

**THE SCHEDULE**

**THE BY-LAWS OF THE LANDSCAPE INSTITUTE**

**as amended by an Order of the Privy Council dated 13 March 2018**

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## **1. INTERPRETATION**

1.1 In these By-Laws, the Charter, Regulations and any Rules that are adopted:

1.1.1 the following terms shall have the following meanings:

<b>Term</b>	<b>Meaning</b>
<b>‘Annual General Meeting’</b>	An annual general meeting of the Institute held in accordance with By-Law 13.
<b>‘Appointments and Selection Committee’</b>	The appointments and selection committee established by the Council in accordance with the Regulations.
<b>‘Board’</b>	The board of Trustees of the Institute.
<b>‘Branch’</b>	A branch of the Institute established by the Board pursuant to By-Law 28.1 and the Regulations.
<b>‘Branch Representatives’</b>	Representatives of Branches elected as Members of Council under By-Law 19.
<b>‘Charter’</b>	The Royal Charter granted to the Institute in 1997, as amended from time to time, whether by supplemental charter or otherwise.
<b>‘Chartered Members’</b>	Institute Members admitted as chartered members in accordance with the Regulations.
<b>‘Chief Executive’</b>	The Chief Executive of the Institute appointed by the Board pursuant to these By-Laws and including any deputy or assistant Chief Executive and any person appointed by the Board to perform the duties of the Chief Executive in their absence.
<b>‘Code of Conduct’</b>	A code of standards of conduct and practice for landscape professionals adopted by the Board pursuant to By-Law 10.1.1, as amended from time to time.
<b>‘Continuing Professional Development’</b>	Such study, education, research and practical training and/or experience as the Board shall specify pursuant to By-Law 12.3 as being appropriate or desirable to maintain and enhance a Institute Member’s knowledge of, and skill and competence in Landscape Practice.
<b>‘Council’</b>	The advisory council of the Institute.
<b>‘Corporate Members’</b>	Fellows, Chartered Members and such other Institute Members as may be specified in the Regulations and who are admitted in accordance with the Regulations.

<b>‘Ex Officio Trustee’</b>	A Trustee listed in 22.1.1 who holds office by virtue of their position.
<b>‘Extraordinary General Meeting’</b>	An extraordinary general meeting of the Institute held in accordance with By-Law 13.
<b>‘Fellows’</b>	Institute Members admitted as Fellows in accordance with the Regulations.
<b>‘General Meeting’</b>	A general meeting of the Institute.
<b>‘Honorary Fellow’</b>	An Honorary Fellow of the Institute, admitted in accordance with the Regulations.
<b>‘Institute Members’</b>	The Corporate and Non-Corporate members of the Institute and references to “Institute Membership” shall be construed as referring to the Institute Members.
<b>‘Journal’</b>	The official journal of the Institute.
<b>‘Landscape Practice’</b>	Has the same meaning as ‘Landscape Architecture’ as defined in clause 5(2) of the Charter
<b>‘Members of Council’</b>	Members of the Council of the Institute.
<b>‘Month’</b>	Calendar month.
<b>‘Non-Corporate Members’</b>	All Institute Members specified as such in the Regulations and admitted in accordance with the Regulations.
<b>‘Objects’</b>	The objects of the Institute set out at clause 5 of the Charter.
<b>‘Office’</b>	The principal place of business for the time being of the Institute.
<b>‘Officers’</b>	The President, the President Elect, the Immediate Past President, the Vice-President, the Honorary Secretary and the Honorary Treasurer of the Institute.
<b>‘Ordinary Members of Council’</b>	Members of Council elected under By-Law 18.1.2
<b>‘Recorded Address’</b>	The address of an Institute Member for the receipt of communications, which may be postal or electronic, as notified by an Institute Member to the Institute and recorded in the Register.
<b>‘Register’</b>	The register of Institute Members.
<b>‘Regulations’</b>	The regulations made by the Board pursuant to these By-Laws.
<b>‘Representatives of Standing’</b>	Members of Council appointed under By-Law 20.

## **Committees'**

<b>'Rules'</b>	Rules adopted by the Board pursuant to By-Law 27.2
<b>'Standing Committees'</b>	Committees of the Board designated by the Board as standing committees after consulting Council.
<b>'Trustees'</b>	The members of the Board, who are charity trustees.
<b>'in writing' or 'written'</b>	Written, partly printed, or partly one and partly another, and other ways of showing and reproducing words in a visible form, including by e-mail, publication on a website, or other electronic means.

- 1.1.2 words importing the singular number shall include the plural number and vice-versa, and words importing persons shall include corporations, firms and other unincorporated bodies or associations;
- 1.1.3 any words and terms which are defined in the Charter shall, unless the context otherwise requires, have the same meaning in these By-Laws, the Regulations and any Rules;
- 1.1.4 headings are inserted for convenience only and shall not affect the meaning of these By-Laws; and
- 1.1.5 references to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

## **PART 1 – THE MEMBERS**

### **2. MEMBERSHIP**

- 2.1 The Institute Members shall be divided into Corporate Members and Non-Corporate Members.
- 2.2 Corporate Members shall comprise:
  - 2.2.1 Fellows;
  - 2.2.2 Chartered Members; and
  - 2.2.3 such other grades of Institute Member as may be specified in the Regulations.
- 2.3 Non-Corporate Members shall comprise all Institute Members specified as such in the Regulations.
- 2.4 Any grade of Institute Member may be divided in into sub-grades, as may be specified in the Regulations.
- 2.5 The rights, privileges and obligations of every Institute Member shall be personal and shall not be transferable. No person shall, by reason of being an Institute Member, be entitled to

any rights or privileges other than those which, by these By-Laws and the Regulations, attach to the grade of Institute Membership to which the Institute Member belongs.

### **3. MEMBERSHIP REGISTER**

- 3.1 The Institute shall maintain a Register containing the name, grade, date of admittance or transfer to the grade and Recorded Address of all Institute Members.
- 3.2 An Institute Member who changes their name or wishes to change their Recorded Address must inform the Institute in such manner as the Board may determine, which may include updating details via a website.
- 3.3 The Board may direct that the Register be divided to record the area of Landscape Practice within which an Institute Member is qualified and chooses to practise.
- 3.4 The Register shall be available at the Office for inspection during normal Office opening hours:
  - 3.4.1 by Institute Members and any Members of the Board who are not Institute Members without charge; and
  - 3.4.2 by any other person within five working days of the Institute receiving a request that is for a proper purpose in accordance with the Companies Act 2006, and subject to the payment of a fee at a level that is permitted by law.
- 3.5 The Register may be published in such manner as the Board may determine.

### **4. QUALIFICATIONS FOR MEMBERSHIP AND ADMISSION OF MEMBERS**

- 4.1 The Board shall make Regulations governing:
  - 4.1.1 the criteria for the admission of candidates to each grade of Institute Membership;
  - 4.1.2 the procedures for the admission of candidates as Institute Members to any grade; and
  - 4.1.3 the transfer of Institute Members between grades.

### **5. DESCRIPTIONS AND DESIGNATORY LETTERS**

- 5.1 Fellows and Chartered Members shall be entitled to use the descriptions 'Chartered Member of the Landscape Institute', 'Chartered Landscape Architect', and/or Chartered Landscape Professional.
- 5.2 Institute Members shall be entitled to use such description or abbreviation and designatory letters as may be determined by the Board in the Regulations.

### **6. PRIVILEGES OF MEMBERSHIP, INCLUDING VOTING RIGHTS**

- 6.1 No Institute Member shall be entitled to any rights or privileges other than those which, by the By-Laws and Regulations, attach to the grade of Institute Membership to which the Institute Member belongs.
- 6.2 Subject to By-Law 6.3, Corporate Members shall be entitled to:
  - 6.2.1 receive notice of General Meetings;

- 6.2.2 attend, speak and vote at General Meetings;
- 6.2.3 exercise such other voting rights as may be prescribed by the By-Laws and Regulations; and
- 6.2.4 stand for positions on the Council or Board which may be held by Corporate Members,
- 6.3 Only Chartered Members and Fellows may vote at a General Meeting on any matter that relates to changes to standards of chartership or the professional conduct of Chartered Members and Fellows and the Board or Council may at their discretion also restrict any other votes to Chartered Members and Fellows only.
- 6.4 Non-Corporate Members shall be entitled to:
  - 6.4.1 attend General Meetings and speak but not vote;
  - 6.4.2 exercise voting rights in elections where an express right to do so is given in the By-Laws or Regulations; and
  - 6.4.3 stand for positions on the Council or Board which may be held by Non-Corporate Members.
- 6.5 Every Institute Member shall be entitled to:
  - 6.5.1 receive a copy of, or have made available to them in writing, the Charter, By-Laws, Regulations, Code of Conduct and any amendment to these documents; and
  - 6.5.2 receive or be given access on a website to the Journal.

## **7. CERTIFICATES**

- 7.1 The Board may issue certificates of membership to any Institute Member, subject to such requirements that may be specified in the Regulations.

## **8. FEES AND SUBSCRIPTIONS**

- 8.1 The Board shall determine:
  - 8.1.1 the entrance fee (if any) payable by an Institute Member on admission and on transfer to another grade of Institute Membership; and
  - 8.1.2 the annual subscription payable by each grade of Institute Member.
- 8.2 Annual subscriptions shall be due on 1st June each year, or such other day or days as the Board may determine and which may differ for different grades of membership.
- 8.3 The first subscription (or the appropriate proportion of it) shall be due immediately upon admission to any grade of Institute Membership. An Institute Member approved for transfer from one grade to another grade shall pay their first subscription in respect of the new grade (or the appropriate proportion of it) upon the date of their transfer, or on such day as the Board may determine.
- 8.4 No entrance fee shall become payable on the admission of any person as an Honorary Fellow.

- 8.5 The Board may, where they consider it desirable to do so:
- 8.5.1 reduce or remit the annual subscription, or the arrears of any annual subscription, payable by any Institute Member;
  - 8.5.2 reduce or remit the entrance fee which would otherwise be payable on re-admission by any person who has previously been an Institute Member; and
  - 8.5.3 reduce or remit any other entrance fee or annual subscription, including those arising under reciprocal arrangements entered into with any kindred body.

## **9. RESIGNATION AND REMOVAL OF MEMBERS**

- 9.1 Any Institute Member may resign as an Institute Member by sending written notice to the Institute.
- 9.2 If any subscription, or other sum payable by an Institute Member, is not paid by the due date, and remains unpaid within a period prescribed by the Board after notice is served on the Institute Member informing the Institute Member that their Institute Membership will be terminated if it is not paid, the Institute Member shall cease to be an Institute Member with effect from the date of the expiry of the notice.
- 9.3 An Institute Member may also be removed in accordance with disciplinary procedures made under By-Law 10.

## **10. PROFESSIONAL CONDUCT AND DISCIPLINE**

### **10.1 Code of Practice**

- 10.1.1 The Board shall issue a code laying down standards of professional conduct and practice expected of Institute Members.
- 10.1.2 The Board shall keep the code under review and vary its provisions whenever it considers it appropriate to do so.
- 10.1.3 Failure by an Institute Member to comply with the provisions of the code:
  - (a) shall not be taken of itself to constitute unacceptable professional conduct or serious professional incompetence on their part; but
  - (b) shall be taken into account in any disciplinary proceedings.

### **10.2 Disciplinary orders**

- 10.2.1 A Disciplinary Panel may make a disciplinary order in relation to an Institute Member if it is satisfied that they are guilty of:
- (a) unacceptable professional conduct; or
  - (b) serious professional incompetence;
- or that they
- (c) have been convicted of a criminal offence (other than an offence which has no material relevance to practise as a Landscape Professional).



10.2.2 If an Institute Member fails to comply with an order made by a Disciplinary or Fitness to Practise Panel, that shall be deemed prima facie to constitute unacceptable professional conduct.

10.2.3 In these By-Laws a “**disciplinary order**” means one or more of the following:

- (a) advice on future conduct;
- (b) a warning;
- (c) a requirement to carry out specified continuing professional development;
- (d) an appointment of a Mentor for a specified period;
- (e) a penalty of up to £5,000;
- (f) the imposition of conditions on continued Institute Membership, such conditions may include but are not limited to a condition not to offer a particular service in relation to the practice of landscape architecture for up to 1 year and/or until stipulated continuing professional development steps have been completed and such conditions may include provisions for the review and/or variation of any condition imposed;
- (g) disqualification for a specified time from:
  - (i) membership of a Branch committee;
  - (ii) being a member of the Council, the Board, a Standing Committee and/or any other committee, working group, or panel;
  - (iii) acting as, or standing for election to be, an Officer;
- (h) suspension from Institute Membership for up to 2 years;
- (i) suspension from Institute Membership until such conditions as the Disciplinary Panel may specify are fulfilled. These conditions may include (but are not limited to) a requirement to carry out such training or professional development as the Disciplinary Panel considers appropriate;
- (j) expulsion from the Institute.

### 10.3 **Effect of expulsion and suspension**

10.3.1 Subject to reinstatement or the end of any suspension, any Institute Member suspended or expelled from the Institute will lose their entitlement to exercise any rights or privileges of Institute Membership including (but not limited to) the right to:

- (a) make any statement or use any title or initials suggesting that they are an Institute Member;
- (b) use the premises or services of the Institute;
- (c) attend any meetings of the Institute where attendance is restricted to Institute Members;
- (d) vote in any Institute poll or election.

#### 10.4 **Reinstatement**

- 10.4.1 At the expiry of any suspension the Institute Member may make a formal application to the Honorary Secretary in writing to be re-instated.
- 10.4.2 An expelled Institute Member may make a formal application to the Honorary Secretary in writing to be readmitted to the Institute after a minimum term of 10 years from the relevant disciplinary order.
- 10.4.3 The Honorary Secretary shall submit applications under this By-Law 10.4 to the Board for a decision. The Board may admit the applicant if it considers in all the circumstances it is appropriate to do so.

#### 10.5 **Fitness to Practise Orders**

- 10.5.1 A Fitness to Practise Panel may make a fitness to practise order in relation to an Institute Member if it is satisfied that by reason of an impairment to the Institute Member's fitness to practise for any reason such an order is appropriate. A Fitness to Practise Order may:
  - (a) contain advice;
  - (b) require the Institute Member to appoint a Mentor for a specified period or until review;
  - (c) require the Institute Member to undergo training or professional development;
  - (d) suspend Membership of the Institute for up to 2 years, or for a shorter period until such conditions as the Fitness to Practise Panel may specify are fulfilled; or
  - (e) impose conditions of continued Institute Membership, such conditions may include but are not limited to a condition not to offer a particular service in relation to the practice of landscape architecture for up to 1 year and/or until the Institute Member has delivered a medical report to the Institute covering such matters as the Panel may direct;
  - (f) terminate Institute Membership.
- 10.5.2 The Fitness to Practise Panel may vary any order or substitute a different order at any time.

#### 10.6 **Adjudication Pool, Panels, the Panel Clerk and the Presenting Officer**

- 10.6.1 There shall be an **Adjudication Pool** comprising no fewer than 12 persons appointed by the Institute from time to time as eligible to be selected by the Panel Clerk to form part of an Investigation & Screening Panel, Disciplinary Panel, Fitness to Practice Panel, or Appeal Panel.
- 10.6.2 There shall be an **Investigation & Screening Panel** the function of which shall be the investigation and screening of issues arising in relation to the conduct and fitness to practise of Institute Members.
- 10.6.3 There shall be a **Disciplinary Panel** the function of which shall be the adjudication of conduct matters referred to it by the Investigation & Screening Panel in respect of Institute Members.

10.6.4 There shall be a **Fitness to Practise Panel** the function of which shall be the adjudication of fitness to practise matters referred to it by the Investigation & Screening Panel in respect of Institute Members.

10.6.5 There shall be an **Appeal Panel** the function of which shall be the adjudication of appeals in respect of disciplinary orders made by the Disciplinary Panel and fitness to practice orders made by the Fitness to Practise Panel.

## 10.7 **Regulations**

10.7.1 The Board shall issue regulations laying down the powers, constitution and procedures governing:

- (a) the Adjudication Pool;
- (b) the Investigation & Screening Panel;
- (c) the Disciplinary Panel;
- (d) the Fitness to Practise Panel; and
- (e) the Appeal Panel.

## 11. **RE-ADMISSION**

11.1 The Board may at its discretion re-admit to Institute Membership in the grade to which they formerly belonged, or to any other grade they deem appropriate, any person whose Institute Membership has terminated, provided that the person seeking re-admission shall:

11.1.1 apply to the Institute in writing, giving such evidence of their circumstances and other matters as shall enable the Board to make a proper judgement of the case and shall satisfy the Board that they are worthy of re-admission; and

11.1.2 pay such amounts in respect of entrance fee, transfer fee or arrears of subscription as the Board may determine,

and on re-admission the name of any such person shall be re-entered in the Register as an Institute Member.

## 12. **EXAMINATIONS AND OTHER ASSESSMENTS AND CONTINUING PROFESSIONAL DEVELOPMENT**

12.1 The Board shall ensure that all candidates seeking admission to the grade of Chartered Member undergo a suitable examination and/or other assessment and the Board may at its discretion cause examinations and/or assessments to be held for candidates seeking admission to other grades of Institute Membership.

12.2 The Board shall determine and publish requirements and procedures consistent with these By-Laws governing:

- 12.2.1 the arrangements for holding examinations and other assessments;
- 12.2.2 the fees to be paid or deposited by candidates;
- 12.2.3 the subjects to be assessed by examination or other assessment; and

- 12.2.4 whether any examination shall be in whole or part written, oral or by the assessment of materials.
- 12.3 The Board shall also make and publish requirements consistent with the By-Laws to secure the Continuing Professional Development of Corporate Members.
- 12.4 The Board, having taken advice from Council, may determine the qualifications required of candidates to undergo an examination and/or other assessment for Chartered Membership.

## **PART 2 – GENERAL MEETINGS**

### **13. ANNUAL GENERAL MEETINGS**

- 13.1 The Institute shall hold an Annual General Meeting at such time and place as may be determined by the Board. Such meeting shall not be held later than fifteen months from the previous Annual General Meeting and shall be identified as an Annual General Meeting in the notice convening the meeting.
- 13.2 The business of the Annual General Meeting shall be:
- 13.2.1 to receive the report of the Board and the accounts of the Institute for the previous financial year of the Institute;
  - 13.2.2 to appoint, or re-appoint or remove the auditors;
  - 13.2.3 to transact any other business introduced by the Board for which appropriate notice has been given; and
  - 13.2.4 to transact any other business introduced by a notice signed by 3% (three per cent.) of the Corporate Members, provided that the notice is received by the Board not less than 28 clear days before the meeting.

### **14. EXTRAORDINARY GENERAL MEETINGS**

- 14.1 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 14.2 The Board may whenever they think fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened within two months of the receipt of a written requisition, signed by 3% (three per cent.) of Corporate Members and stating fully the objects of the meeting, deposited at the Office. Such requisition may consist of several documents in like form. If no such Extraordinary General Meeting has been convened within two months of the receipt of such requisition an Extraordinary General Meeting may be convened by the requisitionists or by a majority of them, for such purposes only as shall be specified in the requisition, in the same manner as nearly as possible as that in which Extraordinary General Meetings are convened by the Board, but so that any such Extraordinary General Meetings shall be convened not later than one month after the expiration of the said period of two months.

### **15. NOTICE OF GENERAL MEETINGS AND PROCEEDINGS**

- 15.1 At least twenty-one clear days' notice in writing shall be given of every General Meeting specifying the place, the day and the time of the meeting and the general nature of the business to be transacted.

- 15.2 The notice shall be given to all Corporate Members. The accidental omission to give notice of the meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate any resolution passed or any proceedings at the meeting.
- 15.3 Proceedings at General Meetings shall be governed by the Regulations and any direction of the Board.
- 16. VOTES OF MEMBERS**
- 16.1 Only Corporate Members may vote at General Meetings and procedures for voting in person, by proxy, by electronic means or post shall be governed by the Regulations.

### **PART 3 – THE COUNCIL**

#### **17. MEMBERSHIP OF COUNCIL**

- 17.1 The Council shall comprise the Institute Members who are elected or appointed in accordance with this By-Law 17 and the Regulations as:
- 17.1.1 Officers;
  - 17.1.2 Ordinary Members of Council;
  - 17.1.3 Branch Representatives; and
  - 17.1.4 Representatives of Standing Committees,
- and such other persons who may be co-opted by the Council in accordance with the Regulations.

#### **18. OFFICERS AND ORDINARY MEMBERS OF COUNCIL**

- 18.1 The Officers and Ordinary Members of Council and the ways in which they are appointed and their terms of office shall be as follows:
- 18.1.1 **Officers**
    - (a) The President Elect, who shall be elected every other year for a term of one year and become President automatically on the expiry of their term as President Elect.
    - (b) The President, who shall hold office for a term of two years.
    - (c) The Immediate Past President, being the person who has completed a term as President, who shall hold office for a term of one year immediately following their term as President.
    - (d) The Vice President, who shall be elected every other year for a term of two years.
    - (e) The Honorary Secretary, who shall be elected every other year for a term of two years.
    - (f) The Honorary Treasurer, who shall be elected every other year for a term of two years.

### 18.1.2 **Ordinary Members of Council**

- (a) Ten Ordinary Members of Council, who shall be elected for a term of two years, comprising (subject to any Regulations made by the Board in relation to the eligibility of candidates) up to:
  - (i) seven Chartered Members or Fellows elected by all Corporate Members;
  - (ii) two Licentiates elected by the Licentiates; and
  - (iii) one Student elected by the Students;

18.2 The President-Elect, Vice President, Honorary Secretary, Honorary Treasurer and Ordinary Members of Council shall:

18.2.1 be elected by a ballot of eligible Institute Members every two years in a ballot held in accordance with the Regulations and usually in May in the year in which the ballot is held; and

18.2.2 start their terms of office on the date of the declaration of the ballot, which should take place as early in July as is reasonably possible in the year in which the ballot is held.

18.3 An Officer or Ordinary Member of Council elected in accordance with By-Law 18.1 shall be eligible for re-election in accordance with the following provisions:

18.3.1 any Officer or Ordinary Member of Council (except the President, President Elect or Immediate Past President) shall be eligible for re-election for one or more terms of up to two years, subject to a maximum overall term of six years; and

18.3.2 the President, President Elect and Immediate Past President may serve only the terms specified in By-Law 18.1.

## 19. **BRANCH REPRESENTATIVES**

19.1 The Branch Representatives shall comprise one representative from each Branch, being Corporate Members of Branches elected each year for a term of one year in accordance with the Regulations.

19.2 A Branch Representative may be reappointed, subject to a maximum overall term of six years.

## 20. **REPRESENTATIVES OF STANDING COMMITTEES**

20.1 Subject to By-Law 20.4, the Representatives of Standing Committees shall comprise one representative from each Standing Committee, but the chairs of Standing Committees may not be the Representatives of Standing Committees.

20.2 Each Standing Committee may appoint one Representative from among its membership for a term of one year.

20.3 A Representative of a Standing Committee may be reappointed, subject to a maximum overall term of six years.

20.4 If at any time there are more than three Standing Committees, the Council shall specify which Standing Committees are entitled to appoint representatives as Members of Council.

- 20.5 A Standing Committee may change its representative at any time, but should endeavour to ensure continuity of representation on the Council.

## **21. TERMS OF OFFICE**

- 21.1 In By-Laws 17-20 a “**year**” means the period between:
- 21.1.1 the date of the declaration of a ballot for the election of Members of Council held in a particular calendar year, or, if no ballot is held in a particular calendar year, 1 July in that calendar year; and
  - 21.1.2 the date of the declaration of a ballot for the election of Members of Council held in the following calendar year, or, if no ballot is held in the following calendar year, 1 July in that calendar year.
- 21.2 A Member of Council who serves in one position on Council shall be eligible for election or appointment as a Member of Council in another position and service by a Member of Council in one position shall not be counted when calculating the maximum term of office as a Member of Council in another position. A Member of Council who has reached the limit on their term of office may not stand for the same position on Council unless the person has a gap of at least one year out of office.

## **PART 4 – THE BOARD OF TRUSTEES**

### **22. MEMBERSHIP OF THE BOARD**

- 22.1 The Board shall comprise a maximum of thirteen Trustees, as follows:
- 22.1.1 eight Ex Officio Trustees, being the:
    - (a) President;
    - (b) Immediate Past President (for one year immediately after their Presidency), or President Elect (for the second year of the President’s term of office);
    - (c) Vice President;
    - (d) Honorary Treasurer;
    - (e) Honorary Secretary; and
    - (f) chairs of the three Standing Committees (and if there are more than three Standing Committees, the chairs of three Standing Committees selected by the Council).
  - 22.1.2 four other Trustees who may or may not be Institute Members who are appointed by the Council as independent trustees, after considering any recommendations of the Board; and
  - 22.1.3 one non-Chartered Institute Member elected by the Corporate Members in accordance with such procedures as may be prescribed by the Board.
- 22.2 Each Ex Officio Trustee shall serve a term that is co-terminous with the term of office of their Ex-Officio position.

## **PART 5 – DISQUALIFICATION AND RESIGNATION**

### **23. DISQUALIFICATION AND RESIGNATION OF MEMBERS OF COUNCIL AND OF TRUSTEES**

- 23.1 A person shall cease to be a Member of Council or a Trustee if they:
- 23.1.1 cease to be an Institute Member, unless the position does not require them to be an Institute Member; or
  - 23.1.2 resign their office by notice in writing (to the Council in the case of a Member of the Council and to the Board in the case of a Trustee); or
  - 23.1.3 being a Trustee, is disqualified by law from being a charity trustee; or
  - 23.1.4 becomes incapable, whether mentally or physically, of discharging the responsibilities of a member of Council or a Trustee; or
  - 23.1.5 has been absent without permission from three consecutive meetings of the Council or the Board (as the case may be), otherwise than through illness or other reasonable cause, and that body resolves to remove the person; or
  - 23.1.6 is removed by a resolution passed at an Extraordinary General Meeting of Corporate Members by a majority of not less than two thirds of the Corporate Members present in person or by proxy; or
  - 23.1.7 being a Trustee, is removed by the Council in accordance with the Regulations.
- 23.2 Where a Member of Council is also a Trustee, they shall be deemed to have resigned from the Board if they resign from the Council, but a member of the Council who is Trustee and who resigns as a Trustee shall not be deemed to have resigned from the Council, unless they also expressly resign from their position as a member of the Council or is otherwise disqualified.

## **PART 6 – POWERS AND PROCEEDINGS OF THE COUNCIL AND BOARD OF TRUSTEES**

### **24. POWERS AND PROCEEDINGS OF THE COUNCIL**

- 24.1 The Regulations shall govern the activities and powers of the Council and the conduct of its proceedings.

### **25. POWERS AND PROCEEDINGS OF THE BOARD**

- 25.1 The Board shall direct and manage the property and affairs of the Institute in accordance with the Charter and the By-Laws and may exercise all powers of the Institute that are not by the Charter or the By-Laws required to be exercised by the Institute Members in General Meeting, or by the Council.
- 25.2 The Regulations shall govern the conduct of the proceedings of the Board.

### **26. DELEGATION TO COMMITTEES AND WORKING GROUPS**

- 26.1 The Board may delegate any of their powers to Standing Committees, or other committees and working groups consisting of Trustees and/or other Institute Members and/or other



persons with suitable expertise and regulate or dissolve such committees and working groups.

- 26.2 The Board may also delegate or assign to the Officers or to the Chief Executive such powers or tasks and duties as the Board may from time to time determine.
- 26.3 All committees or working groups shall in the exercise of the powers given or delegated to them conform to any directions that may from time to time be imposed on, or given to them, by the Board, but otherwise may regulate their procedures as they think fit.
- 26.4 The Board shall take such steps as shall seem to it necessary or desirable to ensure that the members of each committee or working group shall retire (by rotation or otherwise) in such manner as shall secure the regular and orderly appointment of new members to serve on that committee or working group.
- 26.5 The Board may at any time and for any reason dissolve any committee or working group it establishes.
- 26.6 The Council shall be consulted by the Board on the creation or dissolution of Standing Committees.

## **PART 7 – GENERAL PROVISIONS**

### **27. REGULATIONS AND RULES**

- 27.1 The Board shall make and may from time to time revoke, amend or add to, Regulations for the purposes specified in these By-Laws and for such other purposes as the Board may determine and shall publish such Regulations, provided that:
  - 27.1.1 no such Regulation shall be inconsistent with the Charter or with these By-Laws; and
  - 27.1.2 no Regulation, revocation, amendment or addition shall take effect until the same has been approved by the votes of Corporate Members at a General Meeting.
- 27.2 The Board may make, amend and rescind Rules for the better ordering of any matter referred to in these By-Laws, or otherwise for the better government of the Institute and its affairs, other than matters governed by Regulations, but so that no such Rule shall be repugnant to the Charter, these By-Laws or to the Regulations. The Board shall publish such Rules and any amendments or rescissions to them.

### **28. BRANCHES**

- 28.1 Wherever in the opinion of the Board there are sufficient Institute Members to justify its creation and continuance, the Board may establish a local Branch the purpose of which shall be the furtherance of the Objects within the area of the Branch.
- 28.2 The Board shall have power at any time to dissolve a Branch after it has been established and to make such provision for the winding up of the affairs of that Branch and for the transfer of its activities as the Board may in its absolute discretion think fit.
- 28.3 The Board shall make Regulations governing Branches.

## **29. SPECIALISMS**

The Board may make or amend Regulations governing specialisms and allocate Institute Members to particular specialisms.

## **30. INDEMNITY**

30.1 Each current and former Member of Council or Trustee or Institute Member who acts as a member of any committee, board, or other body appointed or established pursuant to these By-Laws or the Regulations, or otherwise acts by and with the approval of the Council or the Board for the purposes of the Institute, shall be entitled to be indemnified out of the assets of the Institute against any liability properly incurred by them in that capacity including but without prejudice to the generality of the foregoing any liability incurred in successfully defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute, provided that such indemnity provided for in this By-Law shall not extend to any claim arising from any act or omission which they knew to be in breach of trust or breach of duty or which was committed in reckless disregard of whether it was a breach of trust or breach of duty or not or where the Board resolve that such indemnity would be inappropriate.

30.2 Every person entitled to be indemnified may have funds provided to them by the Institute to meet expenditure incurred, or to be incurred, in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by them will be obliged to repay such amounts

30.2.1 in the event they are convicted in proceedings, the date when the conviction becomes final;

30.2.2 in the event of judgment being given against them in proceedings, the date when the judgment becomes final; or

30.2.3 in the event of the court refusing to grant them relief on any application under the Charities Act, the date when refusal becomes final.

## **31. NOTICES**

31.1 Notice shall be given to an Institute Member in the manner specified in Regulations.

## **32. THE SEAL**

32.1 The Institute shall have a common seal, which shall not be affixed to any instrument except by the authority of the Board and in the presence of the President and of the Chief Executive, or such other persons as they may respectively appoint in writing for this purpose, and the President and the Chief Executive or such other persons shall sign every instrument to which the seal shall be so affixed.

32.2 In favour of any person bona fide dealing with the Institute, such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## **33. DATES**

Where in these By-laws or in the Regulations or Rules there is any reference to a date the Board may resolve to substitute another date.