



At the Council Chamber, Whitehall

THE 27th DAY OF JANUARY 2022

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

The Privy Council has approved the amendments to the By-laws of The Royal Institute of Navigation set out in the Schedule to this Order.

Richard Tilbrook

SCHEDULE

AMENDMENTS TO THE BY-LAWS OF THE ROYAL INSTITUTE OF NAVIGATION

1. In By-law 1:

(i) in definition "Laws of The Institute" *delete* "affiliates" and *substitute* "Affiliates";

(ii) *delete* definition "Trustees" and its meaning and *substitute*:

"Trustees the President and such Members elected to Council in accordance with these By-Laws, all of whom shall, for the avoidance of doubt, duly be appointed as trustees of the Charity (and "Trustee" shall be construed accordingly);

(iii) *delete* definition "Council" and its meaning and *substitute*:

"Council the President and such persons as may be elected or co-opted in accordance with these By-Laws. For the avoidance of doubt, co-opted members of the Council shall not be trustees of the Charity";

(iv) after the definition of "year" and its meaning *insert* a new definition:

“Professionally registered members all members who are also qualified in the discipline of engineering and are recorded in the Engineering Council’s Register of Chartered, Incorporated and Technician Engineers.”;

- (v) after “context otherwise requires.” *delete* “References to the masculine gender shall include the feminine and neuter genders where the context so permits.”.

2. **Delete** By-laws 2 to 9 and **substitute**:

“Membership

- 2 Membership of The Institute is open to individuals who wish to further its Objects in accordance with these By-Laws.
- 3 Such persons as are admitted to membership in accordance with the provisions of these By-Laws shall be the Members of The Institute. There shall be no maximum number of Members. Membership of The Institute shall also be subject to such other conditions and criteria prescribed by these By-Laws or the Members’ Rules.
- 4 Admission to membership for new applicants shall be made by application to the Council in the manner prescribed by the Members’ Rules. The Council shall have the right to reject any application for membership and shall, on request, give reason for such refusal. The Council shall be obliged to reject any application for membership which does not meet any membership conditions or criteria prescribed by the Members’ Rules.
- 5 All persons applying for membership of The Institute shall, if required by the Council, sign a declaration of their desire to further the Objects and interests of The Institute and sign an undertaking to abide by the Laws of The Institute for the time being regulating The Institute and to treat all private communications which may be made to them by or on behalf of The Institute as confidential.
- 6 Membership of The Institute shall not be transferable and shall take effect for all purposes at such time as the relevant Member’s name shall be entered in The Institute’s Register of Members.
- 7 The categories of membership are:
 - a. Honorary Fellows - distinguished persons upon whom the Council sees fit to confer an honorary distinction. Honorary Fellows may use the postnominal letters Hon FRIN.
 - b. Fellows – members, normally of at least three years’ standing, who in the opinion of the Council demonstrate a valuable contribution to positioning, navigation and timing or to the Institute, or in furtherance of the Institute’s

objectives. Candidates for Fellowship will normally be nominated by two Fellows of The Institute. Fellows may use the postnominal letters FRIN.

- c. Associate Fellows - persons, normally with at least 10 years' professional or post-graduate experience, who satisfy the Council of peer-recognised expertise in navigation or related fields. Associate Fellows may use the postnominal letters AFRIN.
- d. Ordinary Members - persons who satisfy the Council that they are established, specialist or competent in navigation or related field(s). Members may use the postnominal letters MRIN.
- e. Associate Members – persons who satisfy the Council of experience, competency or qualification, with an interest in advancement of navigation. Associate Members may use the postnominal letters AMRIN.

8 The rights and privileges of each category of membership shall be:

- a. Honorary Fellows, Fellows, Associate Fellows, Ordinary Members and Associate Members shall enjoy the full privileges of The Institute, which include the right to receive the publications specified in the Members' Rules and to vote at general meetings.”.

3. **Renumber** By-laws 10 to 123 as By-laws 9 to 122.

4. **Delete** By-law 10 as renumbered and **substitute**:

“10. Provided always that affiliates shall not be Members of The Institute and shall not have any form of voting rights.”.

5. In By-law 15 as renumbered after “to that effect” **delete** “before the date prescribed by the Members' Rules”.

6. **Delete** By-law 16 as renumbered and **substitute**:

“16. The election of a Member is void if their first subscription is not paid within three months of the date on which they were notified of their election. The Council may extend this period in exceptional circumstances.”.

7. In By-law 17 as renumbered **delete** “his” and **substitute** “their”.

8. In By-law 19 as renumbered:

- (i) in paragraph (a) after “to resign” **delete** “before the date prescribed by the Members' Rules”;

- (ii) in paragraph (d) *delete* “before the date prescribed by the Members’ Rules”.
9. In By-law 21 as renumbered:
- (i) *delete* paragraph (e) and *substitute*:
“(e) being liable for any other act or conduct prejudicial to the interests or reputation of The Institute”;
 - (ii) *delete* paragraph (f).
10. In By-law 22 as renumbered *delete* “last”.
11. *Delete* By-law 25 as renumbered and *substitute*:
“25. An annual general meeting and any extraordinary general meeting shall be called by at least twenty one clear days’ notice in writing. Notice of every general meeting shall be given to every Voting Member and to the auditors for the time being of The Institute. Notice shall also be given to Affiliates and to other persons or organisations as the Council may from time to time determine.”.
12. In By-law 31 as renumbered *delete* “a summary financial statement which complies with By-Law 35”.
13. *Delete* By-law 32 as renumbered and *substitute*:
“32. Every notice calling a meeting of The Institute shall be accompanied by a form of proxy or by details of electronic voting. Except that The Institute shall not be obliged to send forms of proxy or electronic voting to the Members for use at any adjourned meeting.”.
14. In By-law 35 as renumbered after “personally present” *insert* “, or present by electronic means in the event of a virtual meeting,”.
15. *Delete* By-law 36 as renumbered and *substitute*:
“36. Each resolution shall be decided on a show of hands or on a poll or as may be prescribed by the Chair of the meeting.”.
16. *Delete* By-law 39 as renumbered and *substitute*:
“39. Subject to these By-Laws, every Individual Member of The Institute shall have one vote. Votes may be given on a poll either personally or by proxy or by electronic means. On a show of hands a member may only vote if present in person. A proxy

must be a Member of The Institute. Electronic voting will include a suitable mechanism to ensure the member personally is voting.”.

17. In By-law 43 as renumbered after “on a poll” *insert* “or on an electronic vote”.
18. In By-law 47 as renumbered paragraph (b) *insert* “the means by which voting may be conducted, including by electronic means and”.
19. *Delete* By-law 49 as renumbered and its heading.
20. In By-laws 52 and 54 as renumbered *delete* “coopted” and *substitute* “co-opted” wherever it occurs.
21. *Delete* By-law 57 as renumbered and *substitute*:

“57. Membership of the Council shall be vacated by any member if they cease to be a Member of The Institute, or if, by notice in writing, they resign their office, or in any other circumstances prescribed by the Members’ Rules.”.
22. In By-laws 66 and 74 as renumbered *delete* “he is” and *substitute* “they are” wherever it occurs.
23. In By-law 68 as renumbered after “shall have one vote” *insert* “on each matter that is being put to the vote”.
24. In By-law 73 as renumbered *delete* “prescribed by the Rules” and *substitute* “, provided that the President or committee Chairman as the case may be has certified that the matter is of such urgency that it cannot be dealt with in any other way”.
25. In By-law 100 as renumbered:
 - (i) *delete* “or informs” and *substitute* “or has not informed”;
 - (ii) after “communication would” *insert* “not”.
26. In By-law 103 as renumbered *delete* “his” and *substitute* “their”.
27. In By-laws 110 and 113 as renumbered *delete* “absolute” wherever it occurs.
28. *Delete* By-law 115 as renumbered and *substitute*:

“115. The Institute shall maintain a record of its professionally registered members as part of its Register of Members, and such record shall be reconciled regularly with the Engineering Council’s Register of qualified engineers.”.