

## THE SCHEDULE

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

#### Interpretation

1. In these Bye-Laws, 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 of the Act.
“Authorised person”	As defined under section 18(1)(a) of The Legal Services Act 2007.
“Chairman”	The chairman of the 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 Chief Executive”	The head of staff of the Chartered Institute, including any deputy or person temporarily carrying out the duties of the post.
“CILEx Centre”	A learning provider accredited as such by the Chartered Institute.
“The Council”	The Council of the Chartered Institute, referred to in these Bye-Laws as the Group Board.

“Delegated Regulatory Body”	The subsidiary company of the Chartered Institute to which the Group Board has delegated certain regulatory functions in accordance with Bye-Law 19 and Article 13 of the Charter.
“Fellow”	A Fellow of the Chartered Institute 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 Group 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.
“Licensed conveyancer”	A person authorised to provide conveyancing services by the Council for Licensed Conveyancers.
“member”	A person who is registered with the Chartered Institute in accordance with Bye-Law 8 but who is not a Fellow.
“Member”	A person who is a member of the Chartered Institute and admitted the grade allowed to use the designatory letters “MCILEx” as referred to in Bye-Law 9(4).
“The 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.

“Regulated Entity”

An entity regulated by the Chartered Institute under the Act.

“Regulated Person”

A person who is not a Fellow or a member but who is regulated by the Chartered Institute under the Act.

“Regulations”

Regulations made in accordance with Bye-Law 32.

“Reserved legal activities”

The activities defined in Section 12 of the Act.

“Rules”

Rules made by the Delegated Regulatory Body, as set out in Byelaw 19.

“SGM”

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

“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 Fellow or member must satisfy the requirements of these Bye-Laws and Regulations and where applicable the Rules in respect of his or her fitness to be registered or admitted.
5. Any person who applies for membership as a member or Fellow shall be taken to have agreed to be bound by the Charter, these Bye-Laws and the Regulations and where applicable the Rules.

## **Admission as a Fellow**

6. A Member may be admitted as a Fellow if he or she:
  - (1) Has achieved a qualification recognised by the Group Board as meeting the standards of competence required for Fellowship status;
  - (2) Has paid all subscriptions and other fees payable to the Chartered Institute, or has made arrangements for payment;
  - (3) Is confirmed as being in good standing by the Delegated Regulatory Body or relevant Approved Regulator; and
  - (4) Subject to Bye-Law 7, provides a certificate signed by the authorised person, or, at the discretion of the Group Board, any other person, who supervises his or her work or by whom he or she is employed, which confirms the nature of his duties and that he is competent to become a Fellow.
7. The Group Board may dispense with the need for a certificate under Bye-Law 6(4) if it is satisfied as to the matters which would otherwise be covered by such a certificate.

## **Grades for registration**

8. (1) A person may register as (a) a Fellow; or (b) a member in the grade appropriate to the level of qualification attained subject to paying the relevant fee and complying with the applicable registration requirements.
- (2) The grades for members shall include Members, Graduate Members and Associate Members. The Group Board may create additional grades and change the grades into which persons may be registered through Regulations.

## **Certificates and designatory letters**

9. (1) A Fellow shall be entitled:
  - (a) to receive a certificate showing that he or she is a Fellow of the Chartered Institute;
  - (b) to describe himself or herself as a Fellow of the Chartered Institute;
  - (c) to use the designatory letters "FCILEx";
  - (d) to use the title or description "Chartered Legal Executive", if holding a practising certificate, and subject to such conditions as are laid down from time to time by the Group Board.
- (2) A Graduate Member shall be entitled:

- (a) to receive a certificate showing that he or she is a Graduate Member of the Chartered Institute;
  - (b) to describe himself or herself as a Graduate Member of the Chartered Institute; and
  - (c) to use the designatory letters "GCILEx".
- (3) An Associate Member shall be entitled:
- (a) to receive a certificate showing that he or she is an Associate Member of the Chartered Institute;
  - (b) to describe himself or herself as an Associate Member of the Chartered Institute; and
  - (c) to use the designatory letters "ACILEx".
- (4) A Member who is neither a Graduate Member or Associate Member shall be entitled:
- (a) to receive a certificate showing that he or she is a Member of the Chartered Institute;
  - (b) to describe himself or herself as a Member of the Chartered Institute; and
  - (c) to use the designatory letters "MCILEx".
- (5) The Group Board, on the advice of the Professional Board, may set out further designatory letters that may be used by Fellows and 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 an annual subscription set by the Group Board. The Group Board may remit or reduce the subscription payable in any particular case on the ground of hardship or for other good reason.

### **Applications for regulatory authorisation and approval**

11. A person or entity applying for:
- (1) authorisation to carry out reserved legal activities;
  - (2) authorisation to provide immigration advice and services; or
  - (3) any other regulatory approval under the Act

shall have complied with rules made by the Group Board regarding the grant of such authorisation or approval and have paid such fees as are specified in those rules.

## **Fees payable by regulated persons and entities**

12. Each Regulated Person and Regulated Entity shall pay such annual fee as is set by the Group Board.

## **Practising certificates**

13. Practising certificates for Fellows shall be issued by the Delegated Regulatory Body or appropriate Approved Regulatory.

## **Cessation of Fellows and members**

14. A Fellow or member shall cease to be such if he or she:
  - (1) resigns in writing, effective on the date of receipt by the Chartered Institute, provided that no such resignation shall be effective in the case of a Fellow or member who is the subject of a complaint to the Delegated Regulatory Body or relevant Approved Regulator or who is the subject of proceedings before the Delegated Regulatory Body or relevant Approved Regulator until the complaint or proceedings have been concluded (including any time allowed for an appeal);
  - (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; or
  - (3) is adjudged by the Delegated Regulatory Body or their Approved Regulator to be guilty of conduct which makes him or her unfit to be a Fellow or member of the Chartered Institute and the Delegated Regulatory Body or Approved Regulator makes an order terminating his or her membership.
15. A person who ceases to be a Fellow or member shall forthwith cease to use any description or designatory letters to which he or she was entitled under the preceding paragraphs.
16. Cessation of Fellowship or membership does not affect the liability of the Fellow or member concerned to pay any outstanding fees or other sums due to the Chartered Institute.

## **Suspension of Fellows and members**

17. A Fellow or member may be suspended by the Chartered Institute if they are suspended by the Delegated Regulatory Body or Approved Regulator. During any suspension, the Fellow or member shall comply with any Rules made by the Delegated Regulatory Body or rules made by their Approved Regulator, as appropriate.

## **Reinstatement of Fellows and members**

18. A person who has previously been a Fellow or registered as a member, and whose membership 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; and
- (2) continues to satisfy the requirements of the Chartered Institute in respect of his or her fitness to be so registered.

### **Exercise of regulatory functions**

19. The Chartered Institute shall as an Approved Regulator under Schedule 4 to the Act and otherwise, and in accordance with Internal Governance Rules approved by the Legal Services Board, regulate the professional conduct of a) those Fellows and members not regulated by another Approved Regulator and b) of Regulated Persons and Regulated Entities. The Chartered Institute shall subject to Bye-Law 20 delegate the following regulatory powers to the Delegated Regulatory Body:

- (1) Making Rules governing the professional conduct of Fellows and members (that are not regulated by another Approved Regulator) as well as Regulated Persons and Regulated Entities;
  - (1A) Making Rules governing the procedure for
    - (a) authorisation of persons and entities to carry on reserved legal activities;
    - (b) authorisation to provide immigration advice and services; and
    - (c) the grant of any other regulatory approval under the Act.
- (2) Investigating and adjudicating on any complaint or other allegation that a Fellow or member (that is regulated by the Delegated Regulatory Body) or Regulated Person or Regulated Entity has failed to comply with those Rules, with power to specify the procedures to be followed in the exercise of those powers;
- (3) Ordering that a Fellow or member (that is regulated by the Delegated Regulatory Body) be excluded from fellowship or membership either permanently or for such period as it may specify;
  - (3A) Ordering that the authorisation or other approval of a Regulated Person or Regulated Entity be suspended or revoked;
  - (3B) Make further Rules or regulations governing the suspension or removal of Fellows and members, (that are not regulated by another Approved Regulator) as well as Regulated Persons and Regulated Entities;

- (4) Ordering that a Fellow or member (that is regulated by the Delegated Regulatory Body) or Regulated Person or Regulated Entity be reprimanded or warned as to their future conduct;
  - (4A) Ordering that Fellow or member (that is regulated by the Delegated Regulatory Body) or Regulated Person or Regulated Entity give undertakings as to their future conduct;
  - (4B) Impose conditions on a Fellow or member (that is regulated by the Delegated Regulatory Body) or Regulated Person or Regulated Entity in respect of their conduct or in the case of an individual, his or her employment;
  - (5) Ordering that a Fellow or member (that is regulated by the Delegated Regulatory Body) or Regulated Person or Regulated Entity shall pay a fine;
  - (6) Ordering that a Fellow or member (that is regulated by the Delegated Regulatory Body) or Regulated Person or Regulated Entity shall pay the costs of the Chartered Institute in dealing with the proceedings against him or her;
20. The Group Board shall not itself exercise any of the regulatory functions it has delegated under Bye-Law 19.

### **Delegation to the Professional Board**

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

### **Rules**

22. The Group Board or, where determined by the Act, the Delegated Regulatory Body on its behalf, may make Rules governing:
- (1) The conduct of examinations and professional skills assessments within the Chartered Institute.
  - (2) The circumstances in which a candidate may be exempted from any examination he or she would otherwise be required to sit.
  - (3) The accreditation and monitoring of CILEx Centres.

### **General Meetings**

23. 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 AGMs.



24. Subject to Bye-Law 27 not less than 21 clear days' notice of every AGM shall be given to all Fellows.
25. 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.
26. 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.
27. 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.
28. Further provisions for the calling and conduct of General Meetings shall be contained in the Regulations.

### **SGMs**

29. The Chartered Institute may convene a SGM at any time.
30. Any 50 Fellows may by notice require a SGM 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 a meeting accordingly not more than 42 clear days after the receipt of the requisition.

### **The Group Board**

31. Subject to the provisions of the Charter, the Group Board shall be appointed and removed in accordance with the provisions of the Regulations.

### **Regulations**

32. Subject to the provisions of the Charter and the Bye-Laws, the Group Board shall have the power from time to time to make Regulations for the administration of the affairs of the Chartered Institute and may from time to time revoke, amend or add to such Regulations.

### **Notices**

33. Notices shall be given in accordance with provisions set out in the Regulations.

### **Indemnity**

34. 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**

35. The Group Board shall ensure that proper books of account are kept in compliance with relevant accounting standards, and lay before each AGM accounts for the previous financial year containing an income and expenditure account, and a balance sheet, with the auditors' report on those accounts.
36. 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.
37. 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**

38. 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.
39. 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**

40. 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.
41. The Chief Executive shall be entitled to attend and speak at all Group Board meetings, unless the Group Board resolves otherwise.

### **Common seal**

42. 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.

## **REGULATIONS**

### **General Meetings**

#### **Business of AGMs**

1. The business of an AGM 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 individuals appointed to the Group Board of the Chartered Institute and the Professional Board;
  - (5) business introduced by the Chartered Institute; and
  - (6) such other business as may, consistently with the Charter, Bye- Laws and these Regulations, 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 Regulations 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 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 Regulation 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) lostshall 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 behavior 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 Regulations 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 have been 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 wholly or partly 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:
- (1) Independent Chair
  - (2) President
  - (3) Vice President
  - (4) Deputy Vice President
  - (5) Chair of the Cilex Law School Limited
  - (6) Chair of Cilex Group Services Limited
  - (7) Chair of Finance, Audit and Risk Committee
  - (8) Chair of CILEx Regulation Limited ex officio
  - (9) 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 Regulation 39, the Group Board resolves that the office should be vacated.
39. No resolution to vacate the office of a Group Board Member under Regulation 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 Regulation 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 Regulations, the Group Board may regulate its proceedings as it thinks fit, and may make 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 Regulations, 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 Regulations 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 Regulation 50, the Professional Board resolves that the office should be vacated.
50. No resolution to vacate the office of a Professional Board Member under Regulation 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 Regulation 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 Regulations 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.