



*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*

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*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
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
Corporate Members	Those persons admitted as Honorary Fellows, Fellows and Members and under the provisions of the Charter and these Bylaws.
Non-corporate Members	Those persons admitted as Associate Members, Students and Affiliates under the provisions of the Charter and these Bylaws
Members	Corporate Members and Non-corporate members
the United Kingdom	Great Britain and Northern Ireland
Abroad	All countries and territories other than the United Kingdom, the Isle of man and the Channel Islands
Seal	The Common Seal 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
the office	The registered office of the Institute as notified to the Charity Commission for England and Wales.
the former Association	The Institute of Physics and the Physical Society incorporated under the Companies Act 1948 on the seventeenth day of May 1960

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 a four-year full-time degree recognised by the Council for the purpose of this Clause of this Bylaw and have had experience for at least five years 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.

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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 thereof 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 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:
- One of the Vice-Presidents in order of length of service;
- Or, in the absence of all the Vice-Presidents
- A member of the Council in order of length of service;
- Or, in the absence of any member of the Council
- 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 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 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. 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 Immediate Past President or the President-elect;
  - 60.3 No fewer than three Vice-Presidents;
  - 60.4 The Honorary Secretary;
  - 60.5 The Honorary Treasurer;
  - 60.6 Eight ordinary members;
  - 60.7 Two representatives of Branches each of whom shall be Chair of a Branch at the time of election;
  - 60.8 Three representatives of Groups each of whom shall be an Honorary Officer of a Group at the time of election.
- 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 other than amongst the representatives of Branches or Groups may be filled by the Council. Any casual vacancy amongst the representatives of Branches or Groups on the Council shall be filled by the Council from amongst the eligible members as defined by Bylaws 62. 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 until the commencement of the year next following.
- 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 65 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 re-election 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 Representatives on the Council of Branches and Groups 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.
- 65.7 The President-elect shall normally serve for one year before taking office as President.
- 65.8 The Immediate Past President shall normally serve for one year immediately following their retirement 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 In January each year, a notice of vacancies arising to any one or more of the offices of President, Vice-President, Honorary Treasurer and Honorary Secretary and ordinary member of the Council will be published by the Council. Any twenty Corporate Members may nominate any duly qualified person as a candidate for election to any one or more of the said offices by depositing by no later than 31<sup>st</sup> March such nomination in writing at the office together with the written consent of the nominee to accept office if elected. No Corporate Member may nominate more than one candidate in any year for any one vacancy. Such nominations shall be considered by the Council who shall publish a notice of nominations and shall stipulate which nominations are supported or made by Council and which are made by the Corporate Members for such offices and ordinary member of the Council.
- 69 Not less than 10 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 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 President, shall take office immediately

if such election takes place after the commencement of the year for which they are to be elected but otherwise they shall take office on the first day of October next following. The person elected President shall take office upon its vacancy through retirement in accordance with Bylaw 67.

- 73 The person elected President shall serve as a member of the Council as the President-elect during the period commencing on the first day of October following such election or immediately if such election takes place after the first day of October in the year of such election and terminating on the date upon which the office of President becomes vacant in accordance with Bylaw 67.
- 74 The representatives of Branches and Groups shall be elected 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.
- 75 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.
- 76 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.
- 77 The President shall preside at all meetings of the Council. In the absence of the President one of the Vice-Presidents, or in the absence of the President and of the Vice-Presidents a member of the Council chosen by the members of the Council present, shall preside.
- 78 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.
- 79 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.

- 80 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.
- 81 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 82. 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.
- 82 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.
- 83 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.
- 84 The Council may maintain a library of books, works or manuscripts on physical science or the application thereof or subjects allied thereto.
- 85 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.
- 86 The Council may remunerate examiners, assessors or other examination officials out of the general funds of the Institute.
- 87 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.

- 88 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.
- 89 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.
- 90 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.
- 91 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.
- 92 The head of the Executive Officers of the Institute will be responsible to the Honorary Secretary and Honorary Treasurer.
- 93 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.
- 94 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.
- 95 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.

- 96 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.
- 97 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.
- 98 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 to the registered address of every member who is entitled to receive notice of General Meetings and to the Auditors.
- 99 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.
- 100 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.
- 101 The Institute shall have the general power of investment provided under the legislation applying from time to time to charitable organisations.
- 102 A notice may be served by the Institute upon any member either personally or by sending it through the post in a prepaid letter 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.
- 103 A notice of a meeting shall be deemed to be duly served forty-eight hours after the same shall have been posted 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.
- 104 Subject as aforesaid any notice sent by post 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; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted.

#### **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