

ELIZABETH THE SECOND

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS The Institute of Practitioners in Advertising has presented to Us a humble Petition praying for the grant of a Royal Charter of Incorporation:

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

NOW THEREFORE KNOW YE that we by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion have willed and ordained and by these Presents for Us, Our Heirs and Successors do will and ordain as follows:

INSTITUTE OF PRACTITIONERS IN ADVERTISING

1. The persons who are now the members of The Institute of Practitioners in Advertising (and all such persons as shall hereafter pursuant to this Our Charter and the Bye-laws become members of the Body Corporate hereby constituted and their successors) shall forever hereafter (so long as they shall remain such members) be by virtue of these presents one Body Corporate by the name of "The Institute of Practitioners in Advertising" (hereinafter referred to as the Institute) and by the same name shall have perpetual succession and a Common Seal, with power to break, alter and make anew the said Seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

OBJECTS

2. The principal objects for which the Institute is constituted are:
 - a. to advance the theory and practice of advertising, media and marketing communications in all its aspects for the benefit of the public;
 - b. to promote best practice and to support the maintenance of standards in this field; and
 - c. to advance the value of advertising, media and marketing communications practitioners to the benefit of the national economy and to the wider business community (in the private and public sector), Government, regulators, academia and the rest of the media.

POWERS

3. The Institute shall have power to undertake in Our United Kingdom or any part of the world all reasonable and lawful activities to assist it to attain its objects, including, but not limited to, the following powers:
 - a. to promote and encourage high standards of practice and professional conduct, and the exercise of such standards, amongst persons engaged in advertising, media and marketing communications;

- b. to provide a forum in which those involved in various aspects of advertising, media and marketing communications can discuss issues of common interest;
- c. to make the case for the benefits of advertising, media and marketing communications;
- d. to promote in the public interest the image and standing of advertising, media and marketing communications as practised professionally;
- e. to regulate its members within agreed and applicable professional standards;
- f. to organise and conduct training, education and, where applicable, examinations, for members and others in subjects requiring an understanding of the theory and practice of advertising, media and marketing communications and in any subjects allied or connected with that field;
- g. to create and maintain a register of practitioners in advertising, media and marketing communications, whether separately or with one or more other organisations, and to set admission requirements and conditions for continuing registration;
- h. to maintain libraries;
- i. to promote and carry out research and to provide advice;
- j. to arrange or contribute to meetings, exhibitions, educational courses, lectures, and social occasions;
- k. to facilitate the production and distribution of books, and other publications and educational courses and lectures;
- l. to provide arbitration or conciliation services for the settlement of disputes or questions between members or between members and third parties;
- m. to establish or promote the formation of organisations, whether charitable or not, for the purpose of the Objects of the Institute and to assist such organisations as necessary in the fulfilment of their Objects;
- n. to provide for lectureships, bursaries, prizes and grants;
- o. to give and lend money;

- p. to establish and manage trusts, endowments, scholarships and other such awards;
- q. to recruit, employ and remunerate staff;
- r. to generate income;
- s. to invest the monies of the Institute;
- t. to acquire property and buildings;
- u. to manage and dispose of the assets of the Institute; and
- v. to borrow or raise money and to enter into insurance contracts.

MATTERS RELATING TO PROPERTY

4. The Institute may acquire and dispose of any land or interest in land in perpetuity or otherwise.
5. All dealings or investments in property held on trust shall be in accordance with the terms of the trust and in accordance with all applicable law.
6. Subject to Articles 7 and 18, the income and property of the Institute shall be applied solely towards the promotion of its objects as set forth in this Our Charter, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to members or past members of the Institute, and no member or past member shall have any claim upon or interest in the funds or assets of the Institute except as hereinafter provided.
7. Nothing in this Our Charter shall prevent any payment in good faith by the Institute:
 - a. of reasonable and proper remuneration to any member or past member of the Institute (or any company or firm in which he may be concerned as member or otherwise) for any goods supplied or services rendered to the Institute by him or it but not (except as an employee of the Institute) for services as a member of the Institute's governing body or any committee thereof;
 - b. of reasonable out-of-pocket expenses to any member of the Institute and its Council incurred on behalf of or for the benefit of the Council;

- c. of simple interest at an annual percentage rate not exceeding 5 per cent per annum, on money lent or reasonable and proper rent for premises demised or let, by any member of the Institute or of its Council;
- d. of payment becoming due under or by virtue of any indemnity given to any member, officer or servant of the Institute;
- e. to any member of the Institute and its Council of out-of-pocket expenses incurred on behalf of or for the benefit of the Institute;
- f. of subsidy payments to any member of the Institute to further activities that promote the objects of the Institute; and
- g. to an organisation of which a member of the Institute or of its Council may be a member.

THE COUNCIL

- 8. There shall be a Council of the Institute (hereinafter referred to as the Council) in which shall be vested the government and control of the Institute and its affairs subject to the provisions of this Our Charter and of the Bye-laws and Rules (if any) of the Institute.
- 9. The members of the Council shall be members of the Institute or other persons to be elected or appointed in such manner and with such powers and duties as the Bye-laws may prescribe.
- 10. The Institute shall have such officers with such functions, tenure and terms of office as the Bye-laws may prescribe.

MEMBERSHIP

- 11. The Bye-laws shall regulate the admission of members of the Institute, the period of membership, and the terms and conditions applicable to membership. The Bye-laws may provide for different classes and grades of membership, and may prescribe the rights, privileges, and obligations of each such class and the descriptions and designatory letters that may be used, save that no member may use any designation or designatory letters that shall include or imply the word "Chartered" unless We shall have allowed an amendment to this Our Charter that shall permit the use of such designations.

BYE-LAWS

- 12. Subject to the provisions of this Our Charter, Bye-laws and Rules (if any) shall prescribe or regulate as the case may be, all such matters as the Institute may deem fit with respect to or for the government of the Institute and its members, or otherwise for the promotion of the objects of the Institute.
- 13. The Bye-laws set forth in the Schedule hereto shall be the first Bye-laws of the Institute and shall remain in force until amended as hereinafter provided.
- 14. The Bye-laws may direct that any matter which pursuant to this Our Charter might be prescribed or regulated in the Bye-laws may be further prescribed or regulated by Rules; provided that any such further prescription or rule shall not be repugnant to the provisions of this Our Charter or the Bye-laws. Such Rules shall be made, added to, amended or revoked by the Council and shall become effectual when so made.

CHARTER CHANGES

- 15. The Institute may from time to time by Special Resolution amend, add to or revoke any of the provisions of this Our Charter and such amendment, addition or revocation shall, when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as amended or added to. This Article shall apply to this Our Charter as so amended or added to in manner aforesaid. For the purposes of this Article, Article 16 and Article 17, Special Resolution shall have the meaning prescribed in the Bye-laws.

BYE-LAW CHANGES

- 16. The Institute may from time to time by Special Resolution add to, amend, or repeal any of the Bye-laws, if that shall seem to the Institute expedient for the furtherance of the objects of the Institute; but no additions, amendments or repeals so made shall take effect until the same shall have been approved by the Lords of Our Most Honourable Privy Council (of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be evidence).

SURRENDER OF CHARTER

- 17. The Institute may by Special Resolution determine to surrender this Our Charter subject to the sanction of Us, Our Heirs and Successors in Council, and upon such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Institute in such manner as shall be determined by such Resolution.

18. If, upon the winding-up of the Institute, there remains, after the satisfaction of all of its debts and other liabilities, any property whatsoever, it shall not be paid or otherwise distributed among the members of the Institute, but shall be given or transferred to another institution (or institutions) having objects similar to those of the Institute and which shall prohibit the distribution of its (or their) income and property among its (or their) members, such institution (or institutions) to be determined by the members of the Institute at or before the date of the winding-up of the Institute, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object or objects.
19. The liability of each member of the Institute is limited, and in the event of the Institute being wound up no current or past member shall have any liability for:
 - a. payment of the Institute's debts and liabilities;
 - b. payment of the costs, charges and expenses of winding up; or
 - c. adjustment of the rights of the members among themselves.

CONFLICT

20. In any case of conflict, the provisions of this Our Charter shall prevail over those of the Bye-laws and Rules, and the provisions of the Bye-laws shall prevail over those of the Rules.

CONCLUSION

21. And We do hereby for Us, Our Heirs and Successors, warrant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true interest and meaning of the same and shall be taken, construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Institute any misrecital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

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

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

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

SCHEDULE

BYE-LAWS OF THE INSTITUTE OF PRACTITIONERS IN ADVERTISING

INTERPRETATION

1. In these Bye-laws, unless the context requires otherwise, the words in the first column of the Table below shall have the meaning against them in the second column:-

Words	Meanings
Chairman	The chairman of any General Meeting.
Corporate Member	A member of the Institute that is a body corporate, partnership, LLP or other trading legal entity.
Fellow	An individual awarded fellowship of the Institute by virtue of his/her outstanding contribution to the Institute and who is also a Personal Member (unless otherwise determined by Council) as more particularly described in the Rules.
General Meetings	Meetings of the Institute concerned with its governance to which Members have a right of access in accordance with these Bye-laws and the Rules.
Honorary Fellow	An individual who, despite not being in the employment of a Corporate Member and being neither a Personal Member nor Fellow, has been awarded an honorary fellowship of the Institute by virtue of his/her outstanding contribution to the

Members	Institute, as more particularly described in the Rules. Members of the Institute, being either Corporate Members or Personal Members, as the case may be.
Officers of the Institute	The individuals referred to in Bye-law 16.
Personal Members	Individuals (including Fellows, as the case may be), who have been granted personal membership of the Institute, as more particularly described in the Rules.
Register	A register of Members.
Rules	The rules of the Institute governing its administration as more particularly described in Bye-law 20.
Special Resolution	A resolution of a General Meeting of the Institute which has been approved by a majority of not less than two thirds of Members being entitled to vote in person or by proxy at the meeting.
The Institute	The Institute of Practitioners in Advertising.
	Words importing the singular number only shall include the plural number, and vice versa; and
	Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations; and

The term “in writing” means written, printed or reproduced in any way, in any visible form including electronic form.

MEMBERSHIP

2. The Institute may comprise:
 - a. Corporate Members;
 - b. Personal Members;
 - c. Fellows; and
 - d. Honorary Fellows.

Only Corporate Members, Personal Members and Fellows may be Members and have a vote at General Meetings as set out in these Bye-laws and the Rules.
3. The criteria for the qualifications, knowledge and experience required for admission to the various classes of membership of the Institute and the associated assessment procedures, and for continuing membership, shall be as determined from time to time by Council and shall be effectual when so made.
4. Members shall have such rights as Council may determine from time to time as published in the Rules.
5. The Institute shall have the power to remove a Member from the Register (or take any other action) for good reason.
6. Every application for membership of the Institute shall be in a form required by Council.

7. Resignation of membership shall be submitted in writing, but the person or entity resigning shall be liable for payment of the annual subscription for the current year, together with any arrears to the date of the resignation. The Institute may refuse to remove from or restore to the Register the name of a Member or former Member against whom there is an outstanding complaint or disciplinary proceeding.

THE REGISTER OF PRACTITIONERS IN ADVERTISING

8. The Institute may maintain a Register of current Members.
9. Admission to the Register shall be open to individuals as Personal Members provided that they have met such criteria as agreed from time to time by Council and published in the Rules.
10. All Members who are entered onto the Register shall satisfy the Institute in respect of their current active status and their ability and willingness to abide by any published standards of professional conduct of the Institute, including the regular undertaking or offering of the Institute's continuous professional development programme.
11. Members may use such descriptions with regard to their membership of the Institute as Council may allow.

FEES AND SUBSCRIPTIONS

12. Council shall from time to time determine the annual subscription or other categories of fee to be paid by Members to cover the costs of meeting the Institute's objectives, maintaining the

Register and regulating Members and shall exercise such other powers in this connection as are provided from time to time by the Rules.

13. The annual subscriptions or other fees payable by a Member shall become due on such dates as Council shall determine and must be paid within the time specified in the Rules.

COUNCIL

14. The business of the Institute shall be managed by Council who shall be elected by the Members in accordance with the Rules. The first Council members after incorporation by Royal Charter shall be those who have been elected to serve on Council from the period in which such incorporation takes place. They shall hold office until the election and coming into office of their successors in accordance with the Rules.

15. Council shall consist of the following voting members:

- a. Officers of the Institute;
- b. Such other individuals who shall serve for such periods of office as Council from time to time shall determine. Such Council members shall be elected by the Members in General Meeting although Council may fill any casual vacancies for the remainder of that year which may arise between any two Annual General Meetings (as defined in Bye-law 25). The number of Council members shall normally be 42 elected Members (including the Officers of the Institute) and 6 ex-officio Members; and

- c. Up to three individuals who are not required to be Members, may be appointed by Council as a member of Council for their particular expertise or experience. They shall serve for such periods as Council shall decide.

16. The Officers of the Institute shall consist of:

- a. The President;
- b. The Honorary Secretary; and
- c. The Honorary Treasurer.

Only Council members may be elected as Officers of the Institute.

17. The chairman of Council shall be the President unless otherwise determined by Council and published in the Rules.

18. Council may also appoint a secretary who shall not be a member of Council but may attend and speak at all Council meetings at the discretion of Council and who shall have responsibility for guiding Council with regard to the Institute's obligations under the Royal Charter and these Bye-laws.

19. A quorum at a Council meeting shall be as determined from time to time by Council and published in the Rules. Subject to the provisions of these Bye-laws, Council may regulate its proceedings as it thinks fit. Questions arising at a meeting of Council shall be decided by a majority of votes and in the case of an equality of votes the Chairman of the meeting shall have a second and casting vote.

20. Council may from time to time make Rules for the proper conduct and management of the Institute and for the purposes of prescribing conditions of membership, and in particular but without prejudice to the generality of the foregoing, such Rules may regulate:
 - a. the admission of Members, conditions of membership and Members' rights, obligations and privileges;
 - b. the conduct of Members in relation to any published standards of professional conduct of the Institute, to one another and to the Institute's employees;
 - c. the procedure at General Meetings, and meetings of Council and its committees; and
 - d. the proceedings of Council including the management of conflicts or duty arising for a member of Council.
21. Council may alter, add to or repeal the Rules and shall adopt such means as it thinks sufficient to bring the Rules to the notice of Members. The Rules shall be binding on all Members provided that no Rule shall be inconsistent with, or shall affect or repeal anything contained in, the Royal Charter and these Bye-laws.
22. Council shall open and control such bank accounts as it may consider necessary and shall authorise from time to time the procedures for withdrawing money from such accounts.
23. Council may set up committees consisting of Members and such other persons as it thinks fit and may delegate any of its powers to them. In exercising delegated powers committees shall conform to the Rules.

THE DIRECTOR GENERAL

24. There shall be a Director General (known by whatever title Council may from time to time determine) of the Institute who shall have such duties, responsibilities and conditions of appointment as Council shall decide. The Director General may be a Member of the Institute, but need not be.

THE CONDUCT OF MEETINGS

25. There shall be an Annual General Meeting held no more than fifteen months after the last Annual General Meeting for receipt of the Institute's Annual Report and Accounts and the conduct of any other business for which notice has been duly given. There may be other General Meetings during each year which shall be called by Council or at the request in writing of Members in accordance with the Rules.
26. The following shall apply to all General Meetings of the Institute:
 - a. Notice of all General Meetings shall be provided to Members in accordance with Bye-law 34 at least fourteen clear days before the date of the relevant meeting and shall also be sent to the auditors or examiners. The notice shall give the date and place of the meeting and the purpose for which it is called shall be explicitly stated. No other business shall be transacted at the meeting except on the directions of Council;
 - b. The accidental omission to give notice of a meeting to, or the non-receipt of such notice

- by, any person entitled to receive it shall not invalidate any resolution passed, or proceeding had, at any meeting;
- c. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be dissolved;
- d. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. The Members shall not otherwise be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting; and
- e. Normally all matters shall be decided by majority vote so long as this is not inconsistent with anything contained in the Royal Charter or Bye-laws.
27. The Chairman at any General Meeting of the Institute shall be the President of the Institute or, in his absence, the Honorary Secretary of the Institute or, in the absence or unwillingness to preside of both, a person who is elected by the Members present.

ACCOUNTS

28. Council shall cause accounting records to be kept.
29. The accounting records shall be kept at such place or places as Council shall think fit, and shall always be open to the inspection of Council members.
30. Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be opened to the inspection of Members not being Council members.
31. At the Annual General Meeting Council shall lay before the Institute proper income and expenditure accounts for the period since the last preceding accounts together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of Council and the auditors or examiners and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any legal requirements for the time being in force) and of any other documents required by law to be annexed or attached to them or to accompany them shall be sent at least fourteen clear days before the date of the meeting to the auditors or examiners and to all other persons entitled to receive notices of General Meetings in the manner in which notices are herein directed to be served.

AUDIT OR EXAMINATION

32. Once at least in every year the accounts of the Institute shall be audited or examined and the correctness of the income and expenditure accounts and balance sheet ascertained by one or more properly qualified auditors or examiners.
33. Auditors or examiners shall be appointed and their duties regulated in accordance with the provisions of the law. The auditors or examiners (who shall be qualified under the law) shall be appointed and their remuneration determined by Council.

NOTICES

34. A notice may be served by the Institute upon any Member, either by hand or by sending it through the post in a pre-paid letter, addressed to the address shown in the Register, or by electronic means or included separately or in the text of a publication, as agreed by the Member.
35. The methods by which notices may be sent by the Institute and their corresponding deemed delivery dates and times are:

Delivery by hand = On signature of a delivery receipt.

Pre-paid first class recorded delivery post or other next working day delivery service providing proof of postage = 9.00 am on the second business day after posting.

Electronic mail = at the time of transmission provided that if deemed receipt occurs before 9 am on a business day the notice will be deemed to have been received at 9am on that day,

and if deemed receipt occurs after 5.30pm on a business day, or on a day which is not a business day, the notice will be deemed to have been received at 9am on the next business day.