

Royal Charter

- 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 practise physics;
 - 2.2 to promote, encourage, guide and cooperate in the education and training of those who wish to be or are practising 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 practise 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 one percent 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 a subsidiary of the Institute, who by virtue of their knowledge and expertise provide support to the Council's governance. 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 Institute shall have executive staff with such functions, tenure and terms of office and appointment as the Council may from time to time appoint.
 - 8 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.
 - 9 Unless and until the Bylaws shall otherwise provide there shall be four classes of members of the Institute termed respectively Honorary Fellows, Fellows, Members and Associate Members.
 - 10 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.
 - 11 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.
 - 12 An Honorary Fellow may use the designation 'Hon FInstP', a Fellow the designation 'FInstP' and a Member the designation 'MInstP'.
 - 13 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.
 - 14 The 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.

- 15 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 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.
- 16 It shall be lawful for the Institute with the sanction of the Council and an Extraordinary General Meeting of the 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.
- 17 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.