



# ROYAL CHARTER

**ROYAL CHARTER GRANTED ON 7 JUNE 1990 AND SUBSEQUENTLY  
AMENDED BY ORDERS OF PRIVY COUNCIL ON 30 OCTOBER 1997, 10  
MARCH 1999, 3 JULY 2002 AND 5 NOVEMBER 2008**

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

TO ALL TO WHOM THESE PRESENTS SHALL COME,  
GREETING!

WHEREAS the Institute of Mathematics and its Applications Limited (hereinafter referred to as the "Company") was incorporated under the Companies Act 1948 in the year of our Lord One thousand nine hundred and sixty-four as a company limited by guarantee and not having a share capital and has by an Humble Petition prayed that We might be graciously pleased to grant to it a Charter of Incorporation:

NOW THEREFORE KNOW YE that We, having taken the said Petition into Our Royal Consideration and being minded to accede thereto, have been pleased, by virtue of Our Royal Prerogative and of Our especial grace, certain knowledge and mere motion, to grant and declare, and do hereby for Us, Our Heirs and Successors, grant and declare as follows:

#### THE PREAMBLE

1. The persons now members of the Company and all other persons who may hereafter become members of the body corporate hereby constituted shall forever hereafter be only body corporate and politic by the name of the "Institute of Mathematics and its Applications" and by the same name shall continue to have perpetual succession and a common seal with power to break, alter and make anew the said seal from time to time as 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 proceedings and shall have power to do all other matters and things incidental or appertaining to a body corporate.

#### INTERPRETATION

2. In this Our Charter, unless the context otherwise requires:

- (i) the "Institute" shall mean the Institute of Mathematics and its Applications as hereby incorporated;
- (ii) the "Byelaws" shall mean the Byelaws set out in the First Schedule to this Our Charter as amended from time to time as herein provided;
- (iii) the "Council" shall mean the Council of the Institute as from time to time constituted in accordance with the Byelaws;
- (iv) "Special Resolution" shall mean a resolution passed by a majority of not less than three-quarters of the corporate members present in person or by proxy and entitled to vote at a General Meeting of which notice specifying the intention to propose the motion as a Special Resolution has been duly given;
- (v) words importing the singular number only shall include the plural number and *vice versa*, words importing the masculine gender shall include the feminine

gender and words importing persons shall include corporations;

- (vi) references to any provision of any statute shall be deemed also to refer to any statutory modification or re-enactment thereof or any statutory instrument, order or regulation made thereunder or under such modification or re-enactment.

## OBJECTS

3. The objects of the Institute shall be:-

- (i) to advance mathematics and its applications in all areas including commerce, engineering, finance, health, industry, scientific and other academic disciplines and the public sector and to promote and foster research and other enquiries directed to the advancement, teaching and application of mathematics for the public benefit;
- (ii) to seek to establish and maintain high standards of professional conduct for members;
- (iii) to seek to promote, encourage and guide in the development of education and training in all matters relevant to the advancement of mathematics and its applications for members and all other persons who are engaged in or likely to be engaged in mathematics or its applications.

## POWERS

4. The Institute shall, subject to any consent or approval as may be required by law and so far as the law from time to time allows, have power:-

- (i) to acquire, take over and accept by way of gift from the Company all the stocks, funds, securities and other assets of every description now belonging to the Company or held in trust for it and to undertake, execute and perform any trusts or conditions affecting any of such assets and to defray and provide for any debts and liabilities to the discharge of which the said assets or any of them shall at the moment of such acquisition be applicable and to give any trustees in whom any such stocks, funds, securities or other assets may be vested a valid receipt, discharge and indemnity for and in respect of the transfer or handing over of them to the Institute;
- (ii) to promote and conduct examinations, approve courses and appoint independent examiners in relation to the study of mathematics or its applications paying due regard to the courses of instruction by other organisations;
- (iii)(a) to maintain a register of persons qualified as mathematicians by admission to one of the classes of corporate membership of the Institute and to enrol persons not so qualified as non-corporate members in accordance with the Byelaws;
- (iii)(b) to maintain and administer singularly, or jointly with one or more other organisations, a separate Register of Chartered Mathematicians which shall be open for registration to those who may or may not be members of the Institute but who shall be suitably qualified mathematicians and who shall meet any

other requirements as laid down by the Institute. Such Registrants shall abide by a code of professional conduct, shall undertake continuing professional development, and shall be subject to a disciplinary procedure in respect of any complaint made against them.

- (iii)(c) to maintain and administer singularly, or jointly with one or more other organisations, a separate Register of Chartered Mathematics Teachers which shall be open for registration to those who may or may not be members of the Institute but who shall be suitably qualified mathematics teachers and who shall meet any other requirements as laid down by the Institute. Such Registrants shall abide by a code of professional conduct, shall undertake continuing professional development, and shall be subject to a disciplinary procedure in respect of any complaint made against them.
- (iv) to procure that the Institute be registered or recognised in any part of the world and to exercise any of its objects or powers in any part of the world;
- (v) to purchase, take on lease or hire or otherwise acquire and hold any land, buildings, easements or hereditaments of any tenure and any other real or personal property including, without prejudice to the generality of the foregoing, any feudal, allodial, statutory or leasehold title or interest in any heritable property in Scotland; to construct, provide, maintain, repair and alter any buildings, works, stores, plant and things which may from time to time be deemed requisite in any part of the world for any of the purposes of the Institute;
- (vi) to accumulate, sell, improve, manage, develop, exchange, lease, mortgage, transfer, assign or otherwise dispose of or deal with or turn to account all or any property or rights of the Institute as may be thought expedient with a view to the promotion of its objects;
- (vii) to borrow or raise money with or without security for any of the purposes of the Institute;
- (viii) subject as hereinafter provided, to invest the funds of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit and from time to time to vary any such investments;
- (ix) to undertake, execute and perform any trusts or conditions affecting any real or personal property of any description acquired by the Institute;
- (x) to pay, apply or guarantee any moneys or assets of the Institute for any charitable purpose which in the opinion of the Council may tend to promote all or any of the objects of the Institute and either to do so directly or to pay or transfer any such moneys or assets to some other person to be applied in the above manner;
- (xi) to form local branches and committees in any part of the world and to organise meetings and publish in any form, including electronically, edit, print, sell or distribute papers, books of instruction, films, photographs and information for the purpose of stimulating interest in and promoting the objects of the Institute and to take all other measures which may seem necessary for providing and maintaining an efficient organisation for the

purposes of the Institute;

- (xii) to invite, receive and accept donations, endowments, and gifts of money, land, hereditaments, stocks, funds, shares, securities and any other assets whatsoever, and either subject or not subject to any special trusts or conditions, and in particular to accept and take by way of gift upon any terms, the undertaking and assets of any organisation whether incorporated or not, carrying on work similar to any work for the time being carried on by the Institute, and to undertake all or any of the liabilities of any such other organisation, in all cases with a view to furthering directly or indirectly the objects of the Institute;
- (xiii) to apply through Our College of Arms for a grant of Armorial Bearings, which shall be duly recorded in Our said College;
- (xiv) to pay salaries and grant pensions to any persons who are or have been paid officers or servants of the Institute or of the Company and to grant relevant pensions to the dependants of any such persons and to support or contribute to the support of pension, superannuation, benevolent and other funds, trusts and schemes for their benefit; and
- (xv) to do all such other acts as are or may be deemed incidental or conducive to the attainment of any of the objects of the Institute or the exercise of any of its powers mentioned above.

Provided that:-

- (a) in case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts; and
- (b) the objects of the Institute shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

5. The income and property of the Institute, from wherever derived, shall be applied solely towards the promotion of its objects as set forth in this Our Charter, and no portion of them shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the members of the Institute and no member of the Council shall be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institute unless Charity Commission approval has been sought in advance. Provided that nothing in this Article shall prevent any payment in good faith by the Institute to any officers or servants of the Institute of reasonable and proper remuneration or to any officers or servants of the Institute or Council members of any costs, expenses and losses for which they may become liable by reason of any act or omission or thing done by them in the proper discharge of their offices or duties or to any members of the Institute or other persons in return for any services actually rendered to the Institute or of proper rent for premises demised or let to the Institute.

## GOVERNANCE

6. The affairs of the Institute shall be managed and regulated in accordance with the Byelaws set forth in the First Schedule to this Our Charter, which shall remain in

force until revoked, amended or added to as provided below.

7. The Byelaws may direct that any matters which pursuant to this Our Charter may be prescribed or regulated in the Byelaws may be further prescribed or regulated by Regulations, provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or the Byelaws. Regulations may be added to, repeated or varied in such manner as they were respectively made.

8. There shall be a Council of the Institute consisting of such number of members of the Institute with such qualification and to be elected or constituted in such manner and to hold office for such period and on such terms generally as may be prescribed by or in accordance with the Byelaws. The first members of the Council shall be the persons whose names and respective offices (if any) appear in the Second Schedule to this Our Charter.

9. Subject to the provisions of this Our Charter and of the Byelaws and Regulations of the Institute, the government and control of the Institute and its affairs shall be vested in the Council. The business of the Council shall be conducted in such manner as may be prescribed by or in accordance with the Byelaws.

10. There shall be a President, three Vice-Presidents, two Honorary Secretaries and an Honorary Treasurer of the Institute, all of whom shall be members of the Council. The said President, Vice-Presidents, Honorary Secretaries and Honorary Treasurer shall be elected in such manner and shall hold office for such period and on such terms as to re-election and otherwise as shall from time to time be prescribed by or in accordance with the Byelaws.

11. The first President, Vice-Presidents, Honorary Secretaries and Honorary Treasurer of the Institute shall be the persons whose names and respective offices appear in the Second Schedule to this Our Charter.

## MEMBERSHIP

12. There shall be such classes of corporate and non-corporate members of the Institute as the Byelaws shall prescribe. The qualifications, method and terms of admission, rights, privileges and obligations of each class of membership and the disciplinary arrangements to which members shall be subject shall be as the Byelaws shall prescribe. Members may be designated as belonging to the Institute by such abbreviations as the Byelaws shall prescribe. No other abbreviation to indicate a class of membership may be used.

## GENERAL MEETINGS

13. An Annual General Meeting of the Institute shall be held once in every year at such time and place as shall be prescribed by or in accordance with the Byelaws and the Council shall lay before every such meeting such accounts and make to it such reports as may from time to time be prescribed by the Byelaws. Not more than fifteen months shall elapse between Annual General meetings. Subject to the aforesaid, meetings of the Institute shall be convened and the proceedings there regulated in accordance with the Byelaws. The Institute may hold other general meetings in any year for purposes of Governance, which shall be entitled Extraordinary General Meetings.

14. The accounts to be submitted to each Annual General Meeting of the Institute

shall be audited or examined by a member of a body of accountants recognised for the purposes of the Companies Acts, or by a firm of which at least one partner is such a member.

#### CHANGES TO CHARTER AND BYELAWS

15. (i) The Institute may revoke, amend or add to any of the provisions of this Our Charter by Special Resolution and any such revocation, amendments or addition shall when approved by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforth continue and operate as though it had been originally granted and made accordingly. Provided that no such revocation, amendment or addition shall be made which shall cause the Institute to cease to be a charity in law. This article shall apply to this Our Charter as altered, amended or added to in the above manner.
- (ii) Any of the Byelaws may from time to time be revoked, amended or added to by Special Resolution: provided that no such revocation, amendment or addition as aforesaid shall have any force or effect if it be repugnant to any of the provisions of this Our Charter or until the same has been submitted to and approved by the Lords of Our Privy Council of which approval a Certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence. Provided further that no such revocation, amendment or addition shall be made which shall cause the Institute to cease to be a charity in law.

#### DISSOLUTION

16. It shall be lawful for the Institute by Special Resolution passed at an Extraordinary General Meeting convened for that purpose to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and on 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 such Extraordinary General Meeting or in default of such direction as the Council shall think expedient having due regard to the liabilities of the Institute for the time being and if, on the winding up or the dissolution of the Institute, there shall remain after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid or distributed among the members of the Institute or any of them, but shall, subject to any special trust affecting it, be given and transferred to a charitable body or bodies having objects similar to the objects of the Institute, to be determined by the Council at or before the time of dissolution or, if effect cannot be given to such provision, then to some other body established exclusively for charitable purposes.

17. And We do for Ourselves, Our Heirs and Successors grant and declare that this Our Charter or the enrolment of it shall be in all things valid and effectual in law according to its true intent and meaning and shall be taken, construed and adjudged in the most favourable and beneficial sense and for the best advantage of the Institute and the promotion of its objects as well as in Our Courts of Record as elsewhere notwithstanding any non-recital, mis-recital, uncertainty or imperfection.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the nineteenth day of September in the thirty ninth year of Our Reign.

# **THE SCHEDULE**

## **THE BYELAWS OF THE INSTITUTE OF MATHEMATICS AND ITS APPLICATIONS**

### INTERPRETATION

1. In the event of any inconsistency between the provisions of the Charter and the provisions of the Byelaws the provision of the Charter shall prevail.

2. In these Byelaws and in the Regulations, unless the context otherwise requires:-

"Associate Fellows" means those individuals who are, for the time being, the Associate Fellows of the Institute;

"Auditor" may also refer to examiner;

"Charter" means the current Royal Charter of the Institute as amended from time to time and to which these Byelaws are scheduled as amended from time to time;

"Corporate Members" means the Honorary Fellows, Fellows, Members and Associate Fellows, all of whom may vote at general meetings;

"Fellows" means those individuals who are, for the time being, the Fellows of the Institute;

"General Regulations" means all the regulations made by Special Resolution as provided herein and for the time being in force;

"Council Regulations" means all the regulations made by Council, as provided herein and for the time being in force;

"Honorary Fellows" means those individuals who are, for the time being, the Honorary Fellows of the Institute;

"Honorary Officers" means the President, the three Vice-Presidents, the two Honorary Secretaries and the Honorary Treasurer for the time being of the Institute;

"Laws of the Institute" means the Charter, these Byelaws and the Regulations;

"mathematics" means all or any aspects of mathematics and its applications;

"members" means the Corporate Members and Non-Corporate Members;

"Members" means those individuals who are, for the time being, the Members of the Institute;

"Non-Corporate Members" means the members of the Institute other than and excluding the Corporate Members;

"Office" means the administrative headquarters for the time being of the Institute;

"Past Presidents" means the past Presidents of the Company and the Institute;

"Register" means the Register of members to be kept by the Council pursuant to the Charter and these Byelaws;

"Chartered Register" means the Register of Chartered Mathematicians;

"Chartered Teacher Register" means the Register of Chartered Mathematics Teachers;

"Registrant" means a person who has applied to be entered onto the Register of Chartered Mathematicians or the Register of Chartered Mathematics Teachers and whose application has been accepted.

"Regulations" means all the Council Regulations and all the General Regulations;

"salaried staff" means the chief executive, by whatever title, and other persons holding salaried positions in the Institute being appointed thereto in accordance with these Byelaws;

"chief executive" means any person appointed by the Council to perform the duties of chief executive of the Institute, whether temporarily or otherwise and by such title as the Council may from time to time determine;

any reference to the making of a Byelaw or Regulation thereunder shall include a reference to the amending, modifying, varying or supplementing of a Byelaw or Regulation already made;

expressions or words used in the Charter shall have the meanings therein defined;

headings are inserted for convenience only and shall not affect the meaning of these Byelaws;

references to any provision of any statute shall be deemed also to refer to any statutory modification or re-enactment thereof or any statutory instrument, order or regulation made thereunder or under such modification or re-enactment;

words denoting persons shall include corporations and firms and other unincorporated bodies or associations;

words denoting the masculine gender only shall include the feminine gender;

words denoting the singular shall include the plural and vice versa.

## MEMBERSHIP

3. (A) There shall be two categories of membership of the Institute, namely Corporate Members and Non-Corporate Members.

(B) Corporate Members shall comprise four classes, namely Honorary Fellows, Fellows, Members and Associate Fellows.

(C) Non-Corporate Members shall comprise three classes, namely Associate Members, Affiliates and Students.

## HONORARY FELLOWS

4. The Council shall have the power (but shall not be bound) by resolution to elect a person to be an Honorary Fellow of the Institute in recognition of outstanding contributions to mathematics or its applications or of services to the Institute. Honorary Fellows shall enjoy such privileges as may, from time to time, be determined by the Council and shall not as such be liable to pay any entrance fee or annual subscription.

5. Proposals for election to Honorary Fellowship shall be made in writing by at least three Fellows and submitted to the Honorary Secretaries and shall contain the name, address, occupation and qualifications of the person proposed, together with a statement of the outstanding contributions made or services rendered by such person as aforesaid.

6. Such election shall be valid only if at least two-thirds of the members of the Council are present at a duly constituted meeting and if the proposal is approved by the votes of at least three-quarters of those present at the meeting.

## FELLOWS

7. The Council shall have power (but shall not be bound) to elect as Fellow any person, duly nominated as hereinafter provided, who has complied with one of the following conditions:-

(A) he shall be an Associate Fellow or Member of the Institute or shall have obtained a degree or diploma of a standard acceptable to the Council. He shall, moreover, have had experience either for not less than seven years of responsible research work in mathematics or its applications which, in the opinion of the Council, has constituted a valuable contribution to the subject or for not less than ten years in responsible work which, in the opinion of the Council, demands a sufficient knowledge of mathematics or its applications; or

(B) he shall have made such outstanding contributions either to mathematics or its applications as shall make it desirable, in the opinion of the Council, that he become a Fellow of the Institute.

## MEMBERS

8. The Council shall have power (but shall not be bound) to elect to the Member grade, any person, who has complied either with conditions (a) or (b) below:

- (a)
- (i) has been educated in a manner satisfactory to the Council and has obtained a degree in mathematics or a mathematically related discipline recognised by the Council for the purpose of this clause of the Byelaw; and
  - (ii) has had experience involving the acquisition of mathematically related professional skills for at least three years which shall satisfy the Council.

or

- (b)
  - (i) has been educated in a manner satisfactory to the Council and has obtained an academic qualification recognised by the Council for the purpose of this clause of this Byelaw; and
  - (ii) has demonstrated professional competence through a combination of academic qualification, training or experience which shall satisfy the Council.

## REGISTRANTS

9. (A) The Council shall have the power (but shall not be bound) to admit to the Register of Chartered Mathematicians any person, who has complied with the condition below:

- (i) has been educated as a mathematician and has obtained a mathematics degree recognised by the Council for the purpose of this Clause of this Byelaw and has had experience for at least five years in responsible work including training and experience involving the use of mathematical knowledge as shall satisfy the Council
- or
- (ii) has attained professional competence to an equivalent standard demonstrated through a combination of academic qualification, training and experience as shall satisfy the Council.

In addition the applicant must be, and remain for the duration of being a Registrant, a member of the Institute or a kindred mathematical society.

(B) If admitted, such Registrants may use the designation 'Chartered Mathematician' and the abbreviation 'CMath' according to Regulations prescribed by the Council and while registered, shall pay such annual registration fees as shall be required of them, shall abide by a code of professional conduct, shall comply with the requirements for Continuing Professional Development, and shall be subject to a disciplinary procedure.

(C) The Institute shall constitute a Registration Authority with or without other organisations which shall create, maintain and administer the Register of Chartered Mathematicians and shall prepare, publish and review such procedures and codes and rules as may be required.

(D) The Council shall have the power (but shall not be bound) to admit to the Register of Chartered Mathematics Teachers any person, who has complied with the condition below:

- (i) has been educated in a manner satisfactory to the Council and has obtained a degree recognised by the Council for the purpose of this clause of this Byelaw; and have at least four years teaching experience measured in a manner satisfactory to Council
- or
- (ii) has attained professional competence to an equivalent standard demonstrated through a combination of academic qualification, training and experience as shall satisfy the Council.

In addition the applicant must be, and remain for the duration of being a Registrant, a member of the Institute or a kindred mathematical society.

(E) If admitted, such Registrants may use the designation 'Chartered Mathematics Teacher' and the abbreviation 'CMathTeach' according to Regulations prescribed by the Council and while registered, shall pay such annual registration fees as shall be required of them, shall abide by a code of professional conduct, shall comply with the requirements for Continuing Professional Development, and shall be subject to a disciplinary procedure.

(F) The Institute shall constitute a Registration Authority with or without other organisations which shall create, maintain and administer the Register of Chartered Mathematics Teachers and shall prepare, publish and review such procedures and codes and rules as may be required.

#### ASSOCIATE FELLOWS

10. Associate Fellows are those individuals who were elected to that grade before 31 December 2002 and who, not having transferred to another grade, retain all the privileges, rights and obligations of that grade.

#### AFFILIATE MEMBERS

11. Affiliate members shall be persons who desire to participate in the activities of the Institute and to receive some of the privileges of membership but who do not, in the opinion of the Council, comply with the conditions for election as Members. The Council, if satisfied that a candidate, duly nominated as hereinafter provided, has sufficient knowledge of, and interest in, mathematics or its applications to be likely to profit from participation in the activities of the Institute, shall have power (but shall not be bound) to elect him to Affiliate membership.

#### GRADUATE MEMBERS

12. (A) Every person who on the thirty-first day of December 2002 was a Graduate Member of the Institute shall after that date become an Associate Member of the Institute.

(B) Except as aforesaid, every candidate for election or transfer to the class of Associate Member of the Institute shall either:

- (i) have obtained a degree, diploma or other academic qualification approved by the Council for the purposes of this Byelaw

or

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

(C) No person who becomes an Associate Member of the Institute under the provisions of clauses (A) or (B) of this Byelaw shall have any of the rights or obligations applicable specifically to a Corporate Member of the Institute.

## LICENTIATES

13. Every person who on the thirty-first day of December 2002 was a Licentiate of the Institute shall after that date become an Associate Member of the Institute.

## STUDENT MEMBERS

14. Student members shall be persons who satisfy the Council that they are studying to acquire the qualification for the Associate Membership grade and who make application for election in the form required by the Council from time to time. If such a candidate shall apply for election, the Council shall have the power (but shall not be bound) to elect him to Student membership. Except by special permission of the Council, a Student member shall not remain in this class after seven years from the date of his first registration as a Student member, and if he is not elected to one of the preceding classes of membership at or before the end of that seven years he shall cease to be a member of the Institute.

## APPLICATIONS, ELECTIONS AND TRANSFERS

15. Applications for, and transfers to, the Register of Chartered Mathematicians, the Register of Chartered Mathematics Teachers and any class of membership other than Honorary Fellowship shall be made in writing in such form as the Council may from time to time require and shall be sent to the chief executive for consideration by the Council.

Such applications shall be deemed to constitute an undertaking by the candidate that, on being elected by the Council, he will be bound by the Laws of the Institute as amended from time to time.

16. The Council may, in its absolute discretion and without assigning any reason therefor, refuse to elect any person to membership, allow him to transfer to another class of membership or admit him to the Register of Chartered Mathematicians or the Register of Chartered Mathematics Teachers.

## ENTRANCE FEES AND SUBSCRIPTIONS

17. (A) Subject to paragraphs (B) and (C) of this Byelaw, the entrance fee payable on election to each class of membership of the Institute, and the annual subscriptions payable by members of each class, shall be those of the Company in operation at the date of the grant of the Charter.

(B) The Council may, at its absolute discretion, reduce or remit the entrance fee and/or the annual subscription fee and/or annual registration fee of any member or category of members and may provide for life composition fees.

(C) The Council may from time to time by a resolution in that behalf passed at any meeting of the Council and confirmed by a Special Resolution duly passed at a General Meeting of the Institute held not less than one month and not more than eleven months afterwards alter all or any of the fees or subscriptions referred to above by such sum or sums as shall be specified in the resolution of the Council.

(D) Every applicant for either membership of the Institute, admission to the Register of Chartered Mathematicians or the Register of Chartered Mathematics Teachers shall

send with his application form a remittance for the total amount of the entrance fee and the first annual subscription appropriate to the class of membership applied for or first annual registration fee. If the Council resolves to admit the applicant he shall be notified by letter addressed to him at the address given in his application form and his first annual subscription shall be treated as paid on the date of the letter. All subsequent payments of subscription shall fall due on the anniversary of the first day of the month following the date on which his first annual subscription is treated as paid. If the Council resolves not to admit the applicant his remittance shall be refunded in full. The annual subscriptions of persons who were members of the Company at the date of the grant of the Charter shall fall due for renewal on the date they would have fallen due if those persons had continued to be members of the Company and had remained in the same class of membership.

(E) Any member transferring to another class of membership at a higher rate of subscription shall be required to pay the subscription for the current year of the class to which he is transferred and the subscription already paid shall be treated as part payment thereof but no further entrance fee shall be required.

(F) The Council may from time to time by a resolution in that behalf passed at any meeting of the Council and confirmed by a Special Resolution duly passed at a General Meeting of the Institute held not less than one month and not more than eleven months afterwards introduce or alter fees for entry to and continuing inclusion in the Registers of Chartered Mathematicians and/or Chartered Mathematics Teachers.

## RIGHTS OF MEMBERS

18. (A) Honorary Fellows, Fellows, Members, Associate Fellows and Associate Members shall be entitled to use the initials "Hon. FIMA", "FIMA", "MIMA", "AFIMA", and "AMIMA", respectively after their names. An individual may not use more than one of the aforementioned initials authorised by these Byelaws.

(B) All members shall be entitled to participate in the facilities provided by the Institute, including the right to receive information and literature issued by the Institute, but the Council shall have power, at its discretion, to make such charges as it thinks fit for the provision of such facilities.

## THE REGISTER

19. The Register of members shall show the class at which each member is registered in accordance with the Charter. The Register of members shall be kept by, or under the control of, the Council and shall include the registered address of each individual as notified to the chief executive in accordance with Byelaw 85 and may contain such other information as the Council shall determine.

20. The Council shall cause the name of each individual who has been elected to membership, upon payment of such entrance fee (if any) as may from time to time be prescribed by the Council, to be entered in the Register of members.

21. Any individual who, immediately before the date on which the Charter was granted, was registered in the register of members of the Company, shall be registered in the Register in the same class as he was entered in the Register of members of the Company.

22. The Council shall, on being satisfied of the death of any member, cause his name to be removed from the Register of members.

#### RESIGNATION FROM AND RE-ADMISSION TO MEMBERSHIP

23. Any member of the Institute, the Register of Chartered Mathematicians or the Register of Chartered Mathematics Teachers, providing he is under no liability whatsoever to the Institute, shall be entitled to resign on giving notice in writing of his intention to do so.

24. Any person who has resigned or otherwise ceased to be a member of the Institute, or a Registrant on the Register of Chartered Mathematicians or on the Register of Chartered Mathematics Teachers shall be entitled to apply for re-admission. Such a person shall comply with such of these Byelaws and such other terms and conditions, including the payment of any entrance fee and any arrears of subscriptions, as the Council may require.

#### FAILURE TO PAY SUBSCRIPTION OR REGISTRATION FEE

25. Any member of the Institute, or Registrant on the Register of Chartered Mathematicians or on the Register of Chartered Mathematics Teachers who shall fail to pay his annual fees within the month in which they fell due and the two following months (such fees then being treated as three months in arrears for the purposes of Byelaw 61) shall be automatically suspended from all rights and privileges of membership and/or registration but such suspension shall cease on payment of such fees at any time within the two months following such suspension.

26. Any member of the Institute, or Registrant on the Register of Chartered Mathematicians or on the Register of Chartered Mathematics Teachers who shall fail to pay any fees by the end of the two months following his suspension pursuant to Byelaw 25 shall automatically cease to be a member and/or Registrant unless the Council shall decide, in its absolute discretion, that the person should remain a member and/or Registrant notwithstanding such failure to pay. Any such person shall, nevertheless, remain liable to the Institute for the amount due for such fees.

#### PROFESSIONAL CONDUCT

27. Every member of the Institute, or Registrant on the Register of Chartered Mathematicians or on the Register of Chartered Mathematics Teachers shall, so long as he is a member or Registrant, act in a manner worthy of the honour and interests of the profession of mathematicians and/or mathematics teachers and of the Institute and he shall do nothing that may bring the professions of mathematician or mathematics teacher or the Institute into disrepute.

28. The Council may, from time to time, promulgate codes of conduct and, subject to the corporate members approving such code of conduct in General Meeting, require members of the Institute and Registrants on the Register of Chartered Mathematicians and on the Register of Chartered Mathematics Teachers to conform to such codes. Breach of such approved codes will constitute *prima facie* evidence of conduct which renders a member or Registrant unfit to retain his membership or registration.

29. Any member of the Institute, or Registrant on the Register of Chartered Mathematicians or on the Register of Chartered Mathematics Teachers who has, in the opinion of the Council, duly expressed by a resolution thereof, been guilty of

conduct which renders him unfit in its opinion to retain his membership or registration shall, on a resolution to that effect passed by the Council at a meeting duly convened with notice of intention to consider the case at which not less than one-third of the members of the Council are present, have his name struck off the Register of the Institute, or the Register of Chartered Mathematicians or the Register of Chartered Mathematics Teachers or off all three and shall cease to be a member accordingly, provided that no member shall be deprived of his membership or registration for any other reason than failure to pay his annual subscription without at least 28 days' notice thereof being given to him and an opportunity to be heard, either in person or by another, in his defence, at a meeting of the Council, or a Committee thereof, specially convened for that purpose. A person who has been deprived of his membership or registration under this Byelaw may be re-admitted by the Council at any time upon such conditions as it may determine.

## HONORARY OFFICERS

30. The Honorary Officers of the Institute shall be the President, three Vice-Presidents, two Honorary Secretaries and the Honorary Treasurer, all of whom shall be Corporate Members.

31. The first Honorary Officers named in the Schedule to the Charter shall continue in office until the end of the year in which the Charter was granted. Any previous term of office as an Honorary Officer of the Company shall be taken into account for the purposes of Byelaw 32 but, subject to the terms of Byelaw 32, the first Honorary Officers shall be eligible for re-election.

32. Before 31st December each year, the Council shall meet and appoint from among the Corporate Members of the Institute the seven Honorary Officers who shall hold office during the following year. They shall be *ex-officio* members of the Council for their year of office. An Honorary Officer shall be eligible for re-appointment at the meeting of the Council at which the Honorary Officers for the next year are to be elected, save that no person shall be President for more than two consecutive years, no person shall be a Vice-President for more than four consecutive years, no person shall be an Honorary Secretary for more than six consecutive years, and no person shall be Honorary Treasurer for more than eight consecutive years. If he is not re-appointed, an Honorary Officer shall retire at the end of his year of office.

33. The Honorary Secretaries shall be responsible to the Council as the President shall direct for the administration and for the co-ordination of the affairs of the Institute generally, except those relating to finance but may delegate such responsibility to the chief executive who may be assisted by the other salaried staff in the discharge of such responsibility.

34. 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 Byelaws but may delegate such responsibility to the chief executive who may be assisted by the other salaried staff in the discharge of such responsibility.

## THE COUNCIL

35. The management of the affairs and the control of the business of the Institute shall be vested in the Council which, in addition to the powers and authorities expressly conferred on it by these Byelaws or otherwise, may, in respect of the affairs

of the Institute, exercise all such powers and do all such acts and things as may lead to the promotion or furtherance of the objects of the Institute, including all such powers, acts and things as may be exercised or done by the Institute and are not by these Byelaws expressly directed or required to be exercised or done by the Institute in General Meeting.

36. The immediate three Past Presidents who are able and willing to serve and are Corporate Members of the Institute shall be ex-officio members of Council.

37. The Council shall consist of the Past Presidents referred to in Byelaw 36 above together with not less than 22 and not more than 28 other members consisting of the seven Honorary Officers, 15 Corporate Members elected at Annual General Meetings of the Institute in accordance with Byelaw 39 below and not more than six members co-opted by the Council in accordance with Byelaw 40 below, except during a transition period as set out in Byelaw 38B.

38. (A) At the close of each Annual General Meeting of the Institute, all the co-opted members of the Council and any elected members who have completed their periods of office shall retire. The co-opted members shall be eligible for re-election immediately. The retiring elected members will be eligible for re-election providing their consecutive service with the Council as an elected member does not exceed six years. They will be eligible to be co-opted in accordance with Byelaw 40 below. When an elected or co-opted member is appointed to be an Honorary Officer, he shall no longer be counted as an elected or co-opted member (as the case may be). In calculating the length of consecutive service for the purpose of this Byelaw, service as an Honorary Officer shall be disregarded altogether.

38(B) The normal period of office for an elected member shall be three years. Each year five members may be elected for a period of three years. If an elected Council member is unwilling or unable for any reason to complete his term of office, further members may be elected to Council to cover the uncompleted periods of office. This Byelaw will be introduced over a three-year transition period. The number and period of office of Councillors over this transition period will be as decided by Council.

39. Election of the elected members of the Council shall take place in the following manner:-

(A) Not less than ten weeks before each Annual General Meeting the Council shall cause to be addressed to all Corporate Members of the Institute a notice inviting nominations.

(B) Nominations may be sent in writing to reach the chief executive at the Office not less than eight weeks before the date of the Annual General Meeting. Each nomination must contain the signatures of a proposer and seconder, each of whom must be a Corporate Member, and be counter-signed by the nominated candidate (who must also be a Corporate Member) as evidence of his willingness to accept nomination.

(C) In the event of the number of nominations exceeding the number of vacancies, the chief executive shall not less than three weeks before the Annual General Meeting send to every Corporate Member at his registered address a voting paper which shall contain the following information:-

- (i) The number of vacancies and their periods of office;
  - (ii) The name and address of each of the candidates nominated and his class of membership;
  - (iii) Instructions on how to mark and complete the voting paper; and
  - (iv) The day and time on or before which, and the address to or at which, the voting paper must be sent or delivered.
- (D) If a postal ballot has been held, all completed voting papers shall be handed by the chief executive to three scrutineers, who shall be Corporate Members (other than candidates who have been nominated for membership of the Council) appointed by the President, at or prior to the commencement of the Annual General Meeting or if no such appointment has been made by the President, then by the Chairman of the Meeting, and they shall report to such Chairman the total number of voting papers received, the total number of valid votes cast in favour of each candidate and the names of those elected and their periods of office. Notwithstanding the number of votes cast for each candidate, of those candidates who have not previously served on the Council, the one receiving the highest number of votes shall be declared elected. In the event of an equality of votes, the scrutineers shall submit the names of the candidates concerned to the Chairman of the Meeting, who shall have a second or casting vote.
- (E) The Chairman of the Meeting shall declare the successful candidates elected or, in the event of the number of candidates not exceeding the number of vacancies, shall declare all the candidates elected.
- (F) The accidental omission to send a voting paper to or the non-receipt of a voting paper by a Corporate Member or the non-receipt by the Institute of a completed voting paper shall not invalidate any election. The decision of the scrutineers as to whether for any reason any voting paper shall be rejected and the votes thereby cast declared to be ineffective shall be final and binding on all parties.

40. The Council may co-opt any Corporate Member, Associate Member or Affiliate Member to be a member of the Council, provided that at any time the total number of co-opted members shall not exceed six, of whom not more than one shall be a Associate Member and not more than one shall be an Affiliate.

41. The Council may at any time appoint or co-opt any eligible person to be an Honorary Officer or member of the Council to fill a casual vacancy. In event of the vacancy resulting from an elected member ceasing membership of Council the co-option will cover the period of office outstanding.

42. If the number of members of the Council shall at any time be reduced to less than fifteen (including the Honorary Officers but excluding the Past Presidents) the continuing members may act as the Council for the purpose of filling vacancies or for summoning a General Meeting but for no other purpose.

43. The office of an Honorary Officer or a member of the Council shall be vacated forthwith if any of the following conditions are satisfied:-

- (A) If a bankruptcy order is made against him or he makes any arrangement or composition with his creditors; or
- (B) If he becomes incapable by reason of mental disorder; or
- (C) If he ceases to be a member; or
- (D) If by notice in writing to the chief executive he resigns his office; or
- (E) If the Institute in General Meeting resolved by Special Resolution that he shall retire.

#### PROCEEDINGS AND POWERS OF THE COUNCIL

44. The Council may, subject to the provisions of these Byelaws, meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Eight Council members personally present shall constitute a quorum. Each Council member present at any Council meeting shall have one vote. Questions arising at any meeting shall, except as otherwise provided in these Byelaws, be decided by a simple majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote. The answer to any question voted upon at a Council meeting shall constitute a resolution of the Council.

45. A member of the Council may at any time, and, on the request of a member of the Council, the chief executive, shall within two weeks of receiving such request, summon a meeting of the Council by notice served upon the members of the Council. At least 21 days' notice of the date of any Council meeting shall be given.

46. The President or, failing him, a Vice-President, shall take the chair at all meetings of the Council, but if none of them be present within five minutes after the time appointed for holding the meeting and willing to preside, the members of Council present shall choose one of their number to be chairman of the meeting.

47. The Council may at any time set up committees consisting of such members as it may, in its discretion, decide for a specific purpose or otherwise, and may regulate their procedure, quorum and membership as the Council thinks fit. The Council may dissolve any such committee at any time. The Council may expressly delegate to any such committee the power to act for the Council, subject to such limitations and regulations as may be imposed. The committees shall be responsible to and make regular reports to the Council and shall act solely in the pursuance of the Institute's objects. Except in so far as the power to act is expressly delegated, no resolution of a committee shall be of any effect unless it is subsequently confirmed by a resolution of the Council.

48. The Council shall cause proper minutes to be made of all proceedings of all meetings of the Institute and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the Institute, Council or committee, as the case may be, shall be sufficient evidence of such proceedings and business without any further proof of the facts therein stated.

49. All acts and things done *bona fide* by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the

appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

50. A resolution in writing signed by all the members for the time being of the Council or any committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and held.

51. 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 these Byelaws and any General Regulations and in particular and subject as aforesaid, may accumulate, sell, improve, manage, develop, exchange, lease, mortgage, transfer, assign or otherwise dispose of or deal with or turn to account all or any of the property or rights of the Institute.

52. The Council may make, alter, add to or revoke Council Regulations as it thinks fit provided that such Council Regulations shall not be inconsistent with the Charter and these Byelaws.

#### BRANCHES AND SPECIALIST GROUPS

53. The Branches of the Institute shall be:-

- (A) Branches created by the Council as provided in Byelaw 54 below; and
- (B) those already created by the Company at the date of the grant of the Charter unless and until otherwise determined by the Council.

54. (A). Upon receipt of a written request to that effect from not less than ten Corporate Members resident in any district, the Council may, at its discretion, create a Branch of the Institute in such district and the Council shall have power to dissolve any Branch so created. The Council may contribute towards the costs of the creation and maintenance of any Branch from the general funds of the Institute.

(B) Each Branch referred to in paragraph (A) of Byelaw 53 above shall be created and the affairs of all Branches shall be carried on subject to, and in accordance with, the Laws of the Institute and subject to, and in accordance with, such further rules (not being inconsistent with the Laws of the Institute) as may be made or imposed by the Council for the administration and government, and for the purpose of defining the powers and duties, of Branches. A Branch shall not, without the express authority of the Council, discuss with any outside body any matter whatsoever affecting the conduct or status of the profession of mathematician.

(C) Membership of a Branch shall be open to all members without payment of any fee in addition to that payable to the Institute by such a member in accordance with these Byelaws. An individual shall, *ipso facto*, cease to be a member of a Branch if he ceases to be a member of the Institute.

55. The Groups of the Institute shall be:-

- (A) Groups created by the Council as provided in Byelaw 56 below; and

- (B) those already created by the Company unless and until otherwise determined by the Council.

56. (A) Upon receipt of a written request to that effect from not less than five Corporate Members, the Council may, at its discretion, create a Group to promote the advancement and dissemination of knowledge of some special branch of mathematics or its applications by the holding of meetings or otherwise and the Council shall have power to dissolve any Group so created. The Council may contribute towards the costs of the creation and maintenance of any Group from the general funds of the Institute.

(B) Each Group referred to in paragraph (A) of Byelaw 55 above shall be created and the affairs of all Groups shall be carried on subject to, and in accordance with, such further rules (not being inconsistent with the Laws of the Institute) as may be made or imposed by the Council for the administration and government, and for the purpose of defining the powers and duties, of Groups. A Group shall not, without the express prior authority of the Council, discuss with any outside body any matter affecting the conduct or status of the profession of mathematician.

(C) Membership of a Group shall be open to all members 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 Byelaws. An individual shall, *ipso facto*, cease to be a member of a Group if he ceases to be a member of the Institute.

#### GENERAL MEETINGS

57. The Annual General Meeting of the Institute shall be held once in every year at such place and at such time (being not less than two months after the date of such determination) as may be determined by the Council. Not more than 15 months shall elapse between Annual General Meetings and the first Annual General Meeting shall be held not more than 15 months after the Company's last Annual General Meeting.

58. The ordinary business of the Annual General Meeting shall be:-

- (A) to receive and consider the report of the Council on the activities of the Institute;
- (B) to receive and consider the accounts and balance sheet of the Institute and the reports of the Council and the auditors thereon;
- (C) to declare those individuals who have been elected members of the Council; and
- (D) to confirm the remuneration of an auditor or auditors.

All other business transacted at any Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.

59. The President or the Council may, at any time, convene an Extraordinary General Meeting of the Institute and the Council shall convene such a Meeting within two months of the receipt at the Office of a written requisition, signed by not less than fifty Corporate Members, stating fully the objects of the meeting. Such requisition may consist of several documents in like form. If no such Extraordinary General

Meeting has been convened within two months of the receipt of such requisition as aforesaid an Extraordinary General Meeting may be convened by the requisitionists or any of them being at least a majority in number of them, for such purposes only as shall be specified in the requisition, in the same manner as nearly as possible as that in which Extraordinary General Meetings are convened by the Council, but so that any such Extraordinary General Meeting shall be convened not later than three months after the expiration of the aforesaid period of two months.

60. At least 21 days' notice of every General Meeting of the Institute (exclusive of both the day on which the notice is served or deemed to have been served and of the day for which the Meeting is called) specifying the place, day and hour of the Meeting and (in the case of special business) the general nature of the business to be transacted shall be given by notice sent by post to every Corporate Member, Associate Member and Affiliate at his registered address. A copy of the profit and loss account and balance sheet of the Institute shall be sent by post or electronically to every Corporate Member, Associate Member and Affiliate Member at his registered address with each notice of an Annual General Meeting.

61. All Corporate Members, Associate Members and Affiliates shall be entitled to receive notice of and to attend any General Meeting of the Institute but no members of the Institute other than Corporate Members shall be entitled to vote at any such General Meeting. No Corporate Member shall be entitled to vote if his subscription is in arrears for more than three months.

62. The accidental omission to give notice of a General Meeting to or the non-receipt of a notice of a General Meeting by any member, or the attendance and voting at any General Meeting of any person subsequently found not to have been entitled so to attend and vote, and any other defect in the convening, calling and conduct of the General Meeting shall not invalidate the proceedings thereat.

63. No business shall be transacted at any General Meeting (other than the adjournment thereof) unless a quorum is present at the time when the Meeting proceeds to business. Seven Corporate Members personally present and entitled to vote shall constitute a quorum.

64. If within half an hour after the time appointed for the Meeting a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such day (not being more than 21 days thereafter) and at such hour and place as the Chairman thereof shall determine and if, at such adjourned meeting, a quorum is not present, those persons who are then and there present and entitled to vote (being not less than three) shall be a quorum and may transact the business for which the Meeting was called.

65. The President or in his absence a Vice-President (to be selected by the meeting) shall preside as Chairman at every General Meeting, but if there be neither a President nor Vice-President, or if at any General Meeting neither shall be present within fifteen minutes after the time appointed for holding the same, or if, being present, none of them shall be willing to preside, the Corporate Members present shall choose some other members of the Council, or if no such member be present, or if all the members of the Council present decline to take the Chair, the meeting shall choose a Corporate Member present to preside.

66. The Chairman may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the General Meeting) adjourn the General

Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned General Meeting other than business that might have been transacted at the General Meeting from which the adjournment took place. Whenever a General Meeting is adjourned for thirty days or more, notice of the adjourned General Meeting shall be given in the same manner as if an original General Meeting were taking place. Save as aforesaid, the members shall not be entitled to any notice of adjournment, or of the business to be transacted at an adjourned General Meeting.

67. A resolution put to the vote at any General Meeting shall be decided on a show of hands of the Corporate Members present in person and entitled to vote, unless a poll is demanded before the declaration of the result of the show of hands:-

- (A) by the Chairman; or
- (B) by at least three Corporate Members; or
- (C) by a Corporate Member, Associate Member or Affiliate present in person or by proxy representing one-tenth of the total voting rights of all the Corporate Members having the right to vote at the meeting.

Unless a poll is demanded pursuant to this Byelaw a declaration by the Chairman of the General Meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Institute shall be conclusive evidence of the fact without further proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

68. Subject to the provision of Byelaw 71, if a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.

69. No poll shall be demanded on the election of a Chairman of a General Meeting, or on any question of adjournment.

70. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall have a second or casting vote.

71. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded.

## VOTES OF MEMBERS

72. At all General Meetings of the Institute, votes may be given either personally or by proxy. In the case of a vote by show of hands, every Corporate Member present in person shall, subject to the provisions of Byelaw 61, have one vote. In case of a vote by poll, every Corporate Member present in person or by proxy shall, subject to the provisions of Byelaw 61, have one vote. Every question submitted to a General Meeting shall, save where otherwise provided by the Charter or these Byelaws, be decided by a simple majority of such votes.

73. (A) No person shall be appointed a proxy who is not entitled to vote at the Meeting for which a proxy is given.

(B) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney and whether given for a specific Meeting or otherwise shall, as nearly as circumstances will admit, be in form or to the effect following:

*The Institute of Mathematics and its Applications*

I, ..... of ..... being a Corporate Member of the above Institute, hereby appoint ..... of ..... or failing him ..... of ..... as my proxy (both the aforementioned persons being Corporate Members of the Institute entitled to vote at the Meeting hereinafter referred to) to vote for me and on my behalf at the Annual (or Extraordinary as the case may be) General Meeting of the Institute to be held on the ..... day of ..... 19.. and at any adjournment thereof.

As witness my hand this ..... day of ..... 19.. .

Signature

Address

Grade of membership of the Institute

I desire to vote /1/ in favour of the Resolution(s)  
against

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/1/ Note. Unless otherwise directed, the proxy holder will vote as he thinks fit.

(C) 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 except on a poll demanded at a Meeting held within the said six months but adjourned to a date or dates later than the said six months.

(D) 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 the revocation of the proxy unless previous intimation in writing of the death or revocation shall have been received at the Office.

## REGULATIONS

74. Regulations shall be made, amended or repealed by Special Resolution of the Institute in General Meeting or by the Council at Council meetings. Regulations which shall be made by Special Resolution shall be known as "General Regulations"; Regulations which shall be made by the Council shall be known as "Council Regulations".

75. In addition to all matters which are directed or permitted by these Byelaws to be regulated by the Regulations, there shall be power by the General Regulations to prescribe or regulate any matters which might have been prescribed or regulated by the Byelaws and there shall be power by the Council Regulations to prescribe or regulate any matters which, in accordance with these Byelaws, might have been prescribed or regulated by the Council, provided that no such Regulations shall be repugnant to the Charter or these Byelaws.

## THE CHIEF EXECUTIVE AND SALARIED STAFF

76. There shall be a chief executive of the Institute who shall be appointed by the Council. The Council shall determine his terms of service. The chief executive shall devote his full time to the duties of his office and if he becomes bankrupt, or is guilty of misconduct prejudicial to the interests of the Institute or proves incompetent or inefficient in the discharge of his duties or wilfully neglects the due performance of his duties he may be removed from his office and his appointment terminated by the Council at a meeting convened with express notice that the question of his conduct shall be considered. The termination of his appointment shall require a resolution passed by not less than three-quarters of the members of the Council present and voting at a meeting of the Council at which meeting not less than one-half of the members of the Council shall be present.

77. The chief executive shall, under the control of the Council, conduct all the correspondence of the Institute, the Council and of its committees and shall be responsible for providing secretarial services for all their meetings. He shall have such other powers and duties as may be vested in him by Council Regulations.

78. The Council shall have power to appoint such other persons to be salaried staff as the Council shall consider fit and to prescribe their duties and the terms of their service; provided that all such salaried staff shall be subject to the direction of the chief executive. The Council may delegate any of its powers of appointment of salaried staff (other than the appointment of the chief executive) to a Committee of the Institute or to the chief executive and may, by resolution, ratify any unauthorised act of such a committee or the chief executive.

## FINANCE

79. The funds of the Institute shall, in accordance with the Charter, be applied wholly with a view to the promotion or furtherance of the objects of the Institute. The administration of all funds of the Institute shall be subject to the control of the Council.

## ACCOUNTS

80. The Council shall cause to be kept proper accounting records with respect to all sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place and of the assets, credits and liabilities and the sales and purchases of goods and services of the Institute. Proper accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary to give a true and fair view of the state of the Institute's affairs. At least once a year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by the Institute's auditor or auditors.

81. The accounting records 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 by members of the Council during normal business hours. The Council shall have the power to determine by Council Regulations to what extent, at what times and places and under what conditions the accounts shall be open to inspection by members of the Institute (not being members of the Council).

82. At every Annual General Meeting the Council shall lay before the Institute a

proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Institute) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the auditor or auditors, and copies of such account, balance sheet and reports shall be sent to the auditor or auditors and to all other persons entitled to receive notices of General Meetings with the notice of the Annual General Meeting.

## AUDITORS

83. An auditor or auditors, who shall be qualified in accordance with Article 14 of the Charter, shall be confirmed annually at the Annual General Meeting. A retiring auditor or auditors shall be eligible for re-election. The Council may fill any casual vacancy that may occur with an auditor or auditors qualified as aforesaid to hold such position until the next Annual General meeting. The auditor or auditors shall be entitled to receive notice of any General Meeting.

84. A notice may be served by the Institute upon any member personally, or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered address, or electronically.

85. Each member shall from time to time notify in writing to the chief executive an address at which notices may be served upon him, which shall be deemed his registered address. Only members having a registered address in a Member State of the European Union shall be entitled to receive notices from the Institute.

86. Any notice sent by post or electronically shall be deemed to have been served the day after the envelope or wrapper containing the same is posted or otherwise sent, and in proving such service it shall be sufficient to prove that the envelope or wrapper or electronic communication containing the notice was properly addressed, prepaid and posted or otherwise sent. A certificate in writing signed by any member of the salaried staff that the notice was so addressed, prepaid and posted or otherwise sent shall be sufficient evidence thereof.

87. The signature to any notice to be given by the Institute may be written or printed.

88. Every notice or application to the Council or to the chief executive, except where otherwise specifically provided by or in accordance with the Laws of the Institute, shall be deemed to be sufficiently given or made if the same be signed by the person or persons giving or making the same, and be delivered to the chief executive personally or be left at the Office addressed to him within normal working hours on any day except a Saturday, Sunday or public holiday, or be forwarded to him by post prepaid and received by him at the Office, and every person giving or making such notice or application shall be entitled to require acknowledgement by the chief executive of the receipt of such notice or application.

## THE SEAL

89. The seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Council or a committee thereof (provided that such committee shall consist of at least two Council members), and at least two members of the Council and the chief executive shall sign every instrument to which the seal shall be so affixed, the seal being so affixed in the presence of at least the chief

executive.

#### INDEMNITY OF MEMBERS AND EMPLOYEES

90. The Honorary Officers and other members of the Council, and the salaried staff shall be indemnified by the Institute against all costs, expenses and losses for which any of them may become liable by reason of any act or omission or thing done by them in the proper discharge of their offices or duties.