REVISED DRAFT REGULATIONS (18 July 2016)

THE REGULATIONS OF THE LANDSCAPE INSTITUTE

as amended on [ ] 2016

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Landscape Institute
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1. INTERPRETATION

1.1 The terms used in these Regulations shall have the meanings given to them in the By-Laws.

1.2 In addition, the following words and expressions used only in these Regulations shall have the following meanings:

'**Academic Members**'	Academic members, being Corporate Members admitted in accordance with Regulation 2.4.
'**Academic Fellows**'	Academic fellows, being Corporate Members admitted in accordance with Regulation 2.5.
'**Affiliate Members**'	Non-Corporate Members admitted in in accordance with Regulation 3.3.
'**Election Officer**'	The election officer appointed by the Council pursuant to Regulation 13.3.
'**Fellowship Admissions Board**'	A sub-committee of the Education and Membership Committee, which reports to the Education and Membership Committee (or such other Standing Committee which may be established in its place) and the chair of the Fellowship Admissions Board is appointed by the Education and Membership Committee.
'**Honorary Fellows**'	Non-Corporate Members admitted in accordance with Regulation 3.1.2.
'**Licentiates**'	Licentiates, being Corporate Members admitted in accordance with Regulation 2.6.
'**Ordinary Members of Council**'	Members of Council who are not Officers.
'**Student**'	Non-Corporate Members admitted in accordance with Regulation 3.2.
'**Retired Members**'	Non-Corporate Members admitted in accordance with Regulation 3.5.

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PART 1 - MEMBERS

2. QUALIFICATIONS FOR MEMBERSHIP AND ADMISSION – CORPORATE MEMBERS

2.1 The Corporate Members comprise:

2.1.1 Fellows;

2.1.2 Chartered Members;

2.1.3 Academic Members;

2.1.4 Academic Fellows; and

2.1.5 Licentiates,

and the qualifications and admission requirements and procedures for Corporate Members are as follows.

2.2 **Fellows**

2.2.1 Fellows shall comprise all Chartered Members who have been admitted or transferred by the Board into the grade of Fellow and have been recorded on the Register as such.

2.2.2 Every candidate for admission or transfer into the grade of Fellow shall:

(a) have had such practical experience of and responsibility for important work in Landscape Practice as may be required by the Board;

(b) be sponsored by two Fellows, Chartered Members or Retired Members, one or both of whom shall be, or have been, a Fellow, who shall each deliver to the Institute a confidential written statement as to their knowledge of the candidate's professional experience and personal integrity;

(c) deliver to the Institute a completed application form, including a curriculum vitae of the candidate's professional experience and such evidence of Continuing Professional Development as shall be required by the Board; and

(d) provide to the Fellowship Admissions Board such documentary evidence of their practical experience and responsibility for important work in Landscape Practice as is reasonably required and, when required to do so by the Fellowship Admissions Board, attend an interview to present such documentary evidence.

2.3 **Chartered Members**

2.3.1 Chartered Members shall comprise all persons who have been admitted by the Board into the grade of Chartered Member after meeting the requirements of Regulation 2.3.2 and have been recorded on the Register as such.

2.3.2 Every candidate for admission into the grade of Chartered Member shall have:

(a) passed the required examination and/or other assessment; and

(b) accepted an obligation to undertake Continuing Professional Development.

2.4 **Academic Members**

2.4.1 Academic Members shall comprise all persons who have been admitted by the Board into the grade of Academic Member after meeting the requirements set out in Regulation 2.4.2 and have been recorded on the Register as such.

2.4.2 Every candidate for admission into the grade of Academic Member shall:

(a) deliver to the Institute a completed application form, including a curriculum vitae of their qualifications and experience;

(b) hold such qualifications and experience as would normally meet the requirements prescribed under Regulation 2.6 for admission to Licentiate membership; and

(c) demonstrate their contribution to the development and understanding of Landscape Practice, in some or all of its forms, through teaching and/or research in higher education.

2.5 **Academic Fellows**

2.5.1 Academic Fellows shall comprise all persons who have been admitted by the Board into the grade of Academic Fellow after meeting the requirements set out in Regulation 2.4.2 and have been recorded on the Register as such.

2.5.2 Every candidate for admission into the grade of Academic Fellow shall:

(a) deliver to the Institute a completed application form, including a curriculum vitae of their qualifications and experience;

(b) hold such qualifications and experience as would normally meet the requirements prescribed under Regulation 2.6 for admission as a Licentiate;

(c) demonstrate their contribution to the development and understanding of Landscape Practice in some or all of its forms, through teaching and/or research in higher education;

(d) be required to demonstrate that their contribution to teaching and/or research has been outstanding and substantial; and

(e) provide to the Fellowship Admissions Board a portfolio of such documentary evidence of their experience as is reasonably required and may, when required to do so by the Fellowship Admissions Board, attend an interview to present such documentary evidence.

2.6 **Licentiates**

2.6.1 Licentiates shall comprise all persons who have been admitted by the Board into the grade of Licentiate after meeting the requirements of By-Law 2.6.2 and have been recorded on the Register as such.

2.6.2 Every candidate for admission to the grade of Licentiate must satisfy the Board that they have passed (or are exempt by virtue of passing other relevant examinations) such examination or other assessment as may be approved by the Board, or have met such other requirements as the Board may determine.

2.6.3 All Students who satisfy the Board that they have successfully completed a course of study approved by the Board shall be put forward automatically for admission as Licentiates.

2.6.4 The academic standard required by the Board for the admission of Licentiates shall be not less than that of a first degree in a subject related to Landscape Practice.

3. QUALIFICATIONS FOR MEMBERSHIP AND ADMISSION – NON-CORPORATE MEMBERS

3.1 The Non-Corporate Members shall comprise:

3.1.1 Students;

3.1.2 Affiliate Members;

3.1.3 Honorary Fellows; and

3.1.4 Retired Members,

and the qualifications and admission procedures for Non-Corporate Members are as follows.

3.2 **Students**

3.2.1 Students shall comprise all persons who have been admitted by the Board into the grade of Student following completion of an application and have been recorded on the Register as such.

3.2.2 Students shall be persons who are engaged in a course of study that is related to Landscape Practice who, with respect to their educational attainments and intended vocations or otherwise, satisfy such requirements as the Board may determine for admission as Students.

3.2.3 A Student who has not after such period as the Board may prescribe qualified for transfer to the grade of Licentiate shall at the expiry of such period be eligible for transfer to the grade of Affiliate Member.

3.3 **Affiliate Members**

3.3.1 Affiliate Members shall comprise all persons who have been admitted by the Board into the grade of Affiliate, and have been recorded on the Register as such.

3.3.2 Affiliate Members shall be persons who work in the natural or built environment, who have such relevant education or experience as the Board may determine.

3.4 **Honorary Fellows**

3.4.1 Honorary Fellows shall comprise all persons who have been admitted by the Board into the grade of Honorary Fellow and are recorded on the Register as such.

3.4.2 Honorary Fellows shall be persons whom the Board in its discretion sees fit to admit as Institute Members by reason of distinguished accomplishments or in recognition of service rendered to the Institute, or to Landscape Practice.

3.5 **Retired Members**

3.5.1 Retired Members shall comprise all persons who have been admitted by the Board into the grade of Retired Member and are recorded on the Register as such.

3.5.2 Retired members shall be persons who have been Fellows or Chartered Members, but have ceased Landscape Practice.

3.5.3 Institute Members wishing to be transferred to the grade of Retired Member shall apply in writing, giving such indication of their circumstances to satisfy the Board that they are eligible to be Retired Members.

3.5.4 Retired Members shall no longer be required to undertake Continuing Professional Development.

4. DESCRIPTIONS AND DESIGNATORY LETTERS

4.1 In addition to the right under the By-Laws for Fellows and Chartered Members to use the descriptions ‘Chartered Member of the Landscape Institute’, ‘Chartered Landscape Architect’ and/or ‘Chartered Landscape Professional’, Fellows and Chartered Members shall be entitled to use one or more description of the area(s) of Landscape Practice (as defined in the By-Laws) in which they are qualified to practice stated as follows:

Landscape Design – “(Design)”
Landscape Management – “(Management)”
Landscape Science – “(Science)”
Landscape Planning – “(Planning)”
Urban Design – “(Urban Design)”

or such other abbreviated form as the Board may from time to time determine, and any such abbreviated forms shall be specified and defined in the Institute’s ‘Elements and Areas of Practice’ document as updated from time to time.

4.2 Institute Members may in addition use the designation of the grade of Institute Membership to which they belong and position which they hold stated, in accordance with the following abbreviated forms:

President of the Landscape Institute – PLI
Past President of the Landscape Institute – PPLI
Fellow of the Landscape Institute – FLI
Chartered Member of the Landscape Institute – CMLI
Vice-President of the Landscape Institute – VPLI
President Elect of Landscape Institute – PLI(ELECT)
Honorary Fellows – Hon. FLI.
Academic Fellow of the Landscape Institute – AFLI
Academic Member of the Landscape Institute – AMLI

4.3 Institute Members shall not adopt or describe themselves by any other description or designation by abbreviated form to indicate the grade of membership of the Institute to which they belong other than is provided in the By-Laws and this Regulation for their grade of Institute Membership.

4.4 Retired members may continue to use their previous designation provided that their retired status is indicated, for example:

Chartered Member of the Landscape Institute (retired) – CMLI (Retired)
Fellow of the Landscape Institute (retired) – FLI (Retired)

5. CERTIFICATES

5.1 Subject to payment of such fees as the Board may prescribe, the Board shall issue to every Fellow and Chartered Member a certificate showing the grade to which the Institute Member belongs.

5.2 The Board may issue new certificates to Fellows and Chartered Members where the name of a grade is changed, but shall not be obliged to do so.

5.3 The Board may also issue certificates to any other grade of Institute Member.

5.4 Every certificate issued shall remain the property of the Institute, and must on demand, or on the holder ceasing to be an Institute Member, be returned to the Institute.

6. ADMISSION AND TRANSFER

6.1 No person shall be considered by the Board for admission as an Institute Member who has not completed and signed a written application for admission in such form and containing such undertaking to observe the requirements of the Charter, By-Laws and Regulations and Code of Conduct as the Board shall from time to time prescribe.

6.2 No person shall be eligible for admission as an Institute Member of any grade who is not qualified in accordance with these Regulations.

6.3 The Board may at its discretion refuse any application for Institute Membership of any grade notwithstanding that the application possesses the required qualifications.

6.4 The Board shall consider all applications for admission or transfer to the grades of Fellow and Honorary Fellow and if they approve the admission or transfer of a person, that person's name shall be entered in the appropriate section of the Register.

7. SUMS OWING

7.1 Every person who ceases to be a member of the Institute shall remain liable for the sums owing by that person to the Institute whether by way of subscription or otherwise, and no such person shall be entitled to recover any part of the subscription previously paid.

PART 2 – GENERAL MEETINGS

8. PROCEEDINGS AT GENERAL MEETINGS

8.1 The President shall preside as chair at every General Meeting. If the President is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling or unable to act as chair of the meeting, the Vice President shall preside as chair. If the Vice President is not present or is unwilling or unable to act as chair, any Fellow or Chartered Member elected by the meeting shall preside as chair.

8.2 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Save as otherwise provided in these Regulations, ten Corporate Members present in person shall be a quorum.

8.3 If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened on the requisition of Corporate Members, shall be dissolved. In any other case, the meeting shall stand adjourned for at least fourteen, but not more than twenty-eight days, to a day and hour to be fixed by a majority of the Corporate Members present and voting, and if at such adjourned meeting the quorum is not present within half an hour from the time appointed for holding the meeting, the Corporate Members present shall form a quorum.

8.4 The chair may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any reconvened meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of adjournment or of the business to be transacted at the reconvened meeting. No General Meeting may stand adjourned for more than twenty-eight days under any circumstances.

8.5 At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded before or on the declaration of the result of the show of hands. If a poll is not demanded, a declaration by the chair that a resolution has, on a show of hands, been carried or lost, and entered to that effect in the minutes of the meeting, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

8.6 A poll may be demanded by the chair or by at least six Corporate Members present in person. A poll may not be demanded on the question of the election of a chair of any General Meeting or on the question of adjournment of the meeting. A poll demanded on any other question shall be taken at such time and place and in such manner as the chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

8.7 In the case of an equality of voters, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

8.8 The demand for a poll shall not prevent the meeting continuing for the transaction of any business other than the question on which the poll has been demanded.

9. VOTES OF MEMBERS

9.1 No Institute Members, other than Corporate Members duly entered in the Register who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of their Institute Membership, shall be entitled to vote at any General Meeting on any question.

9.2 Votes may be given at a General Meeting either:

9.2.1 in person;

9.2.2 by proxy; or

9.2.3 by post or electronic means, where authorised under Regulation 11.

9.3 Subject to Bye-Law 8.7, on a show of hands every Corporate Member present in person and entitled to vote at such meeting shall have one vote, and on a poll every Corporate Member present in person or by proxy or voting by electronic means or post and entitled to vote as such meeting shall have one vote.

10. PROXIES

10.1 The instrument appointing a proxy shall be in writing in such form as the Board may determine and must either be:

10.1.1 signed by the Corporate Member, or

10.1.2 the Board may allow a proxy to be appointed and authenticated in electronic form through a website or such other means as the Board may determine.

10.2 The instrument appointing a proxy shall be sent by post to, or deposited at, the Office, or sent as a scanned document attached to an email or provided by electronic means in accordance with any instruction circulated with the notice of the meeting, so that it is received not less than 48 hours prior to the time for holding the meeting or reconvened meeting at which the person named in the proxy proposes to vote.

10.3 A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or the revocation of the proxy, unless

notice in writing of the death or revocation shall have been received at the Office at least twenty-four hours before the commencement of the meeting or reconvened meeting at which the vote is given.

10.4 No objection shall be raised as to the qualification of any vote, except at the meeting or reconvened meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chair of the meeting, whose decision shall be final and conclusive.

11. POSTAL AND ELECTRONIC VOTING

11.1 The Board may determine that votes may be given at a General Meeting by Corporate Members by:

11.1.1 post; or

11.1.2 such electronic means as may be determined by the Board, including voting by email or a website,

in accordance with such procedures as may be determined by the Board.

11.2 An Institute Member who casts a postal or electronic vote shall not be entitled to appoint a proxy for the General Meeting at which the vote will take place, or to vote at the General Meeting, but they may attend the General Meeting and speak.

12. AMENDMENTS TO RESOLUTIONS

12.1 The provisions of this Regulation 11 do not apply to Annual General Meetings: no resolution put to an Annual General Meeting may be amended.

12.2 A resolution required by the Charter, By-Laws or Regulations to be passed by a simple majority of eligible Corporate Members that is to be proposed at a General Meeting may be amended by a resolution passed by a simple majority of eligible Corporate Members present in person or by proxy at a General Meeting if:

12.2.1 notice of the proposed amendment is given to the Institute in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place; and

12.2.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

12.3 A resolution required by the Charter, By-Laws or Regulations to be passed by a higher majority than a simple majority of eligible Corporate Members that is to be proposed at a General Meeting may be amended by a resolution passed by a simple majority of eligible Corporate Members present in person or by proxy at a General Meeting if:

12.3.1 the chair of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed; and

12.3.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

12.4 If the chair of the meeting wrongly decides that an amendment to a resolution is out of order, the error of the chair does not invalidate the vote on that resolution.

PART 3 - COUNCIL

13. NOMINATION OF OFFICERS AND ORDINARY MEMBERS OF COUNCIL

13.1 Any Fellow or Chartered Member who has paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of their Institute Membership shall be eligible to stand for the Officer positions of President Elect, Vice President, Honorary Treasurer or Honorary Secretary, if they:

13.1.1 are nominated by at least twenty-five other Fellows or Chartered Members; or

13.1.2 has served as a Member of Council, or a Trustee, or on a Standing Committee for at least one year in the preceding ten year period and is nominated by at least three other Fellows or Chartered Members.

13.2 Not later than 14th April in each year in which an election is to be held:

13.2.1 nominations for Officers pursuant to Regulation 13.1 must be made;

13.2.2 any three or more Corporate Members may nominate any duly qualified Fellow or Chartered Member as a candidate for election to one of the seven positions on Council that may be filled by Fellows or Corporate Members;

13.2.3 any three or more Licentiates may nominate any other duly qualified Licentiate as a candidate for election to one of the two positions on Council that may be filled by Licentiates;

13.2.4 any three or more Students may nominate any other duly qualified Student as a candidate for election to the one position on Council that may be filled by a Student,

in each case by delivering such nominations in writing to the Institute, together with the written consent of such person to accept office if elected.

13.3 The Council shall appoint an Election Officer, who shall have responsibility for the conduct and integrity of the election of Members of Council.

13.4 All candidates will be required to submit an election manifesto. Damaging or inaccurate remarks about any other candidate or the Institute are prohibited. If necessary, the Election Officer will be asked to adjudicate on contentious or erroneous content before publication and the candidate may be required to make deletions or revisions. The decision of the Election Officer shall be final.

14. BALLOT FOR ELECTION OF OFFICERS AND ORDINARY MEMBERS OF COUNCIL

14.1 In a ballot for election to the Council:

14.1.1 all Corporate Members may vote for those persons duly nominated to fill vacancies among:

(a) Officers; and

(b) Ordinary Members of Council (except for the Ordinary Members of Council who are elected by Licentiates and Students only);

14.1.2 each Licentiate Member may in addition vote only for those persons duly nominated to fill any vacancy among the Ordinary Members of Council which may be filled by Licentiate Members; and

14.1.3 each Student Member may cast votes only for those persons duly nominated to fill a Vacancy among the Ordinary Members of Council which may be filled by a Student Member.

14.2 In the ballot for the election of Officers, Corporate Members shall be entitled to cast no more than one vote for each vacant position.

14.3 In the ballot for the election of Ordinary Members of Council, each Institute Member eligible to vote shall be able to cast as many votes as there are vacancies in the category of Ordinary Members of Council which they are entitled to cast a vote under Regulation 14.1.

14.4 If the candidates nominated for any class of vacancy are not more in number than the vacancies of that class, the persons nominated shall be deemed to be elected and there shall be no ballot with respect to that class of vacancy.

14.5 The procedure for conducting the ballot shall be as follows:

14.5.1 The Council shall approve a secure and reliable mechanism by which there shall be published on the Institute website, or another secure website such materials as Council may direct in connection with the ballot for the election of Officers and Ordinary Members of Council.

14.5.2 The Council shall also approve a secure and reliable mechanism whereby Institute Members eligible to vote are able to do so and whereby those votes shall be stored and recorded for the purpose of counting the ballots.

14.5.3 Not later than 1st May in the year of an election, or such later date as the Council may approve:

(a) the Institute shall send to each Corporate Member and Student Member for whom an email address is held on the Register an email which invites them to vote electronically and indicates to them how this may be done; and

(b) the Institute shall send to each Corporate Member for whom an email address is not held in the Register a ballot paper which invites them to vote by post,

and in both cases the information provided by email or postal ballot shall contain the names of all duly nominated persons who are eligible to fill the vacancies on Council and for whom they are eligible to vote under Regulation 14.1 and the names of the Institute Members who have nominated the candidates.

14.5.4 All ballot papers must be returned to the Election Officer (or to such person or system nominated by the Election Officer), within one month after 1st May in each year in which an election is held, or such other date as shall be approved by the Council.

14.5.5 The period allowed for eligible Institute Members to cast their votes electronically shall be the same as the period for eligible Institute Members to cast their votes by ballot.

14.5.6 On the date on which the voting period ends, or as soon as convenient afterwards, the Election Officer shall count all the votes and shall report the total number of votes in favour of each candidate.

14.5.7 In the case of an equality of votes to fill any class of vacancy, the President or in their absence, the Vice President, shall have a casting vote.

14.5.8 The report of the Election Officer shall be conclusive in determining the result of the election.

14.5.9 Subject to these Regulations, the form and content of the electronic voting system, and the ballot papers, and the arrangements for the despatch and return of them, and for the counting of the votes and for the custody of the voting papers shall be as the Election Officer may determine.

14.6 In the event of the death or other withdrawal as a candidate after the close of nominations and before the 30th June following the nomination of a candidate for election to the office of President, Vice-President, Honorary Secretary or Honorary Treasurer, or of the Institute Member elected to fill any of those offices:

14.6.1 the ballot for that office shall be void;

14.6.2 the Council shall appoint a duly qualified Institute Member to fill the office; and

14.6.3 the person so appointed shall take office as if they had been duly elected by ballot.

14.7 In the event of the death or other withdrawal as a candidate after the close of nominations and before the last day for the return of the ballot papers of a candidate for election as an Ordinary Member of Council, that candidate shall be deemed not to have been nominated. If in that event there shall not remain as many candidates as there are vacancies, or in the event of the death or withdrawal after the election and before 30th June next of a member elected an Ordinary Member of Council, the Board shall appoint such number of members of the appropriate grade as may be required to fill the vacancies, and any members so appointed shall take office as if they had been duly elected by ballot.

14.8 The appointment and retirement of the Officers and Ordinary Members of Council shall take effect from the announcement of the result of the ballot, which will normally be on 1st July in each year in which an election is held.

15. ELECTION OF BRANCH REPRESENTATIVES

15.1 A Branch Representative shall be elected in a vote of Branch members who under the constitution of the Branch are able to vote in such elections.

15.2 Unless the Board agrees otherwise, a Branch Representative shall be elected at a Branch AGM (normally held in April), save that if only one candidate is nominated that candidate shall automatically become the Branch Representative without an election at a Branch AGM.

15.3 If a vacancy arises, the committee of a Branch may co-opt a Branch Representative to hold office until the next Branch AGM.

15.4 Any three or more members of a Branch may nominate any Fellow or Chartered Member of that Branch for election to the Council as a Branch Representative.

16. APPOINTMENT OF REPRESENTATIVES OF STANDING COMMITTEES

16.1 Three Standing Committees shall appoint a Standing Committee Representative in such manner as may be determined by the Board.

17. CASUAL VACANCIES

17.1 The Council may fill any casual vacancies occurring in the Council and any person so appointed shall retire on the next 30th June following the appointment and such person is eligible for re-appointment.

18. CO-OPTED MEMBERS OF COUNCIL

18.1 The Council may at any time and from time to time to co-opt not more than three Corporate Members to act as additional Co-opted Members of the Council until the next 30th June following the appointment.

18.2 The Council may also appoint a distinguished or eminent person who is not an Institute Member as a fourth Co-opted Member of the Council, for such period not exceeding two years as the Council shall decide, if in the opinion of the Council the presence of such a person would assist the work of the Council and tend to promote or advance the Objects.

18.3 Co-opted Members of Council shall have full voting rights on Council.

19. MEETINGS OF THE COUNCIL

19.1 Council shall meet at least three times a year.

19.2 Meetings of the Council may be held in person or by suitable electronic means agreed by the Council in which all participants may communicate with all other participants.

19.3 Five Members of Council present in person or by electronic means shall form a quorum.

19.4 At least six days' notice of a meeting of the Council, or not less than twenty-four hours' notice in case of emergency, shall be delivered or sent to each Member of Council at their Recorded Address. Such notice shall state the place, the day and the hour of the meeting and the general nature of the business to be transacted. The accidental omission to send to or non-receipt of notice by any member of the Council shall not invalidate the proceedings of any meeting of the Council.

19.5 The President or any five Members of Council may at any time require the Chief Executive to summon a meeting of the Council, subject to the approval of the Board.

19.6 Members of Council may act, even if their number is reduced below the number fixed as a quorum, for the purpose of co-opting additional Members of Council, but for no other purpose.

19.7 The chair of a meeting of the Council shall be the President or, in the absence of the President, the Vice-President. If neither the President nor the Vice-President is present within fifteen minutes of the time appointed for a meeting, the Members of Council present may elect any Corporate Member of Council present to preside as chair.

19.8 Questions arising at any meeting of the Council shall be determined by a majority of the votes of the Members of Council present in person or by electronic means and, in the case of an equality of votes, the President or, in the absence of the President, the Vice-President or Member of Council elected to take the chair shall have a second or casting vote.

20. APPOINTMENTS AND SELECTION COMMITTEE

20.1 The Council shall establish an Appointments and Selection Committee and delegate to it responsibility for running the election process, providing scrutineers and appointing chairs of Standing Committees and for selecting the four Trustees who are appointed by the Council as independent trustees.

20.2 The suitability of candidates for election or appointment shall be judged in accordance with role descriptions prescribed by the Council through the Appointments and Selection Committee from time to time, to ensure a relevant range of skills and experience.

20.3 The Appointments and Selection Committee shall comprise six members of the Council who are not Trustees and at least one shall be a Fellow.

20.4 The Chair of the Appointments and Selection Committee shall be appointed by the Council.

21. POWERS OF THE COUNCIL TO REMOVE A TRUSTEE

21.1 If the Council has any concerns regarding the conduct of a Trustee, it may establish a committee of Members of Council to investigate before the Council decides the most appropriate course of action. Such a committee of inquiry may only be established if at least two thirds of the Members of Council present at a Council meeting resolve that such committee should be established and the Council should determine the terms of reference of such a committee.

21.2 When a committee of inquiry has reported, the Council shall have the power to remove the Trustee. However, such power may only be used in exceptional circumstances, such as, if in

the reasonable opinion of the Council, the behaviour of the Trustee has damaged or is likely to damage the reputation of the Institute.

21.3 Any decision to dismiss a Trustee must be approved by at least two thirds of the Members of Council.

21.4 Before removing a Trustee the Council must give the relevant Trustee written notice of the proposed removal, at least 21 calendar days before a meeting of Council at which the matter is to be considered. The Trustee can at any time before the meeting appeal in writing to the Council against the proposed removal and if an appeal is received within the time limit, it must be considered by the Council. The Trustee may also be heard at the meeting, or make written representations. The meeting must either confirm the dismissal or lift the proposed removal.

22. OTHER COMMITTEES OF THE COUNCIL

22.1 The Council shall have the right to establish or disband any committee as it decides is desirable from time to time.

22.2 A committee so established may only incur expenditure within a budget approved by the Board.

22.3 Any committee shall consist of such individuals as the Council determines and must conform to any rules that the Council imposes on it.

22.4 The chair of each committee shall be appointed by the Council following a recommendation of the Appointments and Selection Committee.

22.5 The Council may co-opt any person or people who are not Members of Council to serve on any such committee.

22.6 All acts and proceedings of any committee must be reported to the Council as soon as possible.

PART 4 – THE BOARD OF TRUSTEES AND ITS RESPONSIBILITIES

23. PROCEEDINGS OF THE BOARD

23.1 The Board shall generally meet at least six times each year and the Board shall follow such formal business agenda as shall be circulated at or prior to the meeting.

23.2 Meetings of the Board may be held in person or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

23.3 Five Trustees present in person or by electronic means shall form a quorum.

23.4 All Board meetings shall be chaired by the President. If the President is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman, the Vice-President, or failing the Vice-President, any other member of the Board elected by the meeting shall be the chair.

23.5 Questions arising at any Board meeting shall be decided by a majority of votes. Every Trustee shall have one vote. If the votes are equal, the chair of the meeting shall have a casting vote.

23.6 The minutes of all Board meetings shall, unless the Board shall decide otherwise, be deposited at the Office and available for inspection by the Institute Members and any other persons as authorised by the Board at all reasonable times. The Board shall also procure that the minutes of Council meetings shall be similarly deposited and available for inspection.

23.7 The Trustees may by a simple majority take decisions, without holding a meeting, by any means (including by electronic means). Such as decision may, but need not, take the form of a resolution in writing.

24. ACCOUNTS AND ANNUAL REPORTS

24.1 The Board shall cause to be kept accounting records in respect of the Institute which are sufficient to show and explain, at all times, with reasonable accuracy, all the Institute's financial transactions. The accounting records shall contain such entries and details as shall be sufficient to explain the reasons for and the amount of all sums of money due or received and committed or expended by the Institute and a record of all the assets and liabilities of the Institute. The accounting records shall be preserved for at least six years from the end of the financial year to which they relate.

24.2 The accounting records shall be kept at the Office, or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Trustees.

24.3 The Board may impose reasonable restrictions as to the time and manner of inspection by Institute Members, other than Trustees, of the accounting records of the Institute, or any of them, but subject thereto the accounting records shall be open to the inspection of such Institute Members at all reasonable times during business hours.

24.4 The financial year of the Institute shall end on the 31st March in each year or such other date in each year as the Board shall determine.

24.5 The accounts and annual reports of the Institute complying with such requirements as to their form and content as may be prescribed by law shall be prepared each year to the financial year end date and having been approved by the Board and examined and found to be correct by an auditor or auditors shall subject to the requirements of current law be laid before the next Annual General Meeting.

24.6 The Corporate Members shall appoint an auditor. 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.

25. CHIEF EXECUTIVE

25.1 The Board shall appoint a Chief Executive of the Institute, who shall be responsible for the day-to-day running of the Institute in line with a role description approved by the Board and any other delegated authorities.

26. BOARD APPOINTEES

26.1 The Board may from time to time appoint such Institute Members and others as they think fit to assist and advise them in carrying out their duties and, if they think fit, allot designations of office to them, and remove such persons and appoint others in their place. Except as provided in the By-Laws, such persons shall not by virtue of their appointment become Trustees or be entitled to vote at a meeting of the Board.

PART 5 – BRANCHES, SPECIALISMS AND GROUPS

27. BRANCHES

27.1 All Institute Members whose Recorded Address is within the geographical area of a Branch shall also be members of that Branch, unless by notice in writing to the Institute any Institute Member has expressed a wish to belong to some other Branch, in which case such member shall be a member of that other Branch.

27.2 No Institute Member shall be a member of more than one Branch, but may request to receive communications and invitations from more than one branch.

27.3 The constitution, by-laws, and rules of any Branch established pursuant to By-Law 23.1 shall be framed or approved by the Board, which shall have power to vary or to approve any variation of the same from time to time as the Board may deem fit, subject always to the provisions of the Charter, By-Laws and Regulations.

27.4 The constitution of each Branch shall define the geographical area of the Branch (which may not be changed by a Branch) and shall provide (inter alia) for:

27.4.1 the election of a Branch committee;

27.4.2 the election of a Branch chair;

27.4.3 the election of such officers of the Branch as the Branch committee shall consider necessary;

27.4.4 the holding of an annual general meeting of the Branch in accordance with the timescale as shall be directed by the Board;

27.4.5 the keeping and operation of such bank accounts, financial records and accounts relating to the affairs of the Branch as the Board shall from time to time determine and the approval of such accounts at the annual general meeting of the Branch; and

27.4.6 such other purposes relating to the operation of the Branch and the conduct of its affairs as the Board may from time to time consider necessary.

27.5 The subscription payable by the Institute Members shall include any subscription payable by virtue of their membership of a Branch. The Board shall from time to time determine what funds shall be paid to each Branch out of the funds of the Institute for the carrying out by the Branch of the Objects of the Institute in the area of that Branch.

27.6 The name of each Branch shall be:

"The [ ] Branch of The Landscape Institute,"

there being inserted in the blank space
the title of the area served by the Branch
and approved by the Board.

27.7 A Branch may form within its area such local groupings as the Branch Committee shall consider likely to assist in the carrying out of the Objects within the area of the Branch and shall be approved by the Board and may from time to time disband any such local grouping or remove any Branch Committee member by notice in writing.

27.8 In exceptional circumstances, the Board may dismiss a member of a Branch committee by serving notice to a Branch in writing, provided always that the Board first discusses its proposal to remove a member of a Branch committee with the relevant Branch committee. Where the Board exercises this power, the Board may require the members of the Branch to elect a replacement Branch committee member.

28. SPECIALISMS AND GROUPS

28.1 The Board may also establish such specialisms, groups or other sub-categories of membership having such titles, objects, constitution and rules as it may decide, subject always to the provisions of the Charter, By-Laws and Regulations and the Board may at any time dissolve and/or reform any such grouping as it may think fit.

28.2 An Institute Member may belong to one or more specialism, group, or other sub-category or membership established by the Board under By Law 28.1.

PART 6 - NOTICES

29. NOTICES

29.1 The Institute may give notice to any Institute Member either:

29.1.1 personally; or

29.1.2 by delivering it or sending it by ordinary post to the Institute Member's Recorded Address, or by including it in the Journal or in any other publication of the Institute sent to such Institute Member; or

29.1.3 if the Institute Member has provided the Institute with an e-mail address, by sending it by e-mail to that address; or

29.1.4 if the Institute Member has provided the Institute with an e-mail address or has agreed to this form of notice by notifying the member that the content of the notice may be viewed or downloaded from a website; or

29.1.5 if the Institute Member lacks a Recorded Address within the United Kingdom, notice may be sent to any address within the United Kingdom which they have given the Institute for that purpose or in accordance with these Regulations.

29.2 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by email it will be treated as properly sent if the Institute receives no indication that it has not been properly sent.

29.3 If sent by post the notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by email, the notice will be treated as having been received 24 hours after having been properly sent.

29.4 The Institute may assume that any e-mail address given to it by an Institute Member remains valid unless the member informs the Institute that it is not, by updating records via the Institute's website or otherwise.

29.5 Where an Institute Member has informed the Institute in writing of their consent, or has given deemed consent by providing the Institute with an e-mail address for service, to receiving notices from the Institute by means of a website, notice will be validly given if the Institute sends that member a notification informing him that the documents forming part of the notice may be viewed on a specified website. The notice must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a General Meeting the notification must state that it concerns a notice of a General Meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

29.6 Notice will be deemed to have been given when the notification would be deemed to be received under the rules above.

29.7 The accidental omission to give notice of a meeting or to send a ballot paper to, or the non-receipt of such notice or ballot paper by, any Institute Member entitled to receive such notice or ballot paper shall not invalidate the proceedings of that meeting or of the postal vote.