

The Institute of Physics
CHARTER AND BYLAWS

30 SEPTEMBER 1970

As amended by Orders of Privy Council dated:

23 July 1975
2 December 1975
10 October 1977
12 January 1979
8 July 1980
2 November 1981
25 January 1985
9 January 1986
22 September 1987
12 November 1992
27 October 1993
6 October 1994
22 April 1998
11 November 1998
7 June 1999
14 February 2001
19 October 2001
4 December 2002
9 October 2003
13 October 2004
11 April 2006
9 October 2008
16 November 2011

1. The members of the former Association and all such persons as may hereafter become members of the Body Corporate hereby constituted shall be forever hereafter one Body Corporate and Politic by the name of 'The Institute of Physics' (hereinafter referred to as 'the Institute') and by the same name shall have perpetual succession and a Common Seal, with power to break, alter and make anew the said Seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
2. The object for which the Institute is hereby constituted is to promote the advancement and dissemination of a knowledge of and education in the science of physics, pure and applied, for the benefit of the public and the members of the Institute, and particularly for that purpose:
 - 2.1 to establish, uphold and advance the standards of qualification, competence and conduct of those who practice physics;
 - 2.2 to promote, encourage, guide and cooperate in the education and training of those who wish to be or are practicing as physicists or as assistants to physicists or are interested in physics or in subjects connected therewith;
 - 2.3 to serve the public interest by acting in an advisory, consultative or representative capacity in matters relating to the science and practice of physics;
 - 2.4 to take over the assets and liabilities of the former Association;
 - 2.5 to assume the trusteeship and management of the former Association's Benevolent Fund and Physics Trust Fund, together with such trust funds for medals, prizes, lectures and other purposes as are administered by or in connection with the former Association with the assets and liabilities pertaining thereto: provided always that no payment or contribution out of the assets or income of the Institute shall be made to the said Benevolent Fund;
 - 2.6 to do all such other things as are necessary for the attainment of the object of the Institute.
3. The income and property of the Institute whencesoever derived shall be applied solely towards the promotion of the object of the Institute as set forth in this Our Charter and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to any person who is or has been a member of the Institute, or to any person claiming through them. Provided that nothing herein contained shall prevent the payment in good faith to any such person of any benefits to which they may become entitled under or by virtue of the provisions of the Benevolent Fund. And provided further that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the Institute or to anyone although a member of the Institute for services rendered to the Institute but so that no member of the Council of the Institute shall receive any financial benefit or benefit with a monetary value from the Institute except
 - 3.1 repayment of reasonable out of pocket expenses
 - 3.2 payment to any company in which a member of the Council has no more than a 1 % shareholding

- 3.3 with the written consent of the Council individuals may be appointed to the Council who are contracted to and may receive reasonable remuneration from IOP Publishing Limited, a wholly owned subsidiary of the Institute, who by virtue of their knowledge and expertise are contracted by IOP Publishing Limited and appointed to the Council provided that no more than twenty-five percent of the members of Council shall receive such remuneration and further provided that the member or members of the Council concerned must
 - 3.3.1 declare his or their interest to the Council at the earliest opportunity
 - 3.3.2 not be counted in the quorum for that part of a meeting, refrain from participation in any debate and withdraw during the vote and have no vote on any matter, where there is or may be an actual potential conflict of interest
 - 3.3.3 withdraw from the meeting for that item unless expressly invited to remain in order to provide information.
4. The Institute may acquire and hold any land, tenements or hereditaments whatsoever within Our United Kingdom of Great Britain and Northern Ireland and any other part of the Commonwealth or elsewhere and from time to time to demise, alienate or otherwise dispose of the same or any part thereof.
5. There shall be a Council of the Institute (hereinafter referred to as 'the Council') consisting of such numbers of members with such qualifications and to be elected or constituted as such members of the Council in such manner and to hold office for such period and on such terms as to re-election and otherwise as the Bylaws for the time being of the Institute (hereinafter referred to as 'the Bylaws') shall direct.
6. Of the members of the Council one shall be the President and three or more shall be the Vice-Presidents of the Institute, one shall be the Honorary Treasurer and one shall be the Honorary Secretary. The said President and Vice-Presidents, Honorary Treasurer and Honorary Secretary shall be elected in such manner and shall hold office for such period and on such terms as to re-election and otherwise as the Bylaws shall direct.
7. The first President, Vice-Presidents, Honorary Treasurer and Honorary Secretary of the Institute shall be the persons holding such offices in the former Association at the date of this Our Charter. The first members of the Council of the Institute shall be the members of the Council of the former Association at the date of this Our Charter.
8. The Institute shall have executive staff with such functions, tenure and terms of office and appointment as the Council may from time to time appoint.
9. The government and control of the Institute and its affairs shall be vested in the Council subject to the provisions of this Our Charter and to the Bylaws. The business of the Council shall be conducted in such manner as the Council may from time to time determine.
10. Unless and until the Bylaws shall otherwise provide there shall be six classes of members of the Institute termed respectively Honorary Fellows, Fellows, Members, Associate Members, Students and Affiliates. The Honorary Fellows, Fellows and Members shall be known as Corporate Members and the Associate Members, , Students and Affiliates shall be known as Non-corporate Members. The members of the former Association who by virtue of this Our

Charter become members of the Institute shall, except as otherwise provided in the Bylaws, be deemed to have entered the Institute as members of the same class as that to which they belonged in the former Association.

11. The qualifications, methods and terms of admission, privileges and obligations, including liability to expulsion or suspension of members of each of the said classes respectively, shall be such as the Bylaws shall direct.
12. The Council shall alone have power to decide conclusively whether any person proposed for or seeking admission to any class of membership of the Institute has satisfied the conditions of election specified in the Bylaws
13. An Honorary Fellow may use the designation 'Hon FInstP', a Fellow the designation 'FInstP', a Member the designation 'MInstP' and an Associate Member the designation 'AMInstP'.
14. The meetings of the Institute shall be of such classes and shall be held for such purposes as may from time to time be prescribed by the Bylaws, and the rights of the several classes of members of the Institute of attending and voting at the said meetings shall be such or subject to such restrictions as may be so prescribed.
15. The Bylaws set forth in the Schedule hereto shall be the first Bylaws of the Institute and shall remain in force until the same shall be amended in manner hereinafter provided.
16. The Corporate Members of the Institute entitled to attend and vote at General Meetings as the Bylaws shall direct by a Resolution passed by a majority of not less than two-thirds of such members present in person or by proxy and voting at any duly convened Special General Meeting of such members with respect to which not less than twenty-one days' notice has been given of the matters to be taken into consideration thereat, shall have power from time to time to make and when made to amend such Bylaws as to them shall seem requisite and convenient for the regulation, government and advantage of the Institute, its members and property, and for the furtherance of the object and purposes of the Institute. Provided that no such Bylaws or amendments thereof shall be repugnant to the provisions of this Our Charter or shall take effect until the same shall have 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.
17. The Council may from time to time, by a Resolution in that behalf passed at a meeting by a majority of not less than three-fourths of the members of the Council present and voting (being an absolute majority of the whole number of the members of the Council) and confirmed by a majority of not less than three-fourths of the Corporate Members of the Institute entitled to attend and vote at General Meetings as the Bylaws shall direct, present in person or by proxy and voting at a General Meeting of such members held not less than one calendar month nor more than four calendar months afterwards with respect to which not less than twenty-one days' notice has been given of the intention to propose such confirmation, amend or add to this Our Charter as now granted or as hereinafter varied by any exercise of this power, and every such amendment and addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly.

18. The property and moneys of the former Association including any property or moneys held by it as trustee shall, as soon as may be, be formally transferred to the Institute or such person or persons on its behalf as the Bylaws may prescribe.
19. It shall be lawful for the Institute with the sanction of the Council and an Extraordinary General Meeting of the Corporate Members of the Institute entitled to attend and vote at General Meetings as the Bylaws shall direct, called for the purpose and with respect to which not less than twenty-one days' notice has been given, to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Institute in such manner as shall be directed by the Council and such General Meeting having due regard to the liabilities of the Institute for the time being. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other charitable institution or institutions having objects similar to the object of the Institute, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Article 3 hereof, such institution or institutions to be determined by the members of the Institute, at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object. Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 Charities and Trustee investment (Scotland) Act 2005.
20. 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, construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Institute any misrecital, nonrecital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

At the Council Chamber, Whitehall THE 16th DAY OF MARCH 2006

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

The Privy Council has approved new by-laws for the Institute of Physics which are set out in the Schedule to this Order and which are to be substituted for the existing by-laws.

A. K. Galloway

SCHEDULE

NEW BY-LAWS OF THE INSTITUTE OF PHYSICS APPROVED BY THE PRIVY COUNCIL
ON 16TH MARCH 2006

Amended by Order in Council 9 October 2008

BYLAWS

1. In these Bylaws 'the Institute' means The Institute of Physics and 'the Charter' means the Royal Charter granted in the year one thousand nine hundred and seventy as amended from time to time by Supplemental Charter or otherwise.
2. In these Bylaws, which shall be read in conjunction with the Charter, the words standing in the first column of the table next hereinafter contained shall (if not inconsistent with the subject or context) bear the meanings set opposite to them respectively in the second column thereof.

Words	Meanings
Abroad	All countries and territories other than the United Kingdom, the Isle of Man and the Channel Islands.
Affiliate	A person admitted as an affiliate of the Institute.
Annual General Meeting	The annual general meeting of the Institute held in accordance with these Bylaws.
Associate Member	A person admitted as an associate member of the Institute.
Branch	A branch of the Institute created by the Council in accordance with these Bylaws.
The Chief Executive	The person who is from time to time appointed the Chief Executive of the Institute.
the Council	The Council of the Institute duly appointed for the time being.
Executive Officers	Persons holding executive positions being appointed thereto by the Council.
these Bylaws	These Bylaws as from time to time amended in accordance with the Charter
Chartered Physicist	A person entitled to use the title chartered physicist pursuant to these Bylaws.
Corporate Members	Those persons admitted as Honorary Fellows, Fellows and Members and under the provisions of the Charter and these Bylaws.
Deputy President	The person who is from time to time the deputy president of the Institute who may also be referred to as the President elect.
Disciplinary Committee	The disciplinary committee established by the Council under Bylaw 77 and referred to in Bylaw

	20.
Extraordinary General Meeting	An extraordinary general meeting of the Institute held in accordance with these Bylaws.
Fellow	A Fellow of the Institute.
the former Association	The Institute of Physics and the Physical Society incorporated under the Companies Act 1948 on the seventeenth day of May 1960
General Meeting	A general meeting of the Institute.
Group	A group created by the Council in accordance with and for the purposes set out in these Bylaws.
Honorary Fellow	A person made an honorary fellow pursuant to Bylaw 4.
Honorary Secretary	The person from time to time appointed to the position of honorary secretary of the Institute.
Honorary Treasurer	The person from time to time appointed to the position of honorary treasurer of the Institute.
members	Corporate Members and Non-corporate members
Nominations Committee	The nominations committee established by the Council under Bylaw 77.
Non-corporate Members	Those persons admitted as Associate Members, Students and Affiliates under the provisions of the Charter and these Bylaws
the office	The registered office of the Institute as notified to the Charity Commission for England and Wales.
President	The person who is the president of the Institute from time to time.
President-elect	The person who is from time to time the President-elect of the Institute who may also be referred to as the Deputy President.
Register	The register of members and of Chartered Physicists kept by the Council pursuant to these Bylaws.
Rules of Conduct	The rules of conduct published by the Council

	from time to time.
Seal	The Common Seal of the Institute
Student	A person admitted as a student member of the Institute.
the United Kingdom	United Great Britain and Northern Ireland
Vice President	Means any person who has been elected vice president of the Institute.
in writing	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form including electronically

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

3. The Corporate Members of the Institute shall consist of Honorary Fellows, Fellows and Members and the Non-corporate Members of the Institute shall consist of Associate Members, Students and Affiliates.
4. Distinguished persons intimately connected with physics or a science allied thereto whom the Institute especially desires to honour for exceptionally important services in connection therewith, and any distinguished person whom the Institute may desire to honour for service to the Institute or whose association therewith is of benefit to the Institute, shall be eligible to become Honorary Fellows of the Institute. Election to Honorary Fellowship can be made only by resolution of the Council. Honorary Fellows of the Institute shall not be required to pay any entrance fee, annual or other membership subscription. The total number of Honorary Fellows for the time being shall not exceed one hundred.
5. Candidates for election or transfer to any class of membership of the Institute shall have satisfied the requirements published by the Council.
6. Notwithstanding the provisions of these Bylaws the Council may in exceptional circumstances of qualifications, experience or achievement in physics or a science allied thereto elect candidates to an appropriate class of membership.
7. Every person who at the twenty-eighth day of February 2001 was a Corporate Member of the Institute shall be entitled to use the title Chartered Physicist and the abbreviation CPhys according to regulations prescribed by the Council. Every person admitted to any of the corporate classes of membership after the twenty-eighth day of February 2001 who shall:
 - 7.1 have been educated as a physicist and have obtained an Integrated Masters degree recognised by the Council for the purpose of this Clause of this Bylaw and have had experience in responsible work including a structured training course which demands a knowledge of physics or its applications as shall satisfy the Council

or

7.2 have attained professional competence to an equivalent standard demonstrated through a combination of academic qualification, training and experience as shall satisfy the Council

shall be entitled to use the title 'Chartered Physicist' and the abbreviation CPhys according to regulations prescribed by the Council.

8. Every application for election or transfer to any class of membership of the Institute shall be in a form prescribed by the Council.
9. Every person who is elected to any class of membership shall be informed of his or her election in writing by the Chief Executive of the Institute. No election or transfer will become effective until any fees and subscriptions payable on such election or transfer shall have been paid.
10. The Council shall cause a Register to be kept of the names of Chartered Physicists and of all the members, showing the class to which each belongs and giving his or her last known address.
11. The fees and subscriptions payable by all members of the Institute and by Chartered Physicists shall be determined by Resolution of the Institute in General Meeting passed in accordance with the requirements of Article 16 of the Charter, and any such resolution may specify, or vary the specification of, circumstances in which the reduction or waiver of subscriptions may be permitted.
12.
 - 12.1 Subject to the Council's discretion subscriptions shall for any year be due either on the first day of January in that year or on the anniversary of members' election to membership. Payment of subscriptions shall be made by members either in full on the due date or by instalments on such terms as the Council may determine.
 - 12.2 A member whose fee or annual subscription is not more than two months in arrears shall be entitled to receive a copy of any matter published by or on behalf of the Institute upon such terms as the Council shall determine.
13. The Council may in any special case reduce or remit the entrance fee, transfer fee or annual subscription or the arrears of annual subscriptions of any member. All matters of doubt or of difficulty relating to subscriptions or fees shall be decided by the Council.
14. The Council may re-admit to membership in the class to which he or she formerly belonged any person whose membership has terminated, provided he or she has satisfied the Council that he or she is worthy of such re-admission and pays such amounts in respect of entrance fees or arrears of fees and subscriptions as the Council may determine.
15. All members shall act in accordance with the Rules of Conduct as published by the Council from time to time and they shall do nothing that may bring the profession of physicist or the Institute into disrepute.
16. Members may resign their membership by informing the office and they shall thereupon cease to be members.

- 16.1 Members resigning or removed during the currency of any year before payment of their annual subscription for such year shall remain liable to pay their subscription for such year notwithstanding their resignation or removal.
17. The Council may suspend from membership for a period of at least one year or expel from membership any member who:
 - 17.1 is convicted of any criminal offence;
 - 17.2 is held by the Council to have failed to observe these Bylaws;
 - 17.3 is held by the Council to have failed to observe the Rules of Conduct in place from time to time;
 - 17.4 engages in any activity that in the opinion of the Council is inconsistent with him or her remaining a member;
 - 17.5 is held by the Council to have acted in a way that is detrimental to the welfare of the Institute;
 - 17.6 is held by the Council to have been guilty of any act or default discreditable to the profession of physics.
18. Any action taken by the Council against a member under the provisions of Bylaw 17 shall follow an investigation conducted in accordance with regulations made under the provision of Bylaw 19 and shall be approved by a resolution of the Council.
19. The Council shall make regulations for investigating any complaint against a member which, if found to be justified, may result in expulsion or suspension of the member under the provisions of Bylaw 17. A statement of such regulations shall be issued on the authority of the Council and any member shall be entitled to receive a copy on request. The regulations may be amended from time to time by the Council.
20. For the purpose of investigating complaints under the provisions of these Bylaws, the Council shall delegate responsibility to the Disciplinary Committee. The powers and functions of the Disciplinary Committee shall be subject to such regulations as the Council may prescribe. On completion of any investigation of a member the Committee shall submit a written report and recommendation to the Council. Any member of the Institute may be called to give evidence before the Disciplinary Committee
21. Unless otherwise determined by the Council, the resignation of a member shall not be accepted whilst a complaint against the member is being investigated by the Disciplinary Committee or is under consideration by the Council.
22. A decision as to expulsion or suspension shall rest solely with the Council, by resolution in accordance with Bylaw 17. The Council shall make regulations to cover the disciplinary procedures, including an independent appeals procedure.
23. Statements concerning the expulsion or suspension of a member shall be issued in an Institute publication. The Council may determine by its sole discretion whether or not any other announcements should be made in the public interest.

24. Any member who is expelled or suspended shall deliver to the Council, for cancellation or retention as the case might be, any certificate of membership or certificate referring to such membership or to any other professional designation awarded by the Institute. The member will cease to use any initial letters or designation which the member was previously entitled to use under the Bylaws unless or until such expulsion or suspension is appropriately modified or revoked.
25. In addition to the power of expulsion or suspension on any of the grounds cited in Bylaw 17 the Council may also reprimand or admonish any member instead of expelling or suspending the member, and may call for a written undertaking from the member as to his or her future conduct.
26. In the event of non-payment by a member of any fee, subscription or any instalment of any fee or subscription due to the Institute within two calendar months after the same became due, the member's membership of the Institute may be terminated.
27. All members who shall resign or be expelled from or shall otherwise cease to be members of the Institute, shall forthwith return to the office all such books or other property of the Institute or for which the Institute is responsible, as they may have in their custody, and they shall remain liable for the payment of all moneys due from them (including their subscription) at the date of their resignation, expulsion or cessation of membership.
28. The rights, privileges and obligations of every member of the Institute shall be personal and shall not be transferable or transmissible by operation of law or otherwise. Such rights, privileges and obligations shall be subject to the Charter and to these Bylaws and may be varied or abrogated by any amendments to the Charter and to these Bylaws without any sanction, approval, consent or resolution by any individual or class or other means in addition to the procedure laid down by Articles 16 and 17 of the Charter.
29. The Institute shall each year hold a General Meeting as its Annual General Meeting in addition to any other meetings that year and shall specify the meeting as such. Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
30. An Annual General Meeting and any other General Meeting shall be called by twenty-one days' notice in writing to all Corporate Members sent by post or by electronic means, such as email or fax, to the address recorded in the office. The accidental omission to give notice of any meeting to or the non-receipt by any Corporate Member shall not invalidate the proceedings at any meeting
31. All Resolutions to be considered at an Annual General Meeting must be contained in the Notice of Meeting and can be submitted by:
 - 31.1 Resolution of the Council.
 - 31.2 Not less than 20 members in writing and submitted to the Office.
32. All business that is transacted at an Annual General Meeting will require the support of a simple majority of those voting in person or by proxy with the exception of

- 32.1 amendments to the Charter which will require the support of 75% of those voting in person or by proxy.
- 32.2 amendments to these Bylaws which will require the support of 66% of those voting in person or by proxy.
- 33. An Extraordinary General meeting may be called by:
 - 33.1 The Council at any time.
 - 33.2 The Council on receipt of a written requisition signed by not less than fifty Corporate Members.
- 34. An Extraordinary General Meeting shall be convened in the same manner as an Annual General Meeting.
- 35. At every General Meeting twenty Corporate Members present in person at the commencement of the business shall be a quorum, unless otherwise expressly provided by these Bylaws.
- 36. If within fifteen minutes from the time appointed for a meeting a quorum is not present then:
 - 36.1 the meeting if convened on the requisition of Corporate Members shall be dissolved;
 - 36.2 in any other case it shall stand adjourned to the same day in the following week at the same time and at such place as the Chair of such meeting shall announce thereat;
 - 36.3 if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting then the Corporate Members present shall be a quorum.
- 37. The President will preside as Chair at every General Meeting. In the absence of the President the Chair will be:
 - 37.1 The President-elect; or
 - 37.2 One of the Vice-Presidents in order of length of service; Or, in the absence of all the Vice-Presidents;
 - 37.3 A member of the Council in order of length of service; Or, in the absence of any member of the Council;
 - 37.4 A Corporate Member chosen by the meeting.
- 38. The Chair may, with the consent of the meeting, adjourn a General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a General Meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 39. At any General Meeting a Resolution put to the vote of the meeting shall be decided on by a show of hands of those present and voting in person added to the proxy votes cast. The Chair

will announce the count of votes for and against and declare the resolution carried or not carried accordingly.

40. Every Corporate Member shall have one vote which may be given at all General Meetings either personally or by proxy. Only Corporate Members shall be entitled to attend and vote at General Meetings.
41. No person shall be appointed a proxy who is not entitled to vote at a meeting for which the proxy is given.
42. The instrument appointing a proxy shall be in writing under the hand of the appointer or the appointer's attorney and whether given for a specified meeting or otherwise shall as nearly as circumstances will admit be in the form or to the effect following:

I *name of address* being a Corporate Member hereby appoint the Chair of the meeting or whom failing name of alternative proxy holder of address as my proxy to vote for me and on my behalf at the Annual (or Extraordinary as the case may be) General Meeting to be held on the day of and at any adjournment thereof.

As witness my hand this day of Signature

I desire to vote in favour of/against the resolutions ** NOTE Unless otherwise directed the proxy holder will vote as he or she thinks fit.

43. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the office by post, or by electronic means, such as email or fax, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the proxy proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of six months from its date.
44. 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.
45. In the case of an equality of votes at any meeting the Chair of the meeting shall be entitled to a second or casting vote.
46. The Council may at its discretion arrange for meetings of Corporate Members and such other persons as the Council shall decide to be held for the advancement and dissemination of a knowledge of and education in the science of physics, pure or applied, or of matters considered by the Council likely to further the objects of the Institute by means of lectures, discussions or otherwise. The Council shall determine the conditions of admission to such meetings and the manner in which they shall be conducted.
47. No report of the proceedings at any meeting of or conducted by the Institute or any Branch or Group thereof or for which the Institute or any Branch or Group thereof is responsible shall be taken or published except with the consent of the Council obtained prior to such taking or publication.
48. Subject to the provisions of these Bylaws all meetings of or conducted by the Institute or for which the Institute is responsible shall be held at such times and places and shall be conducted as the Council may determine.

49. The Branches of the Institute shall be created by the Council on geographic boundaries.
50. The Council may at its discretion upon receipt of a request to that effect from not less than five members resident in any district create a Branch in such district to further the objects of the Institute by holding meetings or otherwise.
51. The Council shall have power to dissolve a Branch.
52. Each Branch shall be constituted and its affairs shall be conducted in accordance with and subject to these Bylaws and in accordance with such rules and regulations and in such manner as may from time to time be approved by the Council. All honorary officers and the majority of the members other than honorary officers of any executive committee of each Branch shall be elected by members of that Branch from amongst Corporate Members.
53. Membership of a Branch shall be open to all members of the Institute whose recorded address is within the Branch boundaries without payment of any further fee in addition to that payable to the Institute by such a person in accordance with these Bylaws. A person shall ipso facto cease to be a member of a Branch on ceasing to be a member of the Institute.
54. The Council may contribute towards the formation and maintenance of a Branch from the general funds of the Institute. The Branch shall present its accounts annually or otherwise to the Council as the Council may require.
55. A Branch shall not, without the express prior authority of the Council, discuss with any outside body any matter of professional conduct or status.
56. Upon receipt of a request from not less than five members the Council may at its discretion create Groups to promote by holding meetings or otherwise the advancement and dissemination of knowledge of a special branch of pure or applied physics.
57. Membership of a Group shall be open to all members of the Institute on payment of such further fees as the Council shall determine in addition to those payable to the Institute by such a person in accordance with these Bylaws.
58. Each Group shall be constituted and its affairs shall be conducted in accordance with and subject to these Bylaws, and in accordance with such rules and regulations and in such manner as may from time to time be approved by the Council. All honorary officers and the majority of the members other than honorary officers of any executive committee of each Group shall be elected by members of that Group from amongst the Corporate Members of the Institute unless the Council otherwise determines.
59. The Group shall not discuss with an outside body on any matter whatsoever beyond those concerning arrangements for meetings or the supply of technical information for the benefit of the members of the Group, without the express prior authority of the Council.
60. The management and control of the Institute shall be vested in the Council. Subject to Bylaw 61, only Corporate Members shall be eligible for service on the Council. The Council shall be constituted as follows:
 - 60.1 The President;
 - 60.2 The President-elect, who shall serve as the Deputy President;

- 60.3 No fewer than three Vice-Presidents;
 - 60.4 The Honorary Secretary;
 - 60.5 The Honorary Treasurer;
 - 60.6 Ten ordinary members;
- 61. The Council may, if it considers fit, co-opt not more than three members to ordinary membership of the Council. An ordinary member co-opted to serve on the Council will have a term of office of one year and may only be co-opted under the same provision for a maximum term of three consecutive years.
 - 62. All service on the Council shall be honorary and without remuneration except as provided for by Clause 3 of the Charter. No salaried Executive Officer of the Institute shall be eligible to serve on the Council in any capacity.
 - 63. Any casual vacancy occurring on the Council may be filled by the Council. The name of a person selected to fill any casual vacancy shall be published for the information of Members and such a person shall retain such office for so long as the Council member he or she was appointed to replace would have retained such office were he or she to have remained in office.
 - 64. For the purposes of Bylaw 63 a year means the period commencing on the first day of October in each year and terminating on the following thirtieth day of September. Nevertheless, in reckoning the length of service on the Council of a Corporate Member appointed to fill a casual vacancy in accordance with Bylaw 63 the length of such service shall if less than six months be ignored and if more than six months shall be reckoned as one year as hereinafter defined.
 - 65. The terms of office of members of the Council shall be:
 - 65.1 The President shall normally serve for two years as President retire at the end of the second year after taking office and shall not be eligible for re-election. With the consent of the Council the President may retire at the end of the first year after taking office and shall not be eligible for re-election.
 - 65.2 The Honorary Treasurer shall retire at the end of the fourth year after taking office and shall be eligible for re-election for one further period of four years.
 - 65.3 The Honorary Secretary shall retire at the end of the fourth year after taking office and shall be eligible for re-election for one further period of four years.
 - 65.4 Vice-Presidents shall retire at the end of four years and shall not be eligible for reelection to the Council at any time during the year following immediately after retirement.
 - 65.5 Ordinary members shall retire at the end of four years and shall not be eligible for re-election to the Council at any time during the year following immediately after retirement.
 - 65.6 The President-elect shall normally serve for two years before taking office as President.
 - 66. Any cases of doubt or difficulty regarding eligibility for office or service on the Council or retirement therefrom shall be decided by the Council.

67. The office of a member of the Council shall be vacated in any of the following events, namely:
- 67.1 If the member becomes bankrupt or compounded with the member's creditors;
 - 67.2 If the member is or may be suffering from mental disorder and either;
 - 67.2.1 he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1960 or
 - 67.2.2 an Order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver or curator bonis or other person to exercise powers with respect to his or her property or affairs.
 - 67.3 If the member resigns his or her office by giving written notice addressed to the Honorary Secretary and left at the office;
 - 67.4 If the member has been convicted of any offence involving dishonesty or deception;
 - 67.5 If the member ceases for any reason to be a Corporate Member of the Institute;
 - 67.6 If the member is removed from office by Resolution of the Corporate Members in General Meeting.
68. On 1 March each year, a notice of vacancies arising to any one or more of the offices of President, President-elect, Vice President Honorary Treasurer and Honorary Secretary and ordinary member of the Council will be published by the Council. Any member may express an interest to Council by 1 April in the same year, indicating that they would like to be considered for the vacancy or would like to nominate another member, who is able and willing to do so, to be considered for the vacancy. The Council shall pass all such expressions of interest or nominations to the Nominations Committee which shall then assess the candidates and make proposals for election to the Annual General Meeting. The Nominations Committee shall use its best endeavours to select candidates with such skills and expertise as are necessary or desirable for the Council at the time of such election.
69. Not less than 5 weeks before the AGM, the Council shall send to each Corporate Member a ballot paper containing the names of all persons duly nominated as candidates for election to the Council and stating which (if any) of the said candidates are nominated by the Council and which (if any) are nominated by Corporate Members and supported by the Council and which (if any) are nominated by the Corporate Members and giving the names of the Corporate Members by whom each of those candidates (if any) is nominated. The ballot shall close not less than 3 days before the AGM. Provided that if only one candidate has been nominated for each vacancy (whether by Council or by Corporate Members under the provisions of Bylaw 70) the persons nominated shall be deemed to be duly elected and no ballot papers shall be issued. The names of those deemed to have been elected and the offices which they are respectively to fill shall be circulated to Corporate Members for their information.
70. In the case of a contested election to any office each Corporate Member voting shall make a cross against one or more names of candidates on the ballot paper, such crosses not to exceed the number of persons to be elected to that office; the ballot papers shall be deposited at the office

by post or by electronic means, such as email or fax, not later than forty-eight hours before the time for which the Annual General Meeting is convened, at which such election is to take place. Any ballot paper found by the scrutineers to violate these provisions shall be cancelled.

71. Two or more scrutineers shall be chosen by the Council not later than seven days before the Annual General Meeting to be responsible for supervising the counting of ballot papers and the recording of results. In the event of a tie for any office, the scrutineers shall submit the names of the candidates so tying to the Chair of the meeting, who shall determine by casting vote which of such candidates shall be elected.
72. The persons elected, with the exception of co-opted members of the Council, shall take office on 1 October following their election. Co-opted Council members shall take office immediately upon their appointment unless otherwise specified by Council.
73. The Council shall meet at least once each year and as often as the business of the Institute may require, and may adjourn and regulate its meetings as it thinks fit. Except as hereinafter provided meetings of the Council shall be convened by the Honorary Secretary. The President, any two Vice-Presidents or any three members of the Council may convene a meeting of the Council. At every meeting of the Council five shall constitute a quorum.
74. The continuing members of the Council may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below five the continuing members of the Council may act for the purpose of increasing the number of members of the Council to that number or of summoning a General Meeting of Corporate Members, but for no other purpose.
75. The President shall preside at all meetings of the Council. In the absence of the President, the President elect shall preside and, in his or her absence, one of the Vice-Presidents shall preside, or, in the absence of the President and the President elect and any of the Vice Presidents, a member of the Council chosen by the members of the Council present shall preside.
76. Subject to the Charter and these Bylaws questions arising at any meeting of the Council shall be determined by a majority of votes of the members of the Council present, each of whom shall have one vote. In case of equality of votes the Chair shall have a second or casting vote. Voting shall be by ballot if any two members of the Council present so demand.
77. The Council may appoint boards, committees and ad hoc groups consisting of such persons as in its discretion it may decide and with such terms of reference and such powers as the Council may prescribe and may delegate such of its powers as it may think fit to any such board, committee or ad hoc group. Such boards, committees and ad hoc groups shall be constituted in accordance with and shall conform to the provisions of these Bylaws and shall be responsible to and make regular reports to the Council and all decisions taken by such boards, committees and ad hoc groups shall be subject to the confirmation by the Council unless the Council shall, otherwise determine. Provided always that no Resolution of any meeting of a board, committee or ad hoc group, to which the Council has delegated any of its powers, shall have any effect or validity unless (a) a majority of the members present at the meeting and entitled to vote are Corporate Members, or (b) such resolution is confirmed by the Council.
78. No acts done by the Council or any board, committee or ad hoc group appointed by the Council or by any person acting as a member of such shall be invalidated by reason only of any disqualification of or defect in the appointment of any member or members of the Council or such Committee.

79. The Council shall cause Minutes to be kept of the proceedings of General Meetings of the Institute, of meetings of the Council and of boards, committees and ad hoc groups appointed by the Council in accordance with Bylaw 77. Such Minutes if purporting to be signed by the Chair of the meeting to which they relate or of the next succeeding meeting shall be prima facie evidence of the matters stated therein.
80. The Council shall direct and manage the property and affairs of the Institute and may exercise all such powers of the Institute as may be exercised by the Institute (including borrowing powers) subject nevertheless to the provisions of the Charter and of these Bylaws and to such regulations (not being inconsistent with the provisions of the Charter and these Bylaws) as may be prescribed by the Institute in General Meeting and in particular and subject as aforesaid may sell or dispose of or otherwise deal with any of the property or moneys of the Institute. The business of the Council shall be conducted in such manner as the Council may from time to time prescribe.
81. The Council may arrange to publish papers or documents in any manner which it may deem advisable when such publication is considered by the Council to be likely to further the objects of the Institute. Any person or persons whose paper is published by the Institute shall, if so required, assign the copyright therein to the Institute. The manuscripts of all such papers shall belong to the Institute.
82. The Council may maintain a library of books, words or manuscript on physical science or the application thereof or subjects allied thereto.
83. The Council alone or jointly with other organisations may make such arrangements as it shall from time to time think fit, by the holding of examinations or otherwise, for the purpose of assessing the adequacy of the training, qualifications, knowledge, skill, experience and personal qualities of any candidate for admission to any class of membership or for the award of the designation of 'Chartered Physicist' and for the purpose of awarding any certificates or diplomas that may from time to time be authorised; and the Council shall prepare and publish regulations and may rescind, vary or add to any of the said regulations as it thinks fit.
84. The Council may remunerate examiners, assessors or other examination officials out of the general funds of the Institute.
85. Subject to such regulations and on payment of such fees (if any) as the Council may from time to time prescribe, the Council may issue to any Corporate Member or Associate Member a diploma or certificate showing the grade of membership to which he or she belongs but it shall not issue such a diploma or certificate to an Affiliate or Student. Every such diploma or certificate shall remain the property of, and shall on demand be returned to, the Institute. Every such diploma or certificate if purporting to confer any status or qualification beyond the mere status of membership, either with or without a statement of the class of membership of the member to whom it relates, shall contain on its face a statement to the effect that it is not issued under or by virtue of any statutory or Government sanction or authority, but by the authority of the Institute only.
86. The Honorary Secretary shall be responsible to the Council for the administration and the coordination of the affairs of the Institute generally, except those relating to finance.

87. The Honorary Treasurer shall be responsible to the Council for the administration of the financial affairs of the Institute and for ensuring that proper accounts are kept in accordance with these Bylaws.
88. Every member of the Council, every Executive Officer of the Institute and every person employed by the Institute as Auditor may at the absolute discretion of the Council be indemnified out of the funds of the Institute against all liability incurred by him or her as such member, Officer or Auditor in defending any proceedings whether civil or criminal in which judgment has been given in his or her favour or in which he or she has been acquitted or in connection with any application by virtue of which relief has been granted to him or her by the Court.
89. Save as hereinafter provided the Council shall have exclusive power to appoint, remove and suspend the Executive Officers and to determine their powers and duties and decide what, if any, securities are to be taken from them, and to make such arrangements and enter into such agreements with them, or any of them, as the Council shall think fit, and to pay them such salaries and wages and such remuneration by way of pensions, gratuities or otherwise howsoever and to make such provision for and grant such pensions and gratuities to them after their retirement from the service of the Institute as the Council may think proper.
90. The head of the Executive Officers of the Institute will be responsible to the Honorary Secretary and Honorary Treasurer.
91. The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council as delegated to the Executive Officers from time to time.
92. The Council shall cause proper books of account to be kept in respect of all sums of money received and expended by the Institute and of the matters in respect of which such receipts and expenditure take place, all sales and purchase of goods by the Institute and the assets and liabilities of the Institute. Proper books of account shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Institute's affairs and to explain its transactions.
93. The books of account shall always be open to the inspection of the members of the Council. The books and accounts of the Institute shall be kept at the office or at such other place or places as the Council shall think fit, and shall be open to inspection of members at such times during business hours, and subject to any such reasonable restrictions as to the time and manner of inspecting the same as may from time to time be laid down by the Council.
94. The Council shall at least once in every year cause to be prepared and placed before the Institute in General Meeting the income and expenditure account and balance sheet.
95. Every balance sheet shall be signed on behalf of the Council by two members thereof, and shall have attached to it a report by the Council with respect to the state of the Institute's affairs and the Auditors' report.
96. A copy of the income and expenditure account and balance sheet and the Council's and Auditors' reports shall not less than twenty-one clear days previously to the date of the meeting be sent by post or by electronic means, such as email or fax, to the registered address of every member who is entitled to receive notice of General Meetings and to the Auditors.

97. Auditors of the Institute shall be appointed and their duties shall be regulated in accordance with the provisions of the Companies Acts 1985 and 1989, the members of the Council being treated as the Directors mentioned in those Acts.
98. The Institute shall have power to keep a proper working balance on current account at its bankers, and also to keep moneys on deposit account.
99. The Institute shall have the general power of investment provided under the legislation applying from time to time to charitable organisations.
100. A notice may be served by the Institute upon any member either personally or by sending it through the post in a prepaid letter or by electronic means, such as email or fax, addressed to such person at the member's registered address appearing in any book or record which may be kept by the Institute recording addresses of members for the time being or to an electronic address provided for that purpose.
101. A notice of a meeting shall be deemed to be duly served forty-eight hours after the same shall have been posted or sent by electronic means and shall be exclusive of the day for which it is given and shall specify the place, the day and the hour of meeting and in case of special business the general nature of such business, and shall be given to all members in manner provided by these Bylaws. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive the same shall not invalidate the proceedings at that meeting.
102. Subject as aforesaid any notice sent by post or by electronic means to any member shall be deemed to have been duly served forty-eight hours after the letter containing the same is put into the post, or after the notice was sent electronically, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted or that the notice was sent to the electronic address provided for that purpose.

APPENDIX TO THE BYLAWS

I, the undersigned, having applied for election as a member of The Institute of Physics, hereby declare that if elected I will be governed by the Charter and Bylaws of the Institute from time to time in force; and that whilst a member of the Institute I

will advance the object of the Institute so far as shall be in my power; I also undertake that I will forthwith cease to exercise any of the privileges of membership on receipt of a notice from the Honorary Secretary that in accordance with some one or more of the Bylaws I have been declared to be no longer a member of the Institute and I will forthwith, upon ceasing to be a member return any books, papers or other property belonging to the Institute, or for which the Institute is responsible, in my possession or entrusted to me.

AS WITNESS my hand this day of