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Statutes

Royal Charter and Bye-Laws

Approved by:

Council: 20 May 2020

Members at AGM: 2 December 2020

Privy Council: 4 February 2021

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CHARTERED SOCIETY OF PHYSIOTHERAPY

Statutes

ROYAL CHARTER DATED 9 JUNE 1920

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.

To all to whom these Presents shall come, Greeting.

Whereas Evelyn Winifrede Bliss, of No 13 Philbeach Gardens, Kensington, in the County of London, spinster, the Chairman of a Society or Company called “The Incorporated Society of Trained Masseuses” (hereinafter referred to as ‘The Incorporated Society’), Lucy Marianne Robinson, of No 17 Priory Mansions, Drayton Gardens, in the same County, Spinster, one of the Founders of the Incorporated Society, and William Milligan, of No 12 John Street, Manchester, in the County of Lancaster, Knight, MD, the Chairman of another Society called “The Institute of Massage and Remedial Gymnastics” (hereinafter referred to as ‘the Institute’), and others of Our loving subjects, members of such Societies respectively, and others have by their Petition represented to Us:

- i. That the Incorporated Society was founded in the year 1894 in order to raise the standard of Massage and to improve the professional position of women taking up that work; that in the year 1905 its advantages were extended to men; that Regulations were made for the training and for the examination of candidates, the granting of Certificates, and the keeping of a Register of Members; that arrangements were instituted for the delivering of lectures, the giving of demonstrations, and the providing of a reference Library; that an organisation was established to which members might apply for advice and help; and that the same Society was incorporated in the year 1900 under the then Companies’ Act, and by licence of Our Board of Trade without the addition of the word ‘Limited’.
- ii. That the aggregate number of persons holding the Certificate of the Incorporated Society up to the end of March 1919 was 5,981, amongst whom are the leading Masseuses and Masseurs in the United Kingdom; and they all have been qualified to practise their profession by passing the Examinations prescribed by the said Society from whose Certificate-holders the Almeric Paget Military Massage Corps has been almost exclusively recruited, and whose Certificates have been recognised and accepted by the Lords Commissioners of the Admiralty, the War Office, the British Red Cross Society, Public Bodies, Members of the Medical Profession, and the Public generally and that the majority of persons holding the said Society’s Certificates are engaged in various Hospitals and elsewhere, under the supervision of the above-mentioned Authorities.

- iii. That the Institute was founded and incorporated in the year 1916 under the Companies (Consolidation) Act, 1908, and by licence of Our Board of Trade without the addition of the word 'Limited', to improve the training and status of persons (both male and female) engaged in Massage, medical Gymnastics, Electrotherapy and Kindred subjects, and that its Members now number 89.
- iv. That the said Societies, have been incorporated under licence by Our Board of Trade, and not being established for the purposes of gain, according to their respective Memoranda of Association no portion of their income and property could be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise, by way of profit to the Members, except as therein mentioned, but the Societies aim at improving the training and status and elevating the profession of persons engaged in Massage, Medical Gymnastics, and Electrotherapeutics, and Kindred methods of treatment, by imposing the attainment of a high degree of professional education and knowledge as a condition of membership, and by requiring the observance of strict rules of conduct on the part of their Members.

And whereas by their said Petition the Petitioners prayed that We would be graciously pleased in the exercise of Our Royal Prerogative, to grant to them a Charter of Incorporation in terms of the Draft hereunto annexed or such other terms as to us should seem proper.

And whereas it appears to us that it would tend to improve the status and public usefulness of the profession of persons practising treatment by Massage, Medical Gymnastics and Electricity if the prayer of the said petition were granted.

Now therefore We, having taken the said petition into Our Royal consideration, and being satisfied that the intentions of the Petitioners are laudable and deserving of encouragement, have constituted, erected and incorporated, and we, by Our Prerogative Royal and of Our especial Grace and certain Knowledge and mere motion, by these presents for Us, and Our Royal Successors, do hereby grant, appoint, and declare as follows:

Incorporation

1. We do constitute, erect, and incorporate into one Body politic and corporate by the name of the Chartered Society of Physiotherapy the said Evelyn Winifrede Bliss, Lucy Marianne Robinson and William Milligan, Knight, and such other persons as are by this Our Charter made or declared to be Members, or shall hereafter be admitted as Members thereof with perpetual succession and a common Seal, and with power to alter and renew the same at discretion, Willing and Ordaining that the said Body corporate (hereinafter referred to as 'the Chartered Society') shall, and may, sue and be sued in all Courts, and be capable in law to take and hold any personal property, and do all matters and things incidental or appertaining to a Body Corporate, but so that the Chartered Society shall apply its profits (if any), or other income, in promoting its objects, and shall not at anytime pay any dividends to its Members.

Objects

2. The objects for which the Chartered Society is established and incorporated are:
 - i. To improve the training, education and professional status of persons engaged in the practice of massage, medical gymnastics, electrotherapeutics or kindred methods of treatment and to foster and develop the use of these and kindred forms of treatment.
 - ii. To promote for such persons a curriculum and a standard or standards of qualification.
 - iii. To institute and conduct examinations in the practice of massage, medical gymnastics, electrotherapeutics or kindred forms of treatment and in the teaching of the practice of any such methods of treatment and to grant certificates of proficiency and diplomas to persons qualified to practise or to teach the practice of any such methods of treatment.
 - iv. To make and maintain lists of persons whom the Council of the Chartered Society shall consider to be qualified to practise or to teach the practice of any such methods of treatment as aforesaid.
 - v. To hold such examinations as aforesaid and to grant such certificates as aforesaid jointly with other bodies.
 - vi. To take measures against any person who has never held a certificate or diploma of the Chartered Society or whose name has been removed from the list of the holders of any such certificates or diplomas to prevent such person claiming to possess or holding himself out as possessing a certificate or diploma of the Chartered Society.
 - vii. To promote conferences, public meetings and lectures in connection with the general work of the Chartered Society.
 - viii. To provide and maintain offices, lecture rooms and libraries with all requisite equipment.
 - ix. To establish or aid in the establishment of club rooms for the use of Members.
 - x. To publish a newspaper, journal, magazine, calendar and such other publications as the Chartered Society may think necessary or desirable to promote the object of the Chartered Society.
 - xi. To establish a bureau to which Members may apply for advice and help in professional matters.
 - xii. To found and maintain schemes alone or in conjunction with other bodies for the benefit of Members in the practice of their profession and in times of adversity, sickness and old age.
 - xiii. To do anything incidental to or conducive to the carrying out of the above objects or any of them.

Vesting of property

3. All property now belonging to, or held in trust for, the Incorporated Society or for the Institute shall from the date of these Presents vest in the Chartered Society.

Members

4. The Members of the Chartered Society shall consist of such of the persons who have been admitted to membership in accordance with the provision of the Bye-Laws of the Chartered Society for the time being in force (hereinafter called 'the Bye-Laws') otherwise than as Associates or Associate members as shall not have ceased to be members in accordance with the provisions of the Bye-Laws. The Members shall have such rights and privileges and be liable to make such payments as may from time to time be prescribed by the Bye-Laws.
5. If any person ceases, for any cause whatever, to be a Member of the Chartered Society, he shall not, nor shall his representative have, any interest in, or claim against, the funds of the property of the Chartered Society.

Fellows, Associates and supplementary lists

6. Members of the Chartered Society may be appointed Fellows and a person so appointed shall so long as he or she remains a Member continue to enjoy all rights and privileges of membership together with all the other rights and privileges to which under the Bye-Laws Fellows may for the time being be entitled.
7. Members of the Chartered Society and other persons may be appointed Honorary Fellows of the Chartered Society and every person so appointed shall until he or she is removed from his position as such be entitled to such rights and privileges other than (in the case of persons who are not Members of the Chartered Society) the right to vote at meetings of the Chartered Society as may be prescribed by or in accordance with the Bye-Laws.
8. The Associates of the Chartered Society shall consist of such of the persons who have been admitted to be Associates or Associate Members in accordance with the provisions of the Bye-Laws for the time being in force as shall not have ceased to be Associates or Associate Members in accordance with the provisions of the Bye-Laws. Associates shall not be Members of the Chartered Society but shall enjoy such privileges as may from time to time be prescribed by or in accordance with the provisions of the Bye-Laws.
9. The conditions of the admission of Associates and the conditions on which persons so admitted shall cease to be Associates shall be prescribed by or in accordance with the Bye-Laws.
10. If any person ceases from any cause to be an Associate of the Chartered Society neither such Associate nor the personal representative of such an Associate shall have any interest in or claim against the funds of the property of the Chartered Society.
11. The Chartered Society may establish and maintain such Lists as the Council may from time to time determine, with the approval of the Privy Council, in accordance with the Bye-Laws, of persons who have acquired prescribed experience and training in fields relating to the practice of massage, medical gymnastics, electrotherapeutics or kindred forms of treatment.

12. The conditions of entry on and of removal from any such Lists and the privileges of the persons whose names are for the time being entered thereon shall be determined in accordance with the provisions of the Bye-Laws.

The Council

13. The Affairs of the Chartered Society shall be managed by a Body to be called the Council, which shall be the Governing Body of the Chartered Society.
14. The Council shall consist of such number of persons possessing such qualifications who shall hold office for such period and shall retire therefrom in such rotation as may be prescribed by the Bye-Laws.

Patron and Honorary Officers

15. There shall be a Patron of the Chartered Society. On any vacancy occurring in the Office of Patron the Council may appoint a person willing to act as such to be the Patron of the Chartered Society.
16. The Chartered Society shall have such Honorary Officers as the Bye-Laws may prescribe and such Honorary Officers shall be appointed and removed and be entitled to such privileges as the Bye-Laws or the Council in pursuance of the Bye-Laws shall prescribe. The Bye-Laws may provide that all or any of the Honorary Officers shall be entitled to attend, or to attend and vote at meetings of the Council.

Committees

17. The Council may delegate any of their powers to Committees consisting of members of the Council, with or without any other persons not members of the Council, as the Council think fit. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any Bye-Laws or Rules that may, from time to time, be imposed on it by the Council.

Branches and Boards

18. The Council may at any time form branches and sub-branches consisting of Members practising or residing in particular areas. Every such branch or sub-branch shall be conducted in accordance with regulations prescribed by the Council in accordance with the Bye-Laws and may at any time be dissolved by the Council.
19. The Council may at any time form Boards to represent Members practising or residing in particular areas. Every such Board shall be conducted in accordance with regulations prescribed by the Council in accordance with the Bye-Laws and may at any time be dissolved by the Council.

Power to make Bye-Laws

20. At any General Meeting it shall be lawful for the Members of the Chartered Society, or such of them as shall be then present, to ordain and make such Bye-Laws as to them or the majority of them, shall seem proper for the regulation and good government of the Chartered Society, and of the Members and affairs thereof, and generally for carrying out the objects for which the Society is founded into full and complete effect; and the said Bye-Laws or any of them from time to time, to alter, change, or annul, as the said Members, or the majority of them shall think fit; so, nevertheless, that all and singular such Bye-Laws be reasonable, and not repugnant or contrary to the provision of these Presents or to the Laws and Statutes of our

Realm, and that notice of intention to make, alter, change or annul any Bye-Law is given with the notice convening any General Meeting at which the same shall be done, but no such Bye-Laws shall come into force until approved by the Lords of the Privy Council, of which approval a certificate under the hand of the Clerk of the Council shall be conclusive evidence.

Bye-Laws contained in Schedule

21. The Bye-Laws contained in the Schedule hereto shall be the Bye-Laws of the Chartered Society until altered, changed or annulled, in the manner hereinbefore provided.

Construction

22. In this Our Charter words importing the Masculine Gender shall include the Feminine Gender, and vice versa, and words in the Singular Number shall include the Plural, and in the Plural Number include the Singular.

Lastly we do by these Presents for Us and Our Royal Successors grant unto the Chartered Society hereby established, and their Successors, that these our Letters Patent, or the enrolment or exemplification thereof, shall be in and by all things good, firm, valid, sufficient and effectual in Law, according to the true intent and meaning thereof, and shall be taken, construed, and judged in the most favourable and beneficial sense for the best advantage of the Chartered Society and their Successors as well in all Our Courts of Record as elsewhere by all and singular Judges, Justices, Officers, Ministers, and other subjects whatsoever, of Us, Our Heirs, or Successors; any non-recital, mis-recital, or any other omission, imperfection, defect, matter, cause, or thing whatsoever to the contrary thereof, in anywise notwithstanding.

The Council may, by resolution in that behalf, passed at any Meeting by a majority of not less than two-thirds of the members present and voting (being an absolute majority of the whole Council), and confirmed at a Meeting held not less than one month, nor more than four months afterwards, by a like majority, alter, amend, or add to this Our Charter, and such alteration, amendment, or addition, shall, when allowed by Us, Our Heirs or Successors in Council, become effectual so that this, Our Charter shall thence forward continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter, as altered, amended or added to in manner aforesaid.

Moreover, we reserve to ourselves power from time to time to alter, or add to these presents by Supplemental Charter.

In Witness whereof We have caused these Our Letters to be made patent.

Witness Ourself at Westminster, the ninth day of June, in the year of our Lord 1920, and in the Eleventh Year of Our Reign.

By Warrant under the King's Sign Manual

Seal

Schuster

BYE-LAWS

1. Construction

- (1) In these Bye-Laws (unless the context otherwise requires):
- (a) "the Society" means the Chartered Society of Physiotherapy;
 - (b) "the Charter" means the Royal Charter granted in the year 1920 and incorporating the Society and any amendment thereof, and any Supplemental Charter for the time being held by the Society;
 - (c) "the Bye-Laws" means the Bye-Laws for the time being of the Society;
 - (d) "Member" means a person admitted to Membership of the Society in accordance with Clause 4 of the Charter and includes Student Members and Members elected to be Fellows, but does not include Honorary Fellows, Associates or Affiliated members;
 - (e) "Associate" or "Associate member" means a person admitted to Associate membership of the Society pursuant to Clause 8 of the Charter and in accordance with these Bye-Laws;
 - (f) "Affiliate" or "Affiliated member" means a person admitted to Affiliated membership of the Society in accordance with these Bye-Laws;
 - (g) "physiotherapist" means a physiotherapist or physical therapist, and includes any other physiotherapy professional title regulated by the Statutory Regulator from time to time;
 - (h) "the Office" means the Head Office of the Society;
 - (i) "the Register" means the appropriate Register maintained under Bye-Law 5;
 - (j) "Statutory Regulator" means the body responsible for the registration and professional regulation of physiotherapists in:
 - (i) the UK; or
 - (ii) the Crown Dependencies.
 - (k) "Conditions of Practice Order" means an order made under the Health & Social Work Professions Order 2001, or any successor legislation, by the Statutory Regulator imposing conditions with which the person concerned must comply for a specified period.
 - (l) "the Council" means the body of persons constituted and elected in accordance with Bye-Laws 21 and 22, respectively, to oversee the affairs of the Society and to be the Governing Body of the Society pursuant to clause 13 of the Charter;
 - (m) "Council Member" means a person elected to the Council in accordance with Bye-Law 22;
 - (n) "the Regulations" means regulations made by resolution of the Council and "the Regulations" means all Regulations for the time being in force;
- (2) Terms used in these Bye-Laws which are also used in the Charter shall bear the same respective meanings.

- (3) References in these Bye-Laws to any legislative provision shall be construed as references to the same as amended or re-enacted.
- (4) The Interpretation Act 1978 shall apply for the purpose of the interpretation of the Bye-Laws as it applies for the interpretation of an Act of Parliament.
- (5) The Bye-Laws shall be construed so as not to conflict with the Charter.
- (6) The Council shall decide any questions which may arise on the construction or operation of the Bye-Laws or the rules, regulations and standing orders made under the Bye-Laws, and the decision of the Council on any such questions shall be final and binding on all members.
- (7) References in the Bye-Laws to members and different grades and classes of membership shall be construed to include Members, Associate members and Affiliated members and any other grades or classes of members that may from time to time be created pursuant to the Charter and in accordance with these Bye-Laws.

2. Honorary Fellows

- (1) The Council may appoint Honorary Fellows from persons who have rendered distinguished service to the advancement of physiotherapy or any eminent persons whom the Council consider it appropriate to honour. Honorary Fellows shall:
 - (a) have such privileges (not being inconsistent with the Charter and these Bye-Laws) as the Council shall confer on them;
 - (b) receive a Diploma of Honorary Fellowship.
- (2) The Council may withdraw the title of Honorary Fellow, and any associated privileges it may have conferred upon any Honorary Fellow, at any time, following a two-thirds majority vote at a Council meeting.

3. Membership

- (1) Membership of the Society is at the discretion of the Council acting in accordance with the Bye-Laws in force from time to time.
- (2) The Society shall have four categories within its membership:
 - (a) Members;
 - (b) Associates;
 - (c) Students; and
 - (d) Affiliates.

Members

- (3) A person shall be eligible to become a Member of the Society if:
 - (a) registered with, or eligible for registration as a physiotherapist, or physical therapist, or any other professional physiotherapy title recognised by the Statutory Regulator.
 - or
 - (b) they hold a degree, or equivalent qualification, in physiotherapy recognised by the Council.
- (4) Members if engaged in practice on humans in the UK or Crown Dependencies are required to be registered with the Statutory Regulator.
- (5) Members who have retired or who work in another occupation may continue to be Members of the Society.
- (6) Before admission to Membership a person shall pay the appropriate registration fee and/or subscription and satisfy any other requirements for the time being prescribed by the Council.
- (7) Upon entry of the name of a person in the Society's register of members that person shall become a member and shall receive a certificate of membership (which shall at all times remain the property of the Society) or such other means of confirmation of membership as may be prescribed by Council from time to time.
- (8) The Council may admit any Member as a Fellow. Any Fellow so admitted shall receive a Diploma of Fellowship and be entitled to use the titles set out in Bye-Law 4.

Associate members

- (9) The Council shall from time to time prescribe regulations relating to the admission of Associates; the rights, duties and privileges of Associates; and otherwise as may be necessary for regulating their relations with the Society.
- (10) Associate members may not represent themselves as registered or Chartered Physiotherapists.

Student Members

- (11) Council may admit to Student Membership any person who is registered by an institution in the UK or Crown Dependencies to study physiotherapy on a course recognised by the Society.
- (12) The Council shall from time to time prescribe regulations relating to the admission of Student Members; the rights, duties and privileges of Student Members; and otherwise as may be necessary for regulating their relations with the Society;
- (13) Student Members may not represent themselves as registered or Chartered Physiotherapists.

Affiliated members

- (14) Affiliated members are persons not eligible to become Members, Associates or Student Members but who meet such criteria for Affiliated members as laid down in the Regulations.
- (15) Affiliates may not represent themselves as registered or Chartered Physiotherapists.

4. Titles

- (1) Subject to Bye-Law 9, a Fellow or Member shall be entitled to use the description, without abbreviation, of “Chartered Physiotherapist”, and, in addition:
 - (a) a Member shall be entitled to use the designatory letters “MCSP”; and the description “Member of the Chartered Society of Physiotherapy”
 - (b) a Fellow shall be entitled to use the designatory letters “FCSP” and the description “Fellow of the Chartered Society of Physiotherapy”.

5. Registers

- (1) The Society shall retain Registers of its Members, Fellows, Associate, Student Members and Affiliated members, in which their name and address shall be entered containing the following particulars:
 - (a) the date of their entry on the Register;
 - (b) if appropriate, their qualification as a physiotherapist;
 - (c) any other qualification held by that person and approved by the Council for inclusion in the Registers;
 - (d) if applicable, the date they ceased to be a Member, Fellow, Associate, Student Member or Affiliated member;
 - (e) any Conditions of Practice Order which may have been imposed by the Statutory Regulator; and
 - (f) any other factual information (such as employer or clinical specialty) which may be collected from membership surveys.
- (2) The Registers may be maintained in any appropriate form.
- (3) Information on the Registers may be analysed and used by the Society for membership and research processes.

6. Cessation of Membership

- (1) A Member or Affiliated member shall cease to be such following erasure from a statutory register of physiotherapists.
- (2) A Student Member shall cease to be a Student Member on discontinuing qualifying studies.

- (3) Subject to paragraphs (1) and (2) a Member, Associate, Student Member or Affiliated member shall cease to be such if:
 - (a) by notice in writing to the Society he or she resigns (unless the Council declines to accept their resignation); or
 - (b) the Society removes them from membership in accordance with the complaints procedure agreed by Council.
- (4) A Member who ceases to be a Member pursuant to sub-paragraph (1) or (3) shall forthwith:
 - (a) cease to use the descriptions set out in Bye-Law 4; and
 - (b) return their practice certificate, diploma and badge of membership to the Society.
- (5) A Member, Associate or Student Member who has ceased to be a member shall also cease to be a member of any Branch or Interest Group of the Society.

7. Subscriptions

- (1) The Council may from time to time prescribe subscriptions for members with reference to an agreed published price inflation index (the "Designated Price Inflation Index"). If the rate of any subscription increase is over 5% more than Council's Designated Price Inflation Index for the 12 months ending nine months before the due date for payment, that subscription shall come into force only after it has been approved by a General Meeting of the Society.
- (2) The Council shall have power:
 - (b) to establish different classes within each of the grades of membership;
 - (b) to confer on any particular class different rights and privileges from those conferred on any other class; and
 - (c) to provide that different subscriptions shall be payable by different classes, that subscriptions may be fixed for different periods, and that any particular classes may be exempt from payment.
- (3) Once in every year the Council shall cause to be published and circulated to all Members, Fellows, Associates, Student Members and Affiliated members, the subscription to be paid by each class, the times of payments and any other particulars relating to subscriptions. Such publication shall be sufficient notice to all concerned of the matters contained therein.
- (4) If any member fails to pay the appropriate subscription within two months after it becomes due the Chief Executive shall give that member notice of the fact.
- (5) If the subscription is not paid within 30 days from the date of the notice, that member's privileges of membership shall be suspended.

8. Suspension of Privileges

- (1) A Member, Associate member, Student Member or Affiliated member whose privileges are suspended under Bye-Law 7(5):
 - (a) shall not be entitled to any of the rights, privileges or membership services conferred by the Charter or by or pursuant to these Bye-Laws or as may from time to time be specified by the Council;
 - (b) shall not be eligible to be a Council Member, to vote in the election of Council Members or to speak or vote at General Meetings; and
 - (c) if a Fellow or Member, shall not be entitled to use the title, designatory letters, and descriptions set out in Bye-Law 4.
- (2) Paragraph (1)(c) above shall not apply to a Fellow or a Member who became either a Fellow or a Member before 31 December 1986.
- (3) On subsequent payment of a subscription, the said privileges shall be restored with effect from the date of receipt of the payment.
- (4) Any member who has been suspended by the Statutory Regulator or is subject to an ongoing investigation following a complaint to the Society shall have all or part of the rights privileges or services of Society membership suspended in line with Society policy.

9. Post-Registration Qualifications

A member who has successfully completed post-registration experience and studies, complying with such requirements as the Council may establish, may receive a certificate or diploma or some other form of recognition in such form as the Council may determine.

10. General Meetings

- (1) An Annual General Meeting of the Society shall be held not more than 15 months after the preceding Annual General Meeting.
- (2) Special General Meetings will be convened in accordance with Bye-Laws 12 and 13.
- (3) Annual or Special General Meetings shall be held at such time and place as shall be appointed by the Council, or, in the case of a meeting convened by the Chair of the Council, by the said Chair.

11. Notice of Meetings

- (1) Particulars of the place, day and hour of every Annual General Meeting shall be published in the Journal of the Society at least three months before the date fixed for such meetings.

- (2) At least one month's notice of every Special General Meeting specifying the place, date and hour of the meeting, and stating the general nature of the business to be transacted thereat shall be published as if for an Annual General Meeting.

12. Special General Meetings

- (1) The Council or the Chair of the Council may at any time order a Special General Meeting to be called and shall do so on the requisition in writing of at least 250 Members, Fellows, Associate or Student members. In the case of such a requisition the following provisions shall have effect:
 - (a) the requisition must set out any proposed resolution which the Special General Meeting is requisitioned to consider and must be signed by the requisitionists and deposited at the Office, and may consist of several documents in like form, each signed by one or more requisitionists;
 - (b) if the Special General Meeting so requisitioned is not called within 42 days from the date of the deposit of the requisition the requisitionists or a majority of them may call a Special General Meeting, but any Special General Meeting so called shall not be held after three months from the date of such deposit;
 - (c) any Special General Meeting called under this Bye-Law by the requisitionists shall be called in the same manner as nearly as possible as that in which General Meetings are to be called by the Council and in default of any place being appointed by the Council for holding thereof the Special General Meeting shall be held at the Office;
 - (d) the business of the Special General Meeting shall be limited to the consideration of any proposed resolution set out in the requisition.

13. Failure to Give or Receive Notice

The accidental omission to give any such notice to or the non-receipt of any such notice by any member shall not invalidate any resolution passed at any such General Meeting.

14. Proceedings at Annual General Meetings

- (1) The business of an Annual General Meeting shall be to receive and consider the income and expenditure account and balance sheet and the report of the Council and of the auditors; to announce the names of the members elected to the Council in place of those retiring; to elect an auditor or auditors; to elect members of Committees of any fund whose members must by the terms of the instrument constituting the fund be elected at the Annual General Meeting; and to discuss scientific, professional or other matters which in the opinion of the Chair of the Council are of importance to the members.
- (2) Any Member, Fellow, Associate or Student Member desiring to propose a motion for consideration at the Annual General Meeting other than that relating to the business mentioned in the preceding Bye-Law must give notice thereof to the Chief Executive at least three months before the date of the Annual General Meeting. Unless the Chair of the Council shall otherwise decide, the motion shall be notified to all grades of members, at least one month before the meeting, and be debated.

- (3) If it is passed by the Annual General Meeting, the resolution shall be referred to the Council for consideration and the Council shall if necessary report to the next Annual General Meeting, or to a Special General Meeting, if the Annual General Meeting at which it was passed so resolves.

15. General Meetings – Quorum

- (1) 50 Fellows, Members, Associates or Student Members personally present (which, for the avoidance of doubt, includes presence by proxy) and entitled to vote shall be a quorum for a General Meeting, and no business shall be transacted at any General Meeting unless the requisite quorum be present throughout the business.
- (2) If, within 30 minutes from the time appointed, a quorum is not present, the General Meeting shall be dissolved.
- (3) The President or, in their absence or if they shall be unwilling to act, a Vice-President of the Society, shall take the chair at a General Meeting. If none of them is present within 15 minutes after the time specified for the start of the General Meeting and willing to act, the members personally present shall choose another Council Member to take the chair.

16. Voting at General Meetings

- (1) Every question submitted to a General Meeting for a vote shall be decided in the first instance by a show of hands of Fellows, Members, Associates and Student Members present, and in the case of a tie the Chair of the General Meeting shall, both on a show of hands and on a poll, have a casting vote in addition to the vote to which he or she may be entitled as a Fellow, Member, Student Member or Associate.
- (2) At any General Meeting, unless a poll is demanded by the Chair of the General Meeting or by at least 12 Fellows, Members, Associates or Student Members personally present and entitled to vote at such Meeting, a declaration by the Chair of the General Meeting that a resolution has been carried, or carried by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Society, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (3) If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chair of the General Meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.

17. Adjournment of General Meetings

- (1) The Chair of a General Meeting may, with the consent of the General Meeting (and shall if so directed by the General Meeting), adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place. When a General Meeting is adjourned for 30 days or more notice of the adjourned General Meeting shall be given as in the case of an

original General Meeting; save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

- (2) The demand of a poll shall not prevent the continuance of a General Meeting for the transaction of any business, other than the question on which a poll has been demanded. Any poll duly demanded on the election of a Chair of a General Meeting or on any question of adjournment shall be taken at the General Meeting without adjournment.

18. Voting Entitlement

- (1) Votes may be given either personally or by proxy. The instrument appointing a proxy shall be signed/completed on behalf of the Fellow, Member, Associate or Student Member in accordance with instructions determined by Council. No person (other than the Chair of the General Meeting) shall be appointed a proxy who is not a Fellow, Member, Associate or Student Member. Proxies may be used for all proposals on the agenda of the meeting, or as indicated by the item numbers on the proxy instrument, and subsequent amendments or proposals resulting therefrom.
- (2) On a show of hands every person personally present and entitled to vote shall have one vote, and on a poll every person entitled to vote who is personally present or nominated by proxy shall have one vote.

19. Voting by Proxy

- (1) An instrument appointing a proxy shall indicate the meeting to which it is to apply (and it shall apply to any adjournment thereof), the person (who may be the Chair of the meeting) who is to be appointed as proxy, the name and address of the Fellow, Member, Associate or Student Member giving the proxy. If desired, it may instruct the proxy as to how the vote is to be cast on each proposal. If so instructed, the proxy must vote accordingly.
- (2) To be effective the instrument appointing a proxy shall be deposited at the Office 120 hours before the time fixed for the holding of the General Meeting or adjourned General Meeting at which the person named in such instrument proposes to vote.
- (3) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy, provided that no intimation in writing of such death, insanity or revocation shall have been received at the Office before the commencement of the General Meeting or adjourned General Meeting at which the proxy is used.
- (4) No objection shall be raised to any vote except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such General Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chair of the General Meeting, whose decision shall be final and conclusive.

20. President and Vice-Presidents

The Council may appoint a President of the Society, and one or more Vice-Presidents, who need not be members. They shall hold office at the will of the Council.

21. The Council

The Council shall consist of 12 persons elected by and from among Fellows and Members, Associates and Student Members in accordance with the election provisions below.

22. Election of Council Members

The following provisions shall apply to the election of Council Members.

- (1) Prior to the Annual General Meeting in each year at which vacancies are to arise, a ballot shall be held to comply with applicable UK trade union legislation, unless there are no more candidates than vacancies, in which case no ballot will be necessary and nominated candidates will be deemed to be elected.
- (2) The procedure for nominating candidates, the appointment of scrutineers, any required transitional arrangements and for the conduct and counting of the ballot shall be set out in regulations to be made by the Council; provided that:
 - (a) such regulations shall conform to the requirements of any applicable legislation; and
 - (b) the elections shall take place according to the principles of transferable voting.
- (3) If there are insufficient candidates nominated to fill the available Council places or if a vacancy should arise, the Council may organise a by-election to take place when reasonably practicable after the date of the original Council elections or the date on which the vacancy arose, as appropriate. Any Fellow, Member, Associate or Student Member filling a vacancy under this Bye-Law shall hold office for the remainder of the term of the original vacancy.

23. Terms of Office

- (1) Council Members may serve up to a maximum of eight consecutive years in office and thereafter shall not be eligible for re-election until a period of four years has elapsed.
- (2) A Council Member is elected for a term of office of up to four years.
- (3) In this Bye-Law 23, a “year” means the period between one Annual General Meeting and the next.
- (4) A Council Member duly elected in accordance with these Byelaws can take up office in advance of the Annual General Meeting at which their appointment is due to commence in order to fill any vacancies on Council.

24. Cessation of Council Membership

- (1) A Council Member shall *ipso facto* cease to be a Council Member :
 - (a) on resignation or removal in accordance with Bye-Law 6 ;
 - (b) if his or her privileges of membership are suspended under Bye-Law 8;
 - (c) on resigning from office by notice in writing to the Chief Executive;
 - (d) on becoming bankrupt or suspending payment or making any arrangement or composition with creditors;
 - (e) if absent without explanation or permission for three consecutive meetings and the Council resolves that they should cease to hold office;
 - (f) if a registered medical practitioner treating that Council Member gives a written opinion to the Society stating that he or she has become physically or mentally incapable of acting as a Council Member;
 - (g) on being requested to resign by resolution of the Council passed by a majority of at least two-thirds of all the Council Members.

25. Proceedings of Council

- (1) The Council may appoint a Chair and Vice-Chair from amongst its number. They shall hold office at the will of the Council.
- (2) The Chair, or, if absent or unwilling to act, the Vice-Chair, shall take the Chair at meetings of the Council. If both the Chair and the Vice-Chair are absent or unwilling to act the Council members present may choose one of their number to chair the meeting.
- (3) The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

- (4) Questions arising at a meeting shall be decided by a majority of votes and in case of equality the chair of the meeting will have a second or casting vote. The quorum necessary for the transaction of business shall be half of the elected Council Members.
- (5) The Council may act notwithstanding any vacancy in its body but if the number is reduced below the number fixed by or in accordance with these Bye-Laws as the quorum for a meeting of the Council the Council Members present may act for the purpose only of convening a General Meeting.
- (6) A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion which are by or under the Charter or Bye-Laws vested in or exercisable by the Council generally.
- (7) The Council may delegate any of its powers to Committees consisting of Council Members and such other persons, if any, as the Council shall think fit. Any such Committee shall in the exercise of the powers delegated to it conform to any regulations or directions which the Council may from time to time make or give. The rules governing the proceedings of any such Committee shall be set out in the Regulations.
- (8) A resolution in writing signed by two-thirds of Council Members voting or of any Committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or of that Committee respectively duly called and constituted.
- (9) A copy of the unconfirmed minutes of any meeting of the Council, or of any Committee, shall be issued to each Council Member thereof as soon as practicable after the meeting.
- (10) All records, books and papers of the Society shall at all times be open to the inspection of Council Members.

26. Saving Provision

All acts done in good faith at any meeting of the Council, or of a Committee of the Council, or by any person acting as a Council Member or a member of such Committee, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Council Member or of such member of the Committee or any person acting as aforesaid or that they or any of them were disqualified or that there was some irregularity in the proceedings be as valid as if every such person had been appointed and was qualified to be a Council Member or a member of the Committee or that there was no irregularity in the proceedings.

27. Minutes

- (1) The Council shall cause minutes to be prepared of:
 - (a) the appointment of the Chief Executive;

- (b) the names of the Council Members present at each meeting of the Council, and the names of the members of any Committee of the Council;
- (c) all orders made or directions given by the Council and Committees of the Council;
- (d) all resolutions and proceedings of General Meetings of the Society, and of meetings of the Council and Committees of the Council

and any such minutes of any meeting of the Council, or of any Committee aforesaid, or of the Society, if purporting to be signed by the chair of such meeting or by the chair of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

28. Payment of Travelling Expenses and Other Monies to Council Members

The Council may authorise the reimbursement of travelling, hotel and other expenses properly incurred and the payment of reasonable loss of earnings and honoraria to any Council Member in attending meetings of the Council or any Committee of the Council or a Committee of the Society, or in carrying out duties as a representative under Bye-Law 37, or otherwise in connection with its affairs.

29. Recognition of Institutions and Courses

- (1) The Council shall maintain a list of higher education institutions and other bodies recognised by the Society as institutions providing courses of pre-and post-registration education for physiotherapists.
- (2) The Council may accredit courses of education provided by such recognised institutions.
- (3) The Council may appoint representatives to report as to the suitability of institutions for recognition and of courses for accreditation.
- (4) The Council may withdraw the recognition of an institution or the accreditation of a course but before so doing the Council shall notify in writing to the authorities in charge of the institution the grounds upon which it proposes to act and shall give them full opportunities of being heard.

30. Disabled Members

Before taking any action in relation to, or which would have a particular effect on disabled Members, Associates or Student Members, the Council shall refer the matter, for consideration and report to the Disabled Members' Network of the Society or such other body of the Society as may be in existence from time to time.

31. The Chief Executive and Substitutes

- (1) The Council shall appoint the Chief Executive who shall hold office at the will of the Council and be directly responsible to the Council, and shall perform such duties as may be allotted to the Chief Executive by the Council.

- (2) The Council may when necessary appoint a temporary substitute for the Chief Executive, who shall, during the term of his or her appointment, be deemed to be and have all the powers of the Chief Executive.

32. Publications

The Council may cause to be published journals or other publications in written or electronic formats at such intervals as the Council may determine.

33. Accounts and Audit

- (1) The Council shall prepare annually an income and expenditure account and a balance sheet of the Society for the period of twelve months following the period covered by the preceding accounts. Such accounts shall be audited by an auditor or auditors who shall be Chartered Accountants elected at the Annual General Meeting.
- (2) The Council shall also prepare annually a report of the work of the Society for the corresponding period.
- (3) The audited accounts and annual report shall be presented to the Annual General Meeting.
- (4) The Council's Finance, Risk & Audit Committee or any successor body appointed by the Council from time to time and acting in accordance with its delegated authority from Council under Bye-Law 25(7), may negotiate and agree terms (including the granting of security) with banks or other lenders for any overdrafts, loans, mortgages or other forms of borrowing on behalf of the Society.

34. Rules, Regulations and Standing Orders

- (1) It shall be lawful for the Council from time to time to make, rescind, or alter rules, regulations and standing orders for regulating the administration of the Society, and of any Board or Branch and the government of the members thereof; for the calling of and procedure at meetings and elections; for the use of the Seal; for the service of notices and of all other matters necessary to give effect to the provisions of the Charter or these Bye-Laws affecting the Society; provided always that no such rule, regulation or standing order shall be contrary to the provisions of the Charter or the Bye-Laws.
- (2) An existing rule, regulation or standing order shall not be rescinded or altered, and a new rule, regulation or standing order shall not be made, except by a resolution of the Council passed by a majority of two-thirds of the Council Members present and voting and confirmed at the next meeting of the Council.

35. Expectations on Members' Professionalism

- (1) The conduct of members shall conform to the "Expectations on members' professionalism", or any successive guidance.

- (2) "Expectations on members' professionalism" may be altered or added to or rescinded by a resolution of the Society in General Meeting.
- (3) The Council may issue guidance on the interpretation of the "Expectations on members' professionalism".

36. Interest Groups

- (1) The Council may recognise groups, whether limited to members of the Society or not, as representing Chartered Physiotherapists employed in particular occupations ("occupational groups") or particular areas of clinical practice ("clinical interest groups"). It may also recognise other groups with common interests.
- (2) Such groups shall be entitled to such privileges as the Council may from time to time determine.

37. Representative Conference

- (1) The Council shall establish a representative body, to be known as the CSP Representative Conference (the "Conference"), consisting of such constituent elements within the Society as the Council, with the consent of the Conference, shall from time to time determine.
- (2) The Council may make, alter or repeal regulations, with the consent of the Conference, for the election of the Chair of the Conference, for the appointment of such representatives, and for the conduct of the Conference.
- (3) The Conference shall act in an advisory capacity to the Council.