



At the Council Chamber, Whitehall

THE 13th DAY OF DECEMBER 2017

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has allowed the revised Bylaws of the Institute of Physics as set out in the Schedule to this Order.

Ceri King

SCHEDULE

REVISED BYLAWS OF THE INSTITUTE OF PHYSICS

1. In these Bylaws "the Institute" means The Institute of Physics and "the Charter" means the Royal Charter granted in 1970 as amended from time to time by Supplemental Charter or otherwise.

Words in these Bylaws importing the singular number only shall include the plural number and vice versa.

<u>Words</u>	<u>Meanings</u>
Annual General Meeting	The annual general meeting of the Institute held in accordance with these Bylaws.
Associate Member	A person admitted in to the associate class of member of the Institute.
Chief Executive Officer	The person who is from time to time appointed the group Chief Executive of the Institute.
the Council	The Council of the Institute duly appointed for the time being.
Executive Officers	Persons holding executive positions being appointed thereto by the Council.

these Bylaws	These Bylaws as from time to time amended in accordance with the Charter.
Chartered Physicist	A person entitled to use the title chartered physicist pursuant to these Bylaws.
Disciplinary Committee	The disciplinary committee established by the Council under Bylaw 75 and referred to in Bylaw 20.
Extraordinary General Meeting	An extraordinary general meeting of the Institute held in accordance with these Bylaws.
Fellow	A person admitted in to the Fellow class of member of the Institute.
General Meeting	A general meeting of the Institute.
Honorary Fellow	A person admitted into the Honorary Fellow class of member pursuant to Bylaw 4.
Honorary Secretary	The person from time to time appointed to the position of honorary secretary of the Institute.
Honorary Treasurer	The person from time to time appointed to the position of honorary treasurer of the Institute.
Member	A person admitted into the Member class of member of the Institute.
members	Those persons admitted as Honorary Fellows, Fellows, Members and Associate Members.
Nominations Committee	The nominations committee established by the Council under Bylaw 74.
the office	The registered office of the Institute.
President	The person who is the president of the Institute from time to time.
President-elect	The person who is from time to time the President-elect of the Institute who may also be referred to as the Deputy President.
Register	The register of members and of professional accreditations including those for which the Institute holds a licence to award kept by the Council pursuant to these Bylaws.
Rules of Conduct	The rules of conduct, also known as the code of conduct, published by the Council from time to time.
Vice-President	Means any person who has been elected vice-president of the Institute.
in writing	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form including electronically.

3. The members of the Institute shall consist of Honorary Fellows, Fellows, Members and Associate Members.

Membership classes

4. Election to Honorary Fellowship can be made only by resolution of the Council. Honorary Fellows of the Institute shall not be required to pay any entrance fee, annual or other membership subscription. The total number of Honorary Fellows for the time being shall not exceed one hundred.

5. Candidates for election or transfer to any class of membership of the Institute shall have satisfied the requirements published by the Council.

6. Notwithstanding the provisions of these Bylaws the Council may in exceptional circumstances of qualifications, experience or achievement in physics or a science allied thereto elect candidates to an appropriate class of membership.

7. Every application for election or transfer to any class of membership of the Institute shall be in a form prescribed by the Council.

8. Every person who is elected to any class of membership shall be informed of his or her election in writing by the Chief Executive Officer or his or her designated representative. No election or transfer will become effective until any fees and subscriptions payable on such election or transfer shall have been paid.

Chartered Physicist and other professional qualifications

9. Every person who at the twenty-eighth day of February 2001 was a Corporate Member of the Institute shall be entitled to use the title Chartered Physicist and the abbreviation CPhys according to regulations prescribed by the Council. Every person admitted to any of the classes of membership after the twenty-eighth day of February 2001 who shall:

9.1 have been educated as a physicist and have obtained an Integrated Masters degree recognised by the Council for the purpose of this Clause of this Bylaw and have had experience in responsible work including a structured training course which demands a knowledge of physics or its applications as shall satisfy the Council; or

9.2 have attained professional competence to an equivalent standard demonstrated through a combination of academic qualification, training and experience as shall satisfy the Council

shall be entitled to use the title 'Chartered Physicist' and the abbreviation CPhys according to regulations prescribed by the Council.

10. The Council shall cause a Register to be kept of the names of Chartered Physicists and of all the members, showing the class to which each belongs and giving

his or her last known address.

Membership and Chartered Physicist subscriptions

11. The fees and subscriptions payable by all members of the Institute and by those with professional qualifications shall be determined by Resolution of the Institute in General Meeting passed in accordance with the requirements of Article 14 of the Charter, and any such resolution may specify, or vary the specification of, circumstances in which the reduction or waiver of subscriptions may be permitted.

12. 12.1 Subject to the Council's discretion subscriptions shall for any year be due either on the first day of January in that year or on the anniversary of members' election to membership. Payment of subscriptions shall be made by members either in full on the due date or by instalments on such terms as the Council may determine.

12.2 A member whose fee or annual subscription is not more than two months in arrears shall be entitled to receive a copy of any matter published by or on behalf of the Institute upon such terms as the Council shall determine.

13. The Council may in any special case reduce or remit the entrance fee, transfer fee or annual subscription or the arrears of annual subscriptions of any member. All matters of doubt or of difficulty relating to subscriptions or fees shall be decided by the Council.

14. The Council may re-admit to membership in the class to which he or she formerly belonged any person whose membership has terminated, provided he or she has satisfied the Council that he or she is worthy of such re-admission and pays such amounts in respect of entrance fees or arrears of fees and subscriptions as the Council may determine.

Rules of Conduct

15. All members shall act in accordance with the Rules of Conduct as published by the Council from time to time and they shall do nothing that may bring the profession of physicist or the Institute into disrepute.

Resignation

16. Members may resign their membership by informing the office and they shall thereupon cease to be members.

Members resigning or removed during the currency of any year before payment of their annual subscription for such year shall remain liable to pay their subscription for such year notwithstanding their resignation or removal.

Discipline and expulsion

17. The Council may suspend from membership for a period of at least one year or expel from membership any member who:

17.1 is convicted of any criminal offence;

17.2 is held by the Council to have failed to observe these Bylaws;

17.3 is held by the Council to have failed to observe the Rules of Conduct in place from time to time;

17.4 engages in any activity that in the opinion of the Council is inconsistent with him or her remaining a member;

17.5 is held by the Council to have acted in a way that is detrimental to the welfare of the Institute;

17.6 is held by the Council to have been guilty of any act or default discreditable to the profession of physics.

18. Any action taken by the Council against a member under the provisions of Bylaw 17 shall follow an investigation conducted in accordance with regulations made under the provision of Bylaw 19 and shall be approved by a resolution of the Council.

19. The Council shall make regulations for investigating any complaint against a member which, if found to be justified, may result in expulsion or suspension of the member under the provisions of Bylaw 17. A statement of such regulations shall be issued on the authority of the Council and any member shall be entitled to receive a copy on request. The regulations may be amended from time to time by the Council.

20. For the purpose of investigating complaints under the provisions of these Bylaws, the Council shall delegate responsibility to the Disciplinary Committee. The powers and functions of the Disciplinary Committee shall be subject to such regulations as the Council may prescribe. On completion of any investigation of a member the Committee shall submit a written report and recommendation to the Council. Any member of the Institute may be called to give evidence before the Disciplinary Committee.

21. Unless otherwise determined by the Council, the resignation of a member shall not be accepted whilst a complaint against the member is being investigated by the Disciplinary Committee or is under consideration by the Council.

22. A decision as to expulsion or suspension shall rest solely with the Council, by resolution in accordance with Bylaw 17. The Council shall make regulations to cover the disciplinary procedures, including an independent appeals procedure.

23. Statements concerning the expulsion or suspension of a member shall be issued in an Institute publication. The Council may determine by its sole discretion whether or not any other announcements should be made in the public interest.

24. Any member who is expelled or suspended shall deliver to the Council, for cancellation or retention as the case might be, any certificate of membership or certificate referring to such membership or to any other professional designation awarded by the Institute. The member will cease to use any initial letters or designation which the member was previously entitled to use under the Bylaws unless or until such expulsion or suspension is appropriately modified or revoked.

All members who shall resign or be expelled from or shall otherwise cease to be members of the Institute, shall forthwith return to the office all such property of the Institute or items for which the Institute is responsible, as they may have in their custody, and they shall remain liable for the payment of all moneys due from them (including their subscription) at the date of their resignation, expulsion or cessation of membership.

25. In addition to the power of expulsion or suspension on any of the grounds cited in Bylaw 17 the Council may also reprimand or admonish any member instead of expelling or suspending the member, and may call for a written undertaking from the member as to his or her future conduct.

26. In the event of non-payment by a member of any fee, subscription or any instalment of any fee or subscription due to the Institute within two calendar months after the same became due, membership of the Institute will be terminated.

27. The rights, privileges and obligations of every member of the Institute shall be personal and shall not be transferable or transmissible by operation of law or otherwise. Such rights, privileges and obligations shall be subject to the Charter and to these Bylaws and may be varied or abrogated by any amendments to the Charter and to these Bylaws without any sanction, approval, consent or resolution by any individual or class or other means in addition to the procedure laid down by Articles 16 and 17 of the Charter.

Procedures at General Meetings

28. An Annual General Meeting shall be held once in every calendar year at such time and place as may be determined by the Council. Not more than fifteen months shall elapse between Annual General Meetings.

29. An Annual General Meeting and any other General Meeting shall be called by twenty-one days' notice in writing to all members. The accidental omission to give notice of any meeting to or the non-receipt by any member shall not invalidate the proceedings at any meeting.

30. All Resolutions to be considered at an Annual General Meeting must be contained in the Notice of Meeting and can be submitted by:

- 30.1 resolution of the Council;
- 30.2 not less than twenty members in writing and submitted to the Office.

31. All business that is transacted at an Annual General Meeting will require the support of a simple majority of those voting in person or by proxy with the exception of:

- 31.1 amendments to the Charter which will require the support of 75 percent of those voting in person or by proxy;
- 31.2 amendments to these Bylaws which will require the support of 66 percent of those voting in person or by proxy.

32. An Extraordinary General meeting may be called by:

- 32.1 the Council at any time;
- 32.2 the Council on receipt of a written requisition signed by not less than fifty members.

33. An Extraordinary General Meeting shall be convened in the same manner as an Annual General Meeting.

34. At every General Meeting twenty members present in person at the commencement of the business shall be a quorum, unless otherwise expressly provided by these Bylaws.

35. If within fifteen minutes from the time appointed for a meeting a quorum is not present then:

- 35.1 the meeting if convened on the requisition of members shall be dissolved;
- 35.2 in any other case it shall stand adjourned to the same day in the following week at the same time and at such place as the Chair of such meeting shall announce thereat;
- 35.3 if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting then the members present shall be a quorum.

36. The President will preside as Chair at every General Meeting. In the absence of the President the Chair will be:

- 36.1 the President-elect; or

- 36.2 the Honorary Secretary; or
- 36.3 one of the Vice-Presidents in order of length of service; or, in the absence of all the Vice-Presidents;
- 36.4 a member of the Council in order of length of service; or, in the absence of any member of the Council;
- 36.5 a member chosen by the meeting.

37. The Chair may, with the consent of the meeting, adjourn a General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a General Meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original 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.

38. At any General Meeting a Resolution put to the vote of the meeting shall be decided on by a show of hands of those present and voting in person added to the proxy votes cast. The Chair will announce the count of votes for and against and declare the resolution carried or not carried accordingly.

39. Every member shall have one vote which may be given at all General Meetings either personally or by proxy. Only members shall be entitled to attend and vote at General Meetings.

40. No person shall be appointed a proxy who is not entitled to vote at a meeting for which the proxy is given.

41. The instrument appointing a proxy shall be in writing under the hand of the appointer or the appointer's attorney.

The instrument appointing a proxy shall be in such form as the Council may from time to time decide.

42. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the office by post or by electronic means not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the proxy proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of six months from its date.

43. In the case of an equality of votes at any meeting the Chair of the meeting shall be entitled to a second or casting vote.

Meetings of the Institute

44. The Council may at its discretion arrange for meetings of members and such other persons as the Council shall decide to be held for the advancement and dissemination of a knowledge of and education in the science of physics, pure or applied, or of matters considered by the Council likely to further the objects of the Institute by means of lectures, discussions or otherwise. The Council shall determine the conditions of admission to such meetings and the manner in which they shall be conducted.

45. Subject to the provisions of these Bylaws all meetings of or conducted by the Institute or for which the Institute is responsible shall be held at such times and places and shall be conducted as the Council may determine. The Council may, if it wishes, decide whether a report of the proceedings of any meeting, or any part of such report, may or may not be published.

Nations and Branches

46. Nations and Branches (hereafter referred to as Branches) of the Institute shall be created by the Council on geographic boundaries.

47. The Council may at its discretion upon receipt of a request to that effect from not less than five members resident in any district create a Branch in such district to further the objects of the Institute by holding meetings or otherwise.

48. The Council shall have power to dissolve a Branch.

49. Each Branch shall be constituted and its affairs shall be conducted in accordance with and subject to these Bylaws and in accordance with such rules and regulations and in such manner as may from time to time be approved by the Council. All honorary officers and the majority of the members other than honorary officers of any executive committee of each Branch shall be elected by members of that Branch from amongst members of the Institute.

50. Membership of a Branch shall be open to all members of the Institute whose recorded address is within the Branch boundaries without payment of any further fee in addition to that payable to the Institute by such a person in accordance with these Bylaws. A person shall ipso facto cease to be a member of a Branch on ceasing to be a member of the Institute.

51. The Council may contribute towards the formation and maintenance of a Branch from the general funds of the Institute. The Branch shall present its accounts annually or otherwise to the Council as the Council may require.

52. A Branch shall not, without the express prior authority of the Council, discuss with any outside body any matter of professional conduct or status.

Groups

53. Upon receipt of a request from not less than five members the Council may at its discretion create Groups to promote by holding meetings or otherwise the advancement and dissemination of knowledge.

54. Membership of a Group shall be open to all members of the Institute on payment of such further fees as the Council shall determine in addition to those payable to the Institute by such a person in accordance with these Bylaws.

55. Each Group shall be constituted and its affairs shall be conducted in accordance with and subject to these Bylaws, and in accordance with such rules and regulations and in such manner as may from time to time be approved by the Council. All honorary officers and the majority of the members other than honorary officers of any executive committee of each Group shall be elected by members of that Group from amongst the members of the Institute unless the Council otherwise determines.

56. The Group shall not discuss with an outside body on any matter whatsoever beyond those concerning arrangements for meetings or the supply of technical information for the benefit of the members of the Group, without the express prior authority of the Council.

Council

57. The management and control of the Institute shall be vested in the Council. Subject to Bylaw 58, only members shall be eligible for service on the Council. The Council shall be constituted as follows:

57.1 the President;

57.2 the President-elect, who shall serve as the Deputy President;

57.3 no fewer than three Vice-Presidents;

57.4 the Honorary Secretary;

57.5 the Honorary Treasurer;

57.6 ten Ordinary Members;

58. The Council may, if it considers fit, co-opt up to three members to ordinary membership of the Council to bring additional skills and capabilities on to the Council as required. A co-opted member of Council will have a term of office of one year and may only be co-opted under the same provision for a maximum term of three consecutive years.

59. All service on the Council shall be honorary and without remuneration except as provided for by Article 3 of the Charter. No salaried Executive Officer of the Institute

shall be eligible to serve on the Council in any capacity or within three years of leaving an executive post.

60. Any casual vacancy occurring on the Council may be filled by the Council. The name of a person selected to fill any casual vacancy shall be published for the information of members and such a person shall retain such office for so long as the member of Council he or she was appointed to replace would have retained such office were he or she to have remained in office.

61. For the purposes of measuring the length of service of members of Council, a year means the period commencing on the first day of October in each year and terminating on the following thirtieth day of September. Nevertheless, in reckoning the length of service on the Council of a member appointed to fill a casual vacancy in accordance with Bylaw 60 the length of such service shall if less than six months be ignored and if more than six months shall be reckoned as one year as hereinafter defined.

62. The term of office of members of Council shall be:

62.1 the President shall normally hold office for two years after having held office as President-elect for two years.

62.2 the Honorary Treasurer shall hold office for four years and shall be eligible for re-election for one further period of four years.

62.3 the Honorary Secretary shall hold office for four years and shall be eligible for re-election for one further period of four years.

62.4 Vice-Presidents shall hold office for four years.

62.5 Ordinary Members shall hold office for four years.

Members of Council shall not be eligible for re-election to the Council at any time during the year immediately after retirement from the Council.

63. Any cases of doubt or difficulty regarding eligibility for office or service on the Council or retirement therefrom shall be decided by the Council.

64. The office of a member of the Council shall be vacated in any of the following events, namely:

64.1 if the member becomes bankrupt or compounded with the member's creditors;

64.2 if the member is or may be suffering from mental disorder and either;

64.2.1 he or she is admitted to hospital in pursuance of an application for admission for treatment under the relevant mental health

legislation;

- 64.2.2 an Order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver or curator bonis or other person to exercise powers with respect to his or her property or affairs.
- 64.3 if the member resigns his or her office by giving written notice addressed to the Honorary Secretary and left at the office;
- 64.4 if the member has been convicted of any offence involving dishonesty or deception;
- 64.5 if the member ceases for any reason to be a member of the Institute;
- 64.6 if the member is removed from office by Resolution of the members in General Meeting.

Council Member nomination and election

65. By 1 March each year, a notice of vacancies arising to any one or more of the offices of President, President-elect, Vice-President, Honorary Treasurer and Honorary Secretary and ordinary member of the Council will be published by the Council. Any member may express an interest to Council by 1 April in the same year, indicating that they would like to be considered for the vacancy.. The Council shall pass all such expressions of interest or nominations to the Nominations Committee which shall then assess the candidates and use its best endeavours to select candidates with such skills and expertise as are necessary or desirable for the Council at the time of such election.

66. Not later than twenty-one days before the AGM, the Council shall send to each member a ballot paper in written or electronic form containing the names of all persons standing for election.

If the number of candidates nominated for any class of vacancy does not exceed the vacancies in that class, the candidates so nominated shall be deemed to be duly elected.

The ballot shall close not less than forty-eight hours before the AGM.

The result of the ballot shall be published for the information of members.

67. The form and content of ballot paper shall be such as the Council shall prescribe.

Any ballot paper found by the scrutineers to violate these provisions shall be cancelled.

68. Two or more scrutineers shall be chosen by the Council not later than seven days before the Annual General Meeting to be responsible for supervising the counting of ballot papers and the recording of results. In the event of a tie for any office, the scrutineers shall submit the names of the candidates so tying to the Chair of the meeting, who shall determine by casting vote which of such candidates shall be elected.

69. The persons elected, with the exception of co-opted members of the Council, shall take office on 1 October following their election. Co-opted members of Council shall take office immediately upon their appointment unless otherwise specified by Council.

Council meetings

70. The Council shall meet at least once each year and as often as the business of the Institute may require, and may adjourn and regulate its meetings as it thinks fit. Except as hereinafter provided meetings of the Council shall be convened by the Honorary Secretary. The President, any two Vice-Presidents or any three members of the Council may convene a meeting of the Council. At every meeting of the Council five shall constitute a quorum.

71. The continuing members of the Council may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below five the continuing members of the Council may act for the purpose of increasing the number of members of the Council to that number or of summoning a General Meeting of members, but for no other purpose.

72. The President shall preside at all meetings of the Council. In the absence of the President, a member of the Council chosen by the members of the Council present shall preside.

73. Subject to the Charter and these Bylaws questions arising at any meeting of the Council shall be determined by a majority of votes of the members of the Council present, each of whom shall have one vote. In case of equality of votes the Chair shall have a second or casting vote. Voting shall be by ballot if any two members of the Council present so demand.

Boards and committees

74. The Council may appoint boards, committees and ad hoc groups consisting of such persons as in its discretion it may decide and with such terms of reference and such powers as the Council may prescribe and may delegate such of its powers as it may think fit to any such board, committee or ad hoc group. Such boards, committees and ad hoc groups shall be constituted in accordance with and shall conform to the provisions of these Bylaws and shall be responsible to and make regular reports to the Council and all decisions taken by such boards, committees and ad hoc groups shall be subject to the confirmation by the Council unless the Council shall, otherwise

determine. Provided always that no Resolution of any meeting of a board, committee or ad hoc group, to which the Council has delegated any of its powers, shall have any effect or validity unless (a) a majority of the members present at the meeting and entitled to vote are members, or (b) such resolution is confirmed by the Council.

75. No acts done by the Council or any board, committee or ad hoc group appointed by the Council or by any person acting as a member of such shall be invalidated by reason only of any disqualification of or defect in the appointment of any member or members of the Council or such Committee.

Council powers

76. The Council shall cause minutes to be kept of the proceedings of General Meetings of the Institute, of meetings of the Council and of boards, committees and ad hoc groups appointed by the Council in accordance with Bylaw 74. Such minutes if purporting to be signed by the Chair of the meeting to which they relate or of the next succeeding meeting shall be prima facie evidence of the matters stated therein.

77. The Council shall direct and manage the property and affairs of the Institute and may exercise all such powers of the Institute as may be exercised by the Institute (including borrowing powers) subject nevertheless to the provisions of the Charter and of these Bylaws and to such regulations (not being inconsistent with the provisions of the Charter and these Bylaws) as may be prescribed by the Institute in General Meeting and in particular and subject as aforesaid may sell or dispose of or otherwise deal with any of the property or moneys of the Institute. The business of the Council shall be conducted in such manner as the Council may from time to time prescribe.

78. The Council may arrange to publish papers or documents in any manner which it may deem advisable when such publication is considered by the Council to be likely to further the objects of the Institute. Any person or persons whose contribution is published by the Institute shall, if so required, assign the copyright therein to the Institute. The manuscripts of all such papers shall belong to the Institute. All materials related to the submission and publication of such contributions shall also belong to the Institute.

79. The Council alone or jointly with other organisations may make such arrangements as it shall from time to time think fit, by the holding of examinations or otherwise, for the purpose of assessing the adequacy of the training, qualifications, knowledge, skill, experience and personal qualities of any candidate for admission to any class of membership, professional qualification for which it holds a licence or for the award of the designation of 'Chartered Physicist' and for the purpose of awarding any certificates or diplomas that may from time to time be authorised; and the Council shall prepare and publish regulations and may rescind, vary or add to any of the said regulations as it thinks fit.

80. The Council may remunerate examiners, assessors or other examination officials out of the general funds of the Institute.

81. Subject to such regulations and on payment of such fees (if any) as the Council may from time to time prescribe, the Council may issue to any member a diploma or certificate showing the grade of membership to which he or she belongs. Every such diploma or certificate shall remain the property of, and shall on demand be returned to, the Institute. Every such diploma or certificate if purporting to confer any status or qualification beyond the mere status of membership, either with or without a statement of the class of membership of the member to whom it relates, shall contain on its face a statement to the effect that it is not issued under or by virtue of any statutory or Government sanction or authority, but by the authority of the Institute only.

82. The Honorary Secretary shall be responsible to the Council for the administration and the coordination of the affairs of the Institute generally, except those relating to finance.

83. The Honorary Treasurer shall be responsible to the Council for the administration of the financial affairs of the Institute and for ensuring that proper accounts are kept in accordance with these Bylaws.

84. Every member of the Council and every Executive Officer of the Institute may at the absolute discretion of the Council be indemnified out of the funds of the Institute against all liability incurred by him or her as such member or Officer in defending any proceedings whether civil or criminal in which judgment has been given in his or her favour or in which he or she has been acquitted or in connection with any application by virtue of which relief has been granted to him or her by the Court.

85. Save as hereinafter provided the Council shall have exclusive power to appoint, remove and suspend the Executive Officers and to determine their powers and duties and decide what, if any, securities are to be taken from them, and to make such arrangements and enter into such agreements with them, or any of them, as the Council shall think fit, and to pay them such salaries and wages and such remuneration by way of pensions, gratuities or otherwise howsoever and to make such provision for and grant such pensions and gratuities to them after their retirement from the service of the Institute as the Council may think proper.

86. The Chief Executive Officer, as head of the Executive Officers of the Institute, will be responsible to the Council through the Honorary Secretary and Honorary Treasurer.

Seal

87. The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council as delegated to the Executive Officers from time to time.

Financial

88. The Council shall cause proper books of account to be kept in respect of all sums of money received and expended by the Institute and of the matters in respect of which such receipts and expenditure take place, all sales and purchase of goods by the Institute and the assets and liabilities of the Institute. Proper books of account shall not be deemed to be kept if they do not give a true and fair view of the state of the Institute's affairs and to explain its transactions.

89. The books of account shall always be open to the inspection of the members of the Council. The books and accounts of the Institute shall be kept at the office or at such other place or places as the Council shall think fit, and shall be open to inspection of members at such times during business hours, and subject to any such reasonable restrictions as to the time and manner of inspecting the same as may from time to time be laid down by the Council.

90. The Council shall at least once in every year cause to be prepared and placed before the Institute in General Meeting the income and expenditure account and balance sheet.

91. Every balance sheet shall be signed on behalf of the Council by two members thereof, and shall have attached to it a report by the Council with respect to the state of the Institute's affairs and the Auditors' report.

92. A copy of the income and expenditure account and balance sheet and the Council's and Auditors' reports shall not less than twenty-one clear days previously to the date of the meeting be sent to every member who is entitled to receive notice of General Meetings and to the Auditors.

93. Auditors of the Institute shall be appointed and their duties shall be regulated in accordance with the provisions of the Companies Acts 1985 and 1989, the members of the Council being treated as the Directors mentioned in those Acts.

94. The Institute shall have power to keep a proper working balance on current account at its bankers, and also to keep moneys on deposit account.

95. The Institute shall have the general power of investment provided under the legislation applying from time to time to charitable organisations.

Notice

96. A notice may be served by the Institute upon any member either:

- a) personally;
- b) by sending it through the post in a prepaid letter to the member's address;
or
- c) by giving it using electronic means to the member's address.

97. A notice of a meeting shall be deemed to be duly served forty-eight hours after the same shall have been posted or sent by electronic means and shall be exclusive of the day for which it is given and shall specify the place, the day and the hour of meeting and in case of special business the general nature of such business, and shall be given to all members in manner provided by these Bylaws. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive the same shall not invalidate the proceedings at that meeting.

98. Subject as aforesaid any notice sent to any member shall be deemed to have been duly served forty-eight hours after notice was dispatched from the Institute and in proving such service it shall be sufficient to prove that the notice was sent to an address provided for that purpose.