

The Australasian Institute of Mining and Metallurgy (AusIMM)

2018 ROYAL CHARTER AND BY-LAWS

The Australasian Institute of Mining and Metallurgy (AusIMM)

2018 ROYAL CHARTER AND BY-LAWS

Contents

	page
Royal Charter	1
PREAMBLE	1
OPERATIVE PROVISIONS	1
1. Commencement	1
2. Revocation of original charter.....	1
3. Name	2
4. Purpose.....	2
5. Legal capacity and powers	2
6. Not for profit.....	2
7. Membership	2
8. Board.....	3
9. By-laws	3
10. Alteration of charter	3
11. Winding up.....	3
12. Definitions.....	3
13. Interpretation.....	4
 By-laws	 5
PART 1 – MEMBERSHIP	
1. Members	5
2. Grades	5
3. Qualifications	5
4. Admission	5
5. Professional accreditation and standards schemes	6
6. Certificate of membership.....	6
7. Subscription and fees	6
8. Rights, obligations and liability	6
9. Professional conduct	7
10. Resignation	7
11. Cessation.....	7
12. Register of members	7
13. Membership information.....	8
14. Voting members.....	8
15. Annual general meeting	8
16. Membership ballots and membership resolutions.....	9
17. Elections.....	9

	page
PART 2 – ORGANISATION	9
18. Composition.....	9
<i>Part 2.1 – The Board</i>	9
19. Directors.....	9
20. Election	10
21. President.....	10
22. Immediate Past President.....	10
23. Term of office	10
24. Responsibilities and powers.....	11
25. Regulations	11
26. Meetings.....	11
<i>Part 2.2 – Congress</i>	11
27. Delegates.....	11
28. Responsibilities	11
29. Meetings.....	12
<i>Part 2.3 – Constituent bodies</i>	12
30. Branches, Student Chapters and Societies	12
31. Other constituent bodies.....	12
<i>Part 2.4 – Meetings generally</i>	12
32. Meeting procedure	12
PART 3 – MANAGEMENT, FINANCIAL AND LEGAL	13
33. Chief Executive Officer	13
34. Secretary	13
35. Financial year.....	13
36. Accounts	13
37. Financial statements.....	13
38. Financial management	13
39. Audit	14
40. Indemnity	14
41. Minutes	14
42. Records	14
43. Validation.....	14
44. Notices	14
45. Interpretation.....	15
INDEX	16

The Australasian Institute of Mining and Metallurgy (AusIMM)

2018 ROYAL CHARTER

Elizabeth the Second, by the Grace of God Queen of Australia and Her other Realms and Territories, Head of the Commonwealth:

Greeting:

PREAMBLE

- A.** The association now called The Australasian Institute of Mining and Metallurgy (“the Institute”) was formed on 4 April 1893.
- B.** On 7 April 1921 the Institute was incorporated as a company limited by guarantee.
- C.** On 16 September 1955 We granted a charter of incorporation (“the original charter”) to the Institute reconstituting it as a body corporate and politic by royal charter.
- D.** On 8 December 1987 We assigned to Our Governor-General of the Commonwealth of Australia (“the Governor-General”) all Our powers and functions in respect of the issuing of letters patent:
 - (a) granting a supplemental charter to anyone in the Commonwealth of Australia to whom a charter of incorporation has been granted by Us or Our predecessors; or
 - (b) revoking, amending, or adding to, any charter of incorporation or supplemental charter granted to anyone in the Commonwealth of Australia by Us or Our predecessors,and authorised the Governor-General to exercise any of those powers and functions in Our name and on Our behalf.
- E.** The Institute has petitioned the Governor-General to grant it a supplemental charter so that the Institute may more effectively carry out its purpose.

OPERATIVE PROVISIONS

By these letters patent issued in Our name and on Our behalf by the Governor-General We grant and declare as follows:

1. Commencement

This charter comes into operation on 1 January 2018.

2. Revocation of original charter

- 2.1 Except that the Institute continues to be one body corporate and politic, the original charter is revoked.

2.2 The revocation of the original charter does not affect the validity of anything done under that charter.

3. Name

The name of the Institute is “The Australasian Institute of Mining and Metallurgy”.

4. Purpose

4.1 The purpose of the Institute is to advance the sciences applying to the minerals industry for the benefit of the community.

4.2 The Institute will achieve its purpose by:

- (a) conducting education and research;
- (b) facilitating the exchange of ideas and information;
- (c) encouraging the development and acquisition of knowledge and competency;
- (d) promoting sustainable and ethical professional practice in the minerals industry;
- (e) setting and maintaining high professional standards for its members;
- (f) providing leadership and service to its members; and
- (g) informing the community about the minerals industry.

5. Legal capacity and powers

5.1 The Institute has:

- (a) the legal capacity and powers of a body corporate, and
- (b) the same legal capacity and powers as an individual.

5.2 The Institute may only:

- (a) exercise its powers; and
 - (b) use its income and assets (including any surplus);
- for its purpose.

6. Not for profit

6.1 The Institute must not distribute any surplus, income or assets directly or indirectly to its members.

6.2 Clause 6.1 does not prevent the Institute from paying its members:

- (a) reimbursement for expenses properly incurred by them, and
- (b) for goods supplied and services provided by them,

if this is done in good faith on terms no more favourable than if the member were not a member.

7. Membership

The by-laws must provide for:

- (a) the grades of membership and qualifications for grades;
- (b) the admission; subscriptions and fees; rights, obligations and liability; and eligibility to vote of members;

- (c) the professional regulation of members, including a code of ethics and professional conduct regulations that apply to all members;
- (d) the register of members; and
- (e) the conduct of membership ballots.

8. Board

8.1 The Board is the governing body of the Institute.

8.2 The Board:

- (a) is responsible for the governance and management of the Institute; and
- (b) may exercise all powers of the Institute on its behalf.

8.3 The by-laws must provide for the constitution of the Board, subject to clause 8.4.

8.4 Employees of the Institute are not eligible to be members of the Board.

9. By-laws

9.1 The Institute may by membership resolution:

- (a) make by-laws for the regulation of the Institute; and
 - (b) revoke, amend and add to those by-laws;
- subject to clause 9.2.

9.2 Alterations to the by-laws do not take effect until approved by the Governor-General.

9.3 The Institute must publish all alterations to the by-laws approved by the Governor-General in the *Commonwealth of Australia Gazette*.

9.4 The by-laws appended to this charter are the by-laws of the Institute, subject to clause 9.1.

10. Alteration of charter

The Institute may by membership resolution petition the Governor-General:

- (a) to revoke, amend or add to this charter; and
- (b) to grant it a further supplemental charter.

11. Winding up

11.1 If The Institute is wound up, its remaining assets must not be distributed to any member.

11.2 The remaining assets must be given to an organisation that:

- (a) has a similar purpose to the Institute; and
- (b) also prohibits the distribution of any surplus, income and assets to its members to at least as great an extent as the Institute.

12. Definitions

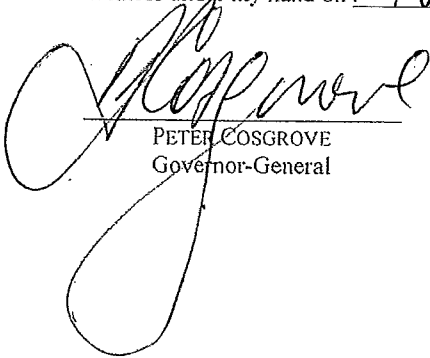
In this charter:

- (a) “membership ballot” means a ballot of those members of the Institute who are entitled under the by-laws to vote in membership ballots; and
- (b) “membership resolution” means a resolution passed by a majority of the votes cast in a membership ballot.

13. Interpretation

This charter is to be interpreted for the benefit of the Institute.

Witness under my hand on 13th December 2017



PETER COSGROVE
Governor-General

The Australasian Institute of Mining and Metallurgy (AusIMM)

2018 BY-LAWS

Made by the members of the Institute on 7 August 2017 and approved by His Excellency the Governor-General of the Commonwealth of Australia with effect from 1 January 2018:

PART 1 – MEMBERSHIP

1. **Members**

The members of the Institute are those persons whose names are entered in the register of members.

2. **Grades**

2.1 The grades of membership are:

- (a) Honorary Fellow,
- (b) Fellow,
- (c) Member,
- (d) Associate,
- (e) Graduate, and
- (f) Student.

2.2 The Board may prescribe abbreviations of the grades of membership.

3. **Qualifications**

3.1 In this by-law, “qualifications” means all matters relevant to suitability for membership, including educational qualifications, training and work experience.

3.2 The Board must prescribe the qualifications for each grade of membership.

3.3 The qualifications for the grades of Fellow and Member must include a tertiary degree or equivalent qualification.

4. **Admission**

4.1 In this by-law, “membership” includes membership in a particular grade, and “member” has a corresponding meaning.

4.2 The Board must prescribe the procedures for the admission of members.

4.3 The admission of members is in the absolute discretion of the Institute, which is not required to give any reason for not admitting a person to membership.

- 4.4 When a member is admitted:
- (a) the name and address of the member, and
 - (b) the grade of membership,
- must be entered in the register of members, together with the date on which the entry is made.
- 4.5 The member becomes a member in that grade of membership from the date on which the entry is made.
- 4.6 The Institute may cancel the membership of any member who has:
- (a) misrepresented their qualifications; or
 - (b) been admitted to membership by mistake.

5. Professional accreditation and standards schemes

The Board may by regulation provide for the establishment and operation of professional accreditation and standards schemes for members.

6. Certificate of membership

- 6.1 The Institute may issue certificates of membership to members.
- 6.2 Certificates of membership remain the property of the Institute, and must be returned on request.

7. Subscription and fees

- 7.1 The Board must prescribe the subscription and any other fees to be paid by members.
- 7.2 The amount of the subscription and fees, and the date for payment may vary according to criteria set by the Board, including the grade of membership.
- 7.3 The rights (including voting rights) of members who have not paid their subscriptions and fees by the date for payment may be suspended in accordance with the regulations.
- 7.4 Honorary Fellows are not required to pay any subscription or other fee in respect of membership.

8. Rights, obligations and liability

- 8.1 The rights of members include:

	Honorary Fellow and Fellow	Member	Associate and Graduate	Student
Participate and vote at general meetings:	Yes	Yes	Yes	No
Vote in membership ballots:	Yes	Yes	Yes	No
Nominate candidates for election as a director:	Yes	Yes	Yes	No
Stand for election as a director:	Yes	Yes	No	No

- 8.2 The rights of members in by-law 8.1:
- (a) are subject to by-laws 7.3 and 20.5–20.7; and
 - (b) are not transferable, and end when the member ceases to be a member in accordance with by-law 11.
- 8.3 Members must at all times comply with the Charter, these by-laws and the regulations.
- 8.4 Members are not liable to contribute to the debts and liabilities of the Institute by reason only of their membership.

9. Professional conduct

- 9.1 The Board must prescribe:
- (a) a Code of Ethics setting high standards of professional conduct for members; and
 - (b) professional conduct regulations that provide for:
 - (i) the investigation of alleged breaches of the Code of Ethics, the Charter, these by-laws and the other regulations;
 - (ii) the hearing of professional conduct charges against members, including procedural fairness; and
 - (iii) the penalties and other sanctions that may be imposed for professional conduct breaches, including expulsion and suspension from membership.
- 9.2 Without limiting by-law 8.3, members must at all times comply with the Code of Ethics and the professional conduct regulations.

10. Resignation

- 10.1 Members may resign by writing to the Secretary.
- 10.2 Members whose subscriptions are in arrears may be deemed to have resigned in accordance with the regulations.
- 10.3 The resignation of a member does not affect any liability the member may have to the Institute at the time.

11. Cessation

- 11.1 Members cease to be members on resignation, expulsion or ceasing to have legal capacity.
- 11.2 If a member ceases to be a member, the name and other details of the member must be removed from the register of members.

12. Register of members

- 12.1 The Board must ensure that the Institute maintains a register of members in which are entered:
- (a) the name of each member,
 - (b) the address for notices last given by the member,
 - (c) the grade of membership and any professional accreditation, and
 - (d) the date on which each entry is made.
- 12.2 The Institute may reinstate the membership of a member whose name has been removed from the register by mistake.

13. Membership information

- 13.1 By joining and remaining members of the Institute, members consent to the Institute disclosing in accordance with the regulations:
- (a) that the member is a member of the Institute,
 - (b) the grade of membership and any professional accreditation of the member, and
 - (c) the member's country and state (or equivalent) of residence.
- 13.2 All other information relating to membership:
- (a) is confidential between the member and the Institute; and
 - (b) may only be used and disclosed in accordance with these by-laws, the regulations and applicable legislation.

14. Voting members

The voting members of the Institute are those members in the grades of Honorary Fellow, Fellow, Member, Associate and Graduate whose voting rights have not been suspended under by-law 7.3 or the professional conduct regulations.

15. Annual general meeting

- 15.1 The Board must convene an annual general meeting of the members of the Institute to be held:
- (a) at least once in each calendar year, and
 - (b) within 6 months after the end of the financial year of the Institute.
- 15.2 The business of the annual general meeting is:
- (a) to verify the minutes of the last annual general meeting;
 - (b) to consider the annual report of the Institute presented by the Board, including:
 - (i) the annual financial report,
 - (ii) the auditor's report, and
 - (iii) questions and comments from members on the management of the Institute; and
 - (c) to fill any vacancy in auditor, as required by by-law 39.3.
- 15.3 The Secretary must give at least 28 days notice of the annual general meeting to each voting member and the auditor, including:
- (a) the date, time and place, and
 - (b) the business,
of the meeting.
- 15.4 The quorum for the annual general meeting is the presence in person of at least 20 voting members.
- 15.5 All voting members, the Chief Executive and the auditor are entitled to attend and speak at the annual general meeting.
- 15.6 Only voting members are entitled to vote at the annual general meeting.
- 15.7 Voting members may appoint proxies for the annual general meeting. Proxies must be voting members.

16. Membership ballots and membership resolutions

- 16.1 The Secretary must conduct a membership ballot if requested by:
- (a) the Board or Congress,
 - (b) 3 or more Branches or Societies, or
 - (c) at least 3% of voting members.
- 16.2 The request must state the proposed resolution to be put to membership ballot.
- 16.3 A request by voting members:
- (a) must be signed by each member; and
 - (b) may consist of separate documents so long as the proposed resolution is identical.
- 16.4 A request may be withdrawn by:
- (a) the body or a majority of the bodies making the request, or
 - (b) a withdrawal signed by a majority of the voting members making the request.
- 16.5 All voting members are entitled to vote in membership ballots.
- 16.6 The Board must otherwise prescribe the procedure for the conduct of membership ballots.

17. Elections

- 17.1 All elections within the Institute must be conducted by secret ballot.
- 17.2 The Board must otherwise prescribe the procedure for the conduct of elections, subject to these by-laws.

PART 2 – ORGANISATION

18. Composition

The organisation of the Institute is composed of:

- (a) the Board – see Part 2.1,
- (b) Congress – see Part 2.2, and
- (c) the constituent bodies – see Part 2.3.

Part 2.1 – The Board

19. Directors

- 19.1 The members of the Board are the directors of the Institute.
- 19.2 The directors of the Institute are:
- (a) 9 directors elected under by-law 20 (in these by-laws, “elected directors”);
 - (b) if the President is no longer an elected director – the President elected under by-law 21; and
 - (c) the Immediate Past President under by-law 22.
- 19.3 Directors may not be remunerated in that capacity, but may be reimbursed for expenses properly incurred by them.

20. Election

- 20.1 3 directors must be elected each year by membership ballot.
- 20.2 Nominations must close by 31 July.
- 20.3 Any voting member is eligible to nominate candidates for election as a director.
- 20.4 Only voting members who are Honorary Fellows, Fellows or Members are eligible to stand for election as a director.
- 20.5 Under clause 8.4 of the Charter, employees of the Institute are not eligible to stand for election as a director.
- 20.6 A director who has held office for 2 consecutive terms (not including part of a term filled as a casual vacancy) is not eligible to be re-elected without a break of at least 1 year.
- 20.7 The Board may prescribe the process for nomination, including:
 - (a) mandatory qualifications for candidates, and
 - (b) the nomination form,in which case nominations must comply with the prescribed process.
- 20.8 The membership ballot must:
 - (a) be open for at least 40 days; and
 - (b) close by 30 October.

21. President

- 21.1 The President must be elected each year.
- 21.2 Only directors are eligible to be elected as President.
- 21.3 A director who has held office as President for 2 consecutive terms (not including part of a term filled as a casual vacancy) is not eligible to be re-elected without a break of at least 1 year.
- 21.4 If there is more than 1 nomination, a ballot of the delegates to Congress must be held.
- 21.5 The President may be paid an honorarium set by the Board.

22. Immediate Past President

The President may elect to become the Immediate Past President and continue as a director for 1 year after they cease to be President.

23. Term of office

- 23.1 Elected directors hold office for 3 years from 1 January in the year after they are elected.
- 23.2 The President holds office for 1 year from 1 January in the year after they are elected.
- 23.3 The Immediate Past President (if any) holds office under by-law 22.
- 23.4 Directors cease to hold office if they:
 - (a) resign by writing to the Secretary; or
 - (b) become an employee of the Institute.
- 23.5 The Board may by resolution passed by a majority of the directors at the time remove a director who has failed to attend 3 consecutive Board meetings without leave of absence from the Board.
- 23.6 Congress may by resolution passed by a majority of delegates at the time remove a director who in the opinion of Congress has failed to carry out their responsibilities as a director.

- 23.7 Casual vacancies in directors may be filled for the remainder of the term of office:
- (a) if the director has been removed by Congress – by Congress; or
 - (b) otherwise – by the Board.
- 23.8 In this by-law, “director” includes the President and Immediate Past President (if any).

24. Responsibilities and powers

- 24.1 The Board has the responsibilities and powers given in clause 8.2 of the Charter.
- 24.2 The Board may by regulation or resolution:
- (a) establish committees with such membership and terms of reference as it considers appropriate; and
 - (b) delegate its powers as it considers appropriate.
- 24.3 The Board must by regulation delegate the management of the Institute to the Chief Executive Officer.

25. Regulations

The Board may by resolution passed by a majority of the directors at the time make regulations to give effect to these by-laws.

26. Meetings

- 26.1 The Board must meet at least 4 times each year.
- 26.2 The quorum for Board meetings is 5 directors.

Part 2.2 – Congress

27. Delegates

- 27.1 The delegates to Congress are:
- (a) the directors of the Institute,
 - (b) the chair (or nominee) of each Branch and Society,
 - (c) 1 Student member representing the Student Chapters appointed in accordance with the regulations, and
 - (d) the chair (or nominee) of those committees and other groups prescribed by the Board.
- 27.2 The Board may invite additional representatives of constituent bodies to attend Congress. Those representatives do not have a vote, but may otherwise participate in Congress.

28. Responsibilities

- 28.1 Congress is responsible for:
- (a) advising the Board on the governance and strategic direction of the Institute;
 - (b) assisting the Board in the implementation of the governance and strategic direction of the Institute; and
 - (c) any additional responsibilities prescribed by the Board.
- 28.2 The Board is not bound to follow the advice of Congress.

29. Meetings

- 29.1 The Board must convene at least 1 meeting of Congress each year.
- 29.2 The Board may convene additional meetings of Congress.
- 29.3 Each delegate to Congress has 1 vote.

Part 2.3 – Constituent bodies

30. Branches, Student Chapters and Societies

- 30.1 In this by-law:
 - (a) “Branch” means a geographically based group of members;
 - (b) “Student Chapter” means a group of Student members; and
 - (c) “Society” means a subject-matter based group of members.
- 30.2 The Board may by regulation constitute (and dissolve) Branches, Student Chapters and Societies of the Institute.
- 30.3 The purpose of each Branch, Student Chapter and Society must be consistent with the purpose of the Institute.
- 30.4 Branches, Student Chapters and Societies must at all times comply with:
 - (a) the Charter, these by-laws and the regulations (including the Code of Ethics); and
 - (b) all directions of the Board.
- 30.5 Branches, Student Chapters and Societies may make rules for their own operation, subject to by-law 30.4 and approval by the Board.
- 30.6 Branches, Student Chapters and Societies are part of the Institute and their property belongs to the Institute.

31. Other constituent bodies

- 31.1 The Board may by regulation constitute (and dissolve) other constituent bodies of the Institute.
- 31.2 By-laws 30.3–30.6 apply to other constituent bodies in the same way as Branches, Student Chapters and Societies.

Part 2.4 – Meetings generally

32. Meeting procedure

- 32.1 This by-law applies to all meetings of the Institute, except for:
 - (a) the quorum for the annual general meeting under by-law 15.4,
 - (b) proxies for the annual general meeting under by-law 15.7, and
 - (c) the quorum for Board meetings under by-law 26.2.
- 32.2 The President is entitled:
 - (a) to chair the annual general meeting, Board meetings and Congress; and
 - (b) to attend (or nominate a representative to attend) the meetings of all constituent bodies.
- 32.3 There is no voting by proxy.
- 32.4 The quorum is a majority of the members of the body entitled to vote at the time.

- 32.5 Meetings may be held at more than 1 place, provided that the technology used enables each participant present at all places the meeting is held to clearly and simultaneously communicate with every other such participant.
- 32.6 A resolution without a meeting agreed to in writing by at least three-quarters of the members of the body entitled to vote at the time has the same effect as a resolution passed at a meeting of the body.
- 32.7 Bodies may continue to act despite any vacancy in their membership.
- 32.8 The Board must otherwise prescribe the procedure for the convening and conduct of meetings.

PART 3 – MANAGEMENT, FINANCIAL AND LEGAL

33. Chief Executive Officer

- 33.1 The Board must appoint (and may remove) a Chief Executive Officer of the Institute.
- 33.2 The Chief Executive Officer is responsible to the Board for the management of the Institute.
- 33.3 The Chief Executive Officer must attend all meetings of the Board, unless excused or requested not to by the Board.

34. Secretary

- 34.1 The Board must appoint (and may remove) a Secretary of the Institute.
- 34.2 The Chief Executive Officer may also be the Secretary.
- 34.3 If there is a vacancy in the position of Secretary, the Board must either:
 - (a) fill the vacancy; or
 - (b) appoint a person to act as Secretary.

35. Financial year

The financial year of the Institute is from 1 January to 31 December, unless the Board prescribes a different financial year.

36. Accounts

The Board must ensure that the Institute keeps written financial records that:

- (a) correctly record and explain its transactions, and financial position and performance; and
- (b) will enable true and fair financial statements to be prepared and audited.

37. Financial statements

The Board must ensure that the Institute prepares:

- (a) monthly financial statements of its income and expenditure, and
- (b) regular financial statements of its assets and liabilities.

38. Financial management

The Board must make regulations for the proper financial management of the Institute, including the authorisation of payments.

39. Audit

- 39.1 The Board must ensure that the annual financial report of the Institute is audited by a registered company auditor before being presented to the annual general meeting in accordance with by-law 15.2(b).
- 39.2 The Board must within 1 month fill a vacancy in auditor until the next annual general meeting.
- 39.3 The annual general meeting must fill any vacancy in auditor.

40. Indemnity

The Institute indemnifies those members and other volunteers acting on its behalf against any liability incurred in good faith in that capacity.

41. Minutes

The Board must ensure that minutes are taken and kept of all:

- (a) annual general meetings,
- (b) Board meetings,
- (c) meetings of Congress, and
- (d) resolutions without meeting of the Board and Congress under by-law 32.6.

42. Records

The Board must by regulation:

- (a) provide for the safe keeping of the records of the Institute; and
- (b) determine:
 - (i) whether members are entitled to inspect some or all of the records of the Institute (including the register of members); and
 - (ii) if so, on what conditions.

43. Validation

Even if it is subsequently found that a person who has acted as a director, delegate to Congress or member of a constituent body was not properly elected or appointed, the validity of:

- (a) the acts of that person in that capacity, and
 - (b) decisions of meetings of bodies in which that person has participated,
- is not affected.

44. Notices

- 44.1 Members must give the Institute their address for notices, and any change in that address.
- 44.2 The address for notices may include an email address, or other electronic address in accordance with the regulations.
- 44.3 The Institute must enter any change in the address of a member in the register of members.
- 44.4 Notice may be given to a member by sending it to the address last given by the member.
- 44.5 Notices sent by prepaid post are taken to have been given on the fifth day after posting that is not a Saturday, Sunday or public holiday at that address.

- 44.6 Notices sent electronically are taken to have been given on the first day after sending that is not a Saturday, Sunday or public holiday at that address.
- 44.7 Notices may be given to members in any publication of the Institute.
- 44.8 The accidental omission to give notice to a member, or the non-receipt of notice by a member does not invalidate the matter of which notice was given.
- 44.9 In this by-law, “member” includes a director, delegate to Congress and member of a constituent body.

45. Interpretation

- 45.1 In these by-laws, unless the contrary intention appears:
- (a) “the Charter” means the supplemental charter of the Institute granted by the Governor-General in the name of the Queen on [*date to be inserted*];
 - (b) “The Institute” has the meaning given in clause 3 of the Charter;
 - (c) “prescribe” means prescribe by regulation, and “prescribed” has a corresponding meaning;
 - (d) “the regulations” means regulations made by the Board under by-law 25, and “regulation” has a corresponding meaning;
 - (e) “voting member” has the meaning given in by-law 14;
 - (f) “written”, “writing” and “in writing” include documents kept or sent electronically; and
 - (g) the singular includes the plural, and vice versa.
- 45.2 In these by-laws a period of time expressed in days:
- (a) does not include the day on which notice is given or the ballot opens; but
 - (b) includes the day on which the meeting is held or the ballot closes.
- 45.3 The headings form part of these by-laws.
- 45.4 The Board is responsible for the interpretation of the Charter, these by-laws and the regulations.

Index

References to clauses of the Charter are prefixed with "C", references to by-laws with "B".

Abbreviations of membership grades	B2.2.....	p 5
Accounts	B36.....	p 13
Admission of members.....	B4.....	p 5
Alteration		
of Charter.....	C10.....	p 3
of by-laws	C9.....	p 3
Annual general meeting.....	B15.....	p 8
Audit	B39.....	p 14
Board	C8.....	p 3
Board	B Part 2.1	p 9
Meetings	B26.....	p 11
Regulations.....	B25.....	p 11
Responsibilities and powers	C8.2.....	p 3
Responsibilities and powers	B24.....	p 11
Term of office.....	B23.....	p 10
<i>see also</i> Directors		
Branches	B30.....	p 12
By-laws.....	C9.....	p 3
By-laws.....	By-laws	p 5
Casual vacancies in directors.....	B23.5.....	p 10
Certificate of membership	B6.....	p 6
Cessation of membership	B11.....	p 7
Chairing of AGM, Board & Congress.....	B32.2.....	p 12
Chapters, Student.....	B30.....	p 12
“the Charter”.....	B45.1(a).....	p 15
Charter	Charter	p 1
Alteration.....	C10.....	p 3
Operative provisions.....	Operative Provisions	p 1
Preamble.....	Preamble	p 1
Revocation of original charter	C1.....	p 1
Chief Executive Officer.....	B33.....	p 13
"	B15.5.....	p 8
"	B24.3.....	p 11
"	B34.2.....	p 13
Code of Ethics	C7(c).....	p 3
"	B9.....	p 7
"	B30.4(a).....	p 12
Composition of organisation	B18.....	p 9
Congress	B Part 2.2	p 11
Delegates	B27.....	p 11
Meetings.....	B29.....	p 12
Responsibilities	B28.....	p 11
Constituent bodies	B Part 2.3	p 12
Branches, Student Chapters and Societies.....	B30.....	p 12
Other constituent bodies.....	B31.....	p 12
Definitions		
in Charter.....	C12.....	p 3
in by-laws	B45.....	p 15
“the Charter”.....	B45.1(a).....	p 15

Definitions <i>contd</i>		
“the Institute”	B45.1(b)	p 15
“membership ballot”	C12(a)	p 3
“membership resolution”	C12(b)	p 3
“prescribe” and “prescribed”	B45.1(c)	p 15
“the regulations” and “regulation”	B45.1(d)	p 15
“voting member”	B45.1(e)	p 15
“written”, “writing” and “in writing”	B45.1(f)	p 15
Delegates to Congress	B27	p 11
Directors	B19	p 9
Casual vacancies	B23.5	p 10
Election	B20	p 10
Immediate Past President	B22	p 10
President	B21	p 10
Removal	B23.5 & B23.6	p 10
Resignation	B23.4(a)	p 10
Term of office	B23	p 10
<i>see also</i> Board		
Election of directors	B20	p 10
Elections	B17	p 9
“the Institute”	B45.1(b)	p 15
Fees, membership	B7	p 6
Financial	B Part 3	p 13
Accounts	B36	p 13
Audit	B39	p 14
Financial management	B38	p 13
Financial statements	B37	p 13
Financial year	B35	p 13
Records	B42	p 14
Financial management	B38	p 13
Financial statements	B37	p 13
Financial year	B35	p 13
Governing body	C8.1	p 3
Grades of membership	B2	p 5
History	<i>see</i> Preamble to Charter	
Immediate Past President	B22	p 10
Director	B19.2(c)	p 9
Term of office	B23.3	p 10
“	B23.8	p 11
Indemnity	B40	p 14
Interpretation		
in Charter	C13	p 4
in by-laws	B45	p 15
Legal	B Part 3	p 13
Alteration		
of Charter	C10	p 3
of by-laws	C9	p 3
Definitions		
in Charter	C12	p 3
in by-laws	B45	p 15
Indemnity	B40	p 14
Interpretation		
in Charter	C13	p 4
in by-laws	B45	p 15
Legal capacity and powers	C4.1	p 2

<i>Legal contd</i>		
Minutes.....	B41.....	p 14
Not for profit.....	C6.....	p 2
Notices.....	B44.....	p 14
Records.....	B42.....	p 14
Secretary.....	B34.....	p 13
Validation.....	B43.....	p 14
Winding up.....	C11.....	p 3
<i>see also</i> Charter		
Legal capacity and powers.....	C4.1.....	p 2
Liability of members.....	B8.4.....	p 7
Management.....	B Part 3.....	p 13
Chief Executive Officer.....	B33.....	p 13
Secretary.....	B34.....	p 13
<i>see also</i> Financial & Legal		
Meetings		
Meetings generally.....	B Part 2.4.....	p 12
Meeting procedure.....	B32.....	p 12
of Board.....	B26.....	p 11
of Congress.....	B29.....	p 12
Members.....	B1.....	p 5
Indemnity.....	B40.....	p 14
Membership.....	C7.....	p 2
Membership.....	B Part 1.....	p 5
Abbreviations of grades.....	B2.2.....	p 5
Admission.....	B4.....	p 5
Annual general meeting.....	B15.....	p 8
Certificate of membership.....	B6.....	p 6
Cessation.....	B11.....	p 7
Elections.....	B17.....	p 9
Fees.....	B7.....	p 6
Grades.....	B2.....	p 5
Liability.....	B8.4.....	p 7
Members.....	B1.....	p 5
Indemnity.....	B40.....	p 14
Membership ballots and membership resolutions.....	B16.....	p 9
Membership information.....	B13.....	p 8
Obligations.....	B8.3.....	p 7
Professional accreditation and standards schemes.....	B5.....	p 6
Professional conduct.....	B9.....	p 7
Qualifications.....	B3.....	p 5
Register of members.....	B12.....	p 7
Resignation.....	B10.....	p 7
Rights, obligations and liability.....	B8.....	p 6
Subscription and fees.....	B7.....	p 6
Voting members.....	B14.....	p 8
“membership ballot”.....	C12(a).....	p 3
Membership ballots and membership resolutions.....	B16.....	p 9
Membership information.....	B13.....	p 8
“membership resolution”.....	C12(b).....	p 3
Minutes.....	B41.....	p 14
Name.....	C3.....	p 2
Not for profit.....	C6.....	p 2
Notices.....	B44.....	p 14
Obligations of members.....	B8.3.....	p 7

Operative provisions of Charter	Operative Provisions	p 1
Organisation	B Part 2	p 9
Composition	B18	p 9
<i>see also</i> Board, Congress & Constituent bodies		
Payments.....	B38	p 13
Powers		
of Board.....	C8.2	p 3
of Board.....	B24	p 11
of the Institute.....	C4.1	p 2
Preamble to Charter	Preamble	p 1
“prescribe” and “prescribed”	B45.1(c)	p 15
President	B21	p 10
Chairing of AGM, Board & Congress.....	B32.2	p 12
Director.....	B19.2(b)	p 9
Term of office.....	B23.2	p 10
"	B23.8	p 11
Professional accreditation and standards schemes	B5	p 6
Professional conduct.....	B9	p 7
Purpose	C4	p 2
Qualifications of members	B3	p 5
Records	B42	p 14
Register of members.....	B12	p 7
“the regulations” and “regulation”	B45.1(d)	p 15
Regulations	B25	p 11
Abbreviations of membership grades.....	B2.2	p 5
Admission of members.....	B4.2	p 5
Branches, Student Chapters and Societies.....	B30.2	p 12
Code of Ethics	C7(c)	p 3
"	B9	p 7
Congress, additional responsibilities.....	B28.1(c)	p 11
Constituent bodies	B31.1	p 12
Board, delegation of management to CEO.....	B24.3	p 11
Board, power to establish committees & delegate	B24.2	p 11
Delegates to Congress	C27.1(d)	p 11
Elections, conduct of.....	B17.2	p 9
Financial management.....	B38	p 13
Meeting procedure.....	B32.8	p 13
Members to comply.....	B8.3	p 7
Membership ballots	B16.6	p 9
Membership information	B13	p 8
Membership qualifications	B3.2	p 5
Notices, address for	B44.2	p 14
Nomination of directors.....	B20.7	p 10
Professional accreditation and standards schemes	B5	p 6
Professional conduct.....	C7(c)	p 3
"	B9	p 7
Records.....	B42	p 14
Subscription.....	B7.1	p 6
Deemed resignation for non-payment	B10.2	p 7
Suspension for non-payment.....	B7.3	p 6
Resignation		
of directors.....	B23.4(a)	p 10
of members.....	B10	p 7

Responsibilities		
of Board.....	C8.2.....	p 3
of Board.....	B24.....	p 11
of Congress.....	B28.....	p 11
Revocation of original charter	C1.....	p 1
Rights, obligations and liability of members.....	B8.....	p 6
Royal Charter.....	<i>see</i> Charter	
Secretary	B34.....	p 13
"	B10.1.....	p 7
"	B15.3.....	p 8
"	B16.1.....	p 9
"	B23.4(a).....	p 10
Societies.....	B30.....	p 12
Student Chapters.....	B30.....	p 12
Subscription and fees.....	B7.....	p 6
Term of office of directors.....	B23.....	p 10
Validation	B43.....	p 14
Volunteers, indemnity	B40.....	p 14
“voting member”	B45.1(e).....	p 15
Voting members	B14.....	p 8
Winding up.....	C11.....	p 3
“written”, “writing” and “in writing”	B45.1(f).....	p 15