

**OBJECTS, BY-LAWS AND REGULATIONS**  
**THE ROYAL INSTITUTION OF NAVAL ARCHITECTS**



CHARTER OF INCORPORATION 1910  
SUPPLEMENTAL CHARTER 1960  
SUPPLEMENTAL CHARTER 1996

8-9 NORTHUMBERLAND STREET  
LONDON, WC2N 5DA

## CHARTER OF INCORPORATION

DATED 16<sup>th</sup> DECEMBER 1910

**GEORGE THE FIFTH** by the Grace of God of the United Kingdom of Great Britain and Ireland, and of the British Dominions beyond the Seas, King, Defender of the Faith.

**To all to whom these Presents shall come, greeting.**

*Whereas* it has been represented to Us that Sir John Aplington, Baronet, GCB, DCL, of London; The Reverend Joseph Woolley, M A, LLD, FRAS, of Portsmouth; John Scott Russell, Esquire, FRS, of Millwall; John Penn, Esquire, of Greenwich; Henry Chatfield, Esquire, of Deptford; John Grantham, Esquire, of London; Oliver Lang, Esquire, of Chatham; James Martin, Esquire, of London; Alexander Moore, Esquire, of Chatham; Joseph Horatio Ritchie, Esquire, of London; William Braham Robinson, Esquire, of Sheerness; Philip Thornton, Esquire, of Woolwich; George Turner, Esquire, of Woolwich; John White, Esquire, of West Cowes; John McGregor, Esquire, of London; F. Kynaston Barnes, Esquire, of Portsmouth; James Chessell Crossland, Esquire, of Portsmouth; Edward James Reed, Esquire, of Portsmouth; all of them since deceased, and Nathaniel Barnaby, Esquire (now Sir Nathaniel Barnaby, KCB), of London, and others of Our Loving Subjects did in the year One Thousand Eight Hundred and Sixty form themselves into a Society which is known by the name of **“The Institution of Naval Architects**, having for its objects the improvement of ship and all that specially appertains to them, and the arrangement of periodical meetings for the purpose of discussing practical and scientific subjects bearing upon the design and construction of ships and their means of propulsion, and all that relates thereto, of which Society the Petitioner, the Right Honourable Earl Cawdor, is the present President:

*And whereas* it has been further represented to Us that the Institution was not constituted for gain, and that neither its projectors nor its members derive, nor have derived, any pecuniary profit from its prosperity:

*That* it has during its existence, for a period of fifty years, steadily devoted itself to the improvement of the science of naval architecture and of the art of shipbuilding and marine engineering, and has thus contributed materially to the prosperity of the country:

*That* the members composing the Society have been, and are, practically engaged in works connected with shipbuilding and marine engineering, and that the Institution has, since its formation, diligently pursued the objects for which it was established by holding regular meetings in London and elsewhere, at which matters of great importance and interest in the furtherance of these objects have been under discussion:

*That* it has published over fifty volumes of Transactions, forming a valuable work of reference on naval architecture and marine engineering:

*That* distinguished individuals in foreign countries have availed themselves of the facilities offered by this Society for communicating important scientific discoveries by means of papers, and that thus a useful interchange of valuable information has been affected:

*And that* this Institution through its representatives on such public bodies as the Imperial College of Science and Technology, the Merchant Shipping Advisory Committee to the Board of Trade, the National Physical Laboratory, the Engineering Standards Committee, the Court of Liverpool University, the Court of Sheffield University, and the Court of Bristol University, exercise a beneficial influence over the sphere of usefulness of those bodies:

*And whereas* it has also been represented to Us that it would add greatly to the influence of the Institution and tend to the better accomplishment of its objects and purposes and assure the better fulfilment of the aims aforesaid and would especially promote the enlargement of the sphere of its labours in those of our Dominions beyond the Seas, and, by giving it a status and dignity not now possessed by it, would be the means of securing adequate recognition among the Communities of Foreign States with whom in pursuance of its objects and purposes it is desirable that it should cultivate relations of amity and free intercourse, and that the property of the said Institution would be better secured, its useful operations extended, and at the same time a more permanent establishment would be given to it among the scientific institutions of the United Kingdom of Great Britain and Ireland by the grant of a Royal Charter of Incorporation:

*Now know ye* that We, taking the premises into Our Royal consideration, and being desirous of encouraging a design so laudable and salutary, of Our especial Grace, certain knowledge and mere motion have willed, granted and declared, and do by these Presents for Us, our heirs and successors will, grant and declare in the manner following, that is to say:

### **INCORPORATION**

- 1 For the purpose of maintaining, carrying on and extending the work and objects aforesaid, the said Frederick Archibald Vaughan, Earl Cawdor, and such others of Our loving subjects as are now members of the said Institution, and such others as shall from time to time hereafter become members thereof, according to such Bye-Laws as shall be made as hereinafter mentioned, and their successors shall for ever be by virtue of these Presents a body politic and corporate, by the name and style of "The Institution of Naval Architects" (hereinafter referred to as "the Institution") and shall by the same name have perpetual succession and a Common Seal with full power and authority to alter, vary, break or renew the same at their discretion, and by the same name to sue or be sued in every Court of Us, Our heirs and successors, and be ever able and capable in law, notwithstanding the statutes of mortmain, to acquire, have, take and hold all the real estates, chattels real and personal estate, belonging to or held in trust for the Institution, as and when the same shall be lawfully conveyed or otherwise assured to the body corporate hereby created; and also take, purchase and hold to them and their successors any goods, chattels and personal estate or property whatsoever, and all the real estates and chattels real of whatsoever tenure which they or their successors shall think desirable for the use or purpose of the Institution, or to be held in connection therewith with a view to the future advantage thereof, provided that the yearly value of the real estate and chattels real so to be acquired and held shall not at any time exceed in the whole the sum of three thousand pounds according to the annual value thereof at the times when the same shall be respectively acquired by the Institution. And they and their successors shall, subject to the provisions to these Presents, be able and capable in law to grant, sell demise, alienate, exchange, mortgage, convey in mortmain or otherwise deal with or dispose of all or any of the property real estate and chattels real or personal property belonging to the Institution in such manner as they think fit, and by the name aforesaid to do all other matter incidental or appertaining to a body corporate.

*And We* do also will, ordain, and declare as follows, that is to say:-

### **GENERAL MEETING**

- 2 There shall be a General Meeting or General Meetings of the members of the Institution, to be held from time to time as hereinafter mentioned, and there shall be a Council to direct and manage the concerns of the said Institution and the General Meetings and the Council shall have the entire direction and management of the same, in the manner and subject to the regulations hereinafter mentioned

## **MEMBERS OF COUNCIL**

- 3 There shall be a President, Past Presidents, a Treasurer, Honorary Vice-Presidents, Vice-Presidents, and a Secretary or Secretaries of the said Institution, and the Council shall consist of the President, Past Presidents, a Treasurer, Honorary Vice-Presidents, Vice-Presidents, and not more than thirty-six other Members of the Institution, and not more than twelve Associates of the Institution. And We do hereby further will and declare that said Frederick Archibald Vaughan, Earl Cawdor, shall be the first President of the said Institution, and the other persons now being the Past Presidents, the Treasurer, Honorary Vice-Presidents, Vice-Presidents and other Members of Council and Associate Members of Council, shall be the first Members of Council of the said Institution, and shall continue such until the selection of officers shall be made in pursuance of these Presents.

## **POWERS TO MAKE BYE-LAWS**

- 4 It shall be lawful for the Members of the said Institution hereby established to hold a General Meeting once in the year or oftener, for the purposes hereinafter mentioned, namely that the President, the Treasurer, Vice-Presidents and other Members of Council and Associate Members of Council shall be chosen at such General Meeting; and that General Meetings shall from time to time make and establish such bye-laws as they shall deem to be useful and necessary for the regulation of the said Institution, for the admission of Honorary Members, Members, Associate-Members, Associates and Students, for the management of the estates, goods, and business of the said Institution, for fixing and determining the number of Vice-Presidents, and other Members of Council and Associate Members of Council and the number of Secretaries aforesaid, and the time and manner of electing the President, the Treasurer, Vice-Presidents and other Members of Council and Associate Members of Council, and the periods of their respective continuance in office; and such bye-laws from time to time they shall or may alter, vary or revoke, and shall or may make such new and other bye-laws as they shall think most useful and expedient for the said Institution, so that the same be not repugnant to these Presents or to the laws and statutes of this Our Realm, and shall and may also enter into any resolution, and make any regulation respecting any of the affairs and concerns of the said Institution, that shall be thought necessary and proper. The bye-laws set forth in the Schedule hereto shall be bye-laws of the Institution until the same shall be altered, varied, or revoked in manner hereinbefore provided.

## **ELECTION OF OFFICERS**

- 5 The first General Meeting as aforesaid for the election of Officers shall take place within twelve calendar months from the date of these Presents, and the present rules and regulations of the Institution so far as they are not inconsistent with these Presents, shall continue in force until the same shall be altered by a General Meeting.

## **POWERS OF COUNCIL AND PROVISIONAL MANAGEMENT**

- 6 The Council shall have the sole management of the income and funds of the said Institution, and the appointment of such Secretaries and officers, attendants and servants as shall in the discretion of the Council be deemed necessary or useful for the Institution, as also the entire management and superintendence of all the other affairs and concerns thereof, and shall and may, but not if inconsistent with or contrary to the provisions of this Our Charter, or any bye-laws made thereunder, or statutes of this Our Realm, do all such acts and deeds as shall appear to them necessary or essential to be done for the purpose of carrying into effect the objects and views of the said body politic and corporate.

7 Any future bye-laws to be made by the Institution shall not have effect until they have been submitted to and allowed by the Lords of Our Council

*In Witness* whereof We have caused these Our Letters to be made Patent.

*Witness* Our self at Westminster the sixteenth day of December in the first year of Our reign.

*By Warrant* under the King's Sign Manual

(Signed) **Muir Mackenzie**

**SUPPLEMENTAL CHARTER**

**DATED 27<sup>th</sup> JANUARY, 1960**

**ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith**

**To all to whom these Presents shall come, Greeting:**

*Whereas* His majesty King George the Fifth in the year of Our Lord one thousand nine hundred and ten by Royal Charter dated the sixteenth day of December in the first year of His Reign constituted the members of the Institution therein mentioned and their successors a body corporate and politic having for its objects the improvement of ships and all that specially appertains to them and the arrangements of periodical meetings for the purpose of discussion practical and scientific subjects bearing upon the design and construction of ships and their means of propulsion and all that relates thereto by the name and style of "The Institution of Naval Architects" and with perpetual succession and with power to sue and be sued by the said name and to use a common seal.

*And whereas* it has been represented unto Us that it is expedient that the said Institution be authorised to assume and use the name or style of "THE ROYAL INSTITUTION OF NAVAL ARCHITECTS".

*Now know ye* that We of our Royal Will and pleasure and moved thereto by Our desire to promote the well-being and interests of the said Institution for Ourselves and Our Heirs and Successors in addition to and notwithstanding anything to the contrary contained in the said Charter of His late Majesty King George the Fifth have granted ordained and declared and are graciously pleased to grant ordain and declare that the said Institution shall henceforth continue a body corporate and politic under the provisions of the said Charter but by the name and style of "The Royal Institution of Naval Architects".

*In witness* whereof we have caused these Our Letters to be made Patent

*Witness* Ourselves at Westminster the twenty-seventh day of January in the eighth year of Our Reign.

*By warrant* under the Queen's Sign Manual.

(Signed) **Coldstream**

## SUPPLEMENT CHARTER

Dated 31<sup>st</sup> DECEMBER, 1966

**ELIZABETH THE SECOND by the Grace of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith.**

**To all to whom these Presents shall come, Greeting:**

*Whereas* His Majesty King George the Fifth by Royal Charter (hereinafter referred to as "the Original Charter") dated the sixteenth day of December in the year of our Lord One Thousand Nine Hundred and Ten constituted a body politic and corporate by the name and style of "The Institution of Naval Architects" (hereinafter referred to as the Institution") with perpetual succession and a Common Seal:

*And whereas* by a Supplemental Royal Charter dated the twenty-seventh day of January in the year of our Lord One Thousand Nine Hundred and Sixty We were graciously pleased to grant ordain and declare that the Institution should thenceforth continue a body corporate and politic under the provisions of the original Charter but the name and style of "THE ROYAL INSTITUTION OF NAVAL ARCHITECTS".

*And whereas* the institution has by a humble Petition prayed that We should be graciously pleased to grant to it a further Supplemental Charter;

*Now, therefore, know ye* that We having taken the said Petition into Our Royal consideration, and being minded to accede thereto, by virtue of our Prerogative Royal and of Our especial grace, certain knowledge and mere motion have granted and declared and by these Presents do for Us, Our Heirs and Successors grant and declare that the Original Charter shall be amended as follows:

- 1 In Article 1 -
  - (a) for "Bye-Laws" there shall be substituted "By-Laws";
  - (b) the words and symbols, "notwithstanding the statutes of mortmain," shall be deleted;
  - (c) the words and symbols," provided that the yearly value of the real estate and chattels real so to be acquired and held shall not at any time exceed in the whole the sum of three thousand pounds according to the annual value thereof at the times when the same shall be respectively acquired by the Institution", shall be deleted;
  - (d) the words "in mortmain" shall be deleted.
- 2 The provisions of Articles 2,3,4,5,6 and 7 shall be and they are hereby revoked (but so that nothing in this revocation shall affect the validity or legality of any act, deed or thing already done or executed thereunder) and in place thereof the following Articles shall have effect:-
  - "2. There shall be a Council of the Institution (hereinafter referred to as "the Council") consisting of such number of members with such qualifications and to be elected or constituted as members of the Council in such manner and to hold office for such period and on such terms as to re-election or otherwise as the By-laws for the time being of the Institution shall prescribe.

- 3 The government and control of the Institution, its property and affairs shall be vested in the Council subject to the provisions of this Our Charter and to the By-Laws for the time being of the Institution. The business of the Council shall be conducted in such manner as the Council may from time to time prescribe.
- 4 The Institution shall have a President and such other Officers with such functions tenure and terms of Office as the By-Laws of the Institution may prescribe.
- 5 The Institution shall consist of Corporate Members and Non-Corporate Members which shall be divided into such classes as the By-Laws shall from time to time prescribe
- 6 The qualifications, method and terms of admission, privileges and obligations of Corporate Members and of Non-Corporate Members shall be such as the By-Laws for the time being of the Institution shall prescribe.
- 7 The property of the Institution shall be applied solely towards the objects of the Institution as defined in this Our Charter.
- 8 The members of the Institution shall have no personal claim on the property of the Institution and no portion of such property shall be paid or transferred by way of profit to any person who of any time or has been a member of the Institution provided that nothing herein contained shall prevent the payment in goodfaith of remuneration to any employee of the Institution (not being a member of the Council) or other person (not being a member of the Council) in return for any services rendered to the Institution or the reimbursement of out-of-pocket expenses properly incurred or prevent the giving of prizes or scholarships to members.
- 9 The Institution may by resolution passed by a majority of the Corporate Members voting thereon in accordance with the procedure prescribed by the By-Laws from time to time make such By-Laws as shall seem requisite and convenient for the regulation, government and advantage of the Institution its members and property and for the furtherance of the objects and purposes of the Institution and may from time to time revoke, amend or add to any By-Laws or By-Laws theretofore made so that the same be not repugnant to this Our Charter. Provided that no such By-Laws revocation, amendment or addition shall take effect until the same has been allowed by the Lords of Our Most Honourable Privy Council of which allowance a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
- 10 The Institution may by resolution passed by not less than two-thirds of the Corporate Members voting thereon in accordance with the procedures prescribed by the By-Laws revoke, amend or add to any provision of this Our Charter or any Supplemental Charter granted to the Institution and any such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter and any such Supplemental Charter as the case may be shall thenceforth continue and operate as though it or they had been originally granted and made accordingly.
- 11 The Institution may enter into agreements for the purpose of amalgamating with any kindred society provided that any such amalgamation is approved by a resolution passed by not less than two-thirds of the Corporate Members voting thereon in accordance with the procedures prescribed by the By-Laws and thereafter the members of such kindred society shall subject to conditions as the agreement may prescribe to be members of the Institution. No agreement



entered into under this Article shall take effect until it shall have been submitted to and allowed by the Lords of Our Most Honourable Privy Council of which allowance a certificate under the hand of the Clerk of Our said Council shall be conclusive evidence.

- 12 The Institution may by resolution passed by no less than two-thirds of Corporate Members voting thereon in accordance with the procedure prescribed by the By-Laws surrender this Our Charter and any Supplemental Charter granted to the Institution and wind up the affairs of the Institution provided no such resolution shall take effect unless and until We, Our Heirs or Successors in Council shall think fit to accept such surrender on such terms or conditions and subject to such modification (if any) as We or They shall think fit.
  
- 13 And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, constructed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Institution any misrecital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.”.

*In witness* whereof We have caused these Our Letters to be made Patent

*Witness* Our self at Westminster the thirty-first day of December in the forty fifth year of Our reign.

*By warrant* under the Queen’s Sign manual

(Signed) **Legg**

## **OBJECTS OF THE ROYAL INSTITUTION OF NAVAL ARCHITECTS**

**which was established as The Institution of Naval Architects in 1860**

The Objects of the Royal Institution of Naval Architects are as set out in the Charter of Incorporation 1910 - 'the improvement of ships and all that specially appertains to them, and the arrangement of periodical meetings for the purpose of discussing practical and scientific subjects bearing upon the design and construction of ships and their means of propulsion, and that relates thereto'.

In order to achieve these objects in the current environment the Institution, among other activities,

promotes the bringing together of the results of the practical and scientific experience of all those concerned with the design, construction and operation of ships and other marine artefacts; the value of these results being enhanced by their publication, examination and discussion by the Institution,

encourages and promotes the carrying out of experiments and other enquiries intended to assist the advancement of knowledge in the science, technology and management of shipbuilding, marine technology and shipping,

arranges for the discussion of scientific advances, new inventions and materials having an application to marine technology, and

investigates and gives guidance on those matters of professional importance relating to Naval Architects, their education and training which are properly the concern of a professional institution.

## **BY-LAWS OF THE ROYAL INSTITUTION OF NAVAL ARCHITECTS**

### **Interpretations**

#### **Meaning of terms**

1. (a) 'The Institution' means the Royal Institution of Naval Architects, as a body corporate, incorporated by Royal Charter in 1910 and the Royal Institution of Naval Architects as a Charity, registered in accordance with the Charities Act of 1960.
- (b) 'The Board' means the Board of Trustees, which is the Governing Body of the Institution.
- (c) 'The Charter' means the Royal Charter of the Institution as referred to in 1.(a) above, as amended from time to time by the grant of any Supplemental Charter.
- (d) 'The Council' means the Council of the Institution.
- (e) 'The Officers of the Institution' means the members of the Board, Council, Institution members of Division and Branch Committees, and the Chief Executive.
- (f) 'Roll' means the complete list of all classes of membership of the Institution. Whenever the word 'member' is printed with a small initial letter it shall be interpreted as a general reference to membership and not to a particular class of member.
- (g) 'Chief Executive' means the person appointed by the Board in accordance with By-Law 74 and (unless the context otherwise requires) includes any other person appointed by the Council to perform the duties of Chief Executive temporarily.
- (h) 'Treasurer' means the person appointed to the Board with specified financial responsibilities.
- (i) Words importing the masculine gender include the feminine and words in the singular include the plural if the context so requires.
- (j) 'Regulation' shall mean a Regulation made and published by the Board in accordance with By-Law 81 and approved at a General Meeting of the Institution.
- (k) 'Council Rule' shall mean a Rule made and published by the Council in accordance with By-Law 82.
- (l) 'Voting Members' shall mean all members of the Institution with the exception of Student Members, Junior Members and Corporate Partners.

#### **Board of Trustees**

2. The Board of Trustees is the governing body of the Institution, responsible for the governance and management of the Institution.

#### **Duties of the Board**

3. It shall be the duty of the Board to adopt every possible means of advancing the Objects of the Institution, and to provide for the proper conduct of the business of the Institution.

### **Composition of the Board**

4. (a) Eligible members of the Council may be appointed at any time to the Board by the Council. All members of the Board shall be reappointed at the first meeting following the AGM.
- (b) The Board will consist of:
- The Chairperson
- The Vice Chairperson
- The Treasurer
- 9 other Board members
- (c) The President of the Institution shall be ex officio Chairperson of the Board of Trustees
- (d) Members of the Board may serve for a maximum of two consecutive terms of three years.
- (e) Where there is insufficient eligible or suitable members of Council to form the full Board, Council may appoint non-members of Council as Board members. The number of non- members of Council appointed as members of the Board should not be greater than 4.
- (f) A Council member whose term of office has expired at an AGM may continue to act as a member of the Board until the first Council meeting after that AGM.
- (g) At the first meeting following the AGM, the Board will elect/re-elect a member of the Board who is a member of Council as the Vice Chairperson of the Board.
- (h) At the first meeting following the AGM, the Board will elect/re-elect a member of the Board as the Treasurer.

### **Regulation of Board proceedings**

5. (a) The Board shall meet together as often as may be required for the despatch of business and, subject to the provisions of these By-Laws, shall regulate their proceedings as they think fit and as required by UK Charity law, and may act notwithstanding any vacancy in their body. At least seven days' notice in writing shall be given of all such Board Meetings.
- (b) A quorum for the Board will be 6 members. The quorum shall include at least four members of Council.
- (c) The Chairperson, or in their absence the Vice Chairperson present at the meeting, shall preside at all Board Meetings. If neither the Chairperson nor Vice Chairperson is present at the meeting, the members present shall elect a Board member who is a member of Council to take the Chair.
- (d) The presiding Chairperson at any meeting of the Board when the votes of the meeting, including their own, are equally divided, shall have a second and casting vote.

### **Annual Report**

6. The Board shall make an Annual Report to the Annual General Meeting.

## **Annual Statement of Finance**

7. An Annual Statement of the funds of the Institution and of the income and expenditure shall be made under the direction of the Treasurer and presented to the Board for its approval. The Accounts shall then be signed by the Treasurer and Chief Executive and certified by the Auditors and presented at the Annual General Meeting.

## **Power to invest**

8. (a) All the monies of the Institution not required to meet the current expenditure of the Institution may be deposited in a bank or invested at the discretion of the Board (subject to paragraphs (b) and (c) of this By-Law) in:-
  - (i) any investments which are qualifying investments within the meaning of paragraph 2 to 8 of Schedule 20 to the Income and Corporation Taxes Act 1988 (other than units of a Unit Trust Scheme which is not an authorised Unit Trust under the Financial Services Act 1986) and where any such investments are traded investments they must be such as are traded with proper authority on a recognised stock exchange within the meaning of Section 841 of the Income and Corporation Taxes Act 1988; and
  - (ii) in mortgages within the limits permitted by paragraph 13 Part 11 of Schedule 1 to the Trustee Investments Act 1961.

Provided that these powers shall be in addition to and not in derogation from any statutory powers of investment which shall be available to Trustees from time to time.

- (b) In the performance of their functions under this By-Law the Board shall have regard to:-

- (i) the need for diversification of investments (including land) of the Institution in so far as it is appropriate to the circumstances of the Institution; and
- (ii) in relation to any investments (including land and buildings) of the Institution or any proposed investment, to the suitability to the Institution of the investments of the description concerned and of the particular investment as an investment of that description.

- (c) The Board shall arrange that the investments (including land) are at all times kept under review by one or more investment experts (as hereinafter defined) and other professional advisers who shall be instructed and required to undertake to inform the Board promptly of any change in investments which appear to them to be desirable except to the extent that the Board has exercised the power of delegation conferred on it paragraph (d) of this By-Law.

- (d) In the exercise of its investment powers the Board may by writing appoint (and in like manner revoke or vary the terms of such appointment) an investment expert to act as a professional investment manager for the Institution and may delegate to an investment manager so appointed at discretion to buy and sell investments for the Institution on behalf of the Institution in accordance with the investment policy laid down by the Board.

- (e) Where the Board makes any delegation under this By-Law it shall:-

- (i) inform the investment manager in writing of the extent of the Institution's investment powers;

- (ii) lay down a detailed investment policy for the Institution and immediately inform the investment manager in writing of it and of any changes to it;
  - (iii) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
  - (iv) ensure that they are kept informed of and review on a regular basis the performance of their investment portfolio managed by the investment manager and of the exercise by said manager of their delegated authority;
  - (v) take all reasonable care to ensure that the investment manager complies with the terms of their delegated authority; and
  - (vi) review the appointment at such intervals not exceeding 24 months as they think fit and pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice of other matter as the Board shall decide and as are consistent with this By-Laws provided that such remuneration may include commission fees and/or expenses earned by their investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Board.
- (f) Where the Board makes any delegation under this By-Law it shall do so on terms that:-
- (i) the investment manager shall comply with the terms of their delegated authority;
  - (ii) the investment manager shall not do anything which the Board does not have power to do;
  - (iii) the Board may with reasonable notice revoke the delegation or vary any of its terms in any way which is consistent with the terms of this By-Laws; and
  - (iv) the Board shall give directions to the investment manager as to the manner in which they are required to report to them all sales and purchases of investments made on their behalf.
- (g) The Board may make such arrangements as it thinks fit for any investments or income from those investments to be held by a corporate body as custodian trustee or a nominee for the Institution and may pay reasonable and proper remuneration to any such corporate body or nominee.
- (h) In this By-Law the expression 'investment expert' shall mean either a company or a firm of repute in the field of investment which is unauthorised person or an exempted person for the purposes of the Financial Services Act 1986 or an individual being an authorised person for the purposes of that Act who has not less than fifteen years' experience of investment and financial management and who the Board is satisfied after enquiry is a proper and competent person to act in that capacity.

#### **The Council**

9. The Council shall be accountable to the Board when exercising its delegated authority.
10. The Council shall be responsible for communicating the views of the Institution's membership to the Board, and for providing guidance and advice to the Board of Trustees on all matters related to the governance of the Institution.

### **Duties of the Council**

11. (a) It shall be the duty of the Council to adopt every possible means of advancing the Objects of the Institution.
- (b) The Council shall appoint the members of the Board of Trustees, in accordance with By Law 4.
- (c) The Council may publish an Annual Report on the activities of the Institution

### **Powers of the Council**

12. (a) The Council shall hold delegated authority from the Board for the management of the professional, technical and learned society affairs of the Institution. Council shall be accountable to the Board for any and all responsibilities and actions required of it by these By Laws. All or any of the authority delegated to Council may be rescinded by the Board. All decisions taken by the Council in pursuit of the authority delegated to it shall be subject to the endorsement of the Board.
- (b) The Council may exercise such delegated authority through the Institution's standing committees and the Chief Executive.

### **Composition of the Council**

13. (a) The Council shall consist of:
  - The President
  - The Immediate Past President
  - 30 Corporate Members
  - 10 Non Corporate members
  - Ex officio members
  - Co-opted members
- (b) The Council shall have the power to co-opt members of the Institution to serve on Council in a vacancy, or additionally where it considers there is an absence of expertise or experience.
- (c) Any member of the Council who transfers to any other class of membership shall complete their term of office as defined in By-Law 15.

### **Nomination and election of members of Council**

- 14 (a) For the purpose of electing members of Council, other than the President, and for other purposes which the Board might from time to time determine, members' countries will be grouped by global Regions. The number and composition of such Regions will be determined by the Board.
- (b) Each Region will separately nominate and elect members of Council.
- (c) The number of members of Council elected by each Region will be in proportion to the number of Voting Members in the Region, or as may be determined otherwise by the Board.
- (d) Each Region will elect at least one Corporate and one Non Corporate member of Council

### **Terms of Office**

15. (a) The term of office for each member of Council, except for the President and the Immediate Past President, shall be three years from election or appointment to retirement.

(b) Co-opted members will serve a maximum term of 3 years and will stand for election at the earliest opportunity.

### **Members of Council due to retire**

16. In each year, members of Council who have completed their terms of office on the Council shall retire. Those members of Council retiring after their first term of office shall be eligible immediately for re-election or re-appointment, but after the second term and after each subsequent term a period of at least one year shall elapse before eligibility for election or appointment whether or not in the same category of Council membership.

### **Voting in Council**

17. (a) All Council decisions shall be taken by vote of those present but, at the desire of at least one-third of the members of the Council present, the consideration of any resolution shall be postponed to the succeeding meeting, where necessary a special meeting of the Council, when the resolution shall be disposed of without further postponement. The presiding Chairperson at any meeting of the Council when the votes of the meeting, including their own, are equally divided, shall have a second or casting vote.

### **Election of Officers and Council**

18. All Voting Members of the Institution shall be entitled to vote in the election/appointment of:-

The President

The members of Council

The Auditors

### **Election of Officers**

#### **President**

19. (a) The President shall be the senior representative of the Institution and Chair of the Board of Trustees. The President shall hold such powers as are delegated to them from time to time by the Board and the Council.

The President shall hold office for a period of two years and shall then be eligible for re-election for a term or terms not exceeding two years in aggregate. Before the conclusion of their term of office, the Council shall nominate a President for election or re-election at the Annual General Meeting. If the person so nominated is not a member of the Institution, they shall forthwith be elected a member before the Annual General Meeting.

(b) The President shall take office on the first day of July immediately following their election. When the President is present, they will preside over all meetings of the Board of Trustees and over all meetings of the Council.



(c) Past Presidents, except for the immediate Past President, shall not be ex officio members of Council but shall receive all Council papers and shall be entitled to attend and take part in discussion at all meetings of the Council but not to vote thereat.

#### **Honorary Vice Presidents**

20. (a) Members of the Institution who have given long-and honourable service to the Institution may be elected Honorary Vice-Presidents by the Council.

(b) The Council shall consider annually the election of Honorary Vice-Presidents. Once elected, Honorary Vice-Presidents shall remain such unless they resign from or cease to be a member of the Institution, or request to relinquish the title.

(c) There shall be no more than ten Honorary Vice-Presidents and not more than two Honorary Vice-Presidents shall be appointed in any one year. An Honorary Vice-President shall not, ex officio, be a member of Council but shall receive all Council papers and shall be entitled to attend and take part in discussions at all meetings of the Council but not to vote thereat.

#### **Vice Presidents**

21. (a) Members of Council who have been elected or co-opted as members of Council may be appointed by the Council as Vice Presidents to represent the Institution and the views of the membership in the Region from which they have been elected or co-opted.

(b) Vice Presidents will serve in office for their term of office as a member of Council. Vice Presidents who are re-elected as members of Council may be reappointed as Vice Presidents.

(c) The number of Vice Presidents who may be appointed from each Region will be determined by the Board. At least one Vice President will be appointed from each Region.

(d) Vice Presidents elected in 2019 or earlier will be appointed as Vice Presidents.

#### **Members of the Council**

22. Subject to the Regulations, all Fellows, Members, Associate Members and Associates shall be eligible for election to the Council.

#### **Regulation of Council proceedings**

23. The Council shall meet together as often as may be required for the despatch of business and, subject to the provisions of these By-Laws, shall regulate their proceedings as they think fit and may act notwithstanding any vacancy in their body. At least seven days' notice in writing shall be given of all such Council Meetings.

The President, or in their absence, the most senior Vice President present at the meeting, shall preside at all Council Meetings. If neither the President nor a Vice President is present at the meeting, the members present shall elect a Council member present to take the Chair.

#### *Preparation of balloting lists*

24. The annual election of members of the Council shall be by ballot. The preparation of lists for the election of the Council for the ensuing year, the arrangements for the despatch and return of ballot papers, the counting of the votes and the custody of the voting papers and all other matters relating to

the conduct of the election shall be prescribed by Regulations but, subject thereto, the form and content of the ballot papers shall be determined by the Council.

### **Removal of Members of the Council**

25. The office of a member of the Council shall be vacated if:

- (a) the member is removed from office by a Resolution of the Voting Members in General Meeting; or
- (b) the member resigns or is removed from membership of the Institution under By-Law 22 or By-Law 57; or
- (c) the member becomes incapable by reasons of mental disorder within the meaning of the Mental health Act 1983, or any statutory modification thereof, of discharging the responsibilities of a member of Council; or
- (d) the member has been absent, without obtaining the permission of the Council, from more than half of the meetings of the Council held during the previous twelve months and the Council resolves that the member's office be vacated.

### **Membership**

#### **Classes of membership**

26. The membership shall consist of:-

- (a) Corporate Members
  - Fellows
  - Members
- (b) Non-Corporate Members
  - Associate Members
  - Associates
- (c) Corporate Partners

The privileges of Corporate Partner membership may be granted to companies or organisations.

(d) The Council may by Council Rule prescribe that the classes of membership of the Institution shall be sub-divided in such manner as the Council shall determine.

(f) The names of all members shall be entered on the Roll and a member who changes their name shall thereupon inform the Chief Executive stating their former name and the Chief Executive shall amend the Roll accordingly.

## **Abbreviated titles and description of Membership**

### **Abbreviated titles**

27. An Honorary Fellow may use after their name the description 'Hon FRINA'; a Fellow the description 'FRINA'; a Member the description 'MRINA'; an Associate Member the description 'AMRINA'; an Associate the description 'AssocRINA',

### ***Joint use of designation***

28. A Corporate Member practising:-

- (a) under the title of, or as an officer or employee of, a Limited Company; or
- (b) in partnership with any person who is not a Corporate Member of the Institution under the title of firm shall not use or be a party to the use of any of the abbreviated titles or descriptions of membership listed in By-Law 27 as descriptive of any company or firm.

29. A Corporate Partner may be referred to as "a Corporate Partner member of the Royal Institution of Naval Architects"

30. Corporate Partner membership may not be used in any way to promote a specific product or service, or to imply the endorsement of the Institution of the company or organisation

## **Qualification for Membership**

### ***Honorary Fellows***

31. An Honorary Fellow shall be:-

- (a) a person of distinguished scientific attainment; or
- (b) a person of distinction in the design or execution of important work in, or contributing to, the design, construction, maintenance and management of marine vessels and structures; or
- (c) a person of eminence who has given distinguished services to the Institution or to the achievement of its objects.

The number of Honorary Fellows shall not exceed fifteen and not more than three Honorary Fellows shall be elected each year.

Honorary Fellows shall be elected by Council and every election shall be announced at the next meeting of the Institution after such election.

### ***Fellows***

32. Every candidate for election or transfer to the class of Fellow shall satisfy the Council that they have by their attainment acquired an established reputation in their profession and that they:-

- (a) are a Member or Associate and has such experience involving superior responsibility for at least five years in the design or execution of important work in, or contributing to, the design, construction, maintenance and management of marine vessels and structures as the Council Rules shall prescribe; or
- (b) possesses the qualifications for the class of Member, or Associate and has such experience involving superior responsibility for at least five years in the execution of important work in, or

contributing to, the design, construction, maintenance and management of marine vessels and structures as the Council Rules shall prescribe; or

(c) has attained a position of such eminence in their profession in the execution of important work in, or contributing to, the design, construction, maintenance and management of marine vessels and structures as would qualify them for admission as Fellow and satisfies the requirements of the Council Rules.

### ***Members***

33. Every candidate for election or transfer to the class of Member shall satisfy the Council that they:-

(a) have passed an examination for the time being approved for this class of membership or holds such exempting qualification from the approved examination as shall from time to time be laid down by the Council; and

(b) has had a sufficient period of practical training or experience in design, construction, maintenance and management of marine vessels and structures; and

(c) has held, for not less than two years, a position involving responsibility for the execution of important work in, or contributing to, design, construction, maintenance and management of marine vessels and structures, in addition to any such experience which may have been accepted in satisfaction of the requirement of paragraph (b) of this By-Law; or

(d) has attained to a position of such responsibility in their profession in the execution of important work in, or by their contribution to, the design, construction, maintenance and management of marine vessels and structures as to qualify for admission as a Member and satisfies the requirements of the Council Rules.

### ***Associate Members***

34. (a) Every candidate for election or transfer to the class of Associate Member shall satisfy the Council that they; -

(i) possesses the qualification described in By-Laws 32 and

(ii) has received or is receiving adequate practical training in the design, construction, maintenance and management of marine vessels and structures; and

(iii) has acquired or intends to acquire adequate experience in the design, construction, maintenance and management of marine vessels and structures as will enable them to be eligible for transfer to the class of Member within a period of time after election of the class of Associate Member in accordance with the requirements of Council Rules.

(b) Associate Members who possess the qualifications described in By-Law 33 shall be required to apply for transfer to the class of Member.

### ***Associates***

35. Every candidate for election or transfer to the class of Associate shall satisfy the Council that they:-

(a) have received a suitable general education; and

- (b) are qualified, either by profession or occupation or by scientific or other attainments, to cooperate in the advancement of the objects of the Institution.

#### ***Student Members***

- 36. (a) Every candidate for election to the class of Student Member shall satisfy the Council that they:-
  - (i) have passed such part or parts of an approved examination, or such exempting examination in lieu thereof, as the Council may from time to time approve; and
  - (ii) is undergoing a course of further education and training in order to qualify in the design, construction, maintenance and management of marine vessels and structures or that they hold a suitable position in these fields.
- (b) Student Members who possess the qualifications described in By-Law 34 will be required to transfer to the class of Associate Member.

#### ***Junior Members***

- 37. (a) Every candidates for election to the class of Junior Member shall satisfy the Council that they:-
  - (i) are undergoing a suitable general education; and
  - (ii) intend to seek election to the class of Student Member when qualified.
- (b) Junior Members who possess the qualifications described in By-Law 36 shall be required to transfer to the class of Student Member.

#### ***Corporate Partners***

- 38. Every candidate for election to the class of Corporate Partner shall satisfy Council that the company or organisation is committed to achieving and maintaining high professional standards in their employees by:
  - (a) assisting and encouraging engineers within the company or organisation to achieve professional recognition through membership of RINA or equivalent organisation in the appropriate class of membership.
  - (b) assisting their engineers to achieve the standards of professional development and responsible experience required for Corporate membership of RINA or equivalent.

#### **Council's power to alter education and training requirements**

- 39. The Council may make, vary and rescind Council Rules for the following purposes:-
  - (a) to establish the educational requirements to be satisfied by examination or otherwise by candidates for election or transfer to any class of membership;
  - (b) to establish the training requirements to be satisfied by candidates for election or transfer to any class of membership.

## **Election, Transfer and Registration of Members**

### ***Approval of election by Council***

40. Subject to applicants for membership of the Institution meeting the requirements of these By-Laws and any Council Rules made thereunder, their election or transfer shall be by the Council who shall have an absolute discretion in regard thereto. The Council shall not be required to give reasons for the exercise of their discretion. The Council shall periodically communicate to the membership the names of those elected or transferred.

### ***Applications for election or transfer***

41. (a) Every proposal for election or for transfer shall be on a form approved by the Council and shall be forwarded to the Chief Executive. Applications for election or transfer to Fellow and Member shall be endorsed by two Corporate Members.
- (b) Where the endorsement of a Corporate Member cannot be reasonably obtained, applications may be endorsed by a person in a position of responsibility.
- (c) All persons endorsing any application for membership shall certify that to the best of their knowledge the information provided in the application is correct.

### **Applications from European Union Nationals**

42. Council will assess and take decisions on applications for membership and registration from persons holding appropriate professional qualifications from other European Union Member States in accordance with the appropriate European Union Directives.

### **Annual Fees**

43. (a) Unless directed otherwise by the Board, all members shall pay an annual fee at such rates as shall be determined by the Board.
- (b) Unless the Board otherwise directs, members elected during the first nine months of the financial year shall pay on election the full annual fee for the year. Members elected during the last three months of the financial year shall pay on election a full year's annual fee at the rate applicable in the succeeding financial year and such annual fee shall cover the remainder of the financial year of election and the whole succeeding financial year. Otherwise, annual fees shall be payable on the first day of January each year. Any member withdrawing from or for any reason leaving the Institution after the first day of January in any year shall be liable to pay the annual fee due on that day.
- (c) Unless the Board otherwise directs, Corporate Partners shall pay an annual fee, payable on the date of election and every anniversary thereof.

### ***Entry to membership***

44. No person or organisation shall be entered as Fellow, Member, Associate Member, Associate, Student Member, Junior Member or Corporate Partner of the Institution nor possess the privileges of membership (except it be on the honorary list) until the first fee has been paid. If payment be delayed for more than six months from the date of his election, such election shall be deemed to be void, unless the Council otherwise directs.

### ***Resignation of members***

45. Any member of any class may resign from the Institution by sending their resignation in writing to the Chief Executive but shall be liable for the payments of all fees due, including the current year.

### ***Certificate of membership***

46. Subject to such regulations and on payment of such fees as the Council may from time to time prescribe, the Council may issue to any member of any class (except Student Members and Junior Members) a certificate showing the class to which they belong. Every such certificate shall remain the property of, and shall on demand be returned to, the Institution.

### ***Fees in arrears***

47. At the beginning of June each year the Chief Executive shall notify each member whose fee has not been paid that it will be their duty to report accordingly to Council and they shall at the same time furnish the person whose fee is in arrears with copies of this By-Law and of By-Laws 51 and 52. The Council may withhold from those members whose fees are in arrears such privileges of membership, including the right to vote at elections and General Meetings, as may be thought fit.

### ***Fees in arrears – Council action***

48. At the beginning of October in each year the Chief Executive shall lay before the Council a list of all members whose fees for the current year are still unpaid and, unless the Council shall otherwise direct, the names of those in arrears shall be struck off the relevant roll. The Council may elect any such persons on re-application to the class of membership of the Institution for which they are qualified under the By-Laws in force at the time of their re-application. Provided always, that in exceptional circumstances the Council shall at any time within three years of a person ceasing to be a member have power to dispense with such re-election and to restore the name to the Roll upon payment of all arrears of fees then due and upon cause being shown to the satisfaction of the Council why fees were not previously paid.

### ***Recovery of arrears of fees***

49. Nothing herein contained shall prejudice the right of the Institution to the legal recovery of all arrears of fees up to the date of striking a name off the Roll.

### ***Council's power to reduce or remit fees***

- 50 (a) The Council shall have the power at any time to reduce or wholly to remit the annual fee or the arrears of annual fee of any member of the Institution. In the exercise of this discretion, the Council shall consider whether the member has retired from remunerative employment, the length of his membership, any inability to pay.
- (b) The Council may also reduce or remit any annual fee, where in their opinion it is desirable to do so, in any class of case including those arising under reciprocal arrangements entered into with any kindred body.

### ***Fees on retirement***

51. A Fellow, Member, Associate Member or Associate aged 60 or over who has been a member of the Institution for at least twenty years and who has retired and is no longer gainfully employed may, if

they so desire, apply to have their annual fee reduced to one-quarter the current fee for their class of membership.

***Exemption from payment of fees***

52. Any Fellow, Member, Associate Member or Associate who has been a member of the Institution for fifty years or longer, counting from the date on which they became a member may, if they so desire, apply to the Council for exemption from payment of future annual fees.

**Remuneration of Employees**

53. The Board shall pay to any persons employed by the Institution salaries, remuneration or other financial benefits as the Board shall from time to time think proper.

**Rights and Privileges of members**

54. The rights and privileges of every member shall be personal to the member and shall not be transferable or transmissible by their own act or by operation of law.

**Professional Conduct - Definition and Procedures**

***Professional conduct***

55. Every member of the Institution shall so order their conduct as to uphold the dignity and reputation of the Institution and shall observe the provision of the Charter and these By-Laws.

Every member shall at all times so order their conduct as to uphold the dignity and reputation of their profession and to safeguard the public interest in matters of safety and health and otherwise.

They shall exercise their professional skill and judgement to the best of their ability and discharge their professional responsibilities with integrity.

***Rules of professional conduct***

56. For the purpose of ensuring the fulfilment of the requirements of By-law 58, the Council may make, vary and rescind Council Rules prescribing the standards of professional conduct to be observed by members of all classes in any respect which may be relevant to their membership of the Institution and may publish directions or pronouncements as to the specific conduct which is to be regarded as proper or improper, as the case may be, provided that no such Council Rules, variation or rescission shall be in any way repugnant to the Charter or to these By-Laws.

***Expulsion of members***

57. If any member be convicted by a competent tribunal of any offence of any kind which in the opinion of the Council renders them unfit to be a member, the Council shall have the right to expel the member from the Institution provided that at least two-thirds of the members of Council present at a meeting of the Council vote in favour of such a course, provided that the member shall have the right of appeal to the Appeal Committee established by the Council pursuant to By- Laws 58.

***Investigation of offence***

58. (a) For the purposes of this By-Law 'improper conduct' shall mean:-  
(i) the making of any false representation in applying to the Institution for election or transfer to any class of membership; or



(ii) any breach of these By-laws or of any Regulation, Council Rule or direction made or given thereunder; or

(iii) any conduct injurious to the Institution.

(b) Any allegation of improper conduct which may be brought before the Council, properly vouched for and supported by evidence, shall be investigated and dealt with by the Council in accordance with such Council Rules or Regulations as the Council may specify pursuant to By-Law 58(c). If a member of any class be found by the Council to have been guilty of improper conduct, the Council may order that they be admonished or reprimanded or that their membership be suspended for any period or that they be expelled from the Institution, provided that, in the case of expulsion, at least two-thirds the members of the Council presents at a meeting of the Council vote in favour of such a course.

(c) The Council shall make Council Rules or, at the discretion of the Board, Regulations for the purpose of giving effect to the provisions of By-Laws and such Council Rules or Regulations shall secure:-

(i) that any allegation of improper conduct shall be properly investigated and (if sufficiently serious) be referred for adjudication by an impartial tribunal consisting either wholly of Corporate Members;

(ii) that before being called on to deal with any complaint or allegation of improper conduct on their own part a member shall know what is the complaint or allegation;

(iii) that the member shall be entitled to be heard in person or be represented by solicitors or counsel or by another member of their own choice but not by any other person;

(iv) that the member shall be given a full and fair opportunity of being heard and of calling witness and cross-examining any other witnesses testifying before the tribunal;

(v) that in all other respects the investigation shall be made, and the proceedings conducted, and a decision reached in accordance with natural justice;

(vi) that any member whose membership is ordered to be suspended for any period or who is ordered to be expelled from the Institution shall have the right of appeal in such order to an Appeal Committee established by the Council;

(vii) that any decision shall be made known to members and others so far as may be necessary or desirable with a view to the furtherance of the objects of the Institution.

(d) The Council may make Council Rules for the purpose of:-

(i) delegating its powers and duties under By-Law 58(b) (other than the power to order that a member be expelled from the institution) to a committee or committees;

(ii) determining the constitution and membership and regulating the procedure of any such committee;

(iii) determining the constitution and membership and regulating the procedure of the Appeal Committee established under By-Law 58(c);

(iv) providing for any other matter which may be relevant to any Committee established under this By-Law or its functions.

Subject to any Council Rule made under By-Law 58(d) any body set up thereunder shall regulate its own procedures.

## **Meetings of the Institution**

### ***Types of Meeting***

59. The meetings of the Institution shall be as follows;
- (a) Ordinary meetings for the reading and discussion of technical papers and the discussion of matters concerning the profession.
  - (b) The Annual General Meeting to be held before the end of May in each year.
  - (c) Special General Meetings
    - (i) for the purpose of making, altering, varying or revoking any By-Law of the Institution;
    - (ii) or the purpose of considering any resolution to amend or to add to the Charter;
    - (iii) for the purpose of confirming any resolution duly passed on by the Board making, revoking, amending or adding to any Regulation of the Institution;
    - (iv) for the purpose of confirming any resolution duly passed on by the Council making, revoking, amending or adding to any Regulation of the Institution;
    - (v) for the purpose of considering a resolution or resolutions to be proposed in accordance with By-Law 63;
    - (vi) for such other purpose as the Board shall decide.

### ***Voting at General Meetings***

- 60 (a) Votes may be given at any General Meeting either personally or by proxy. On a show of hands every Voting Member present in person and entitled to vote at such meeting shall (subject to the provisions of By-Law 60) have one vote. In the case of a poll every Voting member present in person or by proxy and entitled to vote at such meeting shall (subject as aforesaid) have one vote.
- (b) No person other than the Chairperson of a meeting shall be appointed a proxy to vote at that meeting. The instrument appointing a proxy shall be in such form as the Council may from time to time by Council Rule prescribe and shall be in writing under the hand of the appointer or their attorney and shall be deposited, together with the power of the attorney (if any) under which it is signed, at the office of the Institution not less than forty-eight hours before the time appointed for the meeting to which the proxy relates. No instrument appointing a proxy shall be valid after the expiration of six calendar months from its date except on a poll demanded at a meeting in cases where the meeting was originally held within six calendar months of such date. 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 revocation of the proxy unless previous intimation in writing of the death or revocation shall have been received at the office of the Institution.
- (c) Resolution put to a General Meeting shall be decided in the first place by a show of hands provided that a poll may be demanded on or before the declaration of the result by the Chairperson of the meeting or by any five Voting Members personally present and entitled to vote thereat and if so demanded it shall be taken in such manner and either immediately or at such time before the

conclusion of the Meeting as the Chairperson shall direct and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll shall not prevent the continuance of the meeting or the transaction of any business other than the resolution on which the poll has been demanded and the demand for a poll may be withdrawn. No notice need be given of a poll not taken immediately. No poll shall be directed on demanded on the election of a Chairperson or on a question of an adjournment.

(d) In the case of equality of votes the Chair of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to their personal vote.

#### ***Notice of Meetings***

61. Meetings of the Institution shall be held at such places and at such times as Council or the Board may determine. At least twenty one days' notice shall be given of all such meetings specifying, in the case of Annual General Meetings and Special General Meetings, the general nature of the business proposed to be transacted including the text of resolutions to be moved at the General Meeting and a proxy form shall be provided to each Corporate Member entitled to vote on a particular resolution. No resolutions shall be moved at a General Meeting other than those contained in the Notice calling the meeting. A General Meeting shall not be invalidated by an accidental failure to give any member notice of such meeting or by non-receipt of notice properly sent.

#### ***Discussion at Ordinary Meetings***

62. No question relating to the direction and management of the Institution shall be discussed at Ordinary Meetings or motion be made at such meetings relating thereto.

#### ***Requisition of Special General Meeting***

63. A Special General Meeting shall be convened by the Board whenever a requisition signed by thirty Voting Members, specifying the objects of the Meeting and the resolutions to be moved, is delivered to the Chief Executive. If the Board does not duly convene a Meeting within sixty days of the delivery of the requisition, the requisitionists themselves may convene the Special General Meeting in the manner which it would have been convened by the Board. Such a meeting shall take place within one hundred and twenty days of the date of such requisition.

#### ***Business at the Annual General Meeting***

64. The business of the Annual General Meeting shall include the presentation and consideration of the Annual Report of the Board and of the Annual Statement of Finances by the Treasurer, the election of the President, the announcement of the results of the annual elections to the Council, and the appointment of the Auditors for the ensuing year.

#### ***Chairperson at General Meetings***

65. The President, or in their absence the senior Vice President present at the meeting, shall preside at all General Meetings. If neither the President, nor any Vice President is present at the meeting, the members present shall elect a member to take the Chair.

#### ***Quorum at General Meetings***

66. (a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. If, within twenty minutes of the time appointed for the meeting, a quorum is not present, the meeting shall be dissolved.

(b) The quorum at a General meeting shall be twenty Voting Members.

#### **Standing and special committees**

67. The Council may appoint standing and special committees and may delegate any of their powers to any such committees. The membership of standing committees shall be reviewed annually by the Council.

Except for any Committee set up by the Council under the provisions of By-Law 67, which shall consist solely or partially of Corporate Members, a Committee may be composed of members of the Council alone or of members of the Council and other members of the Institution. All Committees shall, in the exercise of powers delegated to them and in the transaction of business, conform to any directions that may be given to them by the Council and, subject to the provisions of these By-Laws, may regulate their proceedings as they think fit. Any Committee to which any of the powers of the Council may be delegated shall be governed by the following rules:-

(a) The Council shall appoint the Chairperson and Vice-Chairperson of each Standing Committee.

(b) No motion purporting to exercise any power delegated by the Council shall be deemed to have been carried unless the number of members of Council who voted for it exceeds the number, if any, of the members of Council who are against it.

(c) The Presidents of the Divisions and Chairperson of each Standing Committee shall be ex-officio members of Council.

#### **Quorum at Council Meetings**

68. At every meeting of the Council, nine members of the Council shall constitute a quorum. Meetings of the Council and any decisions taken thereat shall not be invalidated by an accidental irregularity in the appointment of any member of the Council due notice of such meetings.

#### **Assumption of office by new Council**

69. The new Council shall take office immediately after the close of the Annual General Meeting.

#### **Local Branches of the Institution**

70. The Council may form Divisions or Branches of the Institution in areas where, in the opinion of the Council, local activities may be carried on satisfactorily. The Council shall draw up or approve rules for each Division or Branch and shall have power to dissolve it at any time.

#### **Joint Branches with other Institutions**

71. In furtherance of the objects of the Institution the Council may, in association with any other Institution having similar objects, form joint local branches with such other Institutions in areas where, in the opinion of the Council, the formation of such joint branches is desirable. The Council shall approve the rules for, and shall have power to withdraw at any time from, each such joint branch.

#### **Power to combine or associate with other Institutions**

72. In fulfilment of its duty under By-Law 11 to adopt every possible means of advancing the objects of the Institution, the Board may prepare and submit to a Special General Meeting of Voting Members proposals for the incorporation into the Institution of any society or body whose objects are similar to those of the Institution or for the amalgamation, union or alliance of the Institution with any such society or body. Such proposals shall give details of the amendments, if any, that may be required in

the Charter and these By-Laws and of the changes in the property, constitution and standing of the Institutions as well as in the rights and obligations of members which on approval by the Privy Council such proposals would entail. No such proposal shall take effect unless and until it has been confirmed by a resolution of the Voting Members in accordance with the Charter and these By-Laws.

### **Reciprocal membership**

73. The Council may approve reciprocal membership arrangements with any society having objects similar to those of the Institution. Members not normally resident in the United Kingdom of Great Britain and Northern Ireland of any such Society with whom the Institution shall have concluded an agreement granting reciprocal membership facilities may, as an alternative to the procedure laid down in By-Law 40, be considered on application as candidates for enrolment in an appropriate class of membership of the Institution. Such an application shall, in place of the signatures of sponsors as laid down in By-Law 41, be accompanied by a certificate from the secretary or equivalent officer of the foreign society to effect that the candidate is a member of that society in good standing.

The election of such candidates shall be by decision of the Council who shall have an absolute discretion in regard thereto.

### **Chief Executive**

74. The Board shall appoint a person to be the senior executive of the Institution at such remuneration and upon such other terms and conditions as the Board shall think fit and, subject to the terms and conditions of the appointment, may at its discretion terminate any such appointment. The person so appointed shall be known as the Chief Executive or described by such other title or designation as the Council shall from time to time determine. It shall be the duty of the Chief Executive, under the general direction of the Board or Council as appropriate, to conduct the ordinary business of the Institution in accordance with the Charter, these By-Laws and any Regulations or Council Rules made hereunder.

### **Auditors**

75. One or more Auditors shall be appointed by resolution at each Annual General Meeting. The Board may fill any casual vacancy in the office of Auditors but while such vacancy continues the surviving or continuing Auditor or Auditors may act. The appointment, powers and duties of the Auditors shall be regulated as nearly as maybe and, with any necessary modification, in accordance with Section 25 of the Companies Act 1989 or any statutory modification thereof and any order or regulation made or issued thereunder or deriving validity therefore from time to time in force. The Auditors shall have access at all reasonable times to the accounts of the financial transactions of the Institution and they shall examine and certify the annual statement of the funds and accounts before it is submitted by the Board to the Annual General meeting.

### **Vacancy in Office of President**

76. In the event of a vacancy occurring in the office of the President after the date of the annual election in any year, the Council shall have power to elect a new President who shall hold office until the election of the President at the next Annual General Meeting of the Institution.

### **Miscellany**

#### ***Indemnity for Officers***

77. Each Officer of the Institution shall be accountable in respect of their own acts only and shall not be accountable for any acts done or authorised to which they shall not have expressly assented. A member

of the Council or the Board shall be indemnified in respect of liability for any loss or damage incurred through any act, matter of thing done, authorised, or suffered by the member, being done in good faith for the benefit of the Institution, although in excess of their legal power. Officers of the Institution shall be indemnified out of the funds and property of the Institution from and against costs, charges and damages to such an extent as the Board shall approve which they or any of them shall sustain by reasons as the Board shall approve which they or any of them shall allot the duties or powers imposed upon or given to them by Charter or these By-Laws.

#### ***Seal***

79. The Common Seal of the Institution shall not be affixed to any deed or instrument except by authority of a previous order or resolution of the Council. It shall be so affixed in the presence of the President or the Chairperson of the Council or the Treasurer and of the Secretary.

#### ***Copyright of Publications***

79. The right of publishing all papers published by the Institution and the Official Reports of the proceedings, and discussions at meetings of the Institution or any part thereof, shall be reserved to the Council who may, as they think fit, give their consent to publication.

#### ***Alterations to Charter and By-Laws***

80. All proposals for amending, adding to or surrendering the Charter and for making, revoking or amending the By-Laws shall be subject to approval by the votes of the Voting Members in a Special General Meeting in accordance with the provisions of the Charter and these By-Laws.

#### ***Regulations***

81. The Board shall make, and may from time to time revoke, amend or add to, Regulations for the purposes specified in By-Law 24 and for such other purposes as the Board may determine and shall publish such Regulations provided that no Regulation shall be inconsistent with the Charter or with these By-Laws and that no such Regulation, revocation, amendment or addition shall take effect until the same has been approved by the votes of the Voting Members at a General Meeting of the Institution.

#### ***Council Rules***

82. The Council may make, amend and rescind Council rules for the better ordering of any matter referred to in these By-Laws or otherwise for the better government of the Institution and its affairs, other than matters to be governed by Regulations pursuant to By-Law 82, but so that no Council Rule shall be repugnant to the Charter, these By-Laws or the Regulations and the Council shall publish such Council rules or amendments or rescission thereof.

All rules made, amended or rescinded by the Council shall be subject to the endorsement of the Board.