



At the Council Chamber, Whitehall

THE 16th DAY OF MARCH 2022

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

The Privy Council has approved the revised Bylaws of the Institute of Chartered Foresters as set out in the Schedule to this Order.

Richard Tilbrook

SCHEDULE

REVISED BYLAWS OF THE INSTITUTE OF CHARTERED FORESTERS

THE SECOND SCHEDULE

THE BYLAWS OF THE INSTITUTE

INTRODUCTION

1. In these Bylaws and Regulations “the Charter” means the Charter to which these Bylaws are annexed as amended or added to from time to time and all Supplemental Charters for the time being in force and “the Institute” means the Institute of Chartered Foresters constituted by the Charter.
2. The following words and expressions used in these Bylaws and Regulations shall, unless inconsistent with the subject or context, have the following meanings:

The former Association

The unincorporated association established on 5 August 1926 now bearing the name “The Institute of Foresters” and the members thereof of all grades.

Forestry

Shall include all aspects of the science, economics, conservation, amenity and art of establishing, cultivating, protecting, managing, harvesting and marketing forests, woodlands, trees, timber and wood.

The Council

The Council of the Institute.

The Honorary Officers

The President and Vice-President of the Institute.

Fellows

The Fellows of the Institute.

Honorary Fellows

The Honorary Fellows of the Institute.

Professional Members

The Professional Members of the Institute.

Corporate Members

Chartered Members and Technical Members.

Non-Corporate Members

The members of the Institute other than and excluding the Corporate Members.

Chartered Members

The Fellows and Professional Members.

Non-Chartered Members

The members of the Institute other than and excluding the Chartered Members.

The Members

Corporate Members and Non-Corporate Members.

Executive Director

Any person appointed to perform the duties of Executive Director, whether temporarily or otherwise.

The Secretary

Any person appointed to perform the duties of Secretary of the Institute, whether temporarily or otherwise. The Executive Director can be appointed to perform any of the duties of the Secretary.

Salaried Staff

Staff being appointed by or under the direction of the Executive Director.

Regulations

All the Regulations made by the Council as provided by the Charter and Bylaws for the time being in force.

Month

Calendar month.

In writing

A reference to writing or written includes references to any method of representing or reproducing words in a legible and non-transitory form whether sent or supplied in electronic form or otherwise.

A document or information is sent or supplied in hard copy form if it is sent or supplied in a paper copy or similar form capable of being read.
References to hard copy have a corresponding meaning.

A document or information is sent or supplied in electronic form if it is sent or supplied—

- (a) by electronic means, or
- (b) by any other means while in an electronic form.

References to electronic copy have a corresponding meaning.

A document or information is sent or supplied by electronic means if it is—

- (a) sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and
- (b) entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.

A document or information authorised or required to be sent or supplied in electronic form must be sent or supplied in a form, and by a means, that the sender or supplier reasonably considers will enable the recipient—

- (a) to read it, and
- (b) to retain a copy of it.

Laws of the Institute

The Charter, these Bylaws, the Regulations and all rules made in accordance with the provisions of the Charter, these Bylaws and the Regulations.

Meetings

(a) a meeting convened and held in any manner permitted by these Bylaws, including a general meeting at which any of those entitled to be present attend and participate by electronic means, and such persons shall be deemed to be present at that meeting for all purposes of these Bylaws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly; and

(b) shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.

Participating

References to a person's participation in the business of a meeting include without limitation and as relevant the right to speak, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by these Bylaws to be made available at the meeting, and participate and participating in the business of a meeting shall be construed accordingly.

Nothing in these Bylaws precludes the holding and conducting of a general meeting in such a way that persons may attend and participate in it in person or by electronic means.

Present

Means present in person or present by electronic means.

Personally present

Means present but not represented by proxy

Electronic means

Includes, without limitation, website addresses and conference call systems, and any device, system, procedure, method or other facility whatsoever providing an electronic means of attendance at or participation in (or both attendance at and participation in) a meeting

Words importing the singular number shall include the plural number and vice versa.

Words importing persons shall include corporations and firms and other unincorporated bodies or associations.

Words importing the masculine gender only shall include the feminine gender and where the context admits the neuter gender.

Any reference to the making of a Bylaw, Regulation or rule thereunder shall include a reference to the amending of a Bylaw, Regulation or rule already made.

Headings are inserted for convenience only and shall not affect the meaning of these Bylaws nor of the Regulations.

3. Any words and terms which may be defined by the Charter shall, unless the context otherwise requires, have a corresponding meaning in these Bylaws and the Regulations.

MEMBERSHIP

4.
 - a. There shall be two classes of membership of the Institute, namely Corporate Members and Non-Corporate Members.
 - b. Corporate Members shall comprise the Fellows, Professional Members and Technical Members who alone shall have the right to vote on matters concerning the conduct of the affairs of the Institute. Non-Corporate Members shall comprise the Honorary Fellows, Associates, Students, Supporters and Corporate Supporters.
5. A Register shall be kept by or under the control of the Council containing the names of all the members of the Institute showing the grade to which each belongs and giving their last known address.

CORPORATE MEMBERS

FELLOWS

6. Any person who possesses such academic qualifications as are necessary to enable him or her to become an Professional Member, is accepted by the Council as having reached the required standard in either learned or professional accomplishment, has established to the satisfaction of the Council that they have enjoyed at least ten years' experience in the United Kingdom or elsewhere if considered by the Council to be appropriate in the practice of forestry in a professional capacity or in a branch of science having a direct bearing on forestry and has been an Professional Member for at least five years may be admitted as a Fellow by resolution of the Council.

PROFESSIONAL MEMBERS

7. Any person may be admitted as a Professional Member by resolution of the Council who has had a minimum of two years' experience in the United Kingdom or elsewhere if considered by the Council to be appropriate in the practice of forestry in a professional capacity, or in some branch of science having a direct bearing on forestry, and who has passed the appropriate examination conducted by the Council.

TECHNICAL MEMBERS

8. Any person engaged in forestry in the United Kingdom or elsewhere if considered by the Council to be appropriate and possesses a qualification or experience of forestry in a technical capacity or is considered by the Council to be otherwise suitably qualified may be admitted as a Technical Member of the Institute by resolution of the Council.

TITLES AND DESCRIPTIONS OF CORPORATE MEMBERS

9. Only Fellows and Professional Members may be known as Chartered Foresters or Chartered Arboriculturists.
10. A Fellow shall be entitled to describe themselves as a Fellow of the Institute of Chartered Foresters and to use after their name the initials "FICFor".
11. A Professional Member shall be entitled to describe themselves as a Member of the Institute of Chartered Foresters and to use after their name the initials "MICFor".
12. A Technical Member shall be entitled to describe themselves as a Member of the Institute of Chartered Foresters and to use after their name the initials TechICFor.
13. No Corporate Member shall adopt or describe themselves by any description or abbreviation to indicate the grade of membership of the Institute to which they belong other than as is provided in this Bylaw.

NON-CORPORATE MEMBERS

14. A Non-Corporate Member shall not adopt or describe themselves by any abbreviated title nor use the title Chartered Forester or Chartered Arboriculturist but they may use their grade title in full orally or in writing.

HONORARY FELLOWS

15. The Council shall have the power by resolution to elect a person to be an Honorary Fellow in recognition of notable service to the advancement of forestry knowledge or for any other reason consistent with the objects of the Institute. Honorary Fellows shall enjoy such privileges as may from time to time be determined by the Council and shall not as such be liable to pay any annual subscription.

ASSOCIATES

16. Any person engaged in forestry in the United Kingdom or elsewhere if considered by the Council to be appropriate, not being eligible to become a Professional Member, who is desirous of becoming a Professional Member and either:
 - a. possesses a qualification in forestry approved by the Council; or
 - b. is studying at a university, college or other institution approved by the Council and intends to qualify with a degree or diploma in forestry or a degree in a branch of science connected with forestry; or
 - c. is considered by the Council to be otherwise suitably qualified

may be admitted as an Associate of the Institute by resolution of the Council.

17. Regulations may prescribe the length of time during which an Associate who has failed to qualify as a Professional Member in accordance with these Bylaws may remain an Associate.

STUDENTS

18. Any person who is enrolled for a full-time or part-time course of education and training in forestry approved by the Council may be admitted as a Student by resolution of the Council.

SUPPORTERS

19. Any person who is not eligible for any other grades of membership but is desirous of promoting the objects of the Institute may be admitted as a Supporter by resolution of the Council.

CORPORATE SUPPORTERS

20. Any Association, organisation or other body corporate which is connected with forestry and is desirous of promoting the objects of the Institute may be admitted as a Corporate Supporter by resolution of the Council.
21. There shall be two categories of Corporate Supporter - Commercial and Non-Commercial. The Council shall determine into which category an applicant to be admitted to membership of the Institute as Corporate Supporter shall fall.

ELECTION TO FELLOWSHIP IN EXCEPTIONAL CIRCUMSTANCES

22. Notwithstanding the provisions of these Bylaws, the Council may by resolution elect a Professional Member to Fellowship in cases of exceptional merit; provided that the number of such Fellows shall not at any time exceed ten.

GENERAL

23. The Council shall in all cases have absolute discretion in deciding whether any person shall or shall not be admitted to membership of the Institute. Any person whose application for membership is refused shall be entitled to receive a statement in writing of the reason or reasons for the decision.
24. The rights of any member shall be personal and shall not be transferable.
25. A person shall continue to be a member only for so long as they shall comply with such conditions of and qualifications for membership as shall for the time being be prescribed by or in accordance with these Bylaws, and every member shall be bound:
 - a. to pay such annual subscription appropriate to their particular grade of membership as shall from time to time be prescribed by or in accordance with these Bylaws;
 - b. to observe the provisions of the Laws of the Institute for the time being in force.
26. Regulations shall prescribe the procedure to be adopted for the admission or re-admission of persons to each grade of membership or on transfer from one grade of membership to another and for the termination of membership and may impose such other requirements as to the observance of the Laws of the Institute and adherence to the proper standards and practices of the profession of forester as may be thought appropriate.

PROFESSIONAL CONDUCT

27. Every member shall at all times so order their conduct as to uphold the integrity and reputation of the profession of forestry and to safeguard the public interest in matters of safety and health and otherwise. Every member shall exercise their professional skill

and judgment to the best of their ability and discharge their professional responsibilities with integrity.

REMOVAL FROM MEMBERSHIP

28. Subject to the Regulations, a member may be removed from membership if found guilty of a disciplinary offence. The procedure for dealing with complaints against members shall be specified in Regulations. Such procedure shall include the right to a fair hearing, the right to representation, and a right of appeal.
29. For the avoidance of doubt, the membership of any member of the Institute who shall have failed to pay the annual subscription appropriate to their grade of membership, and/or any administration fees payable by such member, shall lapse in accordance with the Regulations of the Institute and the provisions of this Bylaw shall not, unless the Council expressly resolve otherwise, apply to any such member.

SUBSCRIPTIONS

30. The annual subscription and any administration fees payable by members shall be set by the Council from time to time by means of a resolution in that behalf passed at any meeting of the Council and confirmed by a Special Resolution duly passed at a General Meeting of the Institute held not less than one month and not more than four months after the date of the relevant meeting of the Council.
 - a. Save in the case of a Corporate Supporter, a member of any grade who satisfies the Council that they have retired from regular employment, or is taking an unpaid career break of not less than one calendar year, may pay an annual subscription of less amount than the subscription rate applicable at that time. The amount of such reduced subscriptions shall be determined by Regulations.
 - b. The Council may in its absolute discretion reduce or waive the annual subscription of a member of any grade in a case of hardship.
31. The Council may from time to time by a resolution in that behalf passed at any meeting of the Council and confirmed by a Special Resolution duly passed at a General Meeting of the Institute as aforesaid alter, reduce or waive all or any of the subscriptions and/or any administration fees payable by members in accordance with the Bylaws and Regulations of the Institute.

HONORARY OFFICERS

32. The Honorary Officers of the Institute shall be a President and a Vice-President, both of whom shall be Fellows.
33. The first President, Vice-President and Editor or Editors of the Institute's Journal named in the First Schedule to the Charter shall continue in office until the close of the first Annual General Meeting of the Institute to be held after these Bylaws shall come

into effect and shall (subject to the provisions of Regulations) be eligible for re-election.

34. The successors to the said first President and Vice-President shall be elected by the members at the Annual General Meeting of the Institute in accordance with the provisions of the Regulations and they shall continue in office for a period of two years until the close of the Annual General Meeting on the second year after their election and shall (subject to the provisions of the Regulations) be eligible for re-election.
35. In the event of a casual vacancy occurring in any one of the honorary offices of the Institute, such vacancy may be filled by the Council until the close of the Annual General Meeting next following such casual vacancy. Regulations may prescribe the manner in which such casual vacancies may be filled.

THE COUNCIL

CONSTITUTION OF THE COUNCIL

36. The business of the Institute shall be managed by a Council and, subject to the Laws of the Institute, the Council shall have sole control in all matters relating to the management and organisation of the Institute.
37. The Council shall consist of the President and Vice-President, both of whom shall be ex officio members, together with such number of Corporate Members not exceeding twelve and not less than four in number as may be prescribed by Regulations.
38. Regulations may prescribe the qualifications to be possessed by all or any of the persons to be eligible for election to the Council; the method by which the election shall be made and which members of any grade shall be entitled to participate in the election of which candidates for membership of the Council; provided that such Regulations shall always provide that every member entitled to vote at General Meetings shall be entitled to vote for at least one candidate for membership of the Council.
39. Regulations may authorise the Council to co-opt such number of additional or honorary members of the Council (who need not be Members) upon such terms as may be specified in such Regulations.
40. All service on the council shall be honorary and without remuneration, save that members of the Council shall be entitled to be reimbursed out of the funds of the Institute their reasonable expenses incurred in carrying out their duties as members of the Council, including expenses of travelling to and from and attending at meetings of the Council. No member of the salaried staff of the Institute shall be eligible to become a member of the Council.
41. The period of membership of each member of the Council (other than an ex officio or co-opted member) shall be determined by or in accordance with Regulations save that no such period of office shall exceed four consecutive years nor commence within two

years of a previous period of office. Notwithstanding anything in these Bylaws, the members in General Meeting may by simple majority pass a resolution of which notice has been given in accordance with Bylaw 72, removing any member of the Council from their membership of the Council before the expiration of his or her period of office. There shall further be power by Regulations to determine the circumstances in which a member of the Council shall vacate their membership otherwise than by reason of the expiration of the term of their membership and the manner in which any casual vacancy occurring amongst the members of the Council may be filled.

PROCEEDINGS AND POWERS OF THE COUNCIL

42. The proceedings of each meeting of the Council including the period of notice to be given to members of the Council; the person to act as Chair at meetings of the Council; voting rights at such meetings, and all other questions incidental thereto shall be determined by or in accordance with Regulations. Three members of the Council shall constitute a quorum of a meeting of the Council.
43. The Council shall have the following powers:
 - a. to make Regulations;
 - b. to admit persons to any grade of membership of the Institute and to transfer members from one such grade to another;
 - c. to maintain specialised registers of those Corporate Members qualified by training and experience to advise in specific fields, and to determine the method by which individuals qualify for inclusion on such registers;
 - d. to provide arrangements whereby persons or organisations may become associated or affiliated with the work of the Institute;
 - e. to appoint persons to represent the Institute on examining and other bodies;
 - f. to establish and maintain in any country or part of the world in which the Institute carries on its activities a regional register of members resident in such country or part of the world;
 - g. to arrange for the grant of diplomas, certificates and awards and for the participation in any scheme for the grant thereof jointly with other professional bodies;
 - h. to determine the remuneration of the auditor or auditors;
 - i. to accept transfers of all or any part of the property, assets, liabilities and engagements of the former Association;
 - j. to govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of the Institute and for that purpose to engage

professional or other assistance, to appoint bankers and any other officers or agents whom it may deem expedient to appoint and to pay such reasonable fees or remuneration as it may think fit;

- k. to invest any moneys belonging to the Institute in accordance with the provisions of the Charities and Trustee Investment (Scotland) Act 2005 and any statutory modification or re-enactment thereof for the time being in force, or in the purchase of freehold or leasehold property in the United Kingdom, including rents, provided that as regards leasehold property the term thereof shall have at least sixty years to run;
- l. to sell, buy, let, exchange, lease and accept leases of real and personal property on behalf of the Institute;
- m. to provide and maintain the buildings and premises of the Institute and to acquire and maintain furniture, apparatus and other means necessary for carrying on the work of the Institute;
- n. to borrow money on behalf of the Institute and for that purpose if the Council thinks fit to mortgage or charge all or any part of the property of the Institute whether real or personal and to give such other security, whether upon real or personal property or otherwise, as the Council shall think fit;
- o. to engage, determine the conditions of service of and discharge employees of the Institute and to provide for the welfare of and make provision for schemes of insurance, superannuation, pensions, retirement benefits, gratuities or benevolent arrangements for all such employees and former employees of the Institute and their dependants and relations;
- p. to have the custody and use of the Seal of the Institute;
- q. to exercise any power which shall have been conferred upon or be exercisable by the Institute and which shall not by the Laws of the Institute have been assigned to the members.

REGIONAL GROUPS

- 44. The Council shall have power to establish and dissolve Regional Groups of the Institute consisting of members in such places as the Council may think fit and may make and impose rules and regulations for the administrations and government and for the purpose of defining the powers and duties of Regional Groups.

DELEGATION TO COMMITTEES OF THE COUNCIL, HONORARY OFFICERS AND STAFF

- 45. The Council may appoint and remove committees and other groups, which shall have such composition, such terms of reference and such powers as the Council may prescribe. These committees and other groups shall be responsible to and shall make

regular reports to the Council and all decisions taken by such committees and other groups shall be subject to confirmation by the Council unless the Council shall otherwise determine.

46. The Council may delegate or assign any of its powers as it may think fit (other than the power to make Regulations) to any such Committee and / or other group and / or Honorary Officer and / or member of salaried staff and / or other persons with suitable expertise.
47. The Council may also delegate or assign to the Honorary Officers or Executive Director such powers, tasks and duties as the Council may from time to time determine.

STAFF

48. There shall be an Executive Director of the Institute, who shall be appointed by the Council. They may be removed from their office and their appointment terminated by the Council at a meeting convened with express notice that the question of their appointment shall require a resolution passed by not less than three-fourths of the members of the Council present and voting at a meeting of the Council, at which meeting a quorum of the Council shall be present.
49. The Executive Director shall, under the oversight of the Council, be responsible for the operational running of the Institute and shall have such other powers and duties as may be vested in them by Regulations.
50. Notwithstanding any provision in these Bylaws, a member (or in the case of a member which is a Corporate Supporter, the duly authorised representative of such member) shall not be disqualified from holding the office of Executive Director or from being a member of the salaried staff of the Institute by reason only of membership of the Institute or being the duly authorised representative of such Corporate Supporter.
51. The Executive Director shall have power to appoint such other staff as they shall consider fit and to prescribe their duties and the terms of their service.

INDEMNITY

52. The Honorary Officers, the members of the Council, the members of Council Committees and other groups established by the Council and the salaried staff of the Institute shall be indemnified out of the funds of the Institute against any expenses or liability incurred by them in or about the discharge of their respective duties. No Honorary Officer, member of the Council, member of Council Committees and other groups established by the Council or member of the salaried staff of the Institute shall be liable for any act other than their own or for signing any receipt or other document or doing any other act, or for any loss or expense which may happen to the Institute, otherwise than through their own wilful act or default.

FINANCE

53. The funds of the Institute shall, in accordance with the Charter, be applied wholly with the view to the promotion of the objects of the Institute. The administration of all funds of the Institute shall be subject to the oversight of the Council.
54. The Council shall have power to prescribe the persons which shall have power to give receipts for money and to sign cheques and to enter into contracts and to impose liabilities upon the Institute and to pledge the credit of the Institute.
55. The Council shall likewise have power by Regulations to determine that a Reserve Fund shall be created for the purpose of providing against losses on leasehold or other properties subject to depreciation or to meet claims on or liabilities of the Institute or to be used as a sinking fund to pay off encumbrances of the Institute or for any other purpose of the Institute which the Council shall think appropriate.

ACCOUNTS

56. The Council shall cause to be kept proper books of account with respect to all sums of money received and expended by the Institute and the matters in respect of which the receipt and expenditure take place, all sales and purchases of goods and services by the Institute and the assets and liabilities of the Institute. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Institute's affairs and to explain its transactions.
57. The books of account shall be kept in such a place as the Executive Director shall determine and shall be open to inspection by members of the Council during normal business hours.
58. The accounts of the Institute complying with such requirement as to their form and content as may be prescribed by law shall be prepared each year and having been approved by the Council and found to be correct by an auditor or auditors shall subject to the requirements of the law be laid before the next Annual General Meeting.

AUDIT

59. The members in General Meeting shall appoint an auditor or auditors. The appointment, power and duties of the auditor shall be regulated as nearly as may be, and with the necessary modifications, in accordance with the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force. No person shall be appointed auditor who shall be or any of whose partners shall be a member of the Council or the staff of the Institute.
60. The auditor or auditors shall receive such remuneration as may be determined by the Council.

ANNUAL GENERAL MEETINGS

61. An Annual General Meeting of members shall be held once in every calendar year at such time and place(s), including partly or wholly by electronic means, as may be determined by the Council. Not more than fifteen months shall elapse between Annual General Meetings.
62. The business of the Annual General Meeting shall be:
 - a. to receive and consider the report of the Council and the accounts of the Institute for the previous financial year;
 - b. to elect the Honorary Officers and members of the Council;
 - c. to appoint, or re-appoint or remove an auditor or auditors; and
 - d. to transact any other business introduced by the Council which under the Laws of the Institute is capable of being transacted at an Annual General Meeting.
63. If any member has any proposals or any matter which they wish to make or bring before an Annual General Meeting they shall give thirty days written notice thereof to the Secretary.

EXTRAORDINARY GENERAL MEETINGS

64. A General Meeting of the Institute other than an Annual General Meeting may be convened at any time by the Secretary on the instructions of the Council, and shall be so convened within two months of the receipt of a written requisition, signed by not less than 3% of all Corporate Members of whom at least 40% must be Fellows, stating fully the objects of the meeting and deposited at the office of the Secretary. Such requisition may consist of several documents in like form. If no such General Meeting has been convened within two months of the requisition as aforesaid a General Meeting may be convened by the requisition in the same manner as nearly as possible as that in which General Meetings are convened by Council, but so that any such General Meeting shall be convened not later than three months after the expiration of the aforesaid period of two months.

GENERAL MEETINGS HELD IN MORE THAN ONE LOCATION OR BY ELECTRONIC MEANS

65. The Council can, from time to time, and in its absolute discretion, make such arrangements as it sees fit in connection with the organisation and administration of any general meeting.
66. Such arrangements can govern admission to the meeting, or admission to a particular location from which members, the Secretary, the Executive Director participate in the meeting, and can provide for participation in the meeting to be at more than one place and/or for the meeting to be held by electronic means.

67. Any such arrangements can only be made on the basis that they are intended to be fair and equitable as between all members and proxies otherwise entitled to attend the meeting.
68. The entitlement of any member or proxy to attend a general meeting, or to participate in it as a particular place, are subject to such arrangements under Bylaw 63 as may for the time being in force and are stated in the notice of meeting to apply to that meeting.
69. In the case of a general meeting where the Council determines at their absolute discretion that participation in the meeting is to be possible at more than one place and / or by electronic means:
 - a) The Council may determine that a general meeting is to be held at a principal place and/or subsidiary places, in which case, the Council must direct that the meeting is to be held at a place specified in the notice ('the principal place') at which the person chairing the meeting is to preside, and also make provision for participation in the meeting at other places ('the subsidiary places') by members and proxies;
 - b) The Council may determine that a general meeting is to be held at a principal place and/or subsidiary places and/or by electronic means (a 'hybrid meeting'), in which case, the Council must direct that the meeting is to be held at a place specified in the notice ('the principal place') at which the person chairing the meeting is to preside, and also make provision for participation in the meeting at other places ('the subsidiary places') by members and proxies;
 - c) The Council may determine that a general meeting is to be held by electronic means only, in which case, the Council must direct that the principal place of the meeting is deemed to be the Registered Office of the institute;
 - d) The Council is to cause arrangements to be made to ensure that all persons attending the meeting (in whatever place) are able to participate (if entitled to do so) in the business of the meeting and are able to see and hear anyone else attending the meeting while that person is addressing the meeting; and
 - e) The arrangements under this Bylaw 69a) regarding attendance at the meeting may provide for admission to the subsidiary places as well as the principal place and by electronic means so that (so far as possible) any members and proxies entitled to attend the meeting are able to do so in at least one of those places.
70. For the purposes of all other provisions of these bylaws (including quorum bylaw) any meeting which is held at a principal place and one or more subsidiary places and / or by electronic means is to be treated as being held and taking place at the principal place and as attended by members and duly appointed proxies who are present at the principal place or at one of the subsidiary places or by electronic means.

71. Without prejudice to bylaw 77, a failure (for any reason) of communication equipment or any other failure in the arrangements for participation in the meeting at more than one place and / or electronic means, does not affect the validity of the meeting at the principal place, or any business conducted there, or any action taken as a result. The Council can allow the proceedings of a meeting or any part of it, to be viewed elsewhere, whether by a televisual link or by any other means, including electronic means, but any such viewing by any person is not to be taken to be participation in the meeting or form part of, or in any way affect the business of, the meeting in question.

PROCEDURE AT GENERAL MEETINGS

72. Any Special Resolution (as defined by the Charter) and any resolution proposed in accordance with Bylaw 41 which shall be proposed for consideration by the members may be so considered either at an Annual General Meeting of the Institute or at some other General Meeting. In each case notice of the intention to propose such Special Resolution or resolution shall be given to the Secretary in such manner and at such time as may be prescribed by Regulations and to the members at the time when notice of the Meeting is given to the members.
73. All members shall be entitled to receive notice of and to attend any General Meeting of the Institute but no member other than Corporate Members shall be entitled to vote at any such General Meeting. No Corporate Member shall be entitled to vote thereat if on the date of such General Meeting their subscription is in arrears and has been for a period exceeding three months, provided always that notice has been served on such member in accordance with the Regulations of the Institute.
74. A Corporate Supporter may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any General Meeting of the Institute, and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporate Supporter which they represent as such Corporate Supporter could exercise if it were an individual member.
75. No business shall be transacted at any General Meeting (other than the adjournment thereof) unless a quorum of members is present at the time when the Meeting proceeds to business. Twenty Corporate Members personally present and entitled to vote shall constitute a quorum except where a meeting which was either an Annual General Meeting or was convened on the instructions of the Council is required to be adjourned by reason of the absence of a quorum, in which case the Corporate Members present at the adjourned Meeting shall be a quorum.
76. Subject to the Charter and these Bylaws the following matters relative to General Meetings shall be prescribed and regulated by Regulations:
- a. security arrangements;
 - b. the appointment of a Chair of each meeting;
 - c. the circumstances in which and the means by which a meeting may be adjourned;
 - d. the period, which shall be not less than twenty-one days, and form of notice of every meeting to be given to each member entitled to attend thereat;

- e. voting.
77. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any member, or the attendance and voting at any meeting of any person subsequently found not to have been entitled so to attend and vote, and any other defect in the convening, calling and conduct of the meeting shall not invalidate the proceeding thereat.

NOTICES

78. A notice may be served by the Institute upon any member:
- a. Personally,
 - b. By sending it (stamped) to them at their registered address, or to any other address they have given to the Institute for this purpose, or
 - c. By electronic means to any number or address they have given to the Institute for this purpose.
79. Only members having notified the Institute of an address or number in the United Kingdom shall be entitled to have notices served upon them.
80. Any notice required to be given by the Institute to the members or any of them and not expressly provided for by or in accordance with these Bylaws shall be sufficiently given if advertised in such manner as may be determined by Regulations.
81. Any notice sent by post shall be deemed to have been served seven days after it was posted. Any notice sent by electronic means shall be deemed to have been served the next day.
82. To prove that a document was served by post, it is sufficient to prove that it was properly stamped, addressed and posted.
83. To prove that a document was served by electronic means, it is sufficient to prove that the communication was addressed to the most recent electronic address supplied by the member and that it was sent by electronic means to that address and was not automatically returned as undelivered.
84. The signature to any notice to be given by the Institute may be written or printed.
85. Every notice or application to the Council or to the Secretary, except where otherwise specifically provided by or in accordance with the Laws of the Institute, shall be deemed to be sufficiently given or made if the same be signed by the persons giving or making the same, and be delivered to the Secretary personally or be left at the office of the Institute addressed to him or her within normal working hours on any day, except a Saturday, Sunday or public holiday, or be forwarded to him or her at the office of the Institute by post prepaid, and every person giving or making such notice or application shall be entitled to require acknowledgement by the Secretary of the receipt of such notice or application.

86. Notice of any General Meeting of the Institute shall be given in any manner provided by Regulations to:
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied the Institute with an address in the United Kingdom for the giving of notices to them;
 - (b) the auditor or auditors for the time being of the Institute.

No other person shall be entitled to receive notices of or to attend General Meetings.

REGULATIONS

87. The Council shall make and from time to time revoke, amend or add to Regulations for the purposes specified in the Bylaws and for such other purposes as the Council may determine and shall publish such Regulations.
88. No Regulation shall be inconsistent with the Charter or with these Bylaws.