

Bylaws

- 1 In these Bylaws 'the Institute' means The Institute of Physics and 'the Charter' means the Royal Charter granted in 1970 as amended from time to time by supplemental charter or otherwise.

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

- 2 In these Bylaws the following words or phrases shall have the following meanings.

Annual General Meeting	The annual general meeting of the Institute held in accordance with these Bylaws.
Associate Member	A person admitted into the Associate Member class of member of the Institute.
Branch	A grouping of members based on geographic locations within England
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.
Code of Conduct	The Code of Conduct, applicable to all members, as approved and published by the Council from time to time.
Co-opted Trustee	A co-opted member of the Council and trustee who is appointed in accordance with the provisions of Bylaw 58.
Corporate Member	A person who, prior to 1 March 2001, was a member of the Institute, and was referred to at that time as a Corporate Member.
the Council	The Council of the Institute duly appointed from time to time.
Council Year	A period of twelve months commencing on such date as shall be determined and published by the Council on the Institute's website or such other place accessible to all members as the Council may determine from time to time.
Executive Officers	Persons holding designated executive positions of the Institute.
Extraordinary General Meeting	An extraordinary general meeting of the Institute held in accordance with these Bylaws (which may also be referred to as a Special General Meeting).

Fellow	A person admitted into the Fellow class of member of the Institute.
General Meeting	A general meeting of the members of the Institute and may include an Annual General Meeting or an Extraordinary General Meeting (which may also be referred to as a Special General Meeting).
General Trustee	An elected member of the Council and trustee who is not the President, President-elect, Honorary Secretary, Honorary Treasurer, or a Vice-President.
Governance Committee	A board, committee or ad hoc group established by the Council pursuant to Bylaw 74.1 to undertake governance functions for the Council and which is designated as a 'Governance Committee' by the Council.
Group	A grouping of members constituted pursuant to Bylaw 53.
Group Chief Executive Officer	The person who is from time to time appointed the IOP Group Chief Executive Officer.
IOP Group	The Institute and all subsidiary undertakings of it.
Honorary Fellow	A person admitted into the Honorary Fellow class of member of the Institute.
Honorary Secretary	The person who is from time to time the Honorary Secretary of the Institute and who shall also be a trustee and member of the Council.
Honorary Treasurer	The person who is from time to time the Honorary Treasurer of the Institute and who shall also be a trustee and member of the Council.
Member	A person admitted into the Member class of member of the Institute.
members	Those persons admitted as Honorary Fellows, Fellows, Members and Associate Members.
Nation	A grouping of members based on their national geographic location in one of Ireland (Northern Ireland and Republic of Ireland), Scotland or Wales.
Nominations Committee	The nominations committee (or its equivalent from time to time) established by the Council under Bylaw 74.1.
the Office	The principal office of the Institute from time to time.
President	The person who is from time to time the President of the Institute and who shall also be a trustee and member of the Council.

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 and who shall also be a trustee and member of the Council.
Register	The register of members and of professional registrations, including those for which the Institute holds a licence to award, kept by the Institute pursuant to these Bylaws.
Regulations	The Regulations, as approved and published by the Council from time to time.
Scheme of Delegation	The Scheme of Delegation, as approved by the Council from time to time.
Vice-President	A person who is from time to time a vice-president of the Institute and who shall also be a trustee and member of the Council.
in writing	A reference to 'in writing' or 'written' includes email but not any other form of electronic communication and not fax.

- 3 The members of the Institute shall consist of Honorary Fellows, Fellows, Members and Associate Members.

Membership classes

- 4 Election to Honorary Fellow can be made only by resolution of the Council or as delegated by the Council to the Nominations Committee. Honorary Fellows of the Institute shall not (save always for professional registration fees) be required to pay any entrance fee, annual or other membership subscription. The total number of Honorary Fellows at any time shall not exceed two hundred or (if greater) one per cent. of the total number of members from time to time (save that if the number of Honorary Fellows at any time exceeds such number, no Honorary Fellows' appointments shall be cancelled as a consequence).
- 5 Subject to Bylaw 6, candidates for election or transfer to any class of membership of the Institute must satisfy the requirements for that class of membership as published by the Council from time to time.
- 6 The Council may delegate, under the Regulations, the power to elect candidates to specific classes of membership. Notwithstanding the provisions of these Bylaws or the Regulations, the Council may also, in exceptional circumstances of qualifications, experience or achievement in physics or a science allied thereto, elect a candidate to any appropriate class of membership.
- 7 Every application for election or transfer to any class of membership of the Institute shall be in a form prescribed by the Institute from time to time.
- 8 Every person who is elected to any class of membership shall be informed by the Institute of their election. No election or transfer to any class of membership will become effective until any fees and subscriptions payable on such election or transfer shall have been paid.

Chartered Physicist and other professional qualifications

- 9.1 Every person who, as at 28 February 2001, was a Corporate Member of the Institute shall be entitled to use the title 'Chartered Physicist' and the abbreviation 'CPhys', subject always to such regulations prescribed by the Council from time to time.
- 9.2 Every person admitted to any of the classes of membership on or after 1 March 2001 who shall:
- (a) have been educated as a physicist and have obtained an Integrated Master's degree recognised by the Council for the purpose 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
 - (b) 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', subject always to such regulations prescribed by the Council from time to time.
- 9.3 The Institute may, in such manner as may be set out in the Regulations from time to time, administer professional registrations and qualifications under licence from other bodies.
- 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 their last known address.

Membership and Chartered Physicist subscriptions

- 11 The fees and subscriptions payable by all members of the Institute and by those with professional registrations and qualifications (save for externally set direct professional registration fees of EngineeringUK or the Science Council) shall be determined by resolution of the Institute in General Meeting, and any such resolution may specify, or vary the specification of, circumstances in which a reduction or waiver of fees or subscriptions may be permitted.
- 12.1 Subscriptions shall, for any year, be due either on the first day of January in that year or on the anniversary of a member's election to membership, as shall be determined by the Council from time to time. Payment of subscriptions shall be made by members either in full on the due date or, where permitted by the Council, 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 any fees or subscriptions due or payable by 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, on such terms and to such class of membership as it may determine, any person whose membership has terminated, provided they have satisfied the Council that they are worthy of such re-admission and pay such amounts in respect of entrance fees or arrears of fees and subscriptions as the Council may determine. Further provisions on the terms of such re-admission may be included in the Regulations.

Code of Conduct

- 15 All members shall act in accordance with the Code of Conduct and they shall do nothing that may bring the profession of physicist or the Institute into disrepute.

Resignation

- 16 Subject always to Bylaw 21, members may resign their membership by informing the Head of Membership at the Office and they shall thereupon cease to be members. 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.

Regulations

- 17 The Regulations shall be issued on the authority of the Council and every member shall be entitled to receive a copy on request.
- 18 The Regulations may be amended from time to time by the Council.

Disciplinary Process

- 19 The Regulations shall set out the grounds on which any member may be investigated and may be subject to disciplinary proceedings.
- 20 The Regulations shall set out the procedure for investigating any complaint against a member which, if found to be justified, may result in expulsion or suspension of the member or other sanction deemed appropriate in the circumstances and as provided in the Regulations. The Regulations shall include an appeals procedure.
- 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 or a member is subject to disciplinary proceedings.
- 22 Statements concerning the expulsion or suspension of a member may, as determined by Council, be issued in an Institute publication and / or published on its website. The Council may determine by its sole discretion whether or not any other announcements should be made in the public interest. If the member is holding a professional registration licensed to the IOP by another awarding or regulatory body, notification of any expulsion or suspension of that member shall be made to such awarding or regulatory body.
- 23 Any member who is expelled or suspended must, on request, 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 registration awarded by the Institute.
- 24 Any member who is expelled or suspended must cease to use any designatory letters which the member was previously entitled to use under these Bylaws unless or until such expulsion or suspension is appropriately modified or revoked.
- 25 All members who shall resign or be expelled from membership, or shall otherwise cease to be members of the Institute, shall forthwith return to the Office all such property of the Institute or items 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.
- 26 Subject to Bylaw 13, if payment by a member of any fee, subscription or any instalment of any fee or subscription due to the Institute is more than three calendar months overdue, the Institute may then terminate that member's membership of the Institute.

- 27 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 the Regulations, and may be varied or abrogated by any amendments to the Charter and to these Bylaws or the Regulations, without any sanction, approval, consent or resolution by any individual or class of member or other means.

Procedures at General Meetings

- 28 An Annual General Meeting shall be held once in every calendar year at such time and place as may be determined by the Council. Not more than fifteen months shall elapse between Annual General Meetings. An Annual General Meeting and any other General Meeting may take place physically or by telephone or video conference or by any combination thereof as may be determined by the Council.
- 29 An Annual General Meeting and any other General Meeting shall be called by not less than twenty-one days' notice in writing in accordance with the provisions of Bylaw 97.2.
- 30 All resolutions to be considered at an Annual General Meeting must be contained in the Notice of Meeting and can be submitted by:
- 30.1 resolution of the Council; or
 - 30.2 not less than twenty members in writing and submitted to the Office not less than 45 days prior to the meeting.
- 31 All business that is transacted at a General Meeting will require the support of a simple majority of those voting, with the exception of:
- 31.1 amendments to the Charter which will require the support of 75 per cent. of those voting (in addition to a resolution of the Council in accordance with Article 15 of the Charter); and
 - 31.2 amendments to these Bylaws which will require the support of at least two-thirds of those voting.
- 32 An Extraordinary General Meeting may be called by:
- 32.1 the Council at any time; or
 - 32.2 the Council on receipt of a written requisition signed by not less than fifty members.
- 33 An Extraordinary General Meeting shall be convened in the same manner as an Annual General Meeting.
- 34 At every General Meeting, twenty members present at the commencement of the business shall be a quorum, unless otherwise expressly provided by these Bylaws. A member shall be deemed to be present if they can hear the conduct of proceedings and participate either by speaking or sending electronic communications, directly or indirectly, to the Chair of the meeting.
- 35 If within fifteen minutes from the time appointed for a General Meeting a quorum is not present then:
- 35.1 the meeting, if convened on the requisition of members, shall be dissolved;
 - 35.2 in any other case, it shall stand adjourned to the same day in the following week at the same time and at such place (physical or virtual) as the Chair of such meeting shall announce thereat; and
 - 35.3 if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting then the members present shall be a quorum.

- 36 The President will preside as Chair at every General Meeting. In the absence of the President, the Chair will be, in order of selection:
- 36.1 the President-elect;
 - 36.2 the Honorary Secretary;
 - 36.3 the Honorary Treasurer;
 - 36.4 one of the Vice-Presidents in order of length of service; or, in the absence of all the Vice-Presidents
 - 36.5 a General Trustee or any other member of the Council in order of length of service; or, in the absence of any member of the Council
 - 36.6 a member chosen by the meeting.
- 37 The Chair may, with the consent of the meeting, adjourn a General Meeting to a different time and/or 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.
- 38 At any General Meeting, a resolution put to the vote of the meeting shall be decided by the aggregate of those votes cast in the meeting (including any proxy votes) added to any advanced votes cast. The Chair will announce the count of votes for and against and declare the resolution carried or not carried accordingly.
- 39 Every member shall have one vote which may be exercised at all General Meetings either personally or, where permitted by the Council in respect of the specific General Meeting, in advance or by proxy. Only members shall be entitled to attend and vote at General Meetings.
- 40 No person shall be appointed a proxy who is not otherwise entitled to vote at a meeting for which the proxy is given.
- 41 An instrument appointing a proxy shall be in such form as the Council may from time to time decide.
- 42 An instrument appointing a proxy shall be deposited at, or submitted to, such physical or electronic address as may be notified by the Institute in respect of any specific General Meeting, by post or by electronic means, 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.
- 43 In the case of an equality of votes at any General Meeting, the Chair of the meeting shall be entitled to a second or casting vote.

Other Meetings of the Institute

- 44 The Council may, at its discretion, arrange for meetings of 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.

- 45 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. The Council may, if it wishes, decide whether a report of the proceedings of any meeting, or any part of such report, may or may not be published.

Nations and Branches

- 46 Nations and Branches of the Institute shall be created by the Council on geographic boundaries.
- 47 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.
- 48 The Council shall have power to dissolve a Nation or a Branch.
- 49 Each Nation and Branch shall be constituted and its affairs shall be conducted in accordance with, and be subject to, these Bylaws, and shall be conducted 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 committee of each Nation or Branch shall be elected by members of that Nation or Branch from amongst members of the Institute. No employee of the Institute or of any company within the IOP Group shall be eligible to serve as an honorary officer or other member of the committee of any Nation or Branch whilst still an employee or, unless expressly authorised by the Group Chief Executive Officer (in consultation with the President), within three years of ceasing to be an employee.
- 50 Membership of a Nation or a Branch shall be open to all members of the Institute whose recorded address is within the Nation or 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 cease to be a member of a Nation or a Branch on ceasing to be a member of the Institute.
- 51 The Council may contribute towards the formation and maintenance of a Nation or a Branch from the general funds of the Institute. Each Nation and Branch shall present its accounts annually or otherwise to the Council as the Council may require.
- 52 A Nation or Branch shall not, without the express prior authority of the Council, discuss with any outside body any matter of professional conduct or status.

Groups

- 53 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 a knowledge of, and education in, the science of physics, pure and applied.
- 54 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.

- 55 Each Group shall be constituted and its affairs shall be conducted in accordance with, and shall be subject to, these Bylaws, and shall be conducted 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 committee of each Group shall be elected by members of that Group from amongst the members of the Institute. No employee of the Institute or of any company within the IOP Group shall be eligible to serve as an honorary officer or other member of the committee of any Group whilst still an employee or, unless expressly authorised by the Group Chief Executive Officer (in consultation with the President), within three years of ceasing to be an employee.
- 56 The Group shall not discuss with an outside body 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.

The Council

- 57 The management and control of the Institute shall be vested in the Council. All members of the Council shall be trustees of the Institute. Only members shall be eligible for service on the Council. Subject to Bylaw 58, the Council shall, subject to all such roles being appointed through the election process, be constituted as follows:
- 57.1 the President;
 - 57.2 the President-elect, who shall serve as the Deputy President;
 - 57.3 the Honorary Secretary;
 - 57.4 the Honorary Treasurer;
 - 57.5 no fewer than three Vice-Presidents; and
 - 57.6 ten General Trustees.
- 58 The Council may, if it considers fit, co-opt up to three members as additional trustees and members of Council ('Co-opted Trustees') to bring additional skills and capabilities on to the Council as required. A Co-opted Trustee will have a term of office as determined by the Council, but which may not (unless expressly authorised by the President in writing) exceed three years.
- 59 All service on the Council shall be honorary and without remuneration except as provided for by Article 3 of the Charter. No employee of the Institute or of any company within the IOP Group shall be eligible to serve on the Council in any capacity whilst still an employee or within three years of ceasing to be an employee.
- 60 In the event that an elected trustee's appointment to Council ends before its normal term, for whatever reason, the Council may resolve to either:
- 60.1 appoint a person to fill such vacancy, with the name of such person being published for the information of members. Such a person shall retain such office for so long as the member of Council they were appointed to replace would have retained such office were they to have remained in office; or
 - 60.2 hold such position vacant until the next election for members of Council and then include it in the roles for which members may stand for election.
- 61 Co-opted Trustees and trustees appointed pursuant to Bylaw 60.1 shall be deemed appointed from such date as may be specified by the Council. Elected trustees shall be appointed from the first day of the next Council Year and shall (subject to earlier resignation or being removed) be appointed for such term as is provided in Bylaw 62.

- 62 The normal term of office of elected members of the Council shall be:
- 62.1 the President shall hold office for two years after having held office as President-elect for two years;
 - 62.2 the Honorary Treasurer shall hold office for four years and shall be eligible for re-election for one further period of four years;
 - 62.3 the Honorary Secretary shall hold office for four years and shall be eligible for re-election for one further period of four years;
 - 62.4 Vice-Presidents shall hold office for four years; and
 - 62.5 General Trustees shall hold office for four years.

Unless otherwise specified above, elected members of the Council shall not be eligible for re-election to the Council where their appointment would commence within twelve months after they last served on the Council. For the avoidance of doubt, this shall neither prevent a member standing for election for a term to commence within twelve months following the expiry of a co-opted term, nor shall it prevent a member being co-opted to Council within twelve months of being an elected member.

- 63 Any cases of doubt or difficulty regarding eligibility for office or service on the Council or retirement therefrom shall be decided by the Council.
- 64 The office of a member of the Council shall be vacated in any of the following events, namely:
- 64.1 if the Council member ceases for any reason to be eligible to be a trustee in any jurisdiction in which the Institute is registered as a charity;
 - 64.2 if the Council member is subject to an Individual Voluntary Arrangement, debt relief order and/or a bankruptcy order;
 - 64.3 if the Council member becomes incapable, whether mentally or physically, of managing their own affairs;
 - 64.4 if the Council member fails to continue to satisfy the eligibility criteria required to be met at the time of their appointment;
 - 64.5 if the Council member has failed to attend at least three consecutive meetings of Council (or five meetings in aggregate) without reasonable cause;
 - 64.6 if the Council member breaches the Code of Conduct or does anything to bring the Institute into disrepute and Council resolves by at least 75% of those present and voting that the role should be vacated;
 - 64.7 if the Council member resigns their office by giving written notice addressed to the Honorary Secretary and left at the Office (save in the case of resignation of the Honorary Secretary in which case notice shall be to the President);
 - 64.8 if the Council member has been convicted of any offence involving dishonesty or deception;
 - 64.9 if the Council member ceases for any reason to be a member of the Institute;
or
 - 64.10 if the Council member is removed from office by resolution of the members in General Meeting.

Council Member nomination and election

- 65 Each year, a notice of vacancies arising in the following Council Year to any one or more of the offices of President-elect (who shall subsequently become President), Vice-President, Honorary Treasurer, Honorary Secretary and General Trustee will be published by the Council. Any member may nominate themselves to one (but not more than one) of such vacancies by the due date specified by the Council provided always:
- 65.1 they have been a member for a continuous period of at least one year at the time of nomination and have renewed their membership;
 - 65.2 in the case of a vacancy for the roles of President-elect/ President, Honorary Secretary, Honorary Treasurer or a Vice-President, the member shall be ordinarily resident in the United Kingdom or the Republic of Ireland at the time of election as well as (save with the express authority of the President at the relevant time) at all times during their period of office (in the case of the President this shall require the express authority of the Honorary Secretary and Honorary Treasurer). For these purposes 'ordinarily resident' shall mean where the member lives for more than half of any relevant calendar year; and
 - 65.3 they meet such eligibility criteria and requirements as are published by the Council at the time.

The Council shall pass all such nominations to the Nominations Committee which shall then assess the candidates against the published eligibility criteria and also assess and select candidates to be put forward for election based on their having such skills and expertise as are necessary or desirable for the Council at the time of such election.

- 66 The Institute shall send to each member (to the electronic or postal address held by it for that member) a ballot paper in written or electronic form containing the names of all persons put forward for election. The accidental omission to send a ballot paper to, or the non-receipt of a ballot paper by, any member shall not invalidate the proceedings of the election.

If the number of candidates nominated for any class of vacancy does not exceed the vacancies in that class, the candidates so nominated shall be deemed to be duly elected provided they meet the eligibility criteria and are considered by the Nominations Committee to have the necessary skills and expertise as are necessary or desirable for the Council at the time of such election.

The ballot shall close on the date specified on the ballot paper, being not less than 21 days after the ballot opened.

Notwithstanding any provisions in these Bylaws for deemed receipt of notices, a ballot shall be deemed to have opened on the day stated on issued ballot papers.

The result of the ballot shall be published for the information of members.

- 67 The form and content of the ballot paper shall be such as the Council shall prescribe. Any ballot paper found by the scrutineers to violate these provisions shall be cancelled.
- 68 Two or more scrutineers shall be chosen by the Council to be responsible for validating 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 President, who shall determine by casting vote which of such candidates shall be elected.
- 69 The persons elected shall take office on the first day of the next Council Year following their election.

Council meetings

- 70.1 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 or any three other trustees may also convene a meeting of the Council. Meetings of the Council may take place physically or by telephone or video conference or by any combination thereof and a member shall be deemed to be present if they can hear the conduct of proceedings and participate, either by speaking or sending electronic communications, directly or indirectly, to the Chair of the meeting.
- 70.2 At every meeting of the Council, five members shall constitute a quorum. If within fifteen minutes from the time appointed for a meeting a quorum is not present, then the meeting shall stand adjourned to the same day in the following week at the same time and at such place (physical or virtual) as the Chair of such meeting shall announce thereat. If at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, then the members present shall be a quorum.
- 71 The continuing members of the Council may act notwithstanding any vacancy in their body but, if and for 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 members, but for no other purpose.
- 72 The President shall chair all meetings of the Council. In the absence of the President, a member of the Council chosen by the members of the Council present shall chair the meeting.
- 73 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 the case of an 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. Where circumstances require, the Council may make decisions by written resolution, provided always that more than one half of all trustees appointed at the time approve the resolution. For these purposes, written resolutions may be circulated and approved by email. Any resolutions passed in this manner must be recorded as such at the next following meeting of the Council.

Boards and committees

- 74.1 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.
- 74.2 Except in a designated ex-officio capacity, no employee of the Institute or of any company within the IOP Group shall be eligible to serve on any board, committee or ad hoc group referred to in Bylaw 74.1, whilst still an employee or, unless expressly authorised by the Group Chief Executive Officer (in consultation with the President), within three years of ceasing to be an employee.
- 75 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 board, committee or ad hoc group.

Council powers

- 76 The Council shall cause minutes to be kept of the proceedings of General Meetings of the Institute, of meetings of the Council and of all Governance Committee meetings. 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.
- 77 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 and the power to issue guarantees and to give security) subject nevertheless to the provisions of the Charter and of these Bylaws and the Regulations (not being inconsistent with the provisions of the Charter and these Bylaws) and in particular and subject as aforesaid may sell or dispose of, acquire, 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.
- 78 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 contribution 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. All materials related to the submission and publication of such contributions shall also belong to the Institute.
- 79 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, professional qualification for which it holds a licence 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 such regulations as it thinks fit.
- 80 The Council may remunerate examiners, assessors or other examination officials out of the general funds of the Institute.
- 81 Subject to such regulations and on payment of such fees (if any) as the Council may from time to time prescribe, the Institute may issue to any member a diploma or certificate showing the grade of membership to which they belong. 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.
- 82 Subject to the Scheme of Delegation, the role of the Honorary Secretary is to oversee the governance of the Institute in accordance with its Charter, Bylaws, Regulations, charity law and its strategic aims.
- 83 Subject to the Scheme of Delegation, the role of the Honorary Treasurer is to oversee the financial affairs of the Institute in accordance with its Charter, Bylaws, Regulations, financial and charity law, and its strategic aims.

- 84.1 All members of the Council, all members of any board, committee or ad hoc group appointed pursuant to paragraph 74.1, all duly appointed officers and committee members of any Group, Nation or Branch, the Group Chief Executive Officer and Executive Officers and the other employees of the Institute, may be indemnified out of the funds and property of the Institute from and against all costs, charges, damages and expenses whatsoever which they shall sustain by reason of their respectively accepting office or acting properly in execution of the duties or power imposed upon or given to them by the Charter or under or by virtue of these Bylaws or otherwise in service to the Institute. This Bylaw does not authorise any indemnity which would be prohibited or rendered void by any provision of law.
- 84.2 The Institute may decide to purchase and maintain insurance, at the expense of the Institute, for the benefit of members of the Council all members of any board, committee and ad hoc group appointed pursuant to paragraph 74.1, all duly appointed officers and committee members of any Group, Nation or Branch, the Group Chief Executive Officer and Executive Officers and the other employees of the Institute in respect of loss or liability which has been or may be incurred by such a person in connection with their duties or powers or service in relation to the Institute.
- 85 Save as hereinafter provided, and subject to any delegations set out in the Regulations or in the Scheme of Delegation, the Council shall have exclusive power to appoint, remove and suspend the Group Chief Executive Officer and to determine their powers and duties, and to make such arrangements and enter into such agreements with 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. The Group Chief Executive Officer shall have powers to make such decisions in relation to the other Executive Officers of the Institute provided that, in appointing any such Executive Officer, at least one trustee shall be included on the selection panel.
- 86 The Group Chief Executive Officer, as head of the Executive Officers of the Institute, will be responsible to the Council through the Honorary Secretary, Honorary Treasurer and President.

Seal

- 87 The Council shall provide for the safe custody of the seal, which shall only be used under the authority of the Council as may be delegated from time to time.

Financial

- 88 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 they do not give a true and fair view of the state of the Institute's affairs and explain its transactions.
- 89 The books of account shall always be open to the inspection of the trustees. 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. The Council may determine, in the Regulations, arrangements under which members who are not trustees may inspect all or some of the accounts and books of the Institute. Such persons shall have no right of inspection beyond that provided in the Regulations.
- 90 The Council shall, at least once in every year, cause to be prepared and placed before the members in General Meeting, the income and expenditure account and balance sheet.

- 91 The annual 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 Auditor's report.
- 92 A copy of the income and expenditure account and balance sheet and the Council's and Auditor's reports shall, not less than twenty-one days prior to the date of the meeting, be sent or made available (which may include publication on the Institute's website) to every member who is entitled to receive notice of General Meetings and to the Auditors.
- 93 Except where necessary for Council to make an interim appointment between Annual General Meetings, auditors of the Institute shall be appointed by the members in General Meeting.
- 94 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.
- 95 The Institute shall have the general power of investment provided under the legislation applying from time to time to charitable organisations.

Notices

- 96.1 A notice may be served by the Institute upon any member:
 - (a) personally;
 - (b) by sending it by pre-paid first-class post or pre-paid airmail to the member's address as held by the Institute; or
 - (c) by email to the member's email address as held by the Institute.
- 96.2 A notice may be served by any member upon the Institute either:
 - (a) by sending it through the post in a prepaid letter to the Office addressed to the Group Chief Executive Officer; or
 - (b) by email to such email address as may from time to time be published on the Institute's website for the issue of email notices.
- 97.1 A notice shall be deemed to be duly served:
 - (a) if delivered by hand, at the time the notice is left at the address;
 - (b) if sent by pre-paid first-class post, at 9.00am on the second Business Day after posting;
 - (c) if sent by pre-paid airmail, at 9.00am on the fifth Business Day after posting; or
 - (d) if sent by email, at the time of transmission.

If deemed receipt would occur outside business hours in the place of receipt, it shall be deferred until business hours resume. For this purpose, business hours means 9.00am to 5.00pm Monday to Friday on a day that is not a public holiday in the place of receipt.

This clause does not apply to the service of any proceedings or other documents in any legal action or, where applicable, any arbitration or other method of dispute resolution.

97.2 Notwithstanding the means of service or deemed receipt periods in Bylaw 97.1, 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 specify the place, the day and the hour of meeting and, in the case of special business, the general nature of such business, and shall be given to all members in the 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.

5 February 2024