



INSTITUTE OF MEASUREMENT AND CONTROL

**ROYAL CHARTER AND
BYELAWS**

AS AMENDED 2019

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, GREETINGS!

WHEREAS an humble Petition has been presented unto Us by the Institute of Measurement and Control, a body incorporated under the Companies Acts 1948 to 2014, praying for the grant of a Charter of Incorporation:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW THEREFORE KNOW YE that We, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion have granted and declared and do hereby for Us, Our Heirs and Successors grant and declare as follows: -

1. All persons who are and shall hereafter pursuant to this Our Charter and the Byelaws become members of the Body Corporate by the name of "The Institute of Measurement and Control" (hereinafter referred to as "the Institute") and by the same name shall have perpetual succession and a Common Seal, with power to break, alter and make anew the said Seal from time to time at their will and pleasure, and by the same name shall and may sue and be

sued in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body corporate.

2. The objects for which the Institute is hereby constituted are to promote for the public benefit by all available means the general advancement of the science and practice of measurement and control technology and its application.

In furtherance of the above objects but not further or otherwise the Institute may: -

(a) hold examinations and promote and encourage the education, training and continuing professional development of those who wish to practise, or are interested in, the science of measurement and control or the application thereof;

(b) hold meetings of the Institute for the presentation of papers and for the interchange of views bearing upon the science of measurement and control technology or the application thereof and generally advance the knowledge of the science of measurement and control at all levels from the academic and professional to the strictly practical;

(c) encourage the exchange of information and ideas in the disciplines which have some common ground with that of the science of measurement and control as a means of furthering technological developments to the benefit of the community at large;

(d) print, publish, sell, lend and distribute any papers, treatises, books, pamphlets or communications made to the Institute or any other documents relating to measurement and control or its application, and any reports of the proceedings and accounts of the Institute, or any abstracts thereof or extracts therefrom, and for this purpose cause any translations to be made of such papers, treatises or documents;

(e) establish, maintain and extend a library of books, works, manuscripts and data bases on the application of measurement and control and other subjects allied thereto;

(f) make grants of money, books, apparatus, or otherwise for the purpose of promoting education, invention and research in the science of measurement and control or its application or in subjects connected therewith and publish the results of such research;

(g) hold or promote exhibitions of any new, improved or other instruments, apparatus, machinery or other appliances connected with measurement and control or its application;

(h) create and maintain a Register of Chartered Practitioners in the disciplines of Measurement and Control whether separately or in association with other organisations, and to establish such conditions of registration as may be desirable;

(i) purchase, lease, rent or otherwise acquire and maintain property and equipment on behalf

of the Institute and enter into the contracts and engagements necessary for these actions;

(j) establish charitable Local Sections of the Institute within the United Kingdom and abroad such that they shall be constituted and conduct their affairs in accordance with the Byelaws; the power to dissolve such Sections being implicit within this;

(k) ensure that the activities and services of the Institute foster and promote its aims and objectives and its commitment to the public benefit;

(l) do all other things as will further the objects of the Institute.

3. (a) There shall be a Trustee Board and a Council of the Institute, whose governance and responsibilities are as described in the Byelaws.

(b) There shall be classes of membership and regulation thereof as described in the Byelaws.

4. (a) The income and property of the Institute shall be applied solely towards the promotion of its objects as set forth in this Our Charter

(b) No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Institute and no member of its Trustee Board shall be appointed to any office of the Institute paid by salary or fees, or receive any remuneration or other benefit in money or in kind from the Institute.

(c) Nothing herein shall prevent any payment in good faith by the Institute:

- i. of reasonable and proper remuneration to any member, Officer or employee of the Institute (not being a member of its Trustee Board) for any agreed services rendered to the Institute;
- ii. to any member of its Trustee Board of reasonable out-of-pocket expenses.

5. The Byelaws set forth in the Schedule hereto shall be the Byelaws of the Institute and shall remain in force until the same shall be amended in manner hereinafter provided.

6. The Byelaws may direct that any matter 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. In any case of conflict, the provisions of this Our Charter shall prevail over those of the Byelaws and Regulations, and the provisions of the Byelaws shall prevail over those of the Regulations.

7. The Corporate Members of the Institute may by resolution passed by not less than two-thirds of such Members present in person or by proxy and voting at any duly convened Extraordinary General Meeting of Corporate Members of which not less than twenty-one

days' notice has been given of the matters to be taken in consideration thereat from time to time make, and where made revoke, amend or add to, such Byelaws of the Institute as to them shall seem requisite and convenient for the regulation, government and advantage of the Institute, its members and property and for the furtherance of the objects of the Institute; provided that no such Byelaw, revocation, amendment or addition shall be repugnant to any of the provisions of this Our Charter or cause the Institute to cease to be a charity at law or shall take effect until the same shall have been approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

8. The Trustee Board may by a resolution passed by a majority of the whole number of the Board and confirmed at an Extraordinary General Meeting of the Institute held not less than one month nor more than four months afterwards by a resolution passed by not less than two thirds of the Corporate Members of the Institute present in person or by proxy and voting thereat, revoke, amend or add to the provisions of this Our Charter and such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue to operate as though it had been originally granted and made accordingly: provided that no such revocation, amendment or addition shall cause the Institute to cease to be a charity at law. This provision

shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.

9. The Trustee Board may with the sanction of not less than two-thirds of the Corporate Members of the Institute present in person or by proxy voting at an Extraordinary General Meeting duly called for the purpose surrender this Our Charter and any Supplemental Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as we or they may consider fit and wind up or otherwise deal with the affairs of the Institute in such manner as shall be directed by the Trustee Board and such General Meeting having due regard to the liabilities of the Institute for the time being and if on the winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Institute but shall be given or transferred to some other charitable institute having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed in the Institute under or by virtue of this Our Charter, such institute or institutes to be determined by the Members of the Institute at or before the time of dissolution thereof, and if and so far as effect cannot be given to such provisions then to some charitable object.

10. And We do hereby for Us, Our Heirs and Successors, grant and

declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, constructed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Institute, any miss-recital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

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

WITNESS Ourselves at Westminster the ____ day of _____ in the ____ year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

THE SCHEDULE

THE BYELAWS

INTERPRETATION

1. DEFINITIONS

In these Byelaws, which shall be read in conjunction with the Charter,

“The Institute” means the Institute of Measurement and Control incorporated by Royal Charter.

“The Charter” means any Royal Charter or Supplemental Charter granted to the Institute and for the time being in force.

“The Board” means the Board of Trustees for the time being of the Institute.

“The Council” means the members for the time being of the Council.

“The Chief Executive Officer” means the person appointed to execute the responsibilities set out in these Byelaws.

“The examination regulations” means regulations made by the Board in pursuance of powers contained in these Byelaws.

“The Institute Diploma” means the diploma of the Institute awarded as a result of the examination bearing that name which shall be prescribed in the examination regulations.

“The Chartered Practitioner’s Register” and “The Institute Register” mean the Registers to be kept pursuant to these Byelaws

“United Kingdom” means the United Kingdom of Great Britain and Northern Ireland.

“Abroad” means all countries and territories outside the United Kingdom.

“Engineering Council” means the United Kingdom Engineering Council or its successor body where appropriate.

“Approved” and “Approval” means unless otherwise qualified approved, or approval, by the Board.

“Corporate Members” and “Members” means those persons elected as Honorary Fellows, Fellows and Members of the Institute.

“Non-Corporate members” means those persons elected as Associates, Students and Affiliates, and those previously elected as Licentiates.

“The Office” means the office for the time being of the Institute.

“The Officers of the Institute” means the members for the time being of the Board

“The Seal” means the Common Seal of the Institute.

“In writing” means written or printed or partly written and partly printed and other modes of representing or reproducing words in a visible form.

MEMBERSHIP

2. CORPORATE MEMBERS

There shall be three classes of Corporate Membership, namely Honorary Fellows, Fellows and Members. The Board alone shall have power to decide conclusively whether any person proposed for or seeking admission to any class of membership, or seeking transfer from one class to another, has or has not fulfilled the conditions specified in the Byelaws applicable to their case.

3. HONORARY FELLOWS

Honorary Fellows shall be elected by the Board from among those persons deemed by the Board to have acquired distinction worthy of recognition in scientific or industrial matters, or who have rendered meritorious services to the Institute, or whose eminence is such that their election would benefit the Institute and its objectives. Honorary Fellows so elected shall be entitled to use the designatory letters HonFInstMC

4. FELLOWS

Fellows shall be elected subject to their satisfactorily demonstrating significant individual responsibility, achievement and distinction in activities and occupations relevant to the interests of the Institute, in addition to their meeting the requirements for Member as laid down from time by the Board in its Regulations. Fellows so elected shall be entitled to use the designatory letters FInstMC'

5. MEMBERS

(1) Members shall be elected subject to their satisfactorily demonstrating that they have met the standards of knowledge, understanding and experience as required by the Board in its Regulations. Members so elected shall be entitled to use the designatory letters MInstMC.

6. NON-CORPORATE MEMBERS

(1) There shall be three current classes of Non-corporate members, namely Associates, Students, and Affiliates. In addition, every person previously elected to the now closed class of Licentiate may remain as such or transfer to Member.

(2) Associate, Student and Affiliate members shall satisfy the Board that they meet the requirements laid down by the Board for these classes of membership.

(3) An Associate who is also registered as an Engineering Technician with the Engineering Council may describe himself as a Technician Member of the Institute and shall be entitled to use the designatory letters TInstMC.

(4) Persons remaining in the former Non-Corporate class of membership of Licentiate may use the abbreviation LInstMC provided they are also registered as IEng.

7. COMPANION COMPANIES

Companion Companies of the Institute may be such organisations, institutions, bodies and corporations as have, in the opinion of the Board, objects allied with or of benefit to the Institute and its objects. They shall have

such rights and duties as are specified in the Regulations

8. USE OF ABBREVIATED TITLES

(1) Members shall not use or permit to be used any of the said abbreviated titles in letters larger or bolder than those used in the name of the Member which they follow.

(2) Members shall not use any of the said abbreviated titles after termination of their membership.

(3) Members practising under the title of or as Officers or employees of a limited company or in partnership with any person who is not a Corporate Member shall not use or permit to be used as descriptive of any such company or partnership any of the above-mentioned titles.

9. CHARTERED PRACTITIONERS

(1) The Institute may maintain separately or in association with, or under licence from another organisation, one or more Chartered Practitioners' Registers or such other Chartered description as any other licensing authority may allow.

(2) Admission to a Chartered Practitioners' Register shall be open to Members according to criteria agreed from time to time by the Board or such other licensing authority. In order to maintain consistency of status, the Board shall ensure that these criteria are of equivalent standing to those required by the Engineering Council for registration as a Chartered Engineer.

(3) Those who are entered on to a Chartered Practitioners' Register shall satisfy the Institute in respect of their current active status and their qualifications and experience. Registrants may describe themselves as any licence may allow.

(4) The Board may charge such registration fees as are necessary to cover the costs of maintaining the Chartered Practitioners' Register and shall exercise such other powers in this connection as are provided from time to time by the Regulations.

10. THE INSTITUTE REGISTER

An Institute Register shall be kept containing the name and address together with the class of membership for the time being of each of the Corporate and Non-corporate members of the Institute.

11. ELECTION FOR MEMBERSHIP

(1) The election of candidates for membership of the Institute in any class shall be by the Board.

(2) Every application for election to membership of the Institute shall be submitted on forms prescribed by the Board and shall be delivered to the Membership Officer of the Institute.

(3) Any individual whose application for membership is refused, or whose application for any other qualification which the Institute is authorised or licensed to award, shall have the right to be advised of reasons for the refusal and the right to appeal. The appeal shall be in writing and shall be processed by the Board in

accordance with procedures laid down in the Regulations.

12. ENTRANCE AND TRANSFER FEES

(1) Candidates for election to membership shall, when the Board has so determined, pay an entrance fee, the amount of which shall be determined from time to time by the Board but which shall not exceed an amount equal to one year's annual subscription of the class of membership to which the candidate is elected.

(2) Candidates transferred from one class to another shall pay a transfer fee, the amount of which shall be determined from time to time by the Board but which shall not exceed an amount equal to the entrance fee for the class of membership to which they are transferred.

13. ANNUAL SUBSCRIPTIONS

(1) Annual subscriptions for each calendar year shall be due on the first day of January and annual subscriptions payable by members shall be at rates determined by resolution of the Board and approved by a majority of Corporate Members present and voting at any duly convened Extraordinary General Meeting of the Institute of which not less than twenty-one days' notice has been given of the fees proposed and held not less than one month and not more than four months after the meeting of the Board at which the resolution in that behalf was passed.

(2) Annual subscriptions for Companion Companies shall be determined by the Board and shall be payable on 1 November each

year. But in the year of joining, the first annual subscription shall be payable in the month of joining, and may be reduced by agreement of the Board to reflect the month of joining.

(3) The subscription payable by any Fellow, Member, Companion, Licentiate, Associate, Student or Affiliate in respect of the calendar year in which they are elected shall be the full annual subscription appropriate to the class to which they are elected, unless the Board agrees to reduce the subscription to reflect the time of joining

(4) Any member elected or transferred from one class to another in the last three months of any calendar year shall, on payment of a full year's subscription to the class to which they are elected or transferred, be deemed to have paid until the end of the next calendar year.

(5) The Board shall have power to reduce, remit or postpone the payment of annual subscriptions and any arrears payable by any member. The provisions of these Byelaws shall apply as if their subscriptions had been paid in full, but the Board may impose such other conditions as may seem necessary.

(6) The Institute shall be under no obligation to give notice to any member as and when the subscription shall fall due but if a member shall fail to pay a subscription within six months after it first became due, that member shall be deemed to have given notice of resignation, and the

member's name shall thereupon be removed from the Institute Register.

14. CERTIFICATES

Every Honorary Fellow, Fellow, Member, and Associate shall be given a certificate of election to their class of membership. Every such certificate shall remain the property of the Institute and shall be returned to the Chief Executive Officer on demand when the person to whom it was issued has ceased to be a member.

15. TERMINATION OF MEMBERSHIP

(1) Any member may resign at any time by giving notice in writing to the Chief Executive Officer provided that there shall be no entitlement to refund of any part of their subscription paid for the calendar year.

(2) If the subscription of any member shall not be paid within six months of the date when it first became due, such member shall cease to be a member of the Institute at the end of the said period of six months.

(3) Notwithstanding sub clauses (1) and (2) above, a member who purports to resign or whose membership lapses shall still be deemed to be in membership if they are subject to a disciplinary enquiry.

16. RE-ADMISSION

A person whose membership has been terminated may be re-admitted to membership in the class to which they formerly belonged provided they satisfy the Board that they are worthy of re-admission and pay such amounts in respect of entrance fee and arrears of

subscriptions as the Board may determine. Save that any person whose membership has been terminated for more than three years shall be required to re-apply for membership as though they had never been a member.

GOVERNANCE

17. BOARD OF TRUSTEES

The governance and control of the Institute and its affairs shall be managed by the Board of Trustees in accordance with the Charter and these Byelaws of the Institute, and the Board shall exercise such powers as are not required to be exercised by the Institute in General Meeting.

18. POWERS AND DUTIES OF THE BOARD

In addition to the provisions arising elsewhere in these Byelaws, the Board of Trustees shall have the power to:

(1) govern, arrange, regulate and transfer the finances, accounts, investments, business and other associated affairs of the Institute, and to engage such professional assistance as is deemed necessary for the discharge of these responsibilities;

(2) convene such boards, committees and other groups through appropriate Regulations as are deemed necessary for the undertaking of the Institute's affairs and delegate, except where the Charter or these Byelaws provide otherwise, its powers accordingly;

(3) make and amend such Regulations as may become

necessary from time for the conduct of the Institute's affairs and business.

19. CONSTITUTION OF THE BOARD

(1) The Board of Trustees shall consist of the following *ex-officio* members, whose membership of the Board shall not exceed the terms of their respective offices as laid down in the Byelaws:

- The President
- The Vice-Presidents
- The Honorary Treasurer
- The Honorary Secretary
- The Immediate Past President

(2) There shall be no more than three Vice-Presidents.

(3) There shall be a representative on the Board of the Local Section Chairmen. who shall not hold any other *ex-officio* post on the Board. The term of office shall be 3-years commencing on the 1st January and in any event terminated not more than 12 months following the date when the representative ceases to be an elected member of the Board of Local Section Chairmen.

(4) There shall be two members of the Board elected by and from the Ordinary members of Council, the term of such membership of the Board being three years from the 1st January, and in any event terminated not more than 12 months following the date when the representative ceases to be an elected member of the Council.

(5) Total membership of the Board shall not exceed ten members.

(6) The election of the two members of Council and the Local Section representative shall take place no later than 31 January of the year for which an election is required. A casual vacancy arising among these three members of the Board shall be filled by election for a period limited to the remainder of the term that would have been served by the member who is being replaced.

(7) The election of members and Officers to the Board shall be by ballot, conducted by the Chief Executive Officer, in a form acceptable to the Board and transparent to the Council.

(8) The Chairman of the Board shall be appointed by the Board, from among its members, for a term not exceeding three years, and may subsequently be re-elected for a further three-year term but no more. Such appointment will be decided by a simple majority of Board members present at the appropriate meeting.

(9) Members may be invited to attend meetings of the Board when deemed relevant to the conduct of its deliberations. Invited Members shall not have a vote and their continued attendance shall be reviewed annually

(10) Members of the Board shall vacate office immediately if they:

(a) resign by notice, in writing, to the Chief Executive Officer;

(b) cease to be a Corporate Member of the Institute;

(c) become bankrupt or compound with their creditors;

(d) become incapable by reason of mental disorder within the meaning of the Mental Health Act 1983;

(e) are absent without reasonable cause from three consecutive meetings of the Board of which they have been notified, and the Board resolves that they vacate their office,

(f) are removed from office by resolution of the Corporate Members in General Meeting; or

(g) are found by due process to have been in breach of the Institute's Codes of Conduct and the Board resolves that they vacate their office.

20. MEETINGS AND PROCEEDINGS OF THE BOARD

Proceedings of the Board shall be conducted in accordance with the following:

(1) It shall meet as often as the business of the Institute may require and in any event not less than three times a year and it shall act notwithstanding any vacancy in its composition.

(2) It shall be acceptable for meetings to take place using remote participation of some or all members.

(3) At any meeting its quorum shall be five members.

(4) If the Chairman is not present for any meeting of the Board, such role shall be deemed to have been delegated by the chairman to one of the Vice-Presidents as nominated by the Board. If no Vice-President is present, the members present shall appoint one of their number as Chairman for the meeting.

(5) All transactions shall be recorded in writing. As is deemed necessary by the Board transactions shall be reported to the Council and thereafter, where deemed to be in the public benefit, to the members.

21. THE COUNCIL

(1) The Council shall advise the Board on all matters pertaining to the conduct of the Institute's affairs, business and interests:

(2) The Council shall have the right and responsibility of:

(a) advising the Board on the direction, operation and strategy of the Institute, including financial matters;

(b) receiving and commenting on reports from the Board;

(c) representing the members of the Institute and conveying their views to the Board of Trustees;

(d) monitoring the governance and associated considerations of the Institute;

(3) The Council shall regulate its meetings and proceedings as it thinks fit and provided that such arrangements are in accordance with the Regulations, save that it

shall meet not less than once in every six months.

22. CONSTITUTION OF THE COUNCIL

(1) The Council shall comprise no fewer than twenty-eight and no more than thirty-six voting Members of the Institute. Non-voting members of the Institute may be invited to the Council, by the Council, when deemed relevant to the conduct of its deliberations.

(2) The Council may invite to the Council up to two individuals who are not members of the Institute where such invitation is deemed to be in the furtherance of Council's deliberations. Such invitees shall not have voting rights.

(3) The President, who shall chair the Council, the Vice-Presidents, the Honorary Treasurer and the Honorary Secretary shall be ex-officio members of the Council and shall not have any voting rights.

(4) The elections of voting Members to the Council shall be by ballot, conducted in such manner and form as prescribed in the Regulations. Each term of office on the Council shall normally be for three years, any extension of office thereafter being subject to review by the Council in consultation with the Board of Trustees.

(5) Membership of the Council shall be terminated on the same basis as these Byelaws provide for termination of members of the Board of Trustees.

23. THE PRESIDENT

The President, who shall normally be a Corporate Member, shall be elected by a ballot of the Corporate Members for a term of office not exceeding three years. The appointment will be confirmed annually at the Annual General Meeting and each year of the term of office will commence at the first Council Meeting in the calendar year.

24. THE VICE-PRESIDENTS

(1) The Vice-Presidents, who shall be Corporate Members, shall be elected by a ballot from amongst the Corporate Members. The appointment will be confirmed annually at the Annual General Meeting and each year of the term of office will commence at the first Council Meeting in the calendar year.

(2) No person shall hold office as Vice-President for more than three consecutive years.

(3) Not more than three Vice-Presidents shall hold office at any one time.

25. THE HONORARY TREASURER AND HONORARY SECRETARY

The Corporate Members shall elect an Honorary Treasurer and an Honorary Secretary who shall be Corporate Members and who shall hold office for a maximum of 3 years, renewable for a maximum of a further three years. The appointment will be confirmed annually at the Annual General Meeting and each year of the term of office will commence at the first Council Meeting in the calendar year.

26. VACANCIES

(1) In the event of the President or any Vice-President or the Honorary Secretary or the Honorary Treasurer vacating Office before the expiration of the term of Office the Board shall fill the vacancy by appointing a successor for the remainder of the term of Office vacated.

(2) Any casual vacancy arising among the Ordinary members of Council including any vacancy arising from the appointment of any Ordinary member of Council as an Officer of the Institute shall be filled by the Council.

27. THE CHIEF EXECUTIVE OFFICER
The Institute shall have a Chief Executive Officer who shall be appointed by the Board. It shall be the duty of the Chief Executive Officer in person, or by deputy, to advise the Board as necessary and implement its decisions; to conduct the correspondence of the Institute; attend all meetings of the Council and take minutes of the proceedings of such meetings; superintend the publication of such papers as the Council may direct; and conduct the collection of all subscriptions. The Chief Executive Officer shall also engage and be responsible for all persons employed by the Institute and shall conduct the ordinary business of the Institute in accordance with these Byelaws and the directions of the Board.

CONDUCT OF AFFAIRS

28. DISCIPLINARY POWERS

(1) Members shall at all times so order their conduct as to uphold the reputation and standing of their profession and to safeguard the public interest in matters of safety and health and otherwise. They shall exercise their professional skill and judgement to the best of their ability and discharge their professional responsibilities. They shall maintain and develop their professional competence to the standard required by the Institute through recorded participation in Continuing Professional Development (CPD) programmes or through other means as the Board may from time to time approve.

(2) The Board shall make Regulations covering any allegations of improper conduct brought before it. Such Regulations shall include investigations, hearings, sanctions and appeals and shall be consistent with the prevailing principles of natural justice and with the Byelaws

(3) The Board shall define a code of conduct and a disciplinary procedure. The Board may exclude from membership of the Institute any person who is judged under the disciplinary procedure to have breached the code of conduct or in any other way acted in a manner inconsistent with continuing membership. Members so excluded shall forfeit all claims, if any, to a return of the money paid by them to the Institute on their admission as members thereof or by way of annual subscription as the case may be and shall forthwith cease to be members of the Institute.

(4) The Board shall from time to time promulgate Rules of Conduct

which shall be in accordance with this Byelaw and shall have power to require all individual members to conform to such rules. The Rules of Conduct may be amended, varied or rescinded as the Board think fit provided they shall not be inconsistent with the principles prescribed in this Byelaw. Members who are registered with the Engineering Council shall also be bound by the regulations of that body and the Board shall co-operate in exercising the disciplinary powers of the Engineering Council as required provided nothing therein is repugnant to the Charter or Byelaws of the Institute.

(5) A member who purports to resign or whose membership lapses shall still be deemed to be in membership if they are subject to a disciplinary enquiry.

29. GENERAL MEETINGS

(1) The Institute shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Corporate Members alone shall be entitled to receive notice of or to attend or vote in person or by proxy at Annual General Meetings and Extraordinary General Meetings.

(2) The President or the Board may, whenever they or it think fit,

convene an Extraordinary General Meeting or such meeting may be convened by not less than fifty Corporate Members giving notice of the intended business to the Chief Executive Officer.

(3) An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by not less than twenty-one days' notice in writing and any other General Meeting shall be called by not less than fourteen days' notice in writing, and such notice shall be given in compliance with the Byelaws.

(4) All business shall be deemed special which is transacted at an Extraordinary General Meeting or at an Annual General Meeting with the exception of the election of Ordinary members of the Council, the consideration of the income and expenditure account and balance sheet, and the ordinary reports of the Board, Honorary Treasurer and Accountants, the appointment of Accountants and the fixing of their remuneration and business relating thereto.

(5) At every General Meeting ten corporate Members present in person at the commencement of the business shall be a quorum, unless otherwise expressly provided by these Byelaws.

(6) If within half an hour from the time appointed for a General Meeting a quorum is not present, such meeting if convened on the requisition of Corporate Members shall be dissolved. In any other case it shall stand adjourned to the same day in the following week at

the same time and at such place as the Chairman of such meeting shall announce thereat, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting then the Corporate Members present shall be a quorum.

(7) The Chairman may, with the consent of the meeting, adjourn a General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

(8) The President, or failing the President, a Vice-President, shall preside as Chairman at every General Meeting and in the absence of the President or a Vice-President the Corporate Members present shall choose one of the Members of the Board who shall be present to preside.

30. TECHNICAL MEETINGS

The Board shall from time to time appoint the times and places for holding meetings of the Institute to hear and discuss communications relating to measurement and control and generally to proceed with the technical business of the Institute. These meetings shall be called Technical Meetings.

31. VOTES

(1) Subject to the provisions of the Charter and these Byelaws at any General Meeting a resolution put to the meeting shall be decided on a show of hands of those present combined with any proxy votes received, unless a ballot of

Corporate Members is demanded by the Chairman, or by at least five Corporate Members present in person and, unless a ballot is so demanded, a declaration by the Chairman that a resolution has been carried or lost, or carried 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 proof of the number or proportion of votes recorded in favour of or against the resolution.

(2) In case of an equality of votes whether on a show of hands or on a ballot, the Chairman of the meeting, at which the show of hands takes place or at which the result of the ballot is announced shall have a second or casting vote.

(3) On a show of hands every Corporate Member present in person, and on a ballot every Corporate Member shall have one vote subject to the provisions of these Byelaws.

(4) If a ballot is demanded in manner aforesaid, it shall be taken at such time and in such manner as the Chairman directs and the result of the ballot shall be deemed to be the resolution of the meeting, provided that no ballot shall be taken on the election of a Chairman or on a question of an adjournment or on any matter under discussion at a Technical Meeting.

32. EXAMINATIONS

(1) The Board may authorise examinations or other assessments to be held for the purpose of establishing qualifications for candidates for election to or transfer

to any class of membership. The Board shall define the syllabus for such examinations and shall fix the fee to be paid.

(2) The Board may alone or jointly with other organisations authorise examinations to be held and may alone or jointly with other professional or educational bodies grant diplomas or certificates on the results of such examinations: Provided that no diploma or certificate or other like award issued by or on the authority of the Institute shall contain any statement expressing or implying that it is granted by or under the authority of any Department of Government or other authority unless in fact it is so granted.

(3) The Board may remunerate the examiners, assessors or other officials appointed for the purposes of such examinations or other assessments out of the general funds of the Institute, provided that no such remuneration shall be paid to any member of the Council.

(4) Every diploma or certificate issued by the Institute to confer any status or qualifications shall remain the property of the Institute and shall be returned to the Institute on demand.

33. THE COMMON SEAL

The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of a member of the Board and of the Chief Executive Officer or such other person as the Board may appoint for that purpose and that member of the Board and the Chief Executive Officer or that

other person shall sign every instrument to which the Seal is affixed.

34. ACCOUNTS AND AUDIT

(1) True accounts shall be kept of all moneys received and expended by the Institute and the matter in respect of which such receipts and expenditure take place, of the assets and liabilities of the Institute, and of all sales and purchases of goods by the Institute. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Institute's affairs and to explain its transactions. The books of accounts shall be kept at the Office of the Institute, or at such other place or places as the Board shall determine and shall at all times be open to the inspection of the members of the Board. Subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Institute in General Meeting, the books of account of the Institute shall be open to the inspection of the members of the Institute at all times during the usual business hours.

(2) At least once in every year the accounts of the Institute shall be examined and their correctness ascertained by properly qualified accountants. The accountants shall be appointed annually by the Corporate Members at the Annual General Meeting.

(3) The Board shall lay before the Institute at the Annual General Meeting in each year a statement of the income and expenditure of the

past year made up to date not more than eight months before such meeting.

(4) A balance sheet shall be made out in every year at the date to which the income and expenditure account is made up, and such balance sheet, together with the reports of the accountants and the Board, shall be laid before the Institute at the Annual General Meeting. A copy of every balance sheet which is to be laid before the Institute in General Meeting, together with a copy of the accountants' report, shall not less than twenty-one clear days before the date of the meeting be available on request to every Corporate Member of the Institute who is entitled to receive notice of General Meetings. The availability of the report shall be advertised to members

35. INDEMNITY AND RESPONSIBILITY

(1) The Institute shall indemnify each member of the Board or other officer or servant of the Institute against liability incurred by any member in defending any proceedings whether civil or criminal arising out of their handling of the Institute's affairs and for which judgement is given in their favour or in which they are acquitted.

(2) No member of the Board or other officer of the Institute shall be liable without proof of negligence of the acts, receipts, neglect or defaults of any other member of the Board or Officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Institute through the

insufficiency of any title to any property acquired by order of the Board for or on behalf of the Institute, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Institute shall be increased, or for any loss occasioned by any error of judgement or oversight on their part, or for any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their office or in relation thereto.

36. NOTICES

(1) A notice may be served by the Institute upon any member either personally or by sending it through the post in a prepaid letter or by electronic means addressed to such member at their address as registered in the books of the Institute. The members' magazine or the Institute's website may be used for the publication of such notices, including notices of General Meetings, results of polls and any other notices or information as the Board or the Chief Executive Officer of the Institute may think fit.

(2) The length of notice of a General Meeting shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and every notice of a General Meeting shall specify the place, the day and the hour of meeting and in case of special business the general nature of such business, and shall be given to all Corporate Members in manner herein before provided and to the accountants of the Institute, who shall also be entitled to attend a General Meeting of the Institute.

(3) The accidental omission to give notice of a General 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.

(4) Any notice sent by post shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and put into the Post Office. Any notice sent by email shall be deemed to be served on the date on which the email was transmitted.

(5) Any member whose address as registered in the books of the Institute is not in the United Kingdom may name a postal address within the United Kingdom at which all postal notices shall be served upon them, and all postal notices served at such address shall be deemed to be well served. A notice served to a member by email using the email address of that member recorded in the books of the Institute shall be deemed to be well served. If they shall not have named such a postal or email address they shall not be entitled to any notices, notwithstanding any provision in these Byelaws that notices shall be served on all Corporate Members.

37. RIGHTS AND OBLIGATIONS

(1) Subject to the provisions of these Byelaws every Corporate Member shall be entitled to receive notices, attend, take part in and vote at all meetings of the Institute

and shall be eligible for membership of the Board.

(2) The rights and privileges of every member shall be personal to that member; they shall not be transferable by the member's own act or by operation of law and shall cease upon the member's death.

(3) Any Corporate Member who shall not pay their annual subscription within three months of the same becoming due shall not be entitled to vote at any meeting nor to exercise any of their privileges until such time as the subscription is paid.

(4) Any non-Corporate member who shall not pay their annual subscription within three months of it becoming due shall not be entitled to exercise any of their privileges until such time as the subscription is paid.

(5) All members shall be entitled to receive notices of, and attend, all Technical Meetings of the Institute and to receive free of charge the members' magazine of the Institute.

(6) The Board shall also publish such periodical and other publications as it shall determine and shall make them available to Corporate and non-Corporate members on such terms as the Board may decide. The further distribution of the Institute's publications whether by gift, exchange, sale or otherwise shall be determined by the Board.

(7) Each Companion Company shall be entitled to receive notices of, and to send a Representative to

attend, all Technical Meetings and to receive the members' magazine of the Institute. The representative of the Companion Company need not be a member of the Institute and in their capacity as a representative they shall have no rights other than those referred to in this Byelaw.