

**BY-LAWS**

(approved by the Privy Council on 19 September 2016)

**1. Definitions and Construction**

In these By-Laws:

Each of the following expressions has, where the context admits, the meaning set against it:–

<b>Words</b>	<b>Meanings</b>
By-Laws	By-Laws of The Institute for the time being in force.
member	A member of The Institute in any class.
Registrant	A person admitted to the Register of Chartered Linguists in accordance with these By-Laws.
The Council	The Council of The Institute.
The Institute	The Chartered Institute of Linguists
The Seal	The common seal of The Institute.
The Treasurer	The official or honorary official of The Institute and member of Council having that status for the time being.
The United Kingdom	Great Britain and Northern Ireland.
Voting Member	A member of The Institute entitled to vote in Annual General Meetings and other General Meetings and in elections for the Council.

## Membership

2. The number of members of The Institute is unlimited.
3. All persons seeking admission as a member of The Institute must agree to abide by the Code of Professional Conduct and the provisions of the Royal Charter, these By-Laws and the Rules.
4. The membership of The Institute shall be open to persons who have the prescribed qualifications and shall include the following classes or such other classes as may from time to time be allowed by these By-Laws:
  - (1) Fellows
  - (2) Honorary Fellows
  - (3) Members
  - (4) Honorary Members
  - (5) Associates
  - (6) Affiliate classes of membership as may be designated by the Council
5. Fellows may use after their names the designation "FCIL", Members the designation "MCIL", and Associates the designation "ACIL".
6. Fellows and Members and members in such other classes as Council shall determine shall be Voting Members.
7. No members of The Institute shall exercise any of the rights or privileges of membership as set out in these By-Laws and in the Rules unless they have paid the current annual subscription applicable to the particular class of membership.
8. The Council may appoint a person as Honorary Fellow or Honorary Member of The Institute if in its opinion such person has rendered outstanding service either to The Institute or in the realm of language study and/or usage. Honorary Fellows and Honorary Members may use after their names the designations "HonFCIL" and "HonMCIL" respectively.
9. Notwithstanding anything contained in these By-Laws, the Council, in its absolute discretion may admit to membership in any class of membership a person who has made an appropriate contribution to the furtherance of the objects of The Institute.
10. The rights and privileges of any members of The Institute shall not be transferable or transmissible by their act or acts.

## **Register of Chartered Linguists**

11. The Council shall appoint annually a Registration Board comprising persons appointed by the Council and meeting as often as necessary, which shall be responsible to Council for:

- (a) The application and continuing review of criteria for admission to the Register of Chartered Linguists; and
- (b) The acceptance or rejection of those applying for admission to the Register of Chartered Linguists.

## **Professional Conduct and Discipline**

12. The Council shall be responsible for the determination and implementation of a Code of Professional Conduct and for Disciplinary Procedures which shall be binding on members in all classes of membership of the Institute and on Registrants in the Register of Chartered Linguists.

13. The Council shall determine the procedures for the operations of the disciplinary committees for the investigation and consideration of complaints laid against members of The Institute and Registrants in contravention of the Institute's Code of Professional Conduct.

14. The disciplinary committees shall have powers to admonish members and Registrants, and to suspend or exclude members from membership and Registrants from the Register of Chartered Linguists.

15. The Council shall appoint persons to serve on the disciplinary committees in accordance with the Disciplinary Procedures agreed by Council.

## **Honorary officers**

16. There shall be the following honorary officers of The Institute: a President and such number of Vice-Presidents, a Treasurer and other officers as may be fixed from time to time in the Rules.

## **General meetings**

17. The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

18. The conduct of General Meetings shall be determined in the Rules.

## Membership of Council

19. The following shall be members of the Council:

- (a) the President
- (b) not less than ten nor more than fifteen members elected from the voting members of The Institute; in the event of casual vacancies among the elected members of Council, The Council may appoint any voting members or honorary members of The Institute to fill such vacancies; and
- (c) up to four additional members co-opted in accordance with By-Law 20;

always provided that

- (i) the combined number of honorary members and non-members of the Institute appointed to the Council under the provisions of By-Law 20 may at no time exceed four;
- (ii) Vice-Presidents shall have the right to attend as non-voting observers all meetings of the Council and to receive an agenda for, papers in preparation for and minutes of all such meetings;
- (iii) in the co-options of additional members, the Council shall endeavour to ensure, as far as possible, that the breadth of interests of The Institute is appropriately represented on the Council;
- (iv) The Honorary Treasurer, if appointed, is always an elected or co-opted member of the Council.

20. Provided that the permitted maxima are not thereby exceeded, the Council may, from time to time and at any time,

- (a) appoint by co-option any voting members or honorary members of The Institute to serve as members of the Council, when the Council considers that such appointment will bring particular knowledge or expertise to the work of the Council.
- (b) appoint by co-option persons who are not members of The Institute ("non-members") to serve as members of the Council, when the Council considers that such appointment will bring particular knowledge or expertise to the work of the Council.  
Persons so appointed shall retain their office only until the next Annual General Meeting.

21. Conflicts of interest

- (a) Members of the Council shall avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Institute.

- (b) Members of the Council in such a situation shall declare their interest or possible interest at a relevant meeting of the Council or by notice in writing to all the other members of the Council.
- (c) The Council shall decide how this conflict shall be managed:
  - (i) it can decide that the conflicted persons may remain at the meeting, participate in the discussion, and even vote on the matter concerned , or
  - (ii) it can allow the conflicted persons to remain but not vote and or speak, or
  - (iii) it can require the conflicted persons to withdraw from the meeting for the duration of the discussion and the voting on the issue (and not being counted in the quorum for the duration of the discussion and voting).

## **Powers of the Council**

22. The business of The Institute shall be managed by the Council which may exercise all such powers of The Institute, and do all such acts on behalf of The Institute as may be exercised and done by The Institute, and as are not by statute or by the Royal Charter, these By-Laws or the Rules required to be exercised or done by The Institute in General Meeting, but no Rule made by The Institute in General Meeting shall invalidate any prior act of the Council which would have been valid if such Rule had not been made.

23. The Council may appoint and remove any members, directors and trustees of any subsidiary or associated organisations as The Institute may create.

24. The Council may appoint and pay such employees as may, in its opinion, be required for the business of The Institute and may terminate the appointments of such employees.

25. The Council may exercise all the powers of The Institute to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, in such manner as it may deem desirable as security for any debt, liability or obligation of The Institute, and may invest or cause to be invested any surplus moneys of The Institute on its behalf.

26. The Council may invest any moneys available for investment belonging to The Institute from time to time in any investments which it may decide in its absolute discretion on behalf of The Institute and may vary such investments from time to time with like discretion on such behalf, subject always to the provisions of the Royal Charter.

## Rules

27. Rules may from time to time be made, amended or repealed by the Council with respect to matters of governance and administration save that such Rules must not conflict in any way with the Royal Charter and these By-Laws.

28. Such Rules as may be made shall be subject to review and approval or otherwise by the members of The Institute at the Annual General Meeting taking place next after such Rule or Rules shall have been made, amended or repealed as the case may be or at an earlier Extraordinary General Meeting duly called, but such Rule or Rules shall be treated as valid until such review shall have taken place notwithstanding the decision reached upon such review.

## The seal

29. The seal of The Institute shall not be affixed to any instrument except by the authority of a resolution of the Council.

## Accounts and audit

30. The Council shall cause proper books of account to be kept with respect to –

- a) all sums of money received and expended by The Institute and the matters in respect of which such receipts and expenditure take place;
- b) all sales and purchases of goods by The Institute; and
- c) the assets and liabilities of The Institute.

31. Once at least in every year the accounts of The Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

## Dissolution

32. If upon the winding up or dissolution of The Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of The Institute, but shall be given or transferred to some other institution or institutions having objects similar to the objects of The Institute, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on The Institute by virtue of these presents hereof, such institution or institutions to be determined by the members of The Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some exclusively charitable or educational object.