

# BY-LAWS

## General

1. In these By-laws the words and expressions set out below shall bear the respective meanings set out alongside:

Words	Meanings
Institute	the Royal Institute of Navigation
Charter	the Royal Charter by which The Institute is incorporated
By-laws	these By-laws
Council Rules	the regulations made by resolution of the Council
Members' Rules	the regulations made by resolution of the Members in general meeting
Rules	the Members' Rules and the Council Rules
Laws of The Institute	the Charter, the By-laws, the Rules and any other provisions regulating the activities or conduct of Members or affiliates
Charity	the corporation intended to be regulated by these By-Laws and registered as a charity
Trustees	the President and such Members as may be elected as members of the Council in accordance with these By-laws, all of whom shall, for the avoidance of doubt, duly be appointed as trustees of the Charity and directors of the corporation (and "Trustee" shall be construed accordingly)
Council	the President and such persons as may be elected or co-opted in accordance with these By-laws. For the avoidance of doubt, co-opted members of the Council shall be neither trustees of the Charity nor directors of the corporation
Honorary Officers	those persons accordingly referred to in these By-laws
President	the President of The Institute elected or appointed in accordance with these By-laws
Honorary Treasurer	the person elected or appointed in accordance with these By-laws to perform the duties of treasurer of The Institute
Director	Any person appointed to perform the duties of Chief Executive and Director of the Institute
Secretary	the person appointed as the Secretary of The Institute
Office	the registered office of The Institute from time to time
Disciplinary Procedure	the procedure to be followed to investigate and adjudicate any alleged breaches of these By-Laws or the Members' Rules.
Seal	the Common Seal of The Institute or any other mode of execution of a deed authorised by these By-laws
United Kingdom	Great Britain and Northern Ireland

Voting Members	all individual members of The Institute entitled by these Bylaws to vote at any general meeting of The Institute
navigation	the art, science and practice of navigation, and associated sciences, including positioning, timing, tracking and conduct of a journey, whether on, in, over or under land, sea, air or space, and related subjects
clear days	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
month	calendar month
year	calendar year

Words importing the singular number only shall include the plural number and vice versa. Words importing persons shall include corporations unless the context otherwise requires. References to the masculine gender shall include the feminine and neuter genders where the context so permits.

## **Membership**

2. Membership of The Institute is open to individuals or organisations who wish to further its Objects in accordance with these By-laws.
3. Such persons as are admitted to membership in accordance with the provisions of these By-laws shall be the Members of The Institute. There shall be no maximum number of Members and the minimum number shall be one. Membership of The Institute shall also be subject to such other conditions and criteria prescribed by these By-laws or the Members' Rules.
4. There shall be two classes of membership of The Institute with the following rights attached to each:
  - (a) Individual Members (including Honorary Fellows and Fellows, Associate Fellows and Ordinary Members) who shall be entitled to receive notice of, attend and vote at general meetings of The Institute; and
  - (b) Corporate Members who shall each be entitled to appoint a representative (authorised in accordance with these By-laws) to receive notice of, and attend general meetings of The Institute but who shall have no voting rights.
5. Admission to membership for new applicants shall be made by application to the Council in the manner prescribed by the Members' Rules. The Council shall have the absolute right to reject any application for membership and shall not be obliged to give any reason for refusing an application. The Council shall be obliged to reject any application for membership which does not meet any membership conditions or criteria prescribed by the Members' Rules.
6. All persons applying for membership of The Institute shall, if required by the Council, sign a declaration of their desire to further the Objects and interests of The Institute and sign an undertaking to abide by the Laws of The Institute for the time being regulating The Institute and to treat all private communications which may be made to them by or on behalf of The Institute as confidential.
7. Membership of The Institute shall not be transferable and shall take effect for all purposes at such time as the relevant Member's name shall be entered in The Institute's Register of Members.

8. The categories of membership are:

(a) Honorary Fellows - distinguished persons upon whom the Council sees fit to confer an honorary distinction. Honorary Fellows may use the postnominal letters Hon FRIN.

(b) Fellows – members, normally of at least three years' standing, who in the opinion of the Council have met the requirements prescribed by the Rules and upon whom the Council sees fit to confer a distinction. Candidates for Fellowship will normally be nominated by two Fellows of The Institute. Fellows may use the postnominal letters FRIN.

(c) Associate Fellows - persons who satisfy the Council that they have met the requirements prescribed by the Rules. Associate Fellows may use the postnominal letters AFRIN.

(d) Ordinary Members - persons who satisfy the Council of their interest in the advancement of navigation. Members may use the postnominal letters MRIN.

(e) Corporate Members - organisations directly or indirectly interested in supporting The Institute's Objects.

(f) The Council shall have absolute discretion to grant Ordinary Membership to individuals on such conditions as it may determine.

9. The rights and privileges of each category of membership shall be:

(a) Honorary Fellows, Fellows, Associate Fellows and Ordinary Members shall enjoy the full privileges of The Institute, which include the right to receive the publications specified in the Members' Rules and to vote at general meetings.

(b) Corporate Members may be classified by size and charitable status; they may send representatives to all meetings of The Institute; they may receive multiple copies of the publications specified in the Members' Rules, and may utilise all the facilities of The Institute; their representatives shall have no vote. No such representative shall be eligible for election to the Council unless that representative is a Member of The Institute in his own right.

### **Affiliate status**

10. The Council may in its absolute discretion grant affiliate status to persons not being Members of The Institute upon such terms and conditions as may be prescribed by the Members' Rules.

11. Provided always that affiliates shall not be Members of The Institute and shall have neither the right to receive notice of, and attend, general meetings of The Institute nor any form of voting rights.

12. The Institute shall not be entitled to authorise the use of post-nominal letters to those granted affiliate status.

### **Subscriptions**

13. Members shall pay an annual subscription determined by the Council.

14. The first subscription is payable on election, and all future subscriptions are due and payable on the date prescribed by the Members' Rules.

15. The Members' Rules may prescribe special arrangements for Members who have retired from full-time remunerated employment.

16. A Member who wishes to resign shall give The Institute written notice to that effect before the date prescribed by the Members' Rules.

17. The election of a Member is void if his first subscription is not paid within three months of the date on which he was notified of his election. The Council may extend this period in exceptional circumstances.

18. A Member whose subscription is in arrears for such period as agreed by Council will no longer be entitled to receive Institute publications. The name of the Member may be erased from the Register of Members if his subscription remains unpaid for such period as Council may determine.

19. A Member whose name has been erased from the Register of Members may be eligible for readmission under the terms prescribed by the Members' Rules.

### **Cessation of Membership**

20. A Member of The Institute shall forthwith cease to be a Member:

- (a) if the Member gives written notice to The Institute of intention to resign before the date prescribed by the Members' Rules; or
- (b) if the Member is expelled from membership under these By-laws; or
- (c) if the Member is suspended for a specified period under these By-Laws; or
- (d) in the case of an individual, on death.

Upon any cessation of membership, the name of the Member shall be removed from The Institute's Register of Members.

21. A Member may be suspended or expelled from membership of The Institute in the event of there occurring in relation to that Member any of the events or circumstances specified in these By-laws. Any such expulsion or suspension may only be effected after The Institute's Disciplinary Procedure has been followed.

22. The events or circumstances referred to in By-law 21 above are the Member in question:

- (a) at any time ceasing to meet and maintain such membership conditions or criteria as may from time to time be prescribed by the Members' Rules; or
- (b) at any time being in breach of or failing to observe the By-laws or any Rules for the time being regulating The Institute; or
- (c) failing to pay any sums due to The Institute within the time period required for payment; or
- (d) at any time being in breach of any undertaking of confidentiality in favour of The Institute pursuant to these By-laws; or
- (e) becoming insolvent, bankrupt or making any arrangement or composition with creditors generally or being guilty of or committing any other act or conduct prejudicial to the interests or reputation of The Institute; or
- (f) becoming incapable by reason of mental disorder within the meaning of the Mental Health Acts for the time being in force AND (in the case of the events or circumstances specified in (a), (b) and (c) above), the Member failing to remedy any such default within thirty days of being given notice to do so by The Institute.

### **General Meetings**

23. The Institute shall hold an annual general meeting once in every year at such time (within a period of not more than 15 months after the holding of the last preceding annual general meeting) and place as may be determined by the Council.

24. All general meetings other than annual general meetings shall be called extraordinary general meetings.

25. Council may whenever it thinks fit, and on a requisition of thirty or more members shall, forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

### **Notice of General Meetings**

26. An annual general meeting and any extraordinary general meeting shall be called by at least twenty one clear days' notice in writing. Notice of every general meeting shall be given to every Voting Member and to the duly authorised representative of each Corporate Member, and to the auditors for the time being of The Institute and also to such other persons as the Council may from time to time determine.

27. Any Member who wishes to propose a motion at the annual general meeting must submit it as prescribed by the Members' Rules. Any motion to be included on the agenda for any general meeting of The Institute shall not be included without the approval of the majority of the Council unless the proposed motion is supported, in writing, by at least 30 Voting Members each of whom is a Member in good standing

28. A general meeting shall, notwithstanding that it is called by shorter notice than is provided for under these By-laws, be deemed to have been duly called unless an objection is received from any Voting Member who is a Member in good standing.

29. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting.

30. Every notice calling a general meeting shall specify the place and day and hour of the meeting and in the case of an annual general meeting shall also specify the meeting as such. The notice convening that meeting shall specify the general nature of its business; and, if any motion is to be proposed, the notice shall contain the exact wording of the motion to be proposed.

31. If a member wishes to put a motion to a general meeting, such motion must be received by the Director by the date prescribed by the Members' Rules.

32. In the case of an annual general meeting, the notice shall be accompanied by an abridged copy of The Institute's annual report, subject to By-law 34 a summary financial statement which complies with By-law 35, a list of persons nominated or deemed to be nominated as auditors, particulars of any motions to be brought before the meeting under By-law 27 and any other documents specified in the Members' Rules.

33. Every notice calling a meeting of The Institute shall be accompanied by a form of proxy. Except that The Institute shall not be obliged to send forms of proxy to the Members for use at any adjourned meeting.

34. The Institute shall send a copy of its annual report and financial statements with the auditors' report, instead of a summary financial statement, to any Member who has given written notification to The Institute of a requirement to that effect in such form as the Council may determine or accept and who has not revoked it.

35. Every summary financial statement shall be derived from the accounts of The Institute, shall include the auditors' statement thereon and shall have been approved by the Council.

### **Proceedings at General Meetings**

36. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, thirty Voting Members personally present shall be a quorum.

37. Each resolution shall be decided on a show of hands unless the Members' Rules provide for the taking of a poll or unless a poll is demanded in such manner and by such person or persons as may be prescribed by the Members' Rules.

38. Any resolution to make, amend or rescind any By-law must have been passed by a majority of not less than two-thirds of the Voting Members present and voting (in person or by proxy). All other resolutions must have been passed by a majority of such Members.

39. A poll demanded on the election of a Chairman of a meeting shall be taken forthwith.

40. Subject to these By-laws, every Individual Member of The Institute shall have one vote. Votes may be given on a poll either personally or by proxy. On a show of hands a member may only vote if present in person. A proxy must be a Member of The Institute.

41. The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the form prescribed by the Members' Rules.

42. The instrument appointing a proxy and any power of attorney or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall be treated as being invalid.

43. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

44. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

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

46. A resolution in writing signed by or on behalf of each Member of The Institute for the time being entitled to receive notice of and to attend and vote at a general meeting shall be as valid and effective as if the same had been passed at a general meeting of The Institute duly convened and held and may consist of several instruments each executed by or on behalf of one or more Members.

47. Unless a poll be provided for or demanded, a declaration by the Chairman of a general meeting that the resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and there is an entry to that effect in the book containing the minutes of the general meetings of The Institute, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded either in favour of or against the resolution.

48. Subject to these By-laws, the Members' Rules may prescribe:

- (a) the form and period of notice of general meetings to be given to Members and the manner in which it is given.
- (b) whether and if so in what form and manner Members may appoint proxies to attend and vote at general meetings.
- (c) the period after which a general meeting shall (if justified by the circumstances) be pronounced inquorate and the consequences thereof, which may vary according to the nature of the general meeting.
- (d) who shall preside at each meeting.
- (e) the circumstances in which general meetings may be adjourned from time to time or from place to place, the circumstances and manner in which notice of the adjourned meeting is to be given, the quorum for adjourned meetings and the business which may be transacted at an adjourned meeting.
- (f) for polls to be taken at general meetings and for any relevant matters affecting the taking of polls.

49. The first Annual General Meeting shall be held not later than 12 months from the date the Charter shall come into force and no other Annual General Meeting need be held during that calendar year.

#### **Institutions acting by Representatives**

50. Any Corporate Member of The Institute may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Members of The Institute.

#### **Honorary Officers**

51. The Honorary Officers of The Institute shall be the President and such other Honorary Officers as may be prescribed by the Members' Rules and such officers shall hold office on such terms and for such period as may be prescribed by those Rules and may at any time be removed by the Council.

52. In the event of a casual vacancy occurring in any Honorary Office of The Institute, such vacancy may be filled by the Council. The Council Rules may prescribe the manner in which such casual vacancies may be filled and the period and conditions of office of the persons appointed to fill them.

53. The Honorary Officers of The Institute shall be responsible to the Council for the direction of The Institute's affairs between meetings of the Council. They may make decisions on matters referred to them by the Director, and meet when necessary in committee.

#### **The Council**

54. The total number of members of the Council (including elected and coopted members) shall be such number as may from time to time be prescribed by the Members' Rules. It shall not be less than ten or more than thirty.

55. At least two-thirds of the total number of members of the Council shall be elected by the Members as prescribed by the Members' Rules, which may provide for election to be at general meetings or otherwise. The Members' Rules may also provide for the method of determining which candidates shall qualify to be considered for each election and the method of counting votes and of arriving at the result of every election.

56. The Council Rules may provide for the Council to co-opt members to the Council in addition to the elected members, provided that the number of coopted members shall not exceed one half of the number of elected members of the Council disregarding any vacancies. The Council Rules may prescribe the terms and conditions applicable to co-opted members.

57. The Members' Rules shall provide for the retirement of elected members of the Council by rotation and for the period of office of all members of the Council.

58. No person who is not a Member shall be eligible to be an elected member of the Council.

59. Membership of the Council shall be vacated by any member if he ceases to be a Member of The Institute, or if, by notice in writing, he resigns his office, or in any other circumstances prescribed by the Members' Rules.

60. The Members' Rules shall provide for all matters appertaining to the election, co-option, term of office and removal of members of the Council not specifically or comprehensively provided for in these By-laws.

### **Powers of the Council**

61. Subject to the Laws of The Institute, and to any directions given by the Members in general meeting, the management of The Institute shall be under the control of the Council. A meeting of the Council at which a quorum is present shall be competent to exercise all authorities, powers and discretions:

(a) of The Institute and do on behalf of The Institute all acts as may be exercised and done by The Institute and as are not required to be exercised or done by The Institute in general meeting; and

(b) for the time being vested in the Council by these By-laws.

62. No alteration of the Charter or these By-laws and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given.

63. No Members' Rule shall invalidate any prior act of the Council which would have been valid if that Members' Rule had not been made.

64. The Council for the time being may act notwithstanding any vacancy in its number provided always that in case the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these By-laws or the Members' Rules, it shall be lawful for the members of the Council to act for the purpose of filling vacancies in its number, admitting persons to membership of The Institute or of summoning a general meeting but not for any other purpose.

65. All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member of the Council or of any committee of the Council acting individually or collectively for and on behalf of the Council or the committee shall, notwithstanding it may afterwards be shown that there was some defect in the appointment of any Council member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to act.

### **Proceedings of the Council**

66. The Council shall meet as often as the business of The Institute requires. At the request of the President, or of four Council members, the Director shall, at any time, summon a meeting of the Council.

67. The quorum for meetings of the Council shall be such number as may from time to time be prescribed by the Members' Rules and unless otherwise so prescribed shall be five elected members.

68. The President shall preside at every meeting of the Council at which he is present. But if there is no one holding that office or if the person holding it is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Council members present may appoint one of their number to be Chairman of the meeting.

69. Except as provided by these By-laws, the Chairman of the meeting has no vote.

70. Except as provided by these By-laws every elected member of the Council shall have one vote. Co-opted members shall not be entitled to vote.

71. Except as prescribed by the Laws of The Institute, questions arising at any meeting shall be decided by a simple majority of votes. In case of an equality of votes the Chairman of the meeting shall have a casting vote.

72. The Council shall cause proper minutes to be made of all appointments of Honorary Officers made by the Council and of the proceedings of all meetings of The Institute and of the Council and of committees of the Council and all business transacted at such meetings. A record of all such minutes, which has been approved by the members of such meeting or by the members of the next following meeting and which has been signed by the Chairman of such meeting or the Chairman of the next following meeting respectively, shall be conclusive evidence without further proof of the facts therein stated.

73. Subject to these By-laws and the Council Rules, the Council shall have power to prescribe the following matters:

- (a) the manner in which meetings of the Council may be convened;
- (b) the circumstances in which meetings of the Council may be adjourned from time to time and from place to place;
- (c) the manner in which meetings are to be regulated;
- (d) the appointment, control and disbanding of committees whether or not limited to members of the Council and Members of The Institute;
- (e) the appointment, control and disbanding of working parties whether or not limited to members of the Council and Members of The Institute; and
- (f) the delegation of all or any of its powers to persons or committees and the granting of powers of sub-delegation, provided that the exercise of any power or function delegated by the Council shall be reported to the Council as soon as possible.

74. A resolution in writing signed by not less than 75% of the members for the time being of the Council or (as the case may be) by all the members for the time being of any committee of the Council shall be as valid and effectual as if it had been passed at a meeting duly convened and held of the Council or such committee and may consist of several documents in the like form each signed by one or more Council members or (as the case may be) committee members.

75. The President or, in the case of matters delegated to a committee, the Chairman of the relevant committee, may propose a resolution by electronic or other forms of communication prescribed by the Rules, provided that the President or committee Chairman as the case may be has certified that the matter is of such urgency that it cannot be dealt with in any other way.

The Members' Rules may prescribe the conditions that are to be satisfied before such a resolution shall be valid.

76. Any Council member may participate in a meeting of the Council or of any committee of the Council of which he is a member, by means of a conference telephone or similar communicating equipment (including electronically) whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

### **Committees and Working Parties**

77. Subject to these By-laws, the Council may delegate any of its powers, authorities or discretions to committees or working parties consisting of such person or persons (whether members of The Institute or not) and on such conditions as it thinks fit and may from time to time revoke or alter any such powers, authorities or discretions so delegated.

78. Subject to these By-laws and to any conditions prescribed by the Council Rules, any committee or working party may meet for the despatch of business, adjourn and otherwise regulate its proceedings as it thinks fit. A committee shall be deemed to meet if, notwithstanding that the members of the committee are in separate locations, they are nonetheless linked by conference telephone, conference video link or other communication equipment which allows those participating to hear and speak to each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.

79. Insofar as any power, authority or discretion is delegated to a committee or working party, any reference in these By-laws or the Members' Rules to the exercise by the Council of the power, authority or discretion so delegated shall be construed as if it were a reference to the exercise thereof by such committee or working party.

80. The standing committees of The Institute shall be prescribed by the Members' Rules

81. The Council may modify the responsibilities of the committees as it thinks fit and may incorporate terms of reference for each committee in the Council Rules.

### **Financial Matters**

82. The Honorary Treasurer is responsible to the Council for the conduct of the financial affairs of The Institute.

83. Subject to the provisions of the Charter and these By-laws, Members, including Council members, may be paid all reasonable expenses properly incurred by them in conjunction with the discharge of their duties on behalf of The Institute, as prescribed by the Members' Rules.

### **The Director**

84. The Director shall be appointed by the Council on such terms and for such period as it thinks fit.

85. The position of Director shall be remunerated.

86. The Director shall be responsible for the day-to-day management of the affairs of The Institute, subject to the general direction and control of the Council.

87. Unless some other person has been appointed as the Secretary of The Institute, the Director shall also hold the office of Secretary of The Institute.

### **The Seal**

88. The Seal shall only be used on the authority of the Council or of a committee of the Council authorised by the Council. The Council Rules may prescribe who shall sign any instrument to which the Seal is affixed.

89. A document may be executed by The Institute as a deed without affixing the corporation seal thereto provided that such execution shall only be used by the authority of the Council. The Council Rules may determine who shall sign any instrument to which such form of execution is effected.

### **Accounts**

90. The Council shall cause accounting records to be kept in accordance with the requirements of the law and good accounting practice.

91. Once at least in every year the accounts of The Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more Auditor or Auditors to be appointed by the Members in general meeting.

92. Every such Auditor shall be a member of a body of accountants established in the United Kingdom and for the time being recognised by the appropriate governmental authority for the purpose of such relevant provisions of the law for the time being in force as shall relate to the appointment of auditors of public companies and of charities.

93. Notwithstanding any provision in the Charter, no person shall be appointed Auditor who is or any of whose partners is a member of the Council or the staff of The Institute.

94. The Members' Rules may make provision as to the period of office of Auditors, the eligibility of Auditors for re-appointment, the remuneration of Auditors, the resignation of Auditors, and the appointment of new Auditors if the office of Auditor becomes vacant before the period of office expires.

95. The Auditors shall have a right of access at all reasonable times to the books, records, accounts and vouchers of The Institute and shall be entitled to require from the Honorary Officers and staff of The Institute such information and explanations as may be necessary for the performance of their duties.

96. The Auditors shall be entitled to attend any general meeting of The Institute and to receive all notices of and any other communications relating to any such meeting which Members are entitled to receive and to be heard at any such meeting which they attend on any part of the business of the meeting which concerns them as Auditors.

97. 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.

98. The Members' Rules may prescribe whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of The Institute or any of them shall be open to the inspection of Members not being Council members. Subject thereto no Member (not being a Council member) shall have any right to inspect any account or book or document of The Institute except as conferred by statute or authorised by the Council or by The Institute in general meeting.

99. At the annual general meeting in every year the Council shall in accordance with the provisions of the law lay before the Members of The Institute the audited financial statements and an annual report.

### **Notices and transmission of documents**

100. Any notice or document may be served by The Institute on any Member either personally or by sending it through the post in a prepaid letter to the registered address appearing in the Register of Members or to such other address as the Member may supply to The Institute for the giving of notices.

101. Any notice or document served by post shall be deemed to have been served at the expiration of five working days after the letter containing the same is posted, and in proving such service it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted.

102. Any notice or document required to be sent to any Member by these Bylaws or by the Rules through the post may be sent by electronic mail if the Member so requests or informs The Institute that such method of communication would be acceptable.

103. Any notice or documents required to be sent to any member of the Council or any committee or working party of the Council for any purpose whatsoever may be sent by electronic mail.

104. Any notice or document sent by electronic mail shall be deemed to have been received at the expiration of six hours after it was sent provided that no message has been received by the sender to indicate that the message was not transmitted to the recipient to whom it was addressed.

105. Any notice so served by post or by electronic mail shall be deemed to have been duly served notwithstanding that such Member be then dead or bankrupt and whether or not The Institute may have notice of his death or bankruptcy.

106. The Members' Rules may prescribe the conditions and manner in which electronic mail may be used.

### **Electronic voting**

107. The Members' Rules may make provision for electronic voting on such matters and in such manner and on such conditions as may be prescribed in those Rules.

### **Indemnity**

108. Subject to any statutory provisions every Council member or other Officer of The Institute shall be indemnified out of the assets of The Institute against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of The Institute.

### **The Patron**

109. The Council may appoint a Patron for such time and upon such conditions as the Council thinks fit and any person so appointed may be removed by resolution of the Council.

### **Branches**

110. The Council may authorise the establishment of a branch in any geographic area where sufficient interest can be shown to exist. Application to the Council for the formation of a branch may be made by any Member of The Institute as prescribed by the Council Rules.

111. The branches must aim to further the Objects of The Institute, particularly in regard to the local and regional advancement of navigation. Branches should also encourage membership of The Institute without necessarily making it a condition of participation in local branch activities.

112. Council, in its absolute discretion, may order the closure of a branch. Such action must be taken when, in the opinion of the Council, sufficient interest no longer exists in the geographic area or where the branch is no longer furthering the Objects of The Institute.

113. The assets and income of every Branch shall belong to and be accounted for in the accounts of The Institute.

### **Special Interest Groups**

114. The Council may authorise the establishment of Special Interest Groups to further the Objects of The Institute in a specialised area of navigation where sufficient interest can be shown to exist. Applications for the formation of a Special Interest Group may be made by any Member of The Institute as prescribed by the Council Rules.

115. Council, in its absolute discretion, may order the closure of a Special Interest Group. Such action must be taken when, in the opinion of the Council, sufficient interest no longer exists in the specialised area of navigation or where the Special Interest Group is no longer furthering the Objects of The Institute.

116. The assets and income of every Special Interest Group shall belong to and be accounted for in the accounts of The Institute.

### **The Rules**

117. Subject to the Charter and these By-laws the Members in general meeting shall have the power to make, revoke, amend or add to the Members' Rules on matters not specifically or comprehensively provided for in the Charter or these By-laws, provided that no such Rules shall be repugnant to, or inconsistent with, the Charter or these By-laws.

118. No resolution to make, revoke, amend or add to a Members' Rule shall be included on the agenda of any general meeting of The Institute unless it has been approved by the Council or is supported, in writing, by at least 30 Voting Members each of whom is a Member in good standing.

119. The Members' Rules may direct that any matter prescribed or regulated thereby is to be further prescribed or regulated by Council Rules. 120. Subject to the Laws of The Institute, the Council shall have the power to make, revoke, amend or add to the Council Rules as prescribed by these Bylaws.

121. The Council Rules shall be subordinate to the Members' Rules and, subject to By-law 63; Council Rules shall apply only so far as they are consistent with Members' Rules whether made earlier or later.

122. All Rules for the time being in force shall be binding upon all Members of The Institute until the same shall be varied or set aside by an ordinary resolution of the Members in general meeting. No Members shall be absolved from the Rules by reason only of their not having received a copy of the same or of any alterations or additions thereto.