

THE  
INSTITUTE OF  
CHARTERED  
ACCOUNTANTS  
OF SCOTLAND



# Royal Charter of 1854 and Supplementary Charter of 1951

## Consolidated Charter

# The Institute of Chartered Accountants of Scotland

## Royal Charter of 1854 and Supplementary Charter of 1951

### Explanatory Note

The Royal Charter and Supplementary Charter shown below consist of:

- the original Charter of 1854 granted to The Society of Accountants in Edinburgh, and
- the Supplementary Charter of 1951 when The Society of Accountants in Edinburgh, The Institute of Accountants and Actuaries in Glasgow, and The Society of Accountants in Aberdeen joined together as The Institute of Chartered Accountants of Scotland. Amendments have been incorporated into it, which were made in 1992 and 2006.

Supplementary Charters were also granted in 1979, 1982, 1986 and 1989; however, these were subsequently withdrawn. Should you wish to read these Charters they can be obtained **here** or by contacting the Assistant Secretary of ICAS.

This explanatory note does not form part of the Royal Charter or Supplementary Charters.

# ROYAL CHARTER OF 1854

## INCORPORATING

### THE SOCIETY OF ACCOUNTANTS IN EDINBURGH

*The following is a copy of the Royal Warrant on which the Charter followed, and which is preserved in the General Register House. The Charter itself, which is a translation into Latin of the Warrant, is dated 23rd October, and written to the Seal, Registered and Sealed 11 December 1854.*

#### **VICTORIA R**

VICTORIA, by the Grace of God of the United Kingdom of Great Britain and Ireland, Queen, Defender of the Faith, to all to whom these presents shall come, Greeting: WHEREAS WE, considering that an humble Petition has been presented to Us by James Brown, Donald Lindsay, Thomas Robertson Chaplin, Thomas Mansfield, Henry George Watson, Archibald Borthwick, Ralph Erskine Scott, Archibald Horne, Thomas Scott, William Moncreiff, Charles Murray Barstow, David Robertson Souter, George Auldjo Esson, Alexander Weir Robertson, Kenneth Mackenzie, James Wilkie, Thomas Goldie Dickson, Robert Christie junior, John Spence Ogilvy, George Mitchell, Archibald Gibson, George Murray, George Auldjo Jamieson, Alexander Thomas Niven, James Ogilvy, Frederick Hanes Carter, Charles Pearson, Robert Spottiswoode, John Charles Fraser, Alexander Jamieson, Charles Woodrow Thomson, David Cormack, William Russell, John Menzies Baillie, Christopher Douglas, James Adam Brown, Patrick Morison, James Jobson Dickson, Samuel Raleigh, Donald Smith Peddie, Thomas Martin, Richard Gordon, Joseph Mack Liddell, William Low, William Wood, George Meldrum, George Todd, James McLean Macandrew, John Hunter, George Dundas, Andrew Murray Paterson, Henry Callender, John Scott Moncrieff, David Marshall, George Ramsay, James Howden, John Maitland, John Barron, Robert Balfour, David Maclagan, and Thomas Grant, all Members of the Institute of Accountants in Edinburgh, setting forth that the profession of Accountants, to which the Petitioners belong, is of long standing and great respectability and has of late years grown into very considerable importance: That the business of Accountant, as practised in Edinburgh, is varied and extensive, embracing all matters of account, and requiring for its proper execution not merely a thorough knowledge of those departments of business which fall within the province of the Actuary, but an intimate acquaintance with the general principles of

law, particularly of the law of Scotland, and more especially with those branches of it which have relation to the Law Merchant, to insolvency and bankruptcy, and to all rights connected with property: That in the extrication of those numerous suits before the Court of Session, which involve directly and indirectly matters of accounting, an Accountant is almost invariably employed by the Court to aid in eliciting the truth: That such investigations are manifestly quite unsuited to such a tribunal as a Jury, yet cannot be prosecuted by the Court itself without professional assistance on which it may rely, and the Accountant, to whom in any case of this description a remit is made by the Court, performs in substance all the more material functions which the Petitioners understand to be performed in England by the Masters in Chancery: That Accountants are also largely employed in Judicial Remits, in cases which are peculiar to the practice of Scotland, as, for instance, in Rankings and Sales, in processes of Count and Reckoning, Multiplepinding, and others of a similar description: That they are also most commonly selected to be Trustees on Sequestrated Estates, and under Voluntary Trusts, and in these capacities they have duties to perform, not only of the highest responsibility, and involving large pecuniary interests, but which require in those who undertake them, great experience in business, very considerable knowledge of law and other qualifications which can only be attained by a liberal education: That, in these circumstances, the Petitioners were induced to form themselves into a Society called the Institute of Accountants in Edinburgh, with a view to unite into one body those at present practising the profession and to promote the objects which, as members of the same profession, they entertain in common; and that the Petitioners conceive that it would tend to secure in the members of the profession the qualifications which are essential to the proper performance of its duties, and would consequently conduce much to the benefit of the public if the Petitioners who form the present body of practising Accountants in Edinburgh were united

into a body corporate and politic, having a common seal, with power to make rules and bye-laws for the qualification and admission of members, and otherwise: And the Petitioners thereby humbly prayed that We would be graciously pleased to grant them a Royal Charter, incorporating them, and such persons as may hereafter be duly admitted Members, into one body corporate and politic, by the name, style and title of “THE SOCIETY OF ACCOUNTANTS IN EDINBURGH”, with perpetual succession and power to acquire and hold property, and to make rules and bye-laws, and with such other powers, privileges, and authorities as are usually given to other bodies, corporate and politic, of the like nature, in such manner as to Us in Our Royal wisdom shall seem proper: AND WHEREAS such Petition has been referred to the Lord Advocate of Scotland to consider thereof, and report his opinion what may properly be done therein: And We having taken the said Petition and Report thereon into Our Royal consideration, and being satisfied that the intentions of the Petitioners are laudable, and deserving of encouragement; THEREFORE We have constituted, erected, and incorporated, as We by Our Prerogative Royal, and of Our special grace, certain knowledge and mere motion, by these presents, for Us and Our Royal Successors, constitute, erect and incorporate the said James Brown, Donald Lindsay, Thomas Robertson Chaplin, Thomas Mansfield, Henry George Watson, Archibald Borthwick, Ralph Erskine Scott, Archibald Horne, Thomas Scott, William Moncreiff, Charles Murray Barstow, David Robertson Souter, George Auldjo Esson, Alexander Weir Robertson, Kenneth Mackenzie, James Wilkie, Thomas Goldie Dickson, Robert Christie junior, John Spence Ogilvy, George Mitchell, Archibald Gibson, George Murray, George Auldjo Jamieson, Alexander Thomas Niven, James Ogilvy, Frederick Hanes Carter, Charles Pearson, Robert Spottiswoode, John Charles Fraser, Alexander Jamieson, Charles Woodrow Thomson, David Cormack, William Russell, John Menzies Baillie, Christopher Douglas, James Adam Brown, Patrick Morison, James Jobson Dickson, Samuel Raleigh, Donald Smith Peddie, Thomas Martin, Richard Gordon, Joseph Mack Liddell, William Low, William Wood, George Meldrum, George Todd, James McLean Macandrew, John Hunter, George Dundas, Andrew Murray Paterson, Henry Callender, John Scott Moncrieff, David Marshall, George Ramsay, James Howden, John Maitland, John Barron, Robert Balfour, David Maclagan, and Thomas Grant, and such other persons as shall hereafter be admitted as Members of the said Society

into one body politic and corporate, by the name of “THE SOCIETY OF ACCOUNTANTS IN EDINBURGH”, under which name they shall have perpetual succession, and shall have a common seal, with power to alter and renew the same at discretion, and shall, by the same name sue and be sued, implead and be impleaded, and answer and be answered in all Our Courts: As also, We will and ordain that the said Society shall be capable in law to take, purchase, and hold to them and their successors, any goods, chattels, and personal property whatsoever, and shall also be capable in law to take, purchase, and hold in the said corporate name such land, buildings, and heritages as may be necessary for the purposes of the Society, with power to alienate, dispoise, and dispose of all or any such lands, buildings, and heritages, goods, chattels, or personal property, and also to raise and receive such sums of money for the purposes of the Society as they may think necessary, by annual contributions, fees on entrants, or otherwise from the members thereof, and to do all other acts and things incidental or appertaining to a body corporate, declaring that all deeds and other writings whatsoever affecting heritable or moveable property shall be valid and effectual in all respects, if conceived in name of the Corporation, and sealed with the seal, and subscribed by the President, and by the Secretary and Treasurer of the Corporation for the time: And We also, for Ourselves and Our Royal Successors, give and grant to the Petitioners, and to those persons who shall hereafter compose the said Society, full power and authority, at their ordinary General Meeting, as after appointed, to constitute, make and ordain such bye-laws, rules and regulations, as they, or the majority of them at the time assembled, shall consider proper and necessary for the better administration of the affairs and funds of the Society, and provided that the same are not inconsistent with this Charter, or contrary to the laws of the realm, and to alter and abrogate the said bye-laws, rules and regulations, as to the majority of the Society present at such meeting shall seem proper: And We will and ordain that such bye-laws, rules, and regulations so to be made shall be duly kept, observed, and obeyed: And We hereby will and ordain that a Stated General Meeting of the Corporation shall be held once in every year in Edinburgh, on the first Wednesday in February, at twelve o'clock noon, or at such other time and place as the Corporation shall from time to time determine, and that General Meetings of the Corporation may also be held at such other times and places as may from time to time be fixed, at the Stated Annual General Meeting in February, and that Special General Meetings may also be held

(provided the same are duly called in terms of the bye-laws, rules and regulations for the time) at such times and places as may be necessary or expedient, and that at each Stated Annual General Meeting in February, the Society shall choose out of the Members thereof, hereby incorporated, a President, Council, Secretary and Treasurer, and such other officers as the Society may find hereafter to be necessary or proper: And We will and ordain that the Corporation shall have power from time to time, and in such manner as may be fixed by the bye-laws, rules and regulations, to constitute and appoint a Committee of Examinators for the purpose of regulating and conducting such examinations of entrants and others as the Corporation may from time to time direct, and in such manner as they may appoint, in furtherance of the objects of the Society; and that the course of education to be pursued, and the amount of general and professional acquirements to be exacted from entrants, shall be such as the Corporation shall from time to time fix: And We further hereby will, grant and declare, that the present President, Council, Secretary and Treasurer of the said Institute shall hold their offices and discharge their functions respectively as President, Council, Secretary and Treasurer of the Society hereby incorporated until the Stated Annual General Meeting in February Eighteen hundred and fifty five, and that they and their successors in office, to be chosen according to the bye-laws, rules and regulations of the Society, shall have full power to manage, direct, order and appoint, in all matters

and things touching and concerning the said Society, in terms of and conform to the bye-laws, rules and regulations thereof: And We, for Ourselves and Our Royal Successors, declare that this Our present Charter shall be in and by all things valid and effectual in law, according to the true intent and meaning of the same; and it shall be accepted and understood in the sense most favourable and beneficial to the said Corporation, notwithstanding any mis-recital, defect, uncertainty or imperfection in the same: And Her Majesty doth further will and command that this Charter do pass the Seal appointed by the Treaty of Union to be kept and used in Scotland in place of the Great Seal thereof formerly used there, without passing any other seal or register; for the doing whereof these presents shall be to the Director of Her Majesty's Chancellery in Scotland for writing the same, as well as to the Keeper of the said Seal, for causing the same to be appended thereto, a sufficient warrant.

Given at Her Majesty's Court at St James's, the twenty-third day of October 1854, in the Eighteenth year of Her Majesty's reign.

By Her Majesty's Command.

(Signed) PALMERSTON

# SUPPLEMENTARY

## ROYAL CHARTER OF 1951

GEORGE THE SIXTH by the Grace of God of Great Britain, Ireland and the British Dominions beyond the Seas King, Defender of the Faith.

To all to whom these presents shall come,  
GREETING:

WHEREAS Our Royal Predecessor Queen Victoria in the year of our Lord 1854 by Royal Charter dated 23 October in the eighteenth year of Her Reign constituted the persons named therein a Body Politic and Corporate by the name of The Society of Accountants in Edinburgh with perpetual succession and a common seal.

AND WHEREAS Our Royal Predecessor Queen Victoria in the year of our Lord 1855 by Royal Charter dated 15 March in the eighteenth year of Her Reign constituted the persons named therein a Body Politic and Corporate by the name of The Institute of Accountants and Actuaries in Glasgow with perpetual succession and a common seal.

AND WHEREAS Our Royal Predecessor Queen Victoria in the year of our Lord 1867 by Royal Charter dated 18 March in the thirtieth year of Her Reign constituted the persons named therein a Body Politic and Corporate by the name of The Society of Accountants in Aberdeen with perpetual succession and a common seal.

AND WHEREAS the said The Society of Accountants in Edinburgh (hereinafter referred to as “the Society”) has presented a Humble Petition to Us setting forth to the effect following:

That the Society, the said The Institute of Accountants and Actuaries in Glasgow and the said The Society of Accountants in Aberdeen (hereinafter together referred to as “the three Societies”) have since the grant to them of their respective Royal Charters pursued with zeal the objects therein narrated and thereby done much to secure for the communities within their respective spheres of influence the existence of a class of persons well qualified to be employed in the responsible and difficult duties which increasingly devolve upon public accountants as a result of the growth and development of industry and commerce and the increasing diversity and complexity of all forms of social and economic activity.

That since the grant of the said Royal Charters to the three Societies their respective memberships have greatly increased.

That the three Societies have found it increasingly necessary in the interests of the public and of their own members that they should act together in promoting the objects which as members of the same profession their respective members entertain in common. They have for a number of years secured united action through the medium of a Joint Committee composed of members of the Councils of their respective Societies, but delays and difficulties have been encountered because the Societies have no power to delegate the duties of their Councils to, or to confer executive powers upon the Joint Committee, which has been deliberative only without power to make decisions or to give effect to its views. It has been necessary to refer the recommendations of the Joint Committee to the Councils of the three Societies, and thereafter if the recommendations were accepted, for the three Societies to take action separately and simultaneously in order that the desired object might be attained. Delay has thus been incurred not only in the administration of internal affairs and interests of the profession in Scotland, but also in negotiating Agreements on behalf of the profession in Scotland with various Departments of State and other public bodies.

That the three Societies believe and have in joint consultation agreed that it is in the interests of their respective members and of the public generally that the future administration of the profession of Chartered Accountant in Scotland should be subject to the control of one chartered body.

That the three Societies have further agreed that the common objects and purposes for which the three Societies were constituted would best be achieved if the Society were reconstituted with extended limits of operation and with the grant of further powers and privileges and if certain other variations were made in its existing Royal Charter and if certain ordinances therein contained with the aforesaid further powers and privileges and variations were restated in terms which would facilitate the management of the affairs of the Society as reconstituted.

That the three Societies further believe and have agreed that for the best realisation of their aforesaid common objects and purposes the Society should be reconstituted so as to admit to its membership when reconstituted all the members of the said The Institute of Accountants and Actuaries in Glasgow and of the said The Society of Accountants in Aberdeen and so as to provide for the transfer to the Society as reconstituted of the whole funds assets and property both heritable and moveable and of the whole debts and liabilities of the said The Institute of Accountants and Actuaries in Glasgow and the said The Society of Accountants in Aberdeen at the date of the reconstitution of the Society.

That certain members of the Society are contributors to the Edinburgh Chartered Accountants Annuity etc. Fund which was founded in 1886 for the purpose of providing Annuities, Endowments and other benefits for members of the Society and for the widows or representatives of such members, that the said Fund is vested in six Trustees and their successors in office, of whom the President of the Society for the time being is *ex officio* one, and that the said contributors have resolved upon application for a Provisional Order in terms of the Private Legislation Procedure (Scotland) Act, 1936, conditional upon the grant of this Humble Petition, to enable the said Fund to be continued as a Closed Fund under control of the contributors.

That certain members of the said The Society of Accountants in Aberdeen are contributors to The Widows' Fund of The Society of Chartered Accountants in Aberdeen which was founded in 1902 for the purpose of providing annuities to the widows of contributors, that the said Fund is administered by a Committee of whom the President of the said Society for the time being is one, and that the said contributors have resolved upon application for a Provisional Order in terms of the Private Legislation Procedure (Scotland) Act, 1936, conditional upon the grant of this Humble Petition, to enable the said Fund to be continued as a Closed Fund under control of the contributors.

That the Society, as also the said The Institute of Accountants and Actuaries in Glasgow and the said The Society of Accountants in Aberdeen, being desirous of furthering the aforesaid objects and purposes and of serving the public interest desires that We should be graciously pleased to command that a Charter should be granted to the Society

supplementary to its existing Charter reconstituting the Society as aforesaid and granting to it as reconstituted certain additional powers and privileges and restating certain of the ordinances of its existing Charter with certain variations in the form and manner expressed in a document appended to the Petition but subject to any amendments and alterations which to Us may seem desirable.

That in the hope and humble expectation that We will be pleased to grant a Supplementary Charter reconstituting the Society as aforesaid the said The Institute of Accountants and Actuaries in Glasgow and the said The Society of Accountants in Aberdeen have each presented to Us a Petition humbly praying that on the transfer of their whole assets and liabilities at the date of the reconstitution of the Society to the Society as reconstituted and thereafter on their members becoming members of the Society as reconstituted We may be graciously pleased to accept the surrender of their existing Royal Charters.

That the Society desires that it should be empowered to frame new Rules to give effect to the powers to be granted by such Supplementary Charter but in the hope and humble expectation that We will be pleased to grant a Supplementary Charter as aforesaid the members of the Society at meetings held on 13 November and 13 December 1950, and the members of the said The Institute of Accountants and Actuaries in Glasgow at meetings held on 13 November and 13 December 1950, and the members of the said The Society of Accountants in Aberdeen at meetings held on 13 November and 13 December 1950, have approved the Rules appended to this Our Charter, and the Society desires that We may be pleased to ordain that the said Rules shall become and be valid as the Rules of the Society as reconstituted from the date of the grant of the aforesaid Supplementary Charter.

That the Society has by the said Petition most humbly prayed that We may be graciously pleased to grant to the Society a Charter supplementary to its existing Charter reconstituting the Society as aforesaid and granting to it as reconstituted certain additional powers and privileges and restating with certain variations certain of the ordinances of its existing Charter in the manner herein-before expressed and empowering the Society to frame new Rules subject to confirmation by the Lords of Our Most Honourable Privy Council to give effect to the powers to be granted by the said Supplementary

Charter and ordaining that the Rules appended to the Petition become and be valid as the Rules of the Society as reconstituted.

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 Society for Ourselves Our Heirs and Successors in addition to and notwithstanding anything to the contrary contained in the said existing Charter of the Society granted by Our Royal Predecessor Queen Victoria are graciously pleased to grant ordain and declare as follows namely:

### **Name**

1. The name style and title of the Society by which the Society shall henceforth be designed and known shall be "THE INSTITUTE OF CHARTERED ACCOUNTANTS OF SCOTLAND" (hereinafter referred to as "the Institute"), under which name the members of the Society and such other persons as shall hereafter be admitted as members of the Institute shall have perpetual succession and shall have a common seal with power to alter and renew the same at discretion and shall by that name sue and be sued, implead and be impleaded and answer and be answered in all Our Courts.

### **Objects**

2. The objects of the Institute shall be to maintain and promote the status of the profession of Accountant, to promote and safeguard the rights and interests of its members in all matters affecting the profession, to uphold and enforce among its members a high standard of efficiency and professional conduct in the interests of the profession and the public generally and to give concentrated expression to their opinions upon all questions and laws affecting the business of the profession.

### **Powers**

3. The Institute shall be capable in Law to take, purchase and hold in the said corporate name any goods, chattels or moveable or personal property and any lands, buildings and heritages whatsoever, either for the purposes of the Institute or as Trustee for any benevolent or other purpose as the Council of the Institute may deem proper, with power to alienate, dispoise and dispose of all or any such goods, chattels or moveable or personal

property, lands, buildings and heritages, and also to borrow or raise money with or without security for the purposes of the Institute, to raise and receive sums of money for the purposes of the Institute from the members or students thereof and from any person, firm or company seeking approval, authorisation, certification, recognition or registration from the Institute as it may think necessary by annual contributions, annual charges, fees on entrance or for or in connection with such approval, authorisation, certification, recognition or registration or otherwise and to do all other acts and things incidental or appertaining to a Body Corporate, declaring that all deeds and other writings whatsoever affecting heritable or moveable property in name of the Institute shall be valid and effectual in all respects if sealed with the seal of the Institute and signed by the President, whom failing a Vice-President, and by the Secretary of the Institute for the time or a deputy authorised by the Council.

The Institute shall have powers to organise, finance and maintain alone or in conjunction with one or more other professional accountancy bodies (together in this Article called "the participants") a scheme for investigating and making findings as to the professional or business conduct, efficiency and competence of any member or any regulated non-member of any of the participants or of any firm which is or at any time has been composed in whole or in part of members of any of the participants or of any firm which is or at any time has been composed in whole or in part of members of any of the participants who are in public practice in Our United Kingdom, where (in any such case) in the opinion of the participants (or as laid down in the scheme) the circumstances to be investigated, give rise to or include questions of public concern: and the scheme may provide in the event of such finding being adverse to any member, regulated non-member or firm as aforesaid, for the making of an appropriate decision and order or decisions and orders against such member or firm. Any such decisions and orders shall be binding upon the Institute, its members, regulated non-members and firms as aforesaid. But no such scheme shall become operative unless and until it shall have been approved by the Institute in General Meeting

and by the Lords of Our Most Honourable Privy Council: and if any such scheme contains any provision which enables the Council (alone or in conjunction with other) to alter or amend the scheme, the Council shall not permit any alteration or amendment to be made which in the opinion of the Council would fundamentally alter the scheme as then in force, except with the further approval of the Institute in General Meeting and of the Lords of Our said Privy Council. A “regulated non-member” in this Our Supplementary Charter shall be a person to whom such status has been granted in pursuance of Article 6A.

3A The Institute shall be entitled to carry out alone or in conjunction with others any function which by virtue of, for the purposes of, any statute or agreement may be performed by the Institute in relation to members, non-members or persons comprised wholly or partly of members or non-members.

3B The Institute shall be entitled to organise finance and maintain, alone or in conjunction with one or more other professional bodies (and to delegate to any person or body the operation and performance of) any schemes or agreements for the compensation of loss, the monitoring of compliance, the investigation of complaints and discipline.

3C (i) The Institute shall have power to participate in and contribute to the financing of any scheme set up by the Accountancy Investigation and Discipline Board (the AIDB)<sup>1</sup> for the investigation of Members’ and Member Firms’ conduct in the course of their professional, business or financial activities, including such conduct before they became Members and Member Firms, and, if warranted following such investigation, for the bringing of disciplinary proceedings against Members and Member Firms. Such Scheme shall be known as ‘the AIDB Scheme’.

(ii) In this Article the term, ‘Member’ includes a regulated non-Member and the

terms ‘Member’ and ‘Member Firm’ include a Former Member and Former Member Firm. ‘Member Firm’ means a firm composed in whole or in part of Members of the Institute engaged in practice, or a firm which is otherwise regulated by the Institute.

(iii) The Council may agree to any amendment to the AIDB Scheme which has been agreed by all the Participants in the AIDB, provided that such amendment shall not in the opinion of the Council fundamentally alter the Scheme as then in force. Where each amendment fundamentally alters the Scheme in force, the further approval of the Institute in general meeting shall be required.

#### **Assets and Liabilities to be taken over**

4. The Institute shall acquire, take over and accept from the said The Institute of Accountants and Actuaries in Glasgow and the said The Society of Accountants in Aberdeen by disposition conveyance assignation or transfer the whole assets and properties both heritable and moveable and also the whole debts and liabilities of what sort so ever of the said The Institute of Accountants and Actuaries in Glasgow and the said The Society of Accountants in Aberdeen.

#### **Representation on other Bodies**

5. The Institute shall have power to nominate any member to act as a Trustee for any benevolent or other purpose or as an arbiter or as a representative upon any other institute society or body.

#### **Membership**

6. Upon the date of the grant of this Our Supplementary Charter, and of the craves of the Petitions aforesaid of the said The Institute of Accountants and Actuaries in Glasgow and the said The Society of Accountants in Aberdeen all persons who are members of the Institute of Accountants and Actuaries in Glasgow and the said The Society of Accountants in Aberdeen shall become and for all purposes be deemed to be members of the

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1. The AIDB changed its name to the Accountancy and Actuarial Discipline Board on 16 August 2007.

Institute and that without payment of any Entrance or Admission Fee, and to have been members of the Institute since the date of their admission to membership of the said The Institute of Accountants and Actuaries in Glasgow and the said The Society of Accountants in Aberdeen respectively.

- 6A. The Council of the Institute shall have power in its absolute discretion to grant regulated non-members status to persons not being members of the Institute upon such terms and conditions as the Council from time to time considers appropriate.

### **Rules**

7. The Institute shall have full power and authority by resolution of a General Meeting to constitute, make and ordain such Rules as they shall consider proper and necessary for the better administration of the affairs and funds of the Institute provided that the same are not contrary to the law of Scotland or inconsistent with the provisions of this Our Supplementary Charter or of the existing Charter in so far as the two do not conflict, and to alter the said Rules as shall seem proper, and such Rules so to be made shall be duly kept observed and obeyed.

### **Validity of Rules**

8. Unless and until rescinded or varied in accordance with the last preceding clause the Rules appended to this Our Supplementary Charter shall constitute the Rules of the Institute and shall be valid and have the same effect as if made and allowed under the provisions of this Our Supplementary Charter to the exclusion of all Rules and Regulations made under the existing Charter of the Society and all such Rules and Regulations are hereby rescinded.

### **Approval by Privy Council**

9. Rules made by the Institute other than those appended to this Our Supplementary Charter shall not have effect until they have been submitted to and approved by the Lords of Our Privy Council, of which approval a certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence.
- 9A. The Institute may from time to time by resolution passed by a majority of not less than

two-thirds of the members present and voting (in person or by proxy) at a meeting convened for the purpose with at least 28 days' notice in writing, alter, add to or revoke any of the provisions of this Our Supplementary Charter or any later Charter granted to the Institute and such alteration, addition or revocation shall when allowed by Us in Council become effectual so that the relevant Charter shall thenceforth continue to operate as if it had been originally granted and made accordingly.

### **General Meetings**

10. An Annual General Meeting of the Institute shall be held alternately in Edinburgh and Glasgow or in such other place and on such date as may be determined in accordance with the Rules. Other General Meetings of the Institute may be held at such times and places as may be determined in accordance with the Rules.

### **Office Bearers**

11. At each Annual General Meeting the Institute shall choose out of the members thereof a President, one or more Vice-Presidents and the members of the Council of the Institute.

### **Interim Office Bearers**

12. The President of the Society and a Council consisting of four members of the Council of the Society, six members of the Council of the said The Institute of Accountants and Actuaries in Glasgow and two members of the Council of the said The Society of Accountants in Aberdeen, all as previously determined by those Councils, shall act until the first Annual General Meeting of the Institute and they and their successors in office to be chosen in accordance with the rules of the Institute shall have full power to manage, direct, order and appoint in all matters and things concerning the Institute in terms of and conform to the Rules. Pending the appointment of a Secretary of the Institute by the Council, the Secretary of the Society shall hold office.

### **Incorporation with existing Charter**

13. As far as is consistent with the terms hereof this Our Supplementary Charter shall be read as one with the existing Charter and henceforth shall operate as though it had been granted with the said existing Charter.

IN WITNESS whereof We have ordered the Seal appointed by the Treaty of Union to be kept and made use of in place of the Great Seal of Scotland to be appended hereto.

Given at our Court at St James's the Twenty-eighth day of May in the year Nineteen hundred and fifty-one and in the Fifteenth year of Our Reign.

**PER SIGNATURAM MANU S.D.N. REGIS SUPRA  
SCRIPTAM**

Written to the Seal and Registered and Sealed at Edinburgh the Thirty-first day of May in the year One thousand nine hundred and fifty-one.

John McVie  
Keeper of the Registers of Scotland and  
Deputy Keeper of the Seal.

**The Institute of Chartered Accountants of Scotland**  
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