



# **The Textile Institute**

## **Royal Charter Supplemental Charter Bye-Laws**

**January 2005**

# **The Textile Institute**

## **Royal Charter, Supplemental Charter and Bye-Laws**

### **Introduction**

Certain grammatical and typesetting license has been taken in the printing of this Royal Charter, Supplemental Charter and Bye-laws. This is with the knowledge of the Privy Council Office though not with its specific approval.

Any paragraph with has been so changed has the symbol §.

For full legal effect, the text and format of the historic Orders must prevail as specifically granted and a correct copy is archived at The Textile Institute's offices

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### **The Textile Institute**

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**The United Kingdom  
Royal Court  
Proceedings**

*At the Court at Buckingham Palace*  
**THE 29TH DAY OF OCTOBER 1965  
PRESENT THE QUEEN'S  
MOST EXCELLENT MAJESTY IN  
COUNCIL**

**WHEREAS** by Article 14\* of the Supplemental Charter The Textile Institute it is provided that the said Institute may by resolution in that behalf passed by a majority of not less than two-thirds of the Members present and voting at a meeting of the Institute and confirmed by a similar majority of Members present and voting at a subsequent meeting held not less than one month or more than four months after the first meeting, alter, amend or add to the Original Charter and Supplemental Charter of the said Institute, and that such alterations, amendments or additions shall when allowed by Her Majesty in Council become effectual:

**AND WHEREAS** the said Institute did, on the 20th day of November, 1964, by resolution duly make certain alterations and additions to the Original and Supplemental Charters of the Institute, which resolution was duly confirmed by the said Institute on the 20th day of January, 1965:

**AND WHEREAS** the said alterations and additions have been submitted to Her Majesty in Council for allowance:

**NOW, THEREFORE**, Her Majesty, having taken the said alterations and additions to the said Original and Supplementary Charters into consideration, is pleased, by and with the advice of Her Privy Council, to allow the same as set forth in the Schedule to this order, with effect from the 1st day of January 1966.<sup>1</sup>  
W. G. Agnew

\*Article 14 of the first Supplemental Charter (24 November 1955) became Article 11 after amendments made on 29 October 1965.

*At the Court at Windsor Castle*  
**THE 16TH DAY OF APRIL 1975  
PRESENT THE QUEEN'S  
MOST EXCELLENT MAJESTY IN  
COUNCIL**

**WHEREAS** by Article 11 of the Supplemental Charter of The Textile Institute it is provided that the said Institute may alter, amend or add to the Original Charter and Supplemental Charter of the said Institute and that such alterations, amendments or additions shall when allowed by her Majesty in Council become effectual:

**AND WHEREAS** certain alterations and additions to the Original and Supplemental Charters of the Institute, duly made by the said Institute in accordance with the provisions of the said Article have been submitted to Her Majesty in Council for allowance:

**NOW THEREFORE**, Her Majesty, having taken the said alterations and additions to the said Original and Supplemental Charters into consideration, is pleased, by and with the advice of Her Privy Council, to allow the, same as set forth in the Schedule to this Order.<sup>1</sup>

N.E.Leigh

*At the Council Chamber, Whitehall*  
**THE 7TH DAY OF SEPTEMBER 1978  
BY THE LORDS OF  
HER MAJESTY'S MOST HONOUR-  
ABLE PRIVY COUNCIL**

**WHEREAS** The Textile Institute has duly made variations in the Bye-laws of the Institute:

**AND WHEREAS** the said variations have been submitted to the Lords of the Privy Council for allowance:

**NOW, THEREFORE**, Their Lordships, having taken the said variations in the Bye-laws into consideration, are pleased to allow the same as set forth in the Schedule to this Order.<sup>1</sup>

N.E.Leigh

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*At the Court at Balmoral*  
**THE 29TH DAY OF SEPTEMBER 1978**  
**PRESENT THE QUEEN'S MOST**  
**EXCELLENT MAJESTY IN COUNCIL**

**WHEREAS** The Textile Institute has duly made additions to the Supplemental Charter of the said Institute:

**AND WHEREAS** the said additions have been submitted to her Majesty in Council for allowance:

**NOW, THEREFORE,** Her Majesty, having taken the said additions into consideration, is pleased, by and with the advice of Her Privy Council, to allow the same as set forth in the Schedule to this Order. <sup>1</sup>

N. E. Leigh

*At the Council Chamber, Whitehall*  
**THE 17TH DAY OF NOVEMBER 1981**  
**BY THE LORDS OF**  
**HER MAJESTY'S MOST HONOURABLE**  
**PRIVY COUNCIL**

**WHEREAS** The Textile Institute has duly made variations in the Bye-laws of the Institute:

**AND WHEREAS** the said variations have been submitted to the Lords of the Privy Council for allowance:

**NOW THEREFORE,** Their Lordships, having taken the said variations into consideration, are pleased to allow the same as set forth in the Schedule to this Order. <sup>1</sup>

N.E. Leigh

*At the Council Chamber, Whitehall*  
**THE 29TH DAY OF JUNE 1987**  
**BY THE LORDS OF**  
**HER MAJESTY'S MOST HONOURABLE**  
**PRIVY COUNCIL**

**WHEREAS** The Textile Institute has duly made variations in its Bye-laws:

**AND WHEREAS** the said variations have been submitted to the Lords of the Privy Council for allowance:

**NOW, THEREFORE,** Their Lordships, having taken

the said variations into consideration, are pleased to allow the same as set forth in the Schedule to this Order. <sup>1</sup>

G. L. de Deney

*At the Council Chamber, Whitehall*  
**THE 8TH DAY OF DECEMBER 1992**  
**BY THE LORDS OF**  
**HER MAJESTY'S MOST HONOURABLE**  
**PRIVY COUNCIL**

**WHEREAS** The Textile Institute has duly made variations in its Bye-laws as set out in the Schedule to this Order:

**AND WHEREAS** the said variations have been submitted to the Lords of the Privy Council for allowance:

**NOW, THEREFORE,** Their Lordships, having taken the said variations into consideration, are pleased to allow the same!

N. H.. Nicholls

*At the Court at Buckingham Palace*  
**THE 9TH DAY OF FEBRUARY 1993**  
**THE QUEEN'S MOST EXCELLENT**  
**MAJESTY IN COUNCIL**

**WHEREAS** The Textile Institute has duly made amendments to the Charter and Supplemental Charter of the said Institute as set out in the Schedule to this Order:

**AND WHEREAS** the said amendments have been submitted to Her Majesty in Council for allowance:

**NOW, THEREFORE,** Her Majesty, having taken the said amendments into consideration, is pleased, by and with the advice of Her Privy Council, to allow the same. <sup>1</sup>

N. H. Nicholls

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*At the Council Chamber, Whitehall*  
**THE 10th DAY OF JANUARY 1995**  
**BY THE LORDS OF**  
**HER MAJESTY'S MOST HONOURABLE**  
**PRIVY COUNCIL**

**WHEREAS** The Textile Institute has duly made a variation in its Bye-laws as set out in the Schedule to this Order

**AND WHEREAS** the said variation has been submitted to the Lords of the Privy Council for allowance:

**NOW, THEREFORE,** Their Lordships, having taken the said variation into consideration, are pleased to allow the same <sup>1</sup>

K P. Bulling

*At the Council Chamber, Whitehall*  
**THE 19th DAY OF MAY 1999**  
**BY THE LORDS OF HER MAJESTY'S**  
**MOST HONOURABLE**  
**PRIVY COUNCIL**

§ **WHEREAS** The Textile Institute has duly made amendments to the Charter and Supplemental Charter of the said Institute and variations in its Bye-laws as set out in the Schedule to this Order:

§ **AND WHEREAS** the said amendments and variations have been submitted to Her Majesty and the Lords of the Privy Council for allowance:

§ **NOW, THEREFORE,** Her Majesty and Their Lordships, having taken the said amendments and variations into consideration, are pleased to allow the same. <sup>1</sup>

A. K Galloway

<sup>1</sup> The alterations and additions put forth in the Schedules to the above Orders have been incorporated into the Original Charter and Supplemental Charter and Bye-laws.

# The Textile Institute

## ORIGINAL CHARTER (11th March, 1925)

**GEORGE THE FIFTH BY THE GRACE OF GOD** of the United Kingdom of Great Britain and Ireland and of the British Dominions beyond the Seas, King, Defender of the Faith, Emperor of India.

### TO ALL TO WHOM THESE PRESENTS SHALL COME GREETING:

**WHEREAS** an Association known as "The Textile Institute" and now registered under the Companies (Consolidation) Act 1908 as a Company limited by guarantee and JOHN EMSLEY, Esq., J.P., President of the Textile Institute; SIR WILLIAM EDWIN BRIGGS PRIESTLY, Knight, Past President of Textile Institute; SIR JAMES PEACE HINCHCLIFFE, Knight, Chairman of the British Research Association for the Woollen and Worsted Industries and Chairman of West Riding County Council., SIR HENRY WHITEHEAD, Knight, President of Worsted Spinners' Federation, Bradford, The Right Honourable EDWARD GEORGE VILLIERS, Earl of Derby, K.G., G.C.B., G.C.V.O.; The Right Honourable ALFRED EMMOTT, G.C.M.G., G.B.E.; KENNETH LEE, Esq., LL.D., Chairman of British Cotton Industry Research Association; Fred HOLROYD, Esq., President of Federation of Master Cotton Spinners' Associations; Sir FRANK WARNER, K.B.E., Past President of Silk Association of Great Britain and Ireland; JAMES GLASGOW CRAWFORD, Esq., Chairman of Council of the Linen Industry Research Association; Sir WILLIAM HENDERSON, Knight, C.B., D.L., LL.D.; Sir MICHAEL ERNEST SADLER, K.C.S.I., C.B., D.Litt., I.L.D., Master of University College, Oxford, Vice-Chancellor of the University of Leeds (1911-1923); Sir HENRY ALEXANDER MIERS, D.Sc., FRS, Vice-Chancellor of Victoria University of Manchester, Member of Council of the British Cotton Industry Research Association; CHARLES FREDERICK CROSS, Esq., F.R.S., President of the Society of Dyers and Colourists (1917-1918); WILLIAM LAWRENCE BALLS Esq., M.A., Sc.D. (Cantab), FRS, Fellow of St. John's College, Cambridge, late Botanist to the Egyptian Ministry of Agriculture, have Petitioned Us to grant to the Members of the said Association a Charter of Incorporation such as is in and by these Presents granted and which would enable the said Association in addition to its other powers to hold examinations and to grant certificates of competency to practise, teach or profess Textile

Technology. AND WHEREAS We are minded to comply with the Prayer of such Petition.

**NOW THEREFORE WE** by virtue of Our Prerogative Royal and of our Especial Grace, certain knowledge and mere motion DO hereby for Us our Heirs and Successors will, grant, ordain and declare as follows:

§ 1 JOHN EMSLEY, President; GEORGE LORIMER CRAIG, WILLIAM FROST, GEORGE GARNET, WILLIAM GREENWOOD, Sir WILLIAM HENDERSON, Sir HENRY HIBBERT, Baronet, FRED HOLROYD, WILLIAM JAFFE, and Sir ALAN JOHN SYKES, Baronet, Vice-Presidents., JOHN CROMPTON, Chairman of Council; THOMAS FLETCHER ROBINSON, Honorary Treasurer; WILLIAM FROST, Honorary Secretary; and all others the persons who are now Members of the said Association known as The Textile Institute (hereinafter called the Old Institute) and all such persons as pursuant to or by virtue of the powers granted by this Our Charter may hereafter become members of the body corporate hereby constituted and their successors shall for ever hereafter be by virtue of this Our Charter a body politic and corporate by the name of The Textile Institute by the same name shall have perpetual succession and a Common Seal with full power and authority to alter vary break and renew the same at their discretion and by the same name to sue and be sued in every Court of Us, our Heirs and Successors and Subject to the provisions of this Our Charter shall have power to do all other matters and things incidental or appertaining to a body corporate provided the same be done in pursuance of the objects hereinafter specified.

§ 2(1) The objects for which the said body corporate (hereinafter called the Institute) is hereby constituted are:

- (a) To advance the general interests of the Textile Industry more particularly in relation to the acquisition and application thereto of scientific knowledge.
- (b) To promote the profession and practice of Textile Technology, which for the purpose of this Our Charter, any Supplemental Charter and the By-laws of the Institute shall mean the arts, sciences and technologies relating to fibres, to all products made from fibres, yarns, fabrics or other textile materials - including congenerous products made from fibrous materials - howsoever processed or

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produced and including the relevant fibrous materials themselves.

**2(2)** Without prejudice to the generality of all or any of the provisions of Article 2 (1) above the Institute shall have the following powers:

- (a) To form subsidiary companies in pursuit of any or all the foregoing objects.
- (b) To establish committees of members to advise the Council of the Institute on its responsibilities in relation to any subject or geographical area.
- (c) After consultation with such public educational authority or authorities as may be concerned to devise and apply means for the better education of persons desirous of qualifying themselves to practise, teach or profess Textile Technology and for testing their knowledge by means of examinations or otherwise.
- (d) To grant diplomas and certificates of competency to practise or profess Textile Technology: Provided that every such diploma or certificate shall state clearly upon the face of it that it is not issued by or with the authority or sanction of the Board of Trade or of any Government authority but by the authority of the Institute only.
- (e) In consultation or co-operation with such public educational authority as may be concerned, to grant certificates of competency to teach Textile Technology.
- (f) To secure for the benefit of the trading communities interested in textiles and for the benefit of the general public a well defined and publicly recognised class of persons well qualified to be employed as experts in Textile Technology and to undertake the important duties of advising upon or directing or controlling the consideration of textile problems or operations and to occupy posts of public and commercial importance in connection therewith.
- (g) To define and enforce among the members of the Institute strict rules of professional conduct.
- (h) To arrange for the holding of meet-

ings the reading of papers and the giving of lectures with subsequent discussion and publication.

- (i) To print and circulate an Official Journal of the Institute such Journal to form a systematic and permanent record of papers read at meetings of or communicated to the Institute and to contain such abstracts of technically important matter appearing in other publications, abstracts from patent records, relating to the textile industry and such other matter as the Council of the Institute may decide.
- (j) To constitute an authority for the determination and recognition of technical and trade standards, usages, terms, definitions and the like for the textile industry.
- (k) To obtain statistical and other information regarding the production and use of raw and manufactured textile material.
- (l) To foster the systematic study of problems affecting power supply, lubricating, lighting, heating, drying, humidifying, ventilating, mill construction and allied subjects in their relation to the textile industry.
- (m) To promote the perfecting of present methods and the inventing of new or improved methods and otherwise dealing with problems concerning:
  - (i) Growing, obtaining, preparing and packing raw materials for textiles.
  - (ii) Manufacturing yarn and cloth.
  - (iii) Bleaching, dyeing, printing, finishing and other processes relating to textiles.
  - (iv) Application of all textile materials raw and manufactured and the transport thereof.
- (n) To encourage by the giving of prizes, scholarships, grants and other awards, original work and research dealing with:
  - (v) Natural and artificial fibrous materials.

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- (vi) The constitution, properties and application of dyes, sizes and other substances used in or pertaining to textile processes generally
  - (vii) Methods of testing textile materials by chemical, physical, mechanical or any other means
  - (viii) Any other work pertaining to the textile industry and requiring skilled application and study.
- (o) To appoint special commissioners to investigate and report upon problems and processes pertaining to the textile industry and to give remuneration for such services.
  - (p) To provide facilities for establishing, collecting, maintaining or preserving such buildings, machinery, records and other materials as the Council of the Institute may consider of sufficient historical or educational importance.
  - (q) To establish, promote or assist with the funds of the Institute any benevolent or provident scheme or schemes under which pensions or other insurance benefits or voluntary grants may be granted to members and employees of the Institute or their dependants.
  - (r) To do all such other things as in the opinion of the Council of the Institute shall aid in furthering all or any of the before named objects.

But such objects shall not comprise nor shall this Our Charter be taken as conferring upon the Institute any power or right to prescribe courses of study or to hold examinations whereby qualifications or authority to practise or to use any distinctive title can or may be conferred in respect of the practice as such of consulting analytical or technical chemists (such as textile chemists) or of teachers of chemistry, or of consulting or technical physicists or of teachers of physics.

**3** Deleted by Order in Council dated 29th October 1965.

**4** Deleted by Order in Council dated 29th October 1965.

**5** The Institute shall not support with its funds or endeavourer to procure to be observed by as impose upon its Members or others any regulation of the relations between workmen and masters or between workmen and workmen or between masters and masters or any restrictive conditions on the conduct of any trade or business.

**§ 6** Subject to the provisions of this Our Charter the Institute shall have power to receive from the liquidator of the Old Institute and to hold all the lands buildings, property, rights and casements which immediately before the date of this our Charter were vested in the Old Institute or in any person in trust for them or to which the Old Institute were in any wise entitled and all money, securities, credits, chooses in action, books, papers, effects and other property whatsoever immediately before the date of this Our Charter belonged to the Old Institute or to any Trustee on their behalf and the benefit of all contracts and agreements entered into by or on behalf of the Old Institute and in force immediately before the date of this Our Charter to the same extent and for the same estate and interest as the same were previously to the date of this Our Charter vested in the Old Institute or any Trustee on their behalf.

**7** Removed by Article 15 of Supplemental Charter dated 24<sup>th</sup> November, 1955.

**8** Deleted by Order in Council dated 16th April 1975, and substituted by the following Article:

**8** Any Member of the Institute may be elected by the Council as Members of any Committee of the Council either as additional Members thereof without any right to vote or as full Members thereof.

**9** Subject to the provisions of this our Charter and of the Bye-Laws of the Institute the government and control of the affairs and property of the Institute shall be vested in the Council who may subject as aforesaid exercise all or any of the powers conferred by these Presents upon the Institute except such of those powers as shall by the Bye-Laws be directed to be transacted by or at a General Meeting of the Institute, including votes by proxy of the Voting Members of the Institute, and provided that the Council in the exercise of all or any of those powers shall be subject always to the control regulation and direction of the Institute in General Meeting including votes by proxy as the Bye-

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Laws may direct but no Resolution of the Institute, including votes by proxy, shall thereby invalidate any previous act or proceeding of the Council and no act or proceeding of the Council shall be deemed invalid or illegal by reason of there being any vacancy on the Council at the time or any irregularity in the election of any member of the Council.

**10** Deleted by Order in Council dated 19th May, 1999.

**11** The first Officers and Members of the Council of the Institute shall be -

JOHN EMSLEY, President of Institute, GEORGE LORIMER CRAIG, WILLIAM FROST, GEORGE GARNETT, WILLIAM GREENWOOD. MP., Sir WILLIAM HENDERSON, Sir HENRY HIBBERT, Baronet, FRED HOLROYD, WILLIAM JAFFE, and Sir ALAN JOHN SYKES, Baronet, Vice Presidents

Sir WILLIAM EDWIN MIGGS PRIESTLEY, Sir FRANK WARNER, K.B.E, and Colonel FREDERICK McCONNEL. Past-Presidents

JOHN CROMPTON (Chairman), EARNEST THORNTON HOLDSWOTH (Vice-Chairman), WILLIAM LAWRENCE BALLS, ALDRED FARRAR BARKER, FRED WILKINSON BARWICK, WILLIAM THOMAS BOOTHMAN, GEORGE CLAPPERTON, ARTHUR WILLIAM CROSSLEY, JOHN FRANCIS CROWLEY, HARRY PERCY CURTIS, WILLIAM DAVIS, HENRY PHILLIPS GREG, OSCAR STANDING HALL, WILLIAM HARRISON, ROBERT SANDERSON HAYWARD, SYDNEY HERBERT KERSHAW, JOSEPH HENRY LESTER, FREDERICK LYE, WILLIAM MYERS. FRANK NASMITH, HARRY NISBET, JOHN ROBINSON, EDGAR ALLAN SWIFT, LUKE THORNBUR. JOHN FRANCIS WHITE, RICHARD SMITH WILLOWS and THOMAS WOODHOUSE, Members of Council.

WILLIAM FROST, First Honorary Secretary. THOMAS FLETCHER ROBINSON, First Honorary Treasurer.

**12** The first meeting of the Council shall be held at 16, St. Mary's Parsonage, Manchester, on the 5th day of May next after the date of this Our Charter.

**13** Until the first Bye-laws of the institute shall come into operation the affairs and property of the Institute and the meetings and proceedings of the Institute and of the Council including the admission of Members and the election of Fellows and Associates and the re-

tirement, election or re-election of Officers shall be as far as may be and subject to any express provisions of this Our Charter be conducted, managed and regulated according to and by the Articles of Association and Rules of the Old Institute as if such Articles and Rules were the Bye-laws of the Institute.

**14** Revoked by Article 15 of Supplemental Charter dated 24<sup>th</sup> November 1955.

**15** Every Member of the Old Institute shall within twelve months after the date of this Our Charter and every other person shall before becoming a Member of the Institute sign an Undertaking that he will observe and be bound by this Our Charter and by the Bye-laws of the Institute which are then or may thereafter from time to time be in force thereunder and no Member of the Old Institute shall be entitled to vote at any meeting of the Institute until he shall have signed such Undertaking and in the event of his failure to do so within the twelve months hereinbefore prescribed he shall cease to be a Member of the Institute.

**16** The qualification to be prescribed in the Bye-laws in respect of the election of Fellows (other than Honorary Fellows) or Associates of the Institute shall be such as to ensure that the persons so elected shall be persons who are well qualified to practise, teach or profess Textile Technology.

**17** The Council shall have power to decide conclusively respecting each person desiring admission to Membership of the Institute or election to any class of such membership whether he has or has not fulfilled the qualifications and conditions as are applicable in his case.

**18** Revoked by Article 15 of Supplemental Charter dated 24th November 1955.

**19** Revoked by Article 15 of Supplemental Charter dated 24th November 1955.

**20** Subject to the provisions of the Bye-laws of the Institute every Member of the Institute shall be entitled to be present and vote at every General Meeting of the Institute provided that the Bye-laws may prescribe that any class of Members although entitled to attend such meetings shall not be entitled to vote thereat and provided that no Member whose subscription or any other sum payable by him under the Bye-laws is due and has not been paid within the period for the time being prescribed by the Bye-laws shall be entitled to vote and that the Bye-laws of the Institute may in any other

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manner qualify or restrict the rights of Members or any class of Members to attend, take part in discussions at or vote at any meeting of the Institute.

**21** Revoked by Article 15 of Supplemental Charter dated 24th November 1955.

**22** If any person ceases for any cause whatsoever to be a Member of the Institute he shall on demand deliver back to the Council his certificate of membership and neither he nor his representatives shall have any interest in or claim against the funds or property of the Institute.

**23** Subject to any provision in the Bye-laws the Institute shall appoint a General Secretary of the Institute who shall be an officer of the Institute but not a Member of the Institute or of the Council and may employ such other Secretaries and all such other permanent Officials (including lecturers and examiners) and other employees and on such terms as to their tenure of office, term of service, duties, remuneration and otherwise as the Council or the Institute may from time to time determine and provision may be made out of the funds of the Institute for the payment of pensions or voluntary grants to all or any of such employees on their retirement from Office or Service or to dependants of such employees who shall have retired or be incapacitated or deceased.

**24** Revoked by Article 15 of Supplemental Charter dated 24th November 1955.

**25** Revoked by Article 15 of Supplemental Charter dated 24th November 1955.

**26** Revoked by Article 15 of Supplemental Charter dated 24th November 1955.

**27** In this Our Charter and in any Supplemental Charter and in the Bye-laws of the Institute words importing the masculine gender shall include the feminine and the singular shall include the plural and vice versa..

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

**WITNESS** Ourselves at Westminster the eleventh day of March in the fifteenth year of Our Reign.

SCHUSTER

# The Textile Institute

## SUPPLEMENTAL CHARTER (24th November, 1955)

**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** Our Royal Predecessor King George the Fifth in the year of our Lord One thousand nine hundred and twenty-five by Royal Charter dated the eleventh day of March in the fifteenth year of His Reign constituted the thirteen persons named therein and all others the persons then members of the Association known as The Textile Institute a Body Politic and Corporate by the name of The Textile Institute with perpetual succession and a Common Seal.

**AND WHEREAS** the said Textile Institute (hereinafter referred to as "the Institute") has presented a Humble Petition to Us to the effect following:

That the Institute since the date of the said Royal Charter (hereinafter referred to as the "Original Charter") has pursued the objects of the Original Charter and has advanced the general interests of the Textile Industry and in particular has promoted and advanced the practice and profession of Textile Technology and has by admitting or electing certain of its members to be Associates or Fellows of the Institute after the passing of certain examinations under the supervision of the Institute or long experience in the practice, teaching or profession of Textile Technology and by maintaining among such members a high standard of professional and general education and knowledge and by compelling the observance of strict rules of professional conduct secured for the benefit of the manufacturing and trading communities interested in textiles and the benefit of the public a well defined and publicly recognised class of persons well qualified to be employed as experts in Textile Technology and to advise upon or direct or control the consideration of textile problems or operations and to occupy posts of public and commercial importance in connection therewith and has further fostered and encouraged the systematic study of technical and scientific problems relating to the Textile Industry and has sought to disseminate among all those concerned the information and knowledge acquired by such study.

That it is the belief of the Institute that the continuation and wherever possible the extension of the activities of the Institute in furtherance of the objects of the Original Charter has become increasingly desirable in the public interest.

That it is the belief of the Institute that the furtherance of the aforesaid objects would be facilitated and the public interest thereby served if certain limits upon the operation of the institute were extended and further powers and privileges granted to the Institute and if certain other variations were made in the Original Charter and if certain of the ordinances of the Original Charter were re-stated in terms which would facilitate the management of the affairs of the Institute.

That the Institute being desirous of furthering the aforesaid objects and of serving the public interest desires that We should be graciously pleased to command that as from a date to be fixed by Us a new Royal Charter should be granted to the Institute supplemental to the Original Charter granting to the Institute certain additional powers and privileges and re-stating certain of the ordinances of the Original Charter with certain variations in the form and manner expressed in the document appended to the Petition but subject to any amendments and alterations which to Us may seem desirable.

That the Institute desires that it should be empowered to frame new Bye-laws subject to confirmation by the Lords of Our Most Honourable Privy Council to give effect to the powers to be granted by such new Royal Charter but in the hope and humble expectation that We will be pleased to grant a new Royal Charter as aforesaid the members of the Institute at meetings held on the eleventh day of December One thousand nine hundred and fifty-four and the twenty-first day of December One thousand nine hundred and fifty-four have approved the Bye-laws appended to this Our Charter and signed by the President of the Institute and the Institute desires that We may be pleased to ordain that the said Bye-laws shall become and be valid as the Bye-laws of the Institute from the date fixed by Us as the date of the aforesaid new Royal Charter.

The Institute has by the said Petition most humbly prayed that We may be graciously pleased to grant to the Institute a new Royal Charter supplemental to the Original Charter granting to the Institute certain additional powers and privileges and restating with certain variations certain of the ordinances of the Original

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Charter in the manner hereinbefore expressed and empowering the Institute to frame new Bye-laws subject to confirmation by the Lords of Our Most Honourable Privy Council to give effect to the powers to be granted by the said new Royal Charter and ordaining that the Bye-laws appended to the Petition become and be valid from the said date as the Bye-laws of the Institute.

NOW, THEREFORE, We having taken the said Petition into Our Royal consideration by virtue of Our Prerogative Royal and moved thereto by Our desire to further the objects of the Institute for Ourselves Our Heirs and Successors in addition to and notwithstanding anything to the contrary contained in the said Original Charter granted by Our Royal Predecessor King George the Fifth have granted ordained and declared and are graciously pleased to grant ordain and declare as follows, namely:

**1** There shall be the following Officers of the Institute that is to say the President of the Institute for the time being, the President-elect, the Immediate Past President, such number of Vice-Presidents as may be prescribed in the Bye-laws, a Chairman of Council, such number of Vice Chairmen as may be prescribed in the Bye-laws, an Honorary Secretary, an Honorary Treasurer, a Director General, a General Secretary and such number of Voting and non-Voting Members as shall be prescribed in the Bye-laws. A limited number of specialist non-Members of the Institute may also be co-opted; the number shall be specified in the Bye-laws. The Officers shall (with the exception of the General Secretary) be Voting Members of the Institute and shall have such qualifications and shall be nominated and elected in such manner and shall hold office for such period and on such terms as to re-election and otherwise as may be prescribed in the Bye-laws. The Chairman of the Council, such number of Vice Chairmen as may be prescribed in the Bye-laws, the Honorary Secretary and the Honorary Treasurer shall be known collectively as the Honorary Officers of the Institute.

The Officers (other than the General Secretary) shall constitute the Council of the Institute (in this Our Supplemental Charter referred to as "the Council").

**2** The Members of the Institute who at the date of the grant of this Our Supplemental Charter are Officers of the Institute shall continue to hold office as such subject to the provisions of the Bye-laws.

**3** Subject to such qualifications as the Bye-laws may prescribe any person interested in promoting the

objects of the Institute shall be admitted a Member of the Institute. The Members of the Institute shall consist of Fellows, Associates and Ordinary Members and such other classes of Member as the Bye-laws may prescribe and subject to the provisions of the Original Charter and this Our Supplemental Charter the qualifications and method of admission or election of Members and the entrance fees, annual subscriptions, composition in lieu of annual subscriptions and other sums if any payable by and the rights and privileges of the Members of the Institute shall be such as the Bye-laws shall prescribe.

**4** The persons who at the date of this Our Supplemental Charter are Members of the Institute shall continue to be Members in the same class as at the said date subject to the provisions of this Our Supplemental Charter and the Bye-laws.

**5** The Institute may by Bye-law provide that the Council may in manner to be specified in the Bye-law refuse to admit a person to membership or to elect or appoint a Member to any class of membership or to delay such admission election or appointment notwithstanding that such person may be otherwise entitled to be so admitted or elected.

**§ 6** The Council of the Institute shall have power to issue to Members Certificates of Membership or Diplomas appropriate to the several classes of Members of the Institute.

**7** The Institute shall apply the income and property of the Institute wheresoever derived for the promotion of the objects set out in the Original Charter subject always to the provisions of the said Original Charter and this Our Supplemental Charter. The Institute shall not carry on any trade or business or engage in any transaction with a view to the pecuniary gain or profit of the Members. No Member shall have any personal claim on any property of the Institute and no portion of the property or income will be paid or transferred directly or indirectly to the Members or any of them by way of dividend gift bonus or otherwise howsoever by way of profit except that where authorised by these Presents or the Bye-laws reasonable and proper remuneration may be paid to any Member of the Institute who is a salaried official of the Institute or who is appointed as Examiner or Lecturer or who in some other manner renders special and exceptional services to the Institute at the request of the Council. Provided also that the Institute may pay such reasonable sums for the expenses of Officers of the Institute as may be provided hereinafter or by the Bye-laws.

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**8** The Council shall have power to apply the funds in promoting the objects of the Institute and without prejudice to the generality of the foregoing:

- (a) in acquiring by renting or otherwise a site or sites for a hall library offices and other premises considered necessary for the use of Members or for the purposes of the Institute;
- (b) in acquiring by renting or otherwise (subject to Article 7 hereof) premises for use as a hall library offices or otherwise for the use of Members or any purposes of the Institute;
- (c) in maintaining an official library or libraries for the use of Members;
- (d) in paying salaries pensions or gratuities to officials and servants or former officials and servants of the Institute or the dependants of officials and servants or former officials and servants or in making other provisions for the payment of pensions or gratuities to former officials or servants or the dependants of such officials or servants;
- (e) in paying such reasonable sums for the expenses of offices officials and servants as may be provided by the Bye-laws;
- (f) in making gifts or contributions for public educational or charitable purposes;
- (g) in making grants to universities or other educational establishments or providing lectures classes or other tuition or in making grants therefor or establishing scholarships or exhibitions or giving prizes or otherwise promoting or extending the technical knowledge and efficiency of Members of the Institute;
- (h) in publishing or distributing or causing to be published or distributed any book pamphlet, video, electronically produced information or journal relating to the affairs of the Institute or the Textile Industry,

- (i) in otherwise whatsoever consistent with the provisions of the Original Charter and this Our Supplemental Charter and the Bye-laws promoting and furthering the interests usefulness and efficiency of Members of the Institute.

**9** A Licentiate member of the Institute may use after his name the initials L.T.I. A Fellow or an Associate of the Institute shall be entitled to practise and describe himself as a Chartered Textile Technologist and may use after his name in the case of a Fellow the initials F.T.I. (representing the words "Fellow of the Textile Institute") and additionally C.Text. (representing the words "Chartered Textile Technologist") and in the case of an Associate the initials A.T.I. (representing the words "Associate of the Textile Institute") and additionally C.Text. (representing the words "Chartered Textile Technologist"). No person who has ceased to be a Licentiate, Fellow or Associate shall be entitled to use the said descriptions or initials or otherwise describe himself or hold himself out as a Licentiate, Fellow or Associate of the Institute.

**10** Without prejudice to the rights of the Institute in respect of any person not a Member of the Institute who may purport to describe himself as a Chartered Textile Technologist or may purport to use the initials F.T.I. (representing the words Fellow of the Textile Institute) or the initials A.T.I. (representing the words Associate of the Textile Institute), if any person while he is a Member of the Institute

- (a) not being entitled as a Fellow or Associate of the Institute to practise and describe himself as a Chartered Textile Technologist or to use the initials F.T.I. or A.T.I. uses such initials or otherwise describes himself as a Textile Technologist in conjunction with the word "Chartered" or as a Fellow or Associate of the Institute or
- (b) allows any person not being either a Fellow or Associate of the Institute to practise in his name as a Chartered Textile Technologist or
- (c) is convicted of felony or misdemeanour or is finally declared by any Court of competent jurisdiction to have committed any fraud or
- (d) has been guilty of any act or default discreditable to the profession of a Chartered Textile Technologist or to

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- a member of the Institute or
- (e) is adjudged bankrupt or individually or as a partner makes an assignment for the benefit of creditors or under any resolution of creditors or under the Order of a Court of Bankruptcy or under any deed or document has his estate placed in liquidation for the benefit of creditors or makes any arrangement for payment of a composition to creditors or
  - (f) shall engage in any occupation inconsistent with his remaining a Member of the Institute or
  - (g) wilfully or persistently commits a breach or breaches of the Bye-laws or
  - (h) becomes incapable by means of mental disorder.

he shall be liable to be excluded from membership or to be suspended from membership or to be reprimanded or severely reprimanded by a Resolution of the Council passed at a meeting specially convened for that purpose at which meeting there shall be present not less than eight of the members of the Council and for which exclusion or suspension not less than three-fourths of those present and voting shall vote and the Member having first had an opportunity of being heard but any such exclusion or suspension may be at any time revoked or modified by the Council at a like meeting by such a majority as aforesaid subject to such terms and conditions (if any) as the Council may think fit and notice of any resolution for an exclusion or suspension or reprimand shall forthwith be sent to the person affected thereby and may be published by the Council as the Council shall think fit.

§ The Institute may by Bye-laws provide that the Council may exclude from membership any Member whose subscription is six months or more in arrears and may provide in such Bye-law for the re-election of any Member so excluded upon such terms as the Council may think fit.

#### 11

(a) The Institute may from time to time make such Bye-laws for prescribing directing or regulating all such matters as are by the Original Charter and this Our Supplemental Charter required to be or may be prescribed directed or regulated by Bye-law and for making all such other provisions as may be necessary or convenient for the good management and control of the property and affairs of the Institute and for the furtherance of all or any of the objects of the Institute and may from

time to time in like manner rescind or vary such Bye-laws and make others in their stead but so that the Bye-laws for the time being be not in any respect repugnant to or inconsistent with the provisions of the Original Charter and this Our Supplemental Charter

(b) The Institute may alter amend or add to the Original Charter and this Our Supplemental Charter and such alterations amendments and additions shall when allowed by Us, Our Heirs or Successors in Council become effectual so that the said Original Charter and Supplemental Charter shall thenceforth continue to operate as if they had been originally granted and made accordingly.

§ Provided always that no such provision as aforesaid for making Bye-laws or for amending either of the Bye-laws the Original Charter or this Our Supplemental Charter shall be made by the Institute unless a General Meeting of Voting Members specially convened for the purpose with at least twenty-one days' notice shall first have taken place at which not less than two-thirds of those Voting Members present at such meeting and including votes by proxy shall have expressed support for such provision.

12 The Council shall cause to be made available on request to all members the Bye-laws hereinbefore expressed to constitute and be valid as the Bye-laws of the Institute and all new Bye-laws which may from time to time be made by the Institute under powers granted by this Our Supplemental Charter.

13 Bye-laws made by the Institute after the date of the granting of this Our Supplemental Charter shall not have effect until they have been submitted and allowed by the Lords of Our Council.

Moneys of the Institute awaiting investment may be invested

- (a) In or upon any investments authorised by Part I or II of the First Schedule to the Trustee Investments Act, 1961, as amended from time to time; or
- (b) In or upon any of the securities of the government of any country within the Commonwealth, or of the government of any province or state within any such country that has a separate legislature, or of the government of the United States of America; or
- (c) In or upon any mortgages or other securities of any municipality, county or district council or local or public

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- authority or board in any country within the Commonwealth, or in any province or state within any such country, or in the United States of America; or
- (d) In or upon any mortgages or other securities the capital whereof or a minimum rate of interest or dividend whereon is guaranteed by the government of any country within the Commonwealth, or of any province or state within any such country that has a separate legislature, or by the government of the United States of America; or
- (e) In or upon the bonds or mortgages, or the fully paid guaranteed or preference or ordinary stock or shares or ordinary preferred or deferred or other stock or shares of any company incorporated either by Royal Charter or under any general or special Act of Our United Kingdom Parliament or any general or special enactment of the legislature of any other country within the Commonwealth or of the United States of America, having an issued and paid up share capital of at least £750,000 or its equivalent at the current rates of exchange, being stocks or shares which are quoted upon a recognised stock exchange in any country within the Commonwealth or the United States of America, and so that in the case of a Company having shares of no par value such paid up capital shall be deemed to include the capital sum (other than capital surplus) appearing in the Company's accounts in respect of such shares. Provided always that no investment shall be made in any ordinary stocks or shares unless the Company shall have paid dividends thereon at the rate of at least 5 per centum per annum for at least four years prior to the date of the investment, or, in the case of shares having no par value, the Company shall have paid a dividend thereon for at least six years prior to the date of investment, and that the total amount at any time standing invested in investments authorised by this paragraph as

shown by the books of the Institute shall not exceed 662/3 per centum of the total amount at such time standing invested in any of the investments hereby authorised as appearing by such books. For the purpose of valuing the investments authorised by this paragraph and held by the Institute the minimum price to be taken for each security shall be the cost price thereof to the Institute; or

- (f) In the purchase of freehold ground rents or freehold or leasehold land, messuages tenements and hereditaments within Our United Kingdom, provided that as regards leaseholds the term thereof shall have at least sixty years to run; or
- (g) Upon the security of freehold property, freehold ground rents, land charges or rent charges, by way of first mortgage, up to the limit of two-thirds of the value.

The Council shall in all matters affecting the sale or purchases of land or property or investments or other major decisions take steps to obtain and make known appropriate professional advice.

**15** Articles numbered 7, 10, 14, 18, 19, 21, 24, 25 and 26 of the Original Charter shall be revoked and be of no effect but all admissions elections appointments acts and things lawfully effected made or done by the Institute under or in accordance with powers granted to the Institute under any of the aforementioned Articles of the said Original Charter shall be deemed to have been effected made or done under powers granted by this Our Supplemental Charter but shall operate and take effect from the date of such admissions election appointment act or thing.

**16** As far as is consistent with the terms hereof this Our Supplemental Charter shall be read as one with the said Original Charter and henceforward shall operate as though it had been granted with the said Charter.

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

**WITNESS** Ourselves at Westminster the twenty-fourth day of November in the fourth year of Our Reign.

**BY WARRANT** under the Queen's Sign Manual.  
COLDSTREAM

# The Textile Institute

## BYE-LAWS

### CHAPTER I PRELIMINARY

#### COMMENCEMENT OF BYE-LAWS.

1 These Bye-laws shall take effect from the seventh day of September, 1978.

#### MEANING OF WORDS USED IN BYE-LAWS.

§ 2 In these Bye-laws "Royal Charters" means the Original Charter of the Institute and any Charter supplemental thereto and words in these Bye-laws have the same meaning as in the said Charters. References therein to Council, Members, Fellows, Associates, Companions, Licentiates, and meetings shall, unless the contrary intention appear, be construed as having referred to Council, Members, Fellows, Associates, Companions, Licentiates and meetings of the Institute. "Secretary" or "General Secretary" means the General Secretary of the Institute appointed by the Council, or, where the context permits, the person acting in that capacity by the direction of the Council.

#### FORMS

3 Such forms as the Council may from time to time authorise shall be used in the cases to which they are applicable with such alterations or additions thereto, if any, as the Council may from time to time determine; and all notes and directions thereon shall be deemed part of the forms and be observed accordingly.

### CHAPTER II OFFICERS OF THE INSTITUTE

#### THE OFFICERS

4 The Officers of the Institute shall be the President for the time being, the Immediate Past President and the President-elect, up to two Vice-Presidents, the members of the Council (including the Director General) and the General Secretary. One of the members shall be Chairman of the Council, one shall be Honorary Secretary and one shall be Honorary Treasurer. There shall be in addition one Vice-Chairman of Council. All the Officers except the General Secretary shall be Voting Members of the Institute.

#### ELECTION OF PRESIDENT AND CERTAIN OTHER OFFICERS

5 The President shall proceed to that office after holding the position of President-elect and shall continue in office for two years. He shall not be eligible for re-election but, as immediate Past President shall be a member of the Council for one year after retiring from office as President. The Vice-Presidents and members of the Council shall be elected to hold office until retirement or disqualification and shall be subject to retirement and otherwise as hereinafter appears.

The President-elect shall be nominated by the Council for election at the Annual General Meeting of the Institute and shall hold this office until, in the normal course, he shall become President. The Council may from time to time appoint a trustee or trustees of certain of the Institute's funds and/or schemes to act for and in respect of the interests of the Institute.

### CHAPTER III THE COUNCIL

#### CONSTITUTION OF THE COUNCIL

6 The Council of the Institute shall consist of the Officers for the time being of the Institute (except the General Secretary) referred to in Bye-law 4, and up to 24 nominated members of the Institute's duly constituted Section or Regional Committees, as Council shall from time to time define, following democratic procedures prescribed by the Council from time to time in the constitution or other instruments of each Section or Regional Committee. There shall in addition be up to 24 elected members (divided into groupings as the Council may from time to time prescribe), reflecting, in addition to their textile abilities, the individual skills of members such as education and research, services (from among whom the Chairmen of Standing Committees will be chosen) and specialist advice, including finance, elected by a worldwide ballot of Voting Members (subject to the provisions of Bye-law 12). The Council shall conduct the business of the Institute and may fill any casual vacancies in its number until the next Annual General Meeting of the Institute.

The Council shall have power to co-opt up to four additional members of the Council (one of whom shall be the Director General for the time being of the Institute, who shall be non-voting) and up to two non-members of the Institute, with specialist skills, who shall also be

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non-Voting Members of the Council. Co-opted members may each serve for a period of not more than one year and shall be eligible for further co-option.

#### **RETIREMENT OF VICE-PRESIDENTS AND MEMBERS OF THE COUNCIL**

**7** Up to two Vice-Presidents may be appointed by the President on the nomination of the Council or elected at a General Meeting for a three-year period of office.

**8** One-third of the elected members of the Council shall retire each year and such retiring members shall be eligible for re-election. The retiring members shall be those who have been longest continuously in office save that any member elected under Bye-law 18 shall retire at such time as the member in whose place he was elected would have retired had he continued to hold office. Such retiring members shall be in addition to those who have been appointed by the Council to fill casual vacancies under Bye-law 6 (who shall be eligible for re-election) and other members who wish to retire at the next Annual General Meeting.

### **CHAPTER IV ELECTION OF MEMBERS OF THE COUNCIL AND OTHER OFFICERS**

#### **LIST OF VACANCIES OF ELECTED MEMBERS.**

**9** A list shall be prepared of the vacant places in the Council which fall due to be filled at the Annual General Meeting and shall be circulated to the Voting Members at least three weeks prior to the last day prescribed in Bye-law 10 for receipt of nominations. The Council shall at the meeting prior to the Annual General Meeting or earlier intimate the names of the persons who are to be nominated by the Council for the offices of President-elect and Vice-President(s) which will become vacant at the Annual General Meeting.

#### **NOMINATION OF ELECTED MEMBERS.**

**10** A nomination for any class of vacancy among the elected members of the Council may be made in writing signed by at least two Voting Members and shall be received by the General Secretary at the principal office of the Institute within three weeks after the third Wednesday in January of each year. A nomination may similarly be made for consideration by the Council for any vacancy among the Officers of the Institute, excluding Director General and General Secretary.

**Every nomination shall relate to one vacant place only and shall be accompanied by a signed declaration by the nominee that he is willing to accept office if elected and stating clearly his date of birth, occupation, the establishment, organisation or main company that employs him, or if self employed, in what capacity.**

#### **LIST OF NOMINATIONS OF ELECTED MEMBERS.**

**11** The General Secretary shall on the close of nominations prepare the list of nominations for vacant places which shall include all candidates duly nominated. He shall forthwith circulate this list to all members of the Council and it shall be publicly exhibited in the Institute's principal office, and if the number of nominations does not exceed the number of vacancies the persons nominated shall be declared duly elected at the Annual General Meeting without any vote being taken.

#### **BALLOT OF ELECTED MEMBERS.**

**12** If the number of nominations for any class of vacancy of elected members exceeds the number of vacancies the voting shall be by ballot. A voting paper stating the number of vacancies in each class for which there is a ballot and the names and appropriate details of the candidates, and stating the date by which the same must be received in order to be counted, shall be sent by post, facsimile or electronic mail by the General Secretary to every Voting Member at least 28 days prior to the date of the Annual General Meeting. Such voting papers shall be returned, duly identified with the voter's membership number, to the General Secretary at least four days prior to such meeting.

#### **SCRUTINEERS.**

**13** In the event of a ballot being required, two Members shall be appointed Scrutineers by the Council to assist in the subsequent counting of votes. In the event of either or both of these Scrutineers being unable to act, it shall be in the power of the President to appoint substitutes.

#### **PUBLICATION OF ELECTION.**

**14** On some day previous to the Annual General Meeting the votes shall be counted by the Scrutineers with the assistance of the General Secretary, and the Scrutineers together with the General Secretary shall prepare and sign a report to the Council. A statement of

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the votes cast for each candidate shall be presented at the Annual General Meeting and the Chairman shall declare the names of those duly elected and the same shall be displayed at the principal office of the Institute and published in the Journal or other Proceedings of the Institute.

#### **EQUALITY OF VOTES.**

**15** In any case of equality of votes for two or more candidates the Council shall decide which of the candidates shall be deemed elected.

### **CHAPTER V CESSATION OF MEMBERSHIP OF COUNCIL. OR OF OTHER OFFICE**

#### **VACATION OF OFFICE.**

**16** The office of a member of the Council or other Officer (except the General Secretary and the two non-voting members of the Council) shall be vacated:

- (1) If he ceases to be a Voting Member, or is excluded or suspended for any period from membership, unless the Council decides by vote, in very exceptional circumstances, not to exercise its right.
- (2) If he is adjudged bankrupt, or suspends payment, or compounds with, or makes an assignment of his property for the benefit of his creditors.
- (3) If he becomes incapable by means of mental disorder.
- (4) If he is convicted of a criminal offence.

#### **RESIGNATION OF OFFICE.**

**17** A member of the Council or other Officer may resign his office by sending in his resignation to the Council, and on its acceptance by the Council, but not until then, he shall cease to be a member of the Council.

#### **REMOVAL FROM OFFICE.**

**18** The Institute may at any time, by a resolution passed by two-thirds of the votes including votes by proxy of Voting Members at an Extraordinary General Meeting, remove any member of the Council or other Officer (except the General Secretary) from his office before the expiration of his period of office; and may by a resolution, passed by a simple majority of the votes of Voting Members present and voting at that meeting, elect another qualified person in his stead. The

person so elected shall hold office during such time only as the member or Officer in whose place he was elected would have been entitled to hold the same if he had not been removed from office.

### **CHAPTER VI PROCEEDINGS AND POWERS OF THE COUNCIL**

#### **MEETINGS OF COUNCIL.**

**19** The Council shall meet not less than twice in any twelve calendar months, at such times and places as it may determine.

#### **MEETINGS OF THE COUNCIL: HOW CALLED**

**20** A meeting of the Council may at any time be called by order of the President or Vice-Presidents, or by the Chairman or Vice-Chairman of the Council, and shall be called at the request in writing, addressed to the General Secretary, of any ten members of the Council.

#### **NOTICE OF COUNCIL MEETING.**

**21** Notice in writing of a meeting of the Council shall be delivered or sent to each member of the Council at his registered address at least three clear days before such meeting. The notice shall contain as far as practicable a statement of the business to be transacted at such meeting. It shall not be necessary in any case to prove that such notice has been delivered or sent unless the contrary be shown and the non-receipt of any notice by any member shall not affect the validity of the proceedings at any meeting.

Provided that when a meeting is ordered by the President, Chairman or Vice-Chairman and he certifies in writing that an emergency exists, notice in writing as aforesaid shall be sufficient if it is delivered or sent one clear day before such meeting and in such a case the non-existence in fact of the supposed emergency shall not affect the validity of the proceedings of the meeting.

#### **ELECTION OF CHAIRMAN AND VICE-CHAIRMAN OF THE COUNCIL**

**22** The Council of the Institute shall at the first meeting of the Council following the Annual General Meeting in each year, elect a Chairman and Vice-Chairman for the ensuing year and the President or in his absence one of the Vice-Presidents shall take the

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chair until the Chairman of the Council has been elected. The Chairman and Vice-Chairman of Council shall be eligible for re-election.

#### **APPOINTMENT OF HONORARY TREASURER**

**23** The Council shall at its first meeting following the Annual General Meeting in each year appoint from among its members the Honorary Treasurer for the ensuing year. The Honorary Treasurer shall hold office (subject to earlier retirement or vacation of office under Bye-laws 16 or 18) until the first meeting of the Council after the next following Annual General Meeting notwithstanding that at such Annual General Meeting he may cease to be a Vice-President or member of the Council. He shall be eligible for re-appointment as Honorary Treasurer provided that at the date of such re-appointment he is a member of the Council.

The Honorary Treasurer shall hold in trust the uninvested funds of the Institute which shall be deposited in the name of the Institute at a bank approved by the Council - he shall arrange for all moneys received to be paid into the bank and shall pay by cheque all accounts authorised for payment by the Council or by the Board or other Committee as shall thereto be duly authorised by previous resolution of the Council and all cheques issued shall be signed by the Honorary Treasurer, and countersigned by such other person or persons as may be authorised either generally or in specific cases by the Council or by the Board or other Committee as aforesaid. The Honorary Treasurer shall present financial statements to Council when required by it, and shall report on the financial position of the Institute and present the annual accounts and balance sheet at the Annual General Meeting.

#### **APPOINTMENT OF HONORARY SECRETARY.**

**24** The Council shall at its first meeting following the Annual General Meeting in each year appoint from among its members the Honorary Secretary for the ensuing year. The Honorary Secretary shall hold office (subject to earlier retirement or vacation of office under Bye-laws 16 or 18) until the first meeting of the Council after the next following Annual General Meeting notwithstanding that at such Annual General Meeting he may cease to be a member of the Council. He shall be eligible for re-appointment as Honorary Secretary provided that at the date of such re-appointment he is a member of the Council.

#### **DUTIES OF GENERAL SECRETARY AND DIRECTOR GENERAL.**

**24A** The General Secretary shall attend all meetings of the Council, record minutes of the proceedings thereof, be responsible for the safe custody of all papers, books, and other property of the Institute, and under the direction of the Council (and if and when necessary the Honorary Secretary) conduct the constitutional business of the Institute. In case of the absence of the General Secretary from any meeting the Council may appoint some other suitable person or member of the Council to act as Secretary at and for the purposes of such meeting, and in case the General Secretary shall at any time be suspended from acting or be unwilling to act or in the opinion of the Council have become incapable of acting then or in any such case the Council may appoint some other suitable person to act as Secretary for all purposes and for such period or periods as it may think fit.

**24B** The Director General shall, under the direction of the Board, conduct the general business of the institute, provided always that the Trustees shall not delegate their trusts or discretions. In accordance with Bye-law 6, he shall be annually co-opted to the Council but shall be a non-voting member thereof.

#### **MAJORITY OF COUNCIL TO RULE MINORITY.**

**25** At all meetings of the Council, in the event of difference of opinion, the vote of the majority shall prevail (except where otherwise required by the Royal Charters or these Bye-laws); and, in case of equality of votes, the Chairman shall have a casting vote, in addition to his original vote.

#### **ADJOURNMENT OF MEETING OF COUNCIL.**

**26** Subject to the provisions of the foregoing Bye-laws the Chairman of any meeting of the Council may, with the consent of 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 the business left unfinished at the meeting from which the adjournment took place. No notice need be given of the adjourned meeting unless it be so directed in the resolution for adjournment.

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### **QUORUM OF COUNCIL.**

27 Except where otherwise required by the Royal Charters or these Bye-laws seven members of the Council shall form a quorum.

### **MINUTES TO BE EVIDENCE.**

28 Minutes shall be made, in proper books to be provided for the purpose, of all resolutions and proceedings of the Annual General Meeting and of all other business of meetings of the Institute and of all meetings of the Council and of the Committees thereof and of Section Committees and every minute signed by the Chairman of the meeting to which it relates, or by the Chairman of a subsequent meeting, shall be prima facie evidence of the business transacted therein.

### **PROPERTY VESTED IN THE TEXTILE INSTITUTE**

29 The freehold and leasehold property, stocks, funds, shares, and other securities, the property of the Institute, shall be vested in the Institute, but shall be under the control and administration of the Council, who shall have power, subject to Article 7 of the Supplemental Royal Charter, to sell, assign, transfer, convey or otherwise dispose of the same in such a manner as the Council shall think proper and expedient.

### **GEOGRAPHICAL SECTIONS AND SPECIAL INTEREST GROUPS.**

30 The Council may from time to time establish Geographical Sections and Special Interest Groups with their own Committees and other necessary Officers (either appointed by the Council or elected in manner prescribed by the Council) in such localities and for such areas or in respect of any particular aspect or aspects of the work of the Institute as the Council may from time to time decide, the object thereof being to promote locally or more efficiently general or particular aims and objects of the Institute.

The Council may from time to time issue such regulations, as it may deem, proper and expedient for the regulation of such Geographical Sections, or Special Interest Groups. No Section or Group or its Committee or Officers shall incur any obligations (financial or otherwise) so as to be binding on the Institute or the Council or Officers thereof without the previous specific sanction of the Council expressed by writing signed by the General Secretary, Director General or other authorised officer of the Institute.

It shall also be within the power of the Council to establish National Committees and Regional Groupings and to regulate their powers and conduct in like manner and to permit the election of Regional Presidents to act as ambassadors of the Institute.

### **BORROWING POWERS.**

31 Notwithstanding anything herein contained, the Council may from time to time borrow money temporarily, and may pay interest thereon, and may secure the repayment of the same by mortgage or charge upon any of the property of the Institute.

## **CHAPTER VII COMMITTEES OF THE COUNCIL**

### **APPOINTMENT OF COMMITTEES**

32 Subject to the provisions of the Royal Charters and these Bye-laws the Council may appoint Committees from amongst itself and may delegate any of its powers to such Committees, and also may in furtherance of other objects of the Institute appoint Committees composed wholly of members of the Council or of Voting Members, or partly of members of the Council and partly of Voting Members and may fix the quorum and make rules for regulating the proceedings of any of the Committees aforesaid, provided that:

- (1) § The primary Committee of the Council shall be known as the Board.
- (2) The Board shall consist of the President, President-Elect/Immediate Past President, the Honorary Officers, the Chairmen of each of the Standing Committees, the Director General and up to three co-opted members of the Council.
- (3) The Board shall have a maximum of 12 members, not including the President and President-Elect/Immediate Past President.

Ordinary Members or non-Members (such non-Members not being ex-Members) of the Institute may be co-opted in a voting or non-voting capacity on any Committee if in the opinion of the Committee it is deemed desirable, subject nevertheless to any general

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or express direction which may have been given by the Council prohibiting or limiting such power to co-opt. Any such co-opted Ordinary Member shall have the right to vote on all Committees other than Standing Committees. Any such co-opted non-Member shall have no right to vote.

### **STANDING COMMITTEES**

**33** The Council shall by resolution from time to time as it shall deem fit declare which of its Committees shall be Standing Committees.

### **NOTIFICATION OF COUNCIL MEETINGS TO CHAIRMEN OF ALL COMMITTEES.**

**§ 34** An elected member of the Council shall serve on each Standing Committee and shall be responsible for ensuring that the work of the Committee is in accordance with the Royal Charters and these Bye-laws, and the policy of the Institute, and for keeping the Council informed of the views of the Standing Committee.

### **EX-OFFICIO MEMBERS OF ALL COMMITTEES**

**35** The President, Chairman of the Council, Vice-Chairman of the Council, Honorary Treasurer and Honorary Secretary shall be ex-officio members of all Committees except the Diplomas Committee referred to in Chapter XI hereof.

### **SECRETARIES OF COMMITTEES**

**36** Unless the Council otherwise decides, Standing Committees may appoint their own secretaries who shall record minutes of the proceedings which will be reported to the Board or Council as appropriate. Geographical Section, Special Interest Group, Regional and National Committees may also appoint their own secretaries to record minutes of their proceedings which shall be transmitted to the Institute's offices as soon as practicable after meetings.

### **THE COMMON SEAL.**

**37**

- (1) The Seal of the Institute shall be kept at the principal office of the Institute and the purpose of its use shall be formally recorded in the Register of Seals.
- (2) The Seal shall only be used in pursuance of special or general authority of the

Council or a Committee thereof. Provided always that every instrument to which the Seal may be so affixed shall in the absence of any contrary provision in the Royal Charters or these Bye-laws be counter-signed by an Officer of the Institute and the General Secretary or in the event of the General Secretary being unable to act by the Honorary Secretary in his place.

## **CHAPTER VIII MEMBERS**

### **CONSTITUTION OF INSTITUTE.**

**38** The members of the Institute shall consist of Honorary Fellows, Fellows, Associates, Companions, Licentiatees, Honorary Life Members, Institute Members and Ordinary Members (in these Bye-laws collectively referred to as Members).

### **AGES OF ADMISSION.**

**39** No person shall be admitted to membership before he has attained the age of 18 years otherwise than as Ordinary Member in which case he shall not be admitted until he has attained the age of 16 years.

### **QUALIFICATIONS FOR ORDINARY MEMBERS.**

**40** Any person above the age of 16 years and under the age of 18 years interested in promoting all or any of the objects of the Institute shall be eligible to be considered for election as an Ordinary Member. Provided always that Ordinary Members may attend and speak at Institute Meetings at which papers or lectures are submitted and at General Meetings but shall not be eligible to be considered for election to the Council nor take part in the government of the affairs of the Institute nor to vote at any meetings except Section Committee and Section Annual General Meetings and except as provided in Bye-law 32.

### **QUALIFICATIONS FOR INSTITUTE MEMBERS.**

**41** Any person over the age of 18 years interested in promoting all or any of the objects of the Institute shall be eligible to be considered for election as an In-

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stitute Member, provided he is considered to have relevant experience in his professional field.

### **QUALIFICATIONS FOR HONORARY LIFE MEMBERS.**

**42** Honorary Life Membership may be granted by the Council of the Institute. Honorary Life Members shall have the rights of Voting Members together with such other rights (if any) enjoyed by them by virtue of that class of membership to which they belonged prior to election.

### **QUALIFICATIONS FOR LICENTIATE MEMBERS.**

**43** The Council may grant the status of Licentiate to Members who have obtained by examination such Certificate or Diploma as the Council may from time to time declare to be sufficient evidence of education in and the professional practice of Textile subjects.

### **QUALIFICATIONS FOR COMPANION MEMBERS.**

**44** The Council may grant the status of Companion Member of the Institute to any Member who has attained the age of 40 years and who has in the opinion of the Council substantially advanced the general interests of the Textile Industry but such member shall have such voting rights and other privileges in the affairs of the Institute as therefore held by him in the class of membership from which he emanates.

### **QUALIFICATIONS FOR ASSOCIATES.**

**45** An applicant for election as an Associate must satisfy the Council that:

- (1) he is a Member of the Institute and has paid the annual subscription payable for the year in which he applied for election as Associate;
- (2) he has passed the examinations prescribed by the Diplomas Committee appointed under these Bye-laws as being sufficient tests of general technical and scientific education;
- (3) he has been engaged for at least two years in the practice or teaching of Textile Technology in a manner approved by the Diplomas Committee.

Provided that the Council may in any case where it is satisfied that an applicant has acquired a knowledge

and competence at least equal to that acquired by a person who has passed the examinations required under (ii) hereof exempt such applicant from such examinations if by reason of his age or special circumstances it thinks it desirable so to do.

### **QUALIFICATIONS FOR FELLOWS.**

**46** An applicant for election as a Fellow must satisfy the Council

- (a) that he is an Associate of the Institute and has since his election as an Associate
  - (1) been engaged for at least three years in the practice teaching or profession of Textile Technology in a manner approved by the Diplomas Committee; and
  - (2) made a major creative contribution to the advancement of the profession; and
  - (3) if the Diplomas Committee have required him to do so, submitted to such oral or written examinations as the Diplomas Committee shall consider necessary; or
- (b) that he is a Member of the Institute but not an Associate and has satisfied the Diplomas Committee that his training, the length and character of his occupation in practice or teaching and the value of his creative contribution are the equivalent of the qualifications required under (i) thereof for the election of Associates as Fellows.

### **ELECTION OF HONORARY FELLOWS.**

**47** Honorary Fellowship may be granted by the Council of the Institute upon the recommendation of the Diplomas Committee. Honorary Fellows shall have the same rights of membership as Fellows.

### **COMPANIONS AND LICENTIATES OF THE INSTITUTE.**

**48** Companion Members of the Institute shall be entitled to call themselves Companions of the Textile Institute and Licentiate Members of the Institute shall be entitled to call themselves Licentiates of the Textile Institute which may be shortened to L.T.I. but no Member of the institute other than a Fellow or an Associate may use the word Chartered in his designation or description.

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#### **ADMISSION AND ELECTION OF MEMBERS.**

**49** All admissions and elections of Members shall be by the Council and every applicant for admission or election to any class of membership shall satisfy the Council of his having fulfilled the conditions specified by the Royal Charters and these Bye-laws in such manner as the Council shall require and shall also produce such evidence of his fitness to be so admitted or elected as the Council shall deem necessary, and the Council may in its absolute discretion by resolution passed by a simple majority at a meeting of the Council at which meeting there shall be present and voting not less than twelve members of the Council refuse to admit or elect to any class of membership any person whom it shall not consider to be a fit and proper person to be so admitted or elected.

#### **RESIGNATION OF MEMBERS.**

**50** Any Member of the Institute who shall desire to retire shall signify such desire in writing to the General Secretary not less than three months prior to the end of his subscription year and provided he is not in arrear with his subscription his name shall be removed from the list of Members and he shall be deemed to have retired. In accordance with Article 9 of the Supplemental Charter, such members shall no longer be entitled to use designatory titles.

#### **MEMBERS TO BE BOUND BY ROYAL CHARTERS AND BYE-LAWS.**

**51** Every person before becoming a Member shall undertake to be bound by the Royal Charters and by the Bye-laws in force at the time of his admission or election or which may thereafter from time to time be made and shall sign an undertaking to that effect in such form as for the time being shall be prescribed by the Council.

#### **VOTING MEMBERS.**

**52** Subject to the provisions of the Royal Charters and these Bye-laws the following persons only (in these Bye-laws called Voting Members) shall have voting rights in the affairs of the Institute and be entitled to participate in its government:

Institute Members.

Honorary Life Members

- (1) Licentiates.
- (2) Associates.
- (3) Fellows.
- (4) Companions
- (5) Honorary Fellows.

who have paid appropriate dues. A Member paying student rates cannot qualify as a Voting Member.

### **CHAPTER IX COMPANY PATRON MEMBERS**

#### **ADMISSION OF COMPANY PATRON MEMBERS.**

**53** Firms, companies or other associations or bodies, whether corporate or unincorporate, connected with the Textile Industry, desirous of supporting the Institute's work for the benefit of the Textile Industry at large, may become Company Patron Members of the Institute subject to the approval of and to admission by the Council. The Council may in its absolute discretion refuse to admit as a Company Patron Member any firm, company or other association or body which the Council shall consider not to be fit and proper to be so admitted.

#### **ANNUAL SUBSCRIPTION.**

**54** Company Patron Members shall subscribe to the Institute on admission and thereafter annually such sums as the Council may from time to time determine. Annual subscriptions shall be due and payable in each year in advance not later than the anniversary of the date of admission. Any Company Patron Member whose subscription shall be unpaid for a period of three months after the due date for payment shall ipso facto cease to be a Company Patron Member of the Institute.

#### **TERMINATION.**

**55** The Council may at any time or times in its discretion declare that any firm, company or other association or body which may have been admitted as a Company Patron Member of the Institute shall no longer be a Company Patron Member and thereupon such firm, company or other association or body shall forthwith cease to be a Company Patron Member of the Institute.

#### **PRIVILEGES OF COMPANY PATRON MEMBERS.**

**56** Company Patron Members shall enjoy such of the facilities of the Institute as the Council may from time to time prescribe, but shall not be Voting Members of the Institute.

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## **NOMINATIONS.**

**57** Company Patron Members shall not be entitled to nominate persons to individual membership of the Institute.

## **CHAPTER X ENTRANCE FEES, SUBSCRIPTIONS, ETC.**

### **ANNUAL SUBSCRIPTIONS.**

58

- (1) The rates of annual subscription payable by members of the Institute shall be those proposed by the Council and approved by a majority of the Voting Members at General Meetings of the Institute provided that no individual subscription shall exceed £160.
- (2) Annual subscriptions shall be due and payable from such date and by such means as the Council may from time to time decide, provided that adjustment is made to any part year or part payment due to or from a Member.
- (3) § If any Member be three months in arrears with his subscription no further copies of the Journal or other publications of the Institute shall be sent to him nor shall he be entitled to vote at any meeting or in any ballot until his subscription be paid.
- (4) The Council may at its discretion exclude from membership any Member who fails to pay any subscription or any sum payable by him to the Institute within six months after the same becomes due but the Member so excluded may be re-elected by the Council at any time upon such terms as the Council may think fit.

### **SUBSCRIPTIONS OF CLASSES OF MEMBERS.**

**59** The Council may from time to time specify the subscription rules for different classes of membership.

### **ENTRANCE FEE PAYABLE ON BECOMING A LICENTIATE.**

**60** Every Member granted the status of Licentiate

shall pay a registration fee of such a sum as the Council may from time to time prescribe.

### **ENTRANCE FEE PAYABLE ON BECOMING A COMPANION.**

**61** No registration or other fee shall be payable by any Member by reason of the grant of the status of Companion.

### **ENTRANCE FEE PAYABLE BY MEMBER ON BECOMING ASSOCIATE.**

**62** Every member shall upon being elected an Associate pay a registration fee of such a sum as the Council may from time to time prescribe.

### **ENTRANCE FEE PAYABLE BY A MEMBER ON BECOMING A FELLOW.**

**63** Every Associate elected a Fellow shall pay a registration fee of such a sum as the Council shall from time to time prescribe and every other member elected a Fellow shall pay a higher registration fee of such other sum as the Council shall from time to time prescribe.

### **NO PERSON TO BECOME A FELLOW, ASSOCIATE, COMPANION OR LICENTIATE UNTIL ALL FEES HAVE BEEN PAID.**

**64** No Member shall become a Licentiate, Companion, Associate or Fellow until he has paid all fees and subscriptions due under the Royal Charters and these Bye-laws, including, where required by these Bye-laws, the registration fee and if any such fees or subscriptions are not paid within three months of the admission to the class of Licentiate or Companion or election to the class of Associate or Fellow such admission or election shall be void and of no effect.

### **NOMINATION BY FIRMS, COMPANIES, ETC.**

**65** Deleted by Order in Council dated 16th April 1975.

## **CHAPTER XI EXAMINATIONS**

### **DIPLOMAS COMMITTEE.**

**66**

- (1) Appointment. The Council may appoint as

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a Standing Committee of the Institute any number of Voting Members of the Institute to be the Diplomas Committee of the Institute. On this Committee seven members shall be a quorum but in no case shall any resolution be deemed to have been passed unless at least six members shall have voted in favour thereof.

- (2) Powers and Duties. The Diplomas Committee shall have such powers and duties in addition to the powers and duties hereby conferred, in reference to the examinations for Fellows, Associates, or otherwise, as may be from time to time delegated to them by the Council, provided that the powers and duties so delegated shall not be inconsistent with the provisions of the Royal Charters and these Bye-laws.
- (3) Regulations. The Diplomas Committee with the approval of the Council may from time to time issue regulations for holding the examinations and under and subject to the provisions of these Bye-laws for the conduct of the examinations.

#### **EXAMINATIONS BOARD.**

**67** The Diplomas Committee shall appoint an Examinations Board of such qualified persons as they may from time to time think fit to conduct the examinations of the Institute and shall give to the Examinations Board the power to co-opt such persons as it may in its absolute discretion require to assist in its work.

#### **CONDUCT OF EXAMINATIONS.**

**68** The Examinations Board shall from among its members or from such qualified persons as it may think fit appoint Examiners for such period or purpose as it may require. Such Examiners shall, with the assistance of the Examinations Board, orally or by written papers or partly by one and partly by the other method, examine the candidates and report the results of such examinations to the Examinations Board. The Examinations Board shall report on the success of the candidates to the Diplomas Committee which shall be responsible for recommending to the Council which candidates shall be elected to the appropriate class. The Examinations Board shall, subject to the direction of the Diplomas Committee and the Council, have sole authority over

the appointment and removal of Examiners.

#### **REMUNERATION OF EXAMINERS.**

**69** There shall be paid to each Examiner out of the funds of the Institute, such sum (if any) as the Council may from time to time determine for examining the candidates.

#### **PERSONS TO PRESIDE AT EXAMINATIONS.**

**70** A member of the Council or Diplomas Committee, or a Fellow of the Institute, or such other suitable person as the Council may determine, shall preside in each examination room on each day in which a written examination is being held, at such remuneration (if any) as the Council shall determine.

#### **NOTICE TO BE GIVEN TO THE COUNCIL BY CANDIDATES.**

**71** Every candidate shall give written notice to the Council of his desire to be examined at least two calendar months before the examination at which he proposes to be examined and shall pay the prescribed fee payable in respect of such examination.

#### **PERSONS FAILING TO PASS MAY PRESENT THEMSELVES AGAIN.**

**72** Any candidate who has failed to pass any examination or to satisfy the Diplomas Committee may present himself again at any subsequent examination, save that the Committee may, in their discretion (but subject to an appeal to the Council), refuse to allow any such person so to present himself.

#### **NO FEES TO BE RETURNED.**

**73** If after payment of his fee a candidate withdraw his name or fail to present himself for examination no part of the fee shall be returned to him; but the Diplomas Committee may allow such fee or part thereof to apply to any subsequent examination at which such candidate presents himself.

#### **REPORT OF COMMITTEE TO COUNCIL CONCERNING ISSUE OF CERTIFICATES.**

**74** (1) The Diplomas Committee shall after consideration of the Examiners' report (if any) report to the Council the result

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- together with their own recommendations in respect of each individual candidate.
- (2) The Council shall upon the adoption of the recommendations of the Diplomas Committee, by resolution passed by simple majority authorise:
- (a) that the Seal of the Institute be affixed to such diploma or diplomas as the Council may think fit in respect of each candidate the impression of the Seal to be countersigned by not less than two members of the Council and the General Secretary.
  - (b) that the said diplomas be issued to the appropriate candidates subject to payment of the prescribed fees.
- (3) No election of a Fellow or Associate shall take effect unless ratified by a vote of the Council by a simple majority in favour thereof.

#### **EXAMINATION FEES.**

**75** Except as provided for by Bye-law 73, all candidates presenting themselves for any examination shall, on each occasion of so presenting themselves, pay as an examination fee before being admitted to be examined such sum as the Council may from time to time prescribe. Any person exempted from any examination or part thereof shall pay such fee as may be prescribed by the Council.

### **CHAPTER XII CONVOICATIONS OF THE INSTITUTE**

**76** The Council may from time to time prescribe regulations for assembling and conducting Convocations of the Institute for the award of Certificates or Diplomas granting Fellowship or Associateship or for formally conferring Companionship, the status of Licentiate or other honours and awards. Awards in absentia may be made exceptionally at the discretion of the Council.

### **CHAPTER XIII MEETINGS OF THE INSTITUTE**

#### **ORDINARY AND EXTRAORDINARY GENERAL MEETINGS.**

**§ 77** A General Meeting which shall be called the Annual General Meeting of the Institute shall be held in Manchester within four months of the end of a fiscal year or in such other place or at such other time as the Council may from time to time direct and at such meeting there shall take place the election of Officers and the appointment of Auditors, the consideration of the Annual Report and Accounts and such business as is usually transacted at Ordinary General Meetings. All other General Meetings of the Institute shall be called Extraordinary General Meetings.

#### **EXTRAORDINARY GENERAL MEETINGS.**

**78** Subject to any or specific requirement in the Royal Charters or these Bye-laws the Council may whenever it thinks fit call for an Extraordinary General Meeting of the Institute and shall in any event call for an Extraordinary General Meeting of the Institute within 28 days from the receipt by it of a requisition in writing signed by not less than 30 Voting Members and stating the object of the proposed meeting. The notice calling the meeting shall state the business to be transacted. A motion put to an Extraordinary General Meeting shall be deemed passed by a simple majority of those voting at the meeting including those voting by proxy, as provided for in Bye-laws 85 to 91, except in the case of membership subscription rate revisions, which are provided for in Bye-law 58 (i).

#### **NOTICE OF MOTION TO BE GIVEN.**

**79** A Voting Member wishing to bring before the Annual General Meeting any motion not relating to the ordinary annual business of the Institute as aforesaid shall give notice thereof to the Council to be received by the General Secretary at the principal office of the Institute not later than the first post on the third Wednesday in March prior to such Annual General Meeting, and no such motion shall come before the meeting unless notice thereof has been so given. No motion of which notice has thus been given shall be brought before the meeting if the Council is of the opinion that it does not refer to the affairs of the Institute or of the Textile Industry.

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#### **NOTICE OF MEETINGS TO BE GIVEN.**

**§ 80** The General Secretary shall not less than twenty-one days before such Annual General Meeting or Extraordinary General Meeting of the Institute send to each Voting Member, at his address as entered in the books of the Institute, a notice specifying the day, place and hour of the meeting and the business to be transacted thereat, including any motion to be brought before the meeting under the last preceding Bye-law together with in the case of the Annual General Meeting a copy of the Annual Report and Accounts of the Council with the Auditor's report thereon together with such lists and documents as may be requisite under Bye-laws 11 and 12 hereof or otherwise hereunder. The non-receipt of such notice by any Voting Member shall not invalidate the proceedings of any meeting.

#### **CHAIRMAN OF GENERAL MEETINGS.**

**81** The President, or in his absence, one of the Vice-Presidents, shall act as Chairman of every General Meeting of the Institute. If neither the President nor any of the Vice-Presidents is present at the time of holding the meeting, the Voting Members present shall choose someone of their number to be Chairman of such meeting.

#### **QUORUM AT GENERAL MEETINGS.**

**82** No business shall be transacted at any General Meeting of the Institute unless a quorum of not less than 15 Voting Members is present at the commencement of such business. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Voting Members, shall be dissolved: in any other case it shall stand adjourned to the same day in the following week at the same time and place. or if the same place be not available, to such place as the Council may determine. On the date to which the meeting was adjourned the meeting shall proceed to business notwithstanding that less than 15 Voting Members be present.

#### **ADJOURNMENT OF MEETINGS.**

**83** Subject to the provisions of the foregoing Bye-laws the Chairman of any meeting of the Institute may, with the consent of 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 the business left unfinished at the meeting from which the adjournment took place. No notice need be given of an adjourned meeting unless it be so directed

in the resolution for adjournment. Provided that if a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting.

#### **DEMAND FOR A GENERAL MEETING.**

**84** Article 11 of the Supplemental Charter and Bye-laws 18 and 78 above, provide for such a meeting. Each resolution and amendment proposed and seconded at a meeting of the Institute shall be put to the meeting by the Chairman and decided upon by a vote of the members whether in person or by proxy. The declaration of the Chairman as to the result of such voting shall be final.

#### **§ REQUISITIONS TO BE ADAPTED BY THE CHAIRMAN FOR THE PURPOSES OF A GENERAL MEETING, INCLUDING VOTES BY PROXY.**

**§ 85** On a requisition of business by a Voting Member being required in pursuance of the provisions of the Royal Charters or these Bye-laws or being so demanded the Chairman of the meeting or the Chairman of the Council whichever is appropriate shall forthwith, or as soon as is reasonably practicable after the conclusion of such meeting, adapt such requisitions on which a vote is to be taken into the form of propositions upon which a vote may be taken so as to reflect the best sense of intent of the Voting Member on matters so requisitioned. The Chairman's decision on the form and content of resolutions so adapted shall be final. The adapted resolutions shall then be issued by the General Secretary, within 14 days after the meeting to all Voting Members to be returned and received at the principal office of the Institute within 28 days of the date of dispatch.

#### **DEMAND TO STOP BUSINESS AT A GENERAL MEETING.**

**86** The demand of a Voting Member at a General Meeting for a cessation or suspension of business on a specific resolution shall not prevent the transaction of any other business at that meeting.

#### **PROXY VOTING AT A GENERAL MEETING AND APPOINTMENT OF A SCRUTINEER**

**87** In the case of any resolution falling within the provisions of Article 11 of the Supplemental Charter and Bye-laws 18 and 78 above, the Chairman shall, before the resolution is proposed, appoint the General

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Secretary as independent scrutineer or in his absence such other independent officer as the meeting shall decide. Immediately after the Voting Members present at the meeting have voted on each resolution by a show of hands, the independent scrutineer shall count the number of votes cast in person and those by proxy for or against each resolution as the case may be, the number of abstentions and the number of invalid votes and declare the result of the total voting on each resolution.

#### **VOTING IRREGULARITIES.**

**88** If the General Secretary or such other person appointed as scrutineer is unable by reason of any irregularity, default or defect to announce the result of the voting on any resolution before the end of the meeting, such result shall be published as soon as possible after the ascertainment thereof in such manner as the General Meeting may determine.

#### **VOTING.**

**89** Each Voting Member shall have one vote on each resolution unless he be appointed proxy by a member or members entitled to vote, whereupon he shall cast a proxy vote on any resolution as the absent member directs. In the case of equality of voting on any resolution the Chairman shall have a casting vote. The instrument appointing a proxy shall be signed and dated by the Voting Member. A person who is not a member of the Institute under no circumstances shall be appointed a proxy for a voting member.

To be valid, the instrument appointing a proxy must be received at the office of the Institute, or such other place as the Council may specify in the notice of the meeting not less than 48 hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named in such instrument proposes to vote. The Council may make provision from time to time to permit use of methods of transmission (such as electronic mail or facsimile) other than through the postal services. A Voting Member shall use not more than one method of transmission and the Council shall require the General Secretary to validate votes cast in accordance with the Register of Members. If a Voting Member named in a proxy is not present at a meeting (or an alternate of that Voting Member) that appointment as proxy shall be invalid.

The instrument appointing a proxy shall be in such form as the Council may from time to time decide but shall make provision to direct the vote of the member appointed a proxy.

A Voting Member shall not be deemed to be personally present at a General Meeting for the purposes of voting by reason of his having appointed a proxy for such meeting.

#### **NOTICE TO MEMBERS.**

**90** All notices required by the Royal Charters or these Bye-laws to be given to Members shall be forwarded by post to such address as may last have been registered at the Institute. The Council may make provision from time to time to permit use of methods of transmission (such as electronic mail or facsimile) other than through the postal services. In proving that such notice has been given it shall be sufficient to prove that such notice was properly addressed and communicated to the member.

### **CHAPTER XIV PROFESSIONAL STATUS COMMITTEE**

#### **COMMITTEE TO BE APPOINTED FOR PURPOSE OF INVESTIGATION.**

**91** There shall be appointed in each year by the Council from among its members not less than five Voting Members to constitute the Professional Status Committee any three of whom shall have power to act for the purpose of investigating any questions which may arise touching the status, qualifications or professional conduct of any Member of the Institute or concerning professional practice generally.

#### **FACTS TO BE LAID BEFORE COMMITTEE.**

**92** It shall be the duty of the General Secretary and the right of any Member or, aggrieved person to lay before the Professional Status Committee any facts indicating that a Member has become liable to exclusion, suspension or reprimand under any provision of the Royal Charters or these Bye-laws. Where any complaint has been received by the Institute, the Council, or the General Secretary that any Member has become liable as aforesaid the complaint shall forthwith be laid before the said Committee.

**93** If it shall be the opinion of the Professional Status Committee that any facts investigated by them relating to a Member of the Institute deserve further investigation it shall be the duty of the member of the Committee who is next on the list for that purpose to prepare a formal complaint to the Council.

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## **PROCEDURE.**

**94** The Council upon receiving any such formal complaint shall give notice to the Member concerned of its intention to hear the complaint and shall proceed so to do as soon as is reasonably practicable. The Council shall afford to the Member concerned an opportunity to be heard either in person or if he wishes by Solicitor or Counsel or another Member of the Institute. The Council may request a Member of the Institute or on behalf of and at the expense of the Institute instruct a Solicitor to support or to brief Counsel to support the formal complaint.

The complaint shall be heard at a meeting of the Council specially convened for the purpose, at which meeting there shall be present not less than eight members of the Council. Such a meeting may be either of the whole Council or of a subcommittee appointed by and comprising only members thereof. If the meeting by a resolution for which not less than three-quarters of those present and voting shall vote decide that the complaint is proved, the meeting by a similar majority shall exclude the Member concerned or suspend him for a period not exceeding two years or severely reprimand him or reprimand him. Notice of the findings of the Council shall forthwith be given to the Member concerned.

## **COUNCIL MAY ADVERTISE SUSPENSION OR EXCLUSION OF MEMBER**

**95** In the event of the exclusion or suspension of a Member, the Council shall be at liberty to cause notice thereof to be published in such newspapers or journals as it may select.

## **DIPLOMAS OF ASSOCIATESHIP AND CERTIFICATES OF FELLOWSHIP TO BE DELIVERED UP.**

**96** In the event of the exclusion or suspension of an Associate or Fellow of the Institute, every Diploma of Associateship or Certificate of Fellowship then held by him shall be delivered up by him to the Council to be retained during his suspension, or in the case of exclusion, to be cancelled.

## **PROFESSIONAL STATUS.**

**97** The Professional Status Committee shall exercise a general supervision over all matters relating to the professional status and conduct of Members of the Institute of all classes and shall from time to time make such

recommendations to the Council as it may in its absolute discretion think requisite in furtherance of the professional objectives of the institute.

## **REGISTER OF CONSULTANTS.**

**98** The Institute may maintain a register of the names and addresses of all Voting Members of the Institute who upon application to the Professional Status Committee shall have satisfied the said Committee (in which respect the said Committee shall have an absolute discretion) that they appear to satisfy the requirements laid down by the Rules of Professional Conduct of the Institute in making their services available either wholly in a consultative capacity or partially in an educational and partly in a consultative capacity only.

## **CHAPTER XV AUDIT.**

### **APPOINTMENT OF AUDITORS.**

**99** The Institute at each Annual General Meeting shall appoint an Auditor or Auditors, at such remuneration, if any, as the meeting shall determine. In the event of any vacancy occurring in the office of Auditor between two Annual General Meetings, or in the event of a vacancy not being filled at an Annual General Meeting, the said vacancy may be filled by the Council at a meeting summoned with notice of the object, and a person or firm so becoming an Auditor shall hold office only until the next Annual General Meeting, but shall be eligible for re-election. Provided that a person shall not be qualified for appointment as Auditor of the Institute unless he is a member of a body of accountants established in the United Kingdom and for the time being recognised for the purposes of this provision the Department of Trade and Industry under the relevant Companies Acts for the time being in force or any other appropriate legislation.

### **RETIREMENT OF AUDITORS.**

**100** The Auditor or Auditors shall retire at the next Annual General Meeting after their election. but shall be eligible for re-election.

### **NOMINATION OF AUDITORS.**

**101** Nomination may be made at the same Annual General Meeting of the Institute as that at which the Auditors are elected.

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### **KEEPING OF ACCOUNTS AND DUTIES OF AUDITORS.**

**102** The Institute shall cause accounts to be kept of the sums of money received and expended by the Institute. The Council shall, as soon as practicable after a financial year end, deliver to the Institute's Auditors the accounts for that fiscal year. The Auditors shall audit such accounts and report thereon to the Council not less than one calendar month before the date of the Annual General Meeting.

### **REMOVAL OF AUDITORS.**

**103** The Institute may at any time by a resolution passed by two-thirds of the votes of Voting Members present at an Extraordinary General Meeting remove any Auditor from his office before the expiry of his period of office, and may, by a resolution passed by a majority of the votes of the Voting Members present and voting at that meeting, elect another qualified person or firm in his stead.

## **CHAPTER XVI INDEMNITY OF OFFICERS**

### **OFFICERS TO BE INDEMNIFIED FROM LOSSES AND EXPENSES.**

**104** The members and ex-officio members of the Council, trustee(s) of certain of the Institute's funds and/or schemes, Director General, General Secretary and all other Officers may be indemnified by the Institute from all losses and expenses incurred by them in good faith, in or about the discharge of their respective duties, except such as happen from their own respective wilful default, fraud or wrongdoing. .

### **COUNCIL AND OFFICERS NOT TO BE LIABLE FOR LOSSES.**

**105** No member or ex-officio member of the Council, trustee(s) of certain of the Institute's funds and/or schemes, Director General, General Secretary or other Officer (if any) shall be liable for any other member, or ex-officio member of the Council, Trustee, Director General, General Secretary or other Officer, or for joining in any receipt or document, or for any act of conformity or for any loss or expense happening to the Institute, unless the same happen from his own wilful default, fraud or wrongdoing.

## **CHAPTER XVII INVESTMENTS**

**§ 106** Subject to Article 14 of the Supplemental Charter, the Institute shall have power to invest in subsidiary companies established in accordance with Article 2(2) of the Original Charter. provided that such companies and such investments comply with the requirements of the Charity Commissioners for England and Wales in relation to the covenanting of profits to the Institute and in every other respect. Investment of other Institute funds shall be undertaken only in accordance with an investment policy laid down by the Council subject to the provisions of Article 14 of the Supplemental Charter and to the provisions of legislation on investments by charities from time to time in force.