in the law or otherwise.
  - (c) To enhance and maintain public confidence in the work of Chartered Legal Executives and other persons and entities regulated by the Chartered Institute within the administration of justice and the service of clients.
  - (d) To promote in the public interest co-operation and mutual assistance amongst persons employed in the legal profession or engaged in legal work.
3. In furtherance of the said objects, but not otherwise, the Chartered Institute may exercise any of the following powers:
- (a) To recognise proficiency in the law and other subjects by the award of diplomas, certificates, prizes, scholarships, bursaries or other awards, and to award such special qualifications as it may from time to time think fit.
  - (b) To establish trust funds, bursaries and scholarships and to make payments out of its funds to promote the educational and professional advancement of persons referred to in Article 2(b).
  - (c) To publish information through printed or electronic media on matters affecting the law and legal practice and any other subject relating to the education and training it provides.
  - (d) To establish and maintain branches and other geographically-based structures, whether in England and Wales or elsewhere.
  - (e) To provide financial assistance or relief to persons who are or have been Fellows or otherwise registered with the Chartered Institute, or their dependants, and to establish a charitable fund for the provision of such financial assistance or relief, but:
    - (i) no monies may be applied under this paragraph except out of income, and
    - (ii) not more than 10% of the income of the Chartered Institute may be so applied in any one year.
  - (f) To carry out any other lawful trade or business where this appears to be advantageous to the Chartered Institute.
  - (g) To acquire, dispose of and grant any interest in any property, business or rights where this appears to be advantageous to the Chartered Institute.
  - (h) To form, promote or be involved in forming or promoting any company (including without limitation any company intended to carry out regulatory functions delegated by the Council) where this appears to be advantageous to the Chartered Institute.
  - (i) To raise or borrow money on any security and to secure or discharge any debt or obligation.

- (j) To establish and maintain, in the public interest, compensation funds, professional indemnity schemes and any other schemes or arrangements in respect of the acts of Fellows and other persons and entities registered with or regulated by the Chartered Institute.
  - (k) To do such other things as are incidental or helpful to the attainment of the said objects.
- 4. Subject to Article 5, the income and property of the Chartered Institute, from whatever source, shall be applied solely towards the promotion of the said objects, and no part of it shall be paid or transferred in any way to the members of the Chartered Institute or members of the Council.
- 5. The Chartered Institute may pay:
  - (a) Reasonable remuneration to any member (other than a member of the Council) for any services rendered to the Chartered Institute.
  - (b) Interest on money lent by any member (including a member of the Council) at a rate not above whichever is the greater of:
    - (i) two per cent less than the minimum lending rate prescribed from time to time by the Bank of England, and
    - (ii) Three per cent.
  - (c) Reasonable rent for premises let to the Chartered Institute by any member (including a member of the Council).
  - (d) Remuneration, fees or other monetary benefit to a company of which a member of the Council is a member so long as he or she holds not more than one per cent of the capital of the company.
  - (e) Out-of-pocket expenses to any member of the Council.
  - (f) Reasonable sums, the amount and frequency of which shall be determined by the Council, to the employers of members of the Council or, in the case of members who are self-employed, to either the legal entity through which the member practises or to the member personally, at the option of the member concerned.
- 6. There shall be two classes of member of the Chartered Institute, namely:
  - (a) Fellows; and
  - (b) Members registered with the Chartered Institute in the grades set out in the Bye-Laws ("members").
- 7. Fellows shall be admitted by the Council in accordance with the procedures in the Bye-Laws, and every candidate for admission shall comply with the requirements in the Bye-Laws.
- 8. Members shall be registered in their respective grades in accordance with the procedures in the Bye-Laws and must comply with the requirements set out in the Bye-Laws.
- 9. Fellows shall be entitled to receive notices of general meetings, to attend, speak and vote at such meetings and to participate generally in the activities of the Chartered Institute. Fellows may use the designatory letters "FCILEx" after their names. Fellows may, subject to such conditions

as the Council may lay down from time to time, use the title or description "Chartered Legal Executive".

10. Members shall not be entitled to receive notices of general meetings or to attend, speak or vote at such meetings, but may participate in the activities of the Chartered Institute as decided by the Council. Members may use such designatory letters as are authorised in the Bye-Laws or decided by the Council from time to time for the relevant grade of registration.
- 10A. Persons (not being Fellows or members) regulated (either directly or as managers of entities) under Article 2(aa) or Article 2(ab) may participate in the activities of the Chartered Institute as decided by the Council.
11. Each Fellow and member is by his or her admission or registration taken to have agreed to be bound by this Our Charter and the Bye-Laws. Each applicant (not being a Fellow or member) for
  - (a) authorisation by the Chartered Institute to carry on reserved legal activities;
  - (b) authorisation by the Chartered Institute to provide immigration advice and immigration services; or
  - (c) any other form of regulatory approvalshall be taken to agree if authorised or approved to be bound by this Our Charter and the Bye-Laws.
12. The management of the Chartered Institute is vested in a Council ("the Council") constituted in accordance with the Bye-Laws. The Council shall at any one time consist of not more than 23 members. The Council shall administer the Chartered Institute in accordance with this Our Charter and the Bye-Laws, and subject to Article 13 may do all such things as may be done by the Chartered Institute which are not by this Our Charter or the Bye-Laws reserved to a general meeting.
13. The Council shall in accordance with Schedule 4 to the Legal Services Act 2007 delegate regulatory functions defined in the Bye-Laws to a subsidiary company, and shall not exercise such functions itself.
14. The Council may delegate any function other than a regulatory function defined in accordance with Article 13, and subject to such conditions as it shall specify, to:
  - (a) a subsidiary company;
  - (b) a committee of the Council, a sub-committee of such a committee or any officer or member of staff, and may authorise a committee of the Council to sub-delegate any functions delegated to the committee to a sub-committee or any officer or member of staff.
15. Any delegation of a function under Article 14 shall not preclude the Council or the committee, as the case may be, from exercising the function concerned in any particular matter.

16. The first Bye-Laws of the Chartered Institute (“the Bye-Laws”) shall be those in the Schedule. The Chartered Institute in general meeting may by resolution add to, amend or revoke the Bye-Laws. Such a resolution (“a special resolution”) must be passed by not less than two-thirds of the members voting at a meeting convened after no less than twenty-one days’ notice. No such resolution shall be effective until approved by the Lords of Our Most Honourable Privy Council, of which approval a Certificate signed by the Clerk of Our said Privy Council shall be conclusive evidence.
17. The Chartered Institute in general meeting may by special resolution add to, amend or revoke any of the provisions of this Our Charter or any Supplemental Charter which may be granted hereafter to the Chartered Institute. No such addition, amendment or revocation shall be effective unless allowed by Us, Our Heirs or Successors in Council, of which allowance a Certificate signed by the Clerk of Our said Privy Council shall be conclusive evidence.
18. The Chartered Institute in general meeting may by special resolution surrender this Our Charter and any Supplemental Charter. The resolution is subject to the approval of Us, Our Heirs or Successors in Council and is subject to such terms as We or They may consider fit. The affairs of the Chartered Institute shall be wound up or otherwise dealt with as the general meeting directs or, in default of such directions, as the Council decides.
19. If upon the winding-up or dissolution of the Chartered Institute any property remains after all debts and liabilities have been met, that property shall not be paid to or distributed among the members of the Chartered Institute, or any of them, but shall, subject to any special trusts, be transferred to some other association or institution having objects similar to those of the Chartered Institute and which is bound by similar restrictions to those in Articles 4 and 5, as decided by the general meeting. If effect cannot be given to this Article, the property shall be transferred to some charitable object.

AND it is Our Royal Will and Pleasure that this Our Charter shall ever be construed

IN WITNESS whereof We have caused these Our Letters to be made Patent. benevolently and in every case most favourably to the Chartered Institute and the promotion of its objects.

WITNESS Ourselves at Westminster the day of  
in the year of Our Reign.

**BY WARRANT UNDER THE QUEEN’S SIGN MANUAL**

## **THE SCHEDULE BYE-LAWS OF THE CHARTERED INSTITUTE OF LEGAL EXECUTIVES**

### **Interpretation**

1. In these Bye-Laws and the Standing Orders, the following words and expressions have the meanings shown beside them, subject to the context:

“The Act” The Legal Services Act 2007.

“AGM” The annual general meeting.

“Approved Regulator” An entity recognised as an “Approved Regulator” under Schedule 4 to the Act.

“Authorised person” the meaning given by Section 18(1)(a) of the Act.

“Chairman” The chairman of the general meeting concerned.

“The Charter” The Charter to which these Bye-Laws are scheduled, together with any Supplemental Charter that may be granted, as amended, added to or revoked from time to time.

“The Chartered Institute” The professional association for Chartered Legal Executive lawyers, paralegals and other legal professionals and the Approved Regulator under the Legal Services Act 2007.

“The Chief Executive” The head of staff of the Chartered Institute, including any deputy or person temporarily carrying out the duties of the post.

“The Council” The Council of the Chartered Institute, referred to in these Byelaws as the Group Board.

“Delegated Regulatory Body” The subsidiary company of the Chartered Institute (CILEx Regulation or its successor body) to which the Group Board has delegated all regulatory functions in accordance with Article 13 of the Charter.

“Fellow” A Fellow of the Chartered Institute under the Charter and, in the context of any question of entitlement to vote or otherwise exercise rights under these Bye-Laws, means a Fellow in good standing.

“General Meeting” A general meeting, whether an AGM or SGM.

“Group Board” The Board of the Chartered Institute, referred to in the Charter as the “Council”.

“Group Board Member” A member of the Group Board.

“Journal” The official journal of the Chartered Institute as published in print or electronic format.

“member” A person who is registered with the Chartered Institute in accordance with Bye-Law 8 but who is not a Fellow.

“Professional Board” The board of directors of the subsidiary company of the Chartered Institute to which the Group Board may delegate delivery of agreed membership activity or services.

“Regulatory Rules” Rules made by the Delegated Regulatory Body relating to the performance of delegated regulatory functions.

“SGM” A special general meeting, being a general meeting other than an AGM.

“Standing Orders” The arrangements, made by the Chartered Institute relating solely to the administration of its affairs.

“Website” The website maintained by the Chartered Institute for public access through the internet.

2. The Interpretation Act 1978 (as amended) applies to these Bye-Laws as to an Act of Parliament.
3. Any reference to a numbered Bye-Law is to the correspondingly numbered Bye-Law in these Bye-Laws.

### **General conditions for membership**

4. Any applicant to become a member must satisfy the requirements of these Bye-Laws and Standing Orders made by the Group Board and where applicable Regulatory Rules made by the Delegated Regulatory Body in respect of his or her fitness to be registered or admitted.
5. Any Fellow or member must satisfy the requirements of these Bye-Laws and Standing Orders made by the Group Board and where applicable Regulatory Rules made by the Delegated Regulatory Body.
6. Any person who applies for membership shall be taken to have agreed to be bound by the Charter, these Bye-Laws and Standing Orders, and where applicable the Regulatory Rules.

### **Admission as a Fellow**

7. A member may be admitted as a Fellow if he or she:
  - (1) meets the requirements of the Delegated Regulatory Body; and
  - (2) has paid all subscriptions and other fees payable to the Chartered Institute, or has made arrangements for payment.

### **Grades for registration**

8. (1) A person may register with the Chartered Institute as:
- (a) a Fellow
  - (b) a member in their respective grade (currently Student, Affiliate, Associate, Graduate, Ordinary Member and Associate Prosecutor members)
- (2) Any member who is not a Fellow is subject to:
- (a) attaining the requisite level of qualifications;
  - (b) paying the relevant membership fee; and
  - (c) complying with the applicable registration requirements.
- (3) The Group Board may create additional grades into which persons may be registered, subject to the requirements contained within Standing Orders.

### **Certificates and designatory letters**

9. (1) Subject to such conditions specified by the Delegated Regulatory Body, a Fellow shall be entitled to:
- (a) receive a certificate showing that he or she is a Fellow of the Chartered Institute;
  - (b) describe himself or herself as a Fellow of the Chartered Institute;
  - (c) use the designatory letters "FCILEx";
  - (d) use the title or description "Chartered Legal Executive".
- (2) A Graduate Member shall be entitled to:
- (a) receive a certificate showing that he or she is a Graduate Member of the Chartered Institute;
  - (b) describe himself or herself as a Graduate Member of the Chartered Institute; and
  - (c) use the designatory letters "GCILEx".
- (3) An Associate Member shall be entitled to:
- (a) receive a certificate showing that he or she is an Associate Member of the Chartered Institute;
  - (b) describe himself or herself as an Associate Member of the Chartered Institute; and
  - (c) use the designatory letters "ACILEx".
- (4) An Ordinary Member shall be entitled to:
- (a) receive a certificate showing that he or she is an Ordinary Member of the Chartered Institute;



- (b) describe himself or herself as a Member of the Chartered Institute; and
  - (c) use the designatory letters “MCILEx”.
- (5) The Group Board, on the advice of the Professional Board, may request further designatory letters that may be used by members. Where this creates such a scheme which relates to designatory letters connected with the term “chartered”, no such change shall become operative until it shall have been approved at a General Meeting and only where this shall have been expressly approved by the Lords of Our Most Honourable Privy Council.

### **Fees and subscriptions**

10. Each Fellow and member shall pay a membership subscription set by the Group Board. The Group Board may set fees for registration with the Chartered Institute for those who are not Fellows or members.

### **Cessation**

11. A Fellow shall cease to be such if he or she:
- (1) Resigns in writing, effective on the date of receipt by the Chartered Institute, except where the Fellow is under investigation by the Delegated Regulatory Body; or
  - (2) Fails, within three months of the date on which it has become due, to pay any subscription or other sum payable by him or her, and the Group Board so resolves, except where the Fellow is under investigation by the Delegated Regulatory Body; or
  - (3) Is adjudged by the Delegated Regulatory Body to be guilty of conduct which makes him or her unfit to be a Fellow of the Chartered Institute and the Delegated Regulatory Body makes an order terminating his or her membership.
12. A member shall cease to be such if he or she:
- (1) Resigns in writing, effective on the date of receipt by the Chartered Institute, except where the member is under investigation by the Delegated Regulatory Body; or
  - (2) Fails, within three months of the date on which it has become due, to pay any subscription or other sum payable by him or her, and the Group Board so resolves, except where the member is under investigation by the Delegated Regulatory Body; or
  - (3) Is adjudged by the Delegated Regulatory Body to be guilty of conduct which makes him or her unfit to be a member of the Chartered Institute and the Delegated Regulatory Body makes an order terminating his or her membership.

13. A person who ceases to be registered with the Chartered Institute shall forthwith cease to use any description or designatory letters to which he or she was entitled under the preceding paragraphs.
14. Cessation of Fellowship or membership does not affect the liability of the any person registered with the Chartered Institute to pay any outstanding fees or other sums due to the Chartered Institute.

### **Suspension**

15. A Fellow or member registered with the Chartered Institute may have their membership suspended if subject to suspension or enforcement action by the Delegated Regulatory Body.

### **Reinstatement**

16. A person who has previously been a Fellow or registered as a member or registered in another capacity, and whose registration has lapsed due to the non-payment of any subscription due, may apply to re-register if he or she:
  - (1) Pays any fees outstanding at the time his or her registration lapsed;
  - (2) Continues to satisfy the requirements of the Chartered Institute in respect of his or her eligibility for membership; and
  - (3) Continues to satisfy the requirements of the Delegated Regulatory Body in respect of his or her fitness to be so registered, where relevant.

### **Exercise of regulatory functions**

17. The Chartered Institute shall as an approved regulator under Schedule 4 to the Act and otherwise, and in accordance with internal governance rules made by the Legal Services Board, delegate responsibility for performing all of its regulatory functions (as defined in Section 27(1) of the Act) to the Delegated Regulatory Body, independent of its representative functions, pursuant to Sections 29 and 30 of the Act.

### **Qualification arrangements**

18. The Group Board, where Bye-Law 17 does not apply, may make arrangements governing qualifications.

**Delegation to the Professional Board**

19. With the exception of those regulatory functions delegated under Bye-Law 17, the Group Board may delegate any of its functions under these Bye-Laws to the Professional Board.

**General meetings**

20. The Chartered Institute shall in each year hold an AGM at such time and place as it may decide. Not more than 15 months shall elapse between any two successive annual general meetings.
21. Subject to Bye Law 24, not less than 21 clear days' notice of every AGM shall be given to all Fellows.
22. Not less than 21 clear days' notice of every SGM shall be given to all Fellows if the meeting is for the purpose of considering a special resolution, but not less than 14 clear days' notice shall suffice in the case of any other meeting.
23. Every notice of a general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted.
24. Accidental omission to give notice of a general meeting to a Fellow entitled to attend shall not invalidate the meeting and in any event, any Fellow present at a meeting shall be deemed to have received notice of that meeting.
25. Further provisions for the calling and conduct of general meetings shall be contained in the Standing Orders.

**Special General Meetings**

26. The Chartered Institute may convene a SGM at any time.
27. Any 50 Fellows may by notice require a special general meeting to be convened for the purpose of considering any resolution set out in the notice, and the Group Board shall, on receipt of such a requisition, convene the meeting accordingly not more than 42 clear days after the receipt of the requisition.

**The Group Board**

28. Subject to the provisions of the Charter and the Bye Laws, the Group Board shall be appointed and removed in accordance with the provisions of the Standing Orders

**Standing Orders**

29. Subject to the provisions of the Charter and the Bye Laws, the Group Board shall have the power from time to time to make Standing Orders

for the administration of affairs of the Chartered Institute and may from time to time revoke, amend or add to such Standing Orders.

### **Notices**

30. Notices shall be given in accordance with provisions set out in the Standing Orders.

### **Indemnity**

31. Subject to the Charter, every Group Board member, officer (including an auditor) and employee shall be entitled to be indemnified by the Chartered Institute against any financial loss or liability incurred in carrying out his or her duties as such.

### **Accounts**

32. The Group Board shall ensure that proper books of account are kept in compliance with relevant accounting standards, and lay before each annual general meeting accounts for the previous financial year containing an income and expenditure account, and a balance sheet, with the auditors' report on those accounts.
33. The accounts circulated to Fellows before the AGM may be in a summary form approved by the auditors, provided the full accounts are available on request by any Fellow before the meeting and are available at the meeting itself.
34. A Group Board member shall be entitled to inspect the accounting records of the Chartered Institute at any time. Any Fellow shall be entitled to inspect the accounting records of the Chartered Institute, subject to any reasonable restrictions that may be imposed by the Chartered Institute.

### **Auditors**

35. The auditors, who must be a firm of registered auditors under the Companies Act 2006 (or any successor to that Act), shall be appointed annually, and the Group Board shall fix the remuneration of the auditors.
36. The auditors shall be entitled to receive notice of every general meeting, to attend such meetings and to speak on any item of business which concerns them as auditors.

### **Chief Executive**

37. The Group Board may appoint a Chief Executive (not being a Group Board member) and such other staff of the Chartered Institute as it may decide, with such duties as it may decide, and may decide their terms and conditions of employment.

38. The Chief Executive shall be entitled to attend and speak at all Group Board meetings, unless the Group Board resolves otherwise.

**Common seal**

39. The common seal of the Chartered Institute shall be used only by the authority of the Group Board or of any committee to which authority has been delegated. Every document to which the seal is affixed shall be signed by two Group Board members or the Chief Executive and one Group Board member.

## **STANDING ORDERS**

### **General meetings**

#### **Business of AGMs**

1. The business of an annual general meeting shall be:
  - (1) Approval of the minutes of the immediately preceding general meeting;
  - (2) Approval of the annual report of the Chartered Institute;
  - (3) Approval of the accounts of the Chartered Institute, as signed by the auditors;
  - (4) Announcement of the names of the individuals appointed to the Group Board of the Chartered Institute and the Professional Board;
  - (5) Business introduced by the Chartered Institute;
  - (6) Such other business as may, consistently with the Charter, Bye-Laws and these Standing Orders, be introduced, in such order as is decided by the chairman.

#### **Quorum**

2. No business shall be transacted at a general meeting unless a quorum is present. Three Fellows present in person shall be a quorum.
3. If a quorum ceases to be present during the meeting, it shall stand adjourned and the provisions of – Standing Orders 6-8 shall apply to the adjournment.
4. If a quorum is not present within 15 minutes from the time appointed for the beginning of the meeting (or such longer period as the chairman shall allow) the meeting:
  - (1) If convened on a Fellows' requisition, shall not take place;
  - (2) In any case, shall stand adjourned to a day, time and place as the Chartered Institute shall decide and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Fellows present shall be a quorum.

#### **Chairman**

5. The Chairman of the Group Board, or in his or her absence a member of the Group Board as nominated by the Chairman shall preside over every General Meeting.

#### **Adjournment**

6. The chairman may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time or sine die and from place to place, and shall do so if directed by the meeting.

7. No business shall be transacted at an adjourned meeting other than that which could have been transacted at the original meeting.
8. If a meeting is adjourned for 14 or more days, at least seven clear days' notice of the adjourned meeting shall be given, specifying the date and time of the adjourned meeting and the business to be transacted. If the meeting is adjourned sine die no notice need be given.

## **Resolutions**

### Amendments

9. An amendment to a resolution shall be within the scope of the resolution and of the meeting and be for one or more of the following purposes:
  - (1) To delete words from the resolution;
  - (2) To insert words in the resolution or add words to the resolution;  
or
  - (3) To delete words from the resolution and substitute others.
10. If an amendment is carried, the resolution as amended then becomes the substantive question before the meeting and may be further amended.
11. Only one amendment may be debated at any time without the consent of the chairman.

### Rules of debate

12. A resolution may not be debated by any general meeting unless it has been proposed and seconded.
13. A Fellow may not without the consent of the chairman speak more than once on any resolution other than to raise a point of order or explanation, but the mover of a resolution has a right of reply to the debate on that resolution.
14. All speeches must be directed to the Chairman and relate to the matter under discussion.
15. A Fellow may not speak in any debate for more than five minutes, other than with the consent of the chairman, but the mover of a resolution may speak for up to ten minutes when moving it.

### Closure

16. A motion to close the debate on a resolution shall be in the form "That the question be now put" or "That the meeting proceeds to next business", and shall be put to the meeting without debate.

17. If a closure motion is carried, the mover of the substantive resolution shall have the right of reply before the resolution is put to the vote.

### Voting

18. A resolution put to the vote of a general meeting shall be decided on a show of hands unless the Group Board has determined that an electronic or a postal vote shall take place on the resolution, provided that no resolution shall take place on the election of a chairman of the meeting or a resolution for the adjournment.
19. An electronic or postal vote held in accordance with Standing Order 18 shall take place after the general meeting, and the arrangements for the vote shall be determined by the Chief Executive.
20. The result of every electronic and postal vote shall be published, and the certification of the result by the Chief Executive shall complete the voting on the resolution in question, which shall thereby be deemed conclusively to have been decided in the affirmative or the negative accordingly.
21. Unless the Group Board has determined that an electronic or postal vote shall take place on the resolution, a declaration by the chairman immediately after the vote by show of hands has been taken, and an entry in the minutes to that effect, that a resolution has been:
- (1) Carried;
  - (2) Carried unanimously;
  - (3) Carried by a particular majority; or
  - (4) Lost
- shall be conclusive evidence of the fact.
22. Every Fellow entitled to vote shall have one vote on a show of hands at a general meeting if he or she is present and, if an electronic or postal vote is held, in that vote. Only Fellows shall be entitled to vote at a general meeting either in person or in an electronic or postal vote.

### **Minutes**

23. Minutes shall be kept and published of every general meeting and unless this is impracticable submitted for confirmation to the next following meeting.

### **Powers of the chairman**

24. The ruling of the chairman is conclusive on any point of order or procedural question, including (without limitation):
- (1) The convening of the meeting;
  - (2) The admissibility of any amendment;



- (3) The right of any Fellow to vote; and
- (4) The arrangements for conducting a poll.

25. The chairman may direct any person to leave the meeting if in his or her opinion that person is guilty of disorderly behaviour or a persistent breach of the rules of order.

## **Notices**

26. Any notice to be given to or by the Chartered Institute shall be in writing, which for this purpose includes electronic mail.

27. Any notice given further to the Charter, Bye Laws or Standing Orders that must be published to all Fellows or a group of Fellows may be given by any of the following means:

- (1) Post;
- (2) Publication in the Journal;
- (3) Electronic mail; or
- (4) Posting on the website.

28. Notice shall be deemed to be properly served 48 hours after posting of the envelope containing the notice or edition of the Journal concerned, and proof that the envelope was properly addressed, stamped and posted shall be conclusive evidence of such posting.

29. Where publication takes place wholly or partly by posting on the website, the date and time of posting shall be determinative for all purposes.

30. Where publication takes place by electronic mail, the date and time of sending shall be determinative for all purposes.

31. A Fellow with no communication address in the United Kingdom shall not be entitled to receive any notice by post.

## **Group Board**

### **Composition of the Group Board**

32. The Group Board shall comprise:

- a. Independent Chair
- b. President
- c. Vice-President
- d. Deputy Vice-President
- e. Chair of the CILEx Law School Limited
- f. Chair of CILEx Group Services Limited
- g. Chair of Finance, Audit and Risk Committee
- h. Chair of Appointments & Scrutiny Committee ex officio

**Eligibility for appointment to the Group Board**

33. Only Fellows and members shall be eligible for appointment to the Group Board, save for the positions of President, Vice-President and Deputy Vice-President who must be Fellows.
34. Appointment to the Group Board is conditional on:
  - (1) meeting the competency requirements determined by the Chartered Institute; and
  - (2) being in good standing with the relevant Approved Regulator.

**Appointments**

35. Appointments to the Group Board shall be made in accordance with the criteria and processes established by the Appointments & Scrutiny Committee (a sub-committee appointed and removed by the Group Board).
36. The Group Board shall publish notice (“the vacancy notice”) of every board or committee vacancy which has arisen or is about to arise. Such notice may be published in electronic format.

**Maximum Term of Office**

37. The criteria and processes established by the Appointments & Scrutiny Committee may detail terms in office provided that:
  - (1) Group Board Members may serve for a maximum of 6 years following which they must retire.
  - (2) CILEx Professional Board Members may serve for a maximum of 9 years following which they must retire.

**Vacation of office**

38. The office of a Group Board Member shall be vacated if he or she:
  - (1) Resigns in writing addressed to the Chief Executive;
  - (2) Ceases to be a Fellow or member of CILEx;
  - (3) Is absent from two consecutive meetings and the Group Board resolves that the office should be vacated;
  - (4) Is fined or reprimanded by the Delegated Regulatory Body or relevant Approved Regulator; or
  - (5) Is determined by the Group Board to have engaged in conduct capable of bringing the Chartered Institute into disrepute and, subject to Standing Order 39, the Group Board resolves that the office should be vacated.
39. No resolution to vacate the office of a Group Board Member under Standing Order 38 shall be effective unless:

- (1) The resolution is passed by two-thirds of the Group Board Members present (whether voting or not) at a meeting convened on at least 28 days' notice, with the notice of the meeting specifying the resolution which it is proposed should be passed;
  - (2) Two-thirds of the Group Board Members are present at the meeting at which the resolution is passed;
  - (3) The Group Board Member concerned has been given reasonable particulars of the conduct giving rise to the proposed resolution;
  - (4) The Group Board Member concerned has been given the opportunity to make written representations (not exceeding a reasonable length and excluding any material which may be defamatory), to be received by the Chief Executive at least seven days before the meeting; and
  - (5) The Group Board Member concerned has been given the opportunity to address the Group Board either in person and to be represented or assisted at the meeting by a Fellow or any other person.
40. A Board Member removed from office under Standing Order 38(5) shall not be eligible for reappointment.

### **Proceedings of the Group Board**

41. Subject to the provisions of the Charter, the Bye-Laws and these Standing Orders, the Group Board may regulate its proceedings as it thinks fit, and may make additional Standing Orders governing its meetings, participation in meetings, voting, the appointment, terms of reference and proceedings subsidiary company boards and committees and other bodies, delegation of functions and such other matters as it thinks fit.
42. The Group Board may continue to act notwithstanding any vacancies among its membership, providing the number of continuing members does not fall below five. If the number of continuing members falls below five, the remaining members may only act for the purpose of appointing further members, convening an SGM or, if necessary, seeking directions from the Privy Council.
43. The proceedings of any Group Board meeting, or of any committee or other body, and the acts of any Group Board Member, shall not be affected by any irregularity in the convening of the meeting or the appointment of that member, or his or her continuing membership.
44. Minutes shall be taken of every Group Board meeting and submitted to the next meeting for confirmation, whereupon they shall be signed by the Chairman of the latter meeting.

### **The Professional Board**

45. Subject to these Standing Orders, the qualification, appointment and removal of members of the Professional Board shall be set out in criteria

and processes made and amended by the Appointments & Scrutiny Committee. The Group Board shall ensure that the Articles of Association relating to the Professional Board reflect the provisions of Standing Orders 46 to 51 inclusive.

### **Composition of the Professional Board**

46. The Professional Board shall comprise:

- (1) nine professional members (as defined by the Legal Services Act 2007); and
- (2) two independent members (who are not Fellows).

### **Terms in Office for the Professional Board**

47. The term of office for a Professional Board Member shall be up to three years, beginning at the date of their appointment in accordance with the criteria and processes developed by the Appointments & Scrutiny Committee.

48. Professional Board Members may serve for a maximum term in office of 9 years, following which they cannot be reappointed.

### **Vacation of office for Professional Board Member**

49. The office of a Professional Board Member shall be vacated if he or she:

- (1) Resigns in writing addressed to the Chief Executive;
- (2) Ceases to be a Fellow or member of CILEx;
- (3) Is fined or reprimanded by the Delegated Regulatory Body or Approved Regulator; or
- (4) Is determined by the Chartered Institute to have engaged in conduct capable of bringing the Institute into disrepute and, subject to Standing Order 50, the Professional Board resolves that the office should be vacated.

50. No resolution to vacate the office of a Professional Board Member under Standing Order 49(4) shall be effective unless:

- (1) The resolution is passed by two-thirds of the Professional Board Members present (whether voting or not) at a meeting convened on at least 28 days' notice, with the notice of the meeting specifying the resolution which it is proposed should be passed;
- (2) Two-thirds of the Professional Board Members are present at the meeting at which the resolution is passed;
- (3) The Professional Board Member concerned has been given reasonable particulars of the conduct giving rise to the proposed resolution;
- (4) The Professional Board Member concerned has been given the opportunity to make written representations (not exceeding a reasonable length and excluding any material which may be

defamatory), to be received by the Chief Executive at least seven days before the meeting; and

- (5) The Professional Board Member concerned has been given the opportunity to address the Professional Board either in person and to be represented or assisted at the meeting by a Fellow or any other person.

51. A Professional Board Member removed from office under Standing Order 49(4) shall not be eligible for reappointment.

### **Branches**

52. The branches and other geographically based structures of the Chartered Institute ("Branches") at the time of coming into force of these Standing Orders shall continue, but the Group Board, on the recommendation of the Professional Board, may from time to time establish new Branches and discontinue any existing Branch.
53. The affairs of each Branch shall be regulated by rules adopted by the members of each Branch, but such rules must substantially conform to model rules prescribed by the Chartered Institute.