

Members' Rules as approved by 2018 AGM

THE ROYAL INSTITUTE OF NAVIGATION

MEMBERS' RULES

Adopted 29 March 2006

Amended: 16 July 2014; 15 July 2015; 21 December 2015; 10 July 2018

DEFINITIONS AND INTERPRETATION

1. Any words and terms defined by the By-laws shall, unless the context otherwise requires, have the same meaning in the Rules.
2. "Year" in relation to a term of office means the period from the end of one annual general meeting until the end of the next following annual general meeting.
3. "A member in good standing" means a Member who has paid their subscription in full for the current year and all earlier years during which he or she was a Member.
4. The expressions in the Rules referring to the Council, Fellows, Associate Fellows, Members, Associates, Junior Associates, Students, Affiliates, Committees, Sub-Committees, Working Parties, Meetings, Director and Secretary are to be construed as having reference to the Council, Fellows, Associate Fellows, Members, Associates, Junior Associates, Students, Affiliates, Committees, Working Parties, Sub-Committees, Meetings, Director and Secretary of the Royal Institute of Navigation.
5. "Registrants" are members whose names are included in one of the professional registers held by the Engineering Council; and who are entitled to use the post-nominal letters "CEng", "IEng" or "Eng Tech" relevant to their registration.
6. "Disciplinary Panel" means the body established by the President from which persons to investigate or adjudicate upon allegations of improper conduct by a member shall be selected.
7. "Initial Investigation" means the review of evidence to determine the possibility of a prima facie case of alleged improper conduct.
8. "Independent Review" means the review of evidence to determine the possibility of a prima facie case of alleged improper conduct where a complainant appeals the outcome of an Initial Investigation.
9. "Investigation Board" means the body appointed by the President to investigate complaints of cases of improper conduct by an Institute member.
10. "Disciplinary Board" means the body appointed by the President to adjudicate upon complaints of improper conduct referred to it by an Investigation Board.
11. "Appeals Reviewer", means the person appointed by the President to determine the validity of any request to appeal against either the outcome or sanction of a Disciplinary Board.
12. "Appeals Board" means the body appointed by the President to adjudicate when an Institute member appeals against the decision of, or sanction imposed by, a Disciplinary Board.
13. "Expulsion" means the exclusion of a member from membership of the Institution and from the Register of Members, other than such an exclusion which constitutes a Suspension.
14. "Suspension" means temporary exclusion of a member from membership of the Institution and from the Register of Members for a specified period.

FELLOWS, ASSOCIATE FELLOWS AND MEMBERS

Applications for membership

15. An application for membership shall be in such form and made in such manner as the Council may require. In making an application, the applicant will be deemed to give an undertaking that, if admitted, he or she will comply with and be bound by the Laws of the Institute for the time being in force.

Fellows

16. Persons eligible for consideration for advancement to Fellowship must have been responsible for a valuable contribution to navigation or to the Institute or in furtherance of the Institute's Objects.
17. A "valuable contribution to navigation" may include:
 - (a) achieving distinction as a professional navigator; or
 - (b) making a significant contribution to navigation by invention, research, literature, or in other ways, or by achieving distinction in the field of training;or
 - (c) performing exceptional feats of navigation.
18. Nomination forms, which can be obtained from the Director, should clearly indicate the nature of the "valuable contribution to navigation or the Institute or the furtherance of the Institute's Objects" for which the nominee has been responsible.
19. Nomination forms must be received by the Director before 15 January each year, for consideration by the Awards Panel of the Membership and Fellowship Committee.
20. Personal applications will not normally be considered by the Committee. However, the Director may arrange for a suitably qualified Ordinary Member's name to be brought to the notice of Fellows working in similar fields.

Associate Fellows

21. Applicants for admission as, or advancement to, Associate Fellow of the Institute must satisfy the Council of their high level of professional achievement or experience in the advancement of navigation operations, concepts or equipment.

AFFILIATES

22. Affiliate status does not confer membership of the Institute or any rights and privileges except those specifically mentioned in these Rules.
23. There shall be the following classes of Affiliates:
 - (a) Associates – persons not less than eighteen years of age who do not wish to enjoy the benefits of full membership.
 - (b) Students – persons under twenty-five years of age studying with a view to making a career in navigation.
 - (c) Junior Associates – persons aged less than eighteen years who show an interest in navigation.
 - (d) Affiliated Colleges – tertiary education establishments of all descriptions with courses which include navigation.
 - (e) Affiliated Clubs – clubs with an interest in navigation.
 - (f) Affiliated Organisations – national and international organisations with which the Institute freely exchanges information and publications.
 - (g) Other affiliates – individuals or institutions that are granted affiliate status for a limited period.
24. Affiliates of all description have no voting rights. They have no right to attend General Meetings of the Institute.
25. Applications for affiliate status shall be made in the manner prescribed by the Council from time to time. The Council shall have the absolute right to reject any application and shall not be obliged to give any reason for refusing an application. The Council shall be obliged to reject any application which does not meet the conditions or criteria prescribed by them from time to time.
26. Every person applying for affiliate status 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 and to treat all private and confidential communications which may be made to them by or on behalf of the Institute as private and confidential.

27. Affiliate status shall not be transferable.

28. The rights and privileges of each category of affiliate are:

(a) Students have full use of the facilities of Membership, including the right to receive the publications specified in these Rules, but they have no voting rights. They are not eligible for election as a member of the Council.

(b) Associates and Junior Associates have the right to receive the publications specified in these Rules and may enjoy free membership of no more than one branch and no more than one Special Interest Group. They have no voting rights. They are not eligible for election as a member of the Council.

(c) Other affiliates have the right to receive such publications and to participate in such branches and Special Interest Groups and on such terms and conditions as the Council may decide on a case-by-case basis.

29. All affiliates shall pay an annual subscription determined by the Council.

30. The grant of affiliate status is void if the first subscription is not paid within three months of the date on which the person was notified of the grant of affiliate status. The Council may extend this period in exceptional circumstances.

31. An affiliate whose subscription is six months in arrears will no longer be entitled to receive Institute publications.

32. Affiliate status may be rescinded if a subscription remains unpaid for such period as Council may determine.

33. A person whose affiliate status has been rescinded may apply for readmission. Any such application will be considered in the same manner and with the same terms and conditions as a member seeking readmission.

SUBSCRIPTIONS

34. The Rules on subscriptions apply to Members and Affiliates

35. The first subscription is payable on election.

36. Thereafter, subscriptions are due and payable on 1 July in each year.

37. The first subscription of Individuals admitted as Members or granted affiliate status after 1 January is reduced by half.

38. Subscriptions may be paid under the authority of a Direct Debiting Mandate expressed to be in favour of The Royal Institute of Navigation.

39. The Council may by majority vote suspend in whole or in part the payment of subscriptions by an individual Member or affiliate who has paid not less than two subscriptions.

40. Any Member who is aged 65 years or more and who has retired from full-time remunerated employment and who satisfies any other conditions that may be prescribed in these Rules may apply to the Council to be transferred to a special category of members known as "Retired Members" and shall continue to be a Fellow, Associate Fellow or Ordinary Member as the case may be but subject to a reduced annual subscription of an amount determined by the Council.

41. Members shall not be transferred to the category of Retired Members unless or until they have paid at least six annual subscriptions.

42. Any retired Members who resume full-time remunerated employment shall inform the Council of the change in their status and shall thereafter pay the normal rate of subscription.

43. Members or affiliates who wish to resign, shall give the Institute written notice to that effect before 1 July. In the absence of such notice, they remain liable to pay their subscriptions.

PRIVILEGES OF MEMBERS AND AFFILIATES

Membership Certificates

44. On being admitted as an Ordinary Member or Associate Fellow, or upon Advancement to Associate Fellow or Fellow, a Member shall be entitled to receive a certificate which shall remain the property of the Institute and shall be returned to the Institute on cessation of membership should the Council so decide.

Publications

45. All Fellows, Associate Fellows, Ordinary Members and Students shall be entitled to receive a copy of each issue of *The Journal of Navigation* and *Navigation News*.
46. All Associates and Junior Associates shall be entitled to receive a copy of each issue of *Navigation News*.
47. Corporate Members shall be entitled to receive such number of copies of each issue of *The Journal of Navigation* and *Navigation News* as the Council in its absolute discretion may decide.
48. Affiliated Colleges, Affiliated Clubs and Guests shall be entitled to receive such publications and in such quantities as the Council may resolve on a case-by-case basis.
49. The Council may resolve to delegate to the Director authority to make decisions under Rules 47 and 48, subject to review of such decisions by way of a report by the Director to each Council meeting.

READMISSION TO MEMBERSHIP

50. A person who has been removed from the Register of Members for the first time for non-payment of subscription under the provisions of By-law 19 may be readmitted to membership on payment of all arrears and payment in advance of the following year's subscription.
51. The Council may resolve to delegate to the Director authority to make decisions under Rule 50, subject to review of such decisions by way of a report by the Director to each Council meeting.
52. A person who has been removed from the list of Members for a second or subsequent time for non-payment of subscription under the provisions of By-law 19 may not be readmitted to membership unless a specific Council resolution to that effect, setting out the reasons for the exceptional readmission and the terms and conditions thereof, has been passed by not less than two-thirds of the Council members present and voting at the Council meeting at which that resolution is put.

MEMBER'S CONDUCT

(Made under the provisions of By-Law 22(a))

53. The Code of Conduct and Code of Professional Conduct for members of the Institute and the Disciplinary Procedure shall form part of the Members' Rules. The Code of Conduct and Code of Professional Conduct are at Annex A and the Disciplinary Procedure is at Annex B to these Rules.
54. All members shall at all times so order their conduct as to comply with the By-Laws and Code of Conduct of the Institute (found in Part A of Annex A to Members' Rules).
55. Members who are also Registrants shall order their conduct to comply with the Code of Professional Conduct (found in Part B of Annex A to Members' Rules).
56. Members to whom the Code of Professional Conduct applies shall at all times act honourably, responsibly, and lawfully, in compliance with their Professional Conduct Obligations, in order to safeguard the reputation, standing and dignity of the Institute and its members.
57. A member may be found guilty of improper conduct if in the opinion of a Disciplinary Board their conduct is in breach of the By-Laws or the Code of Conduct.

58. A member to whom the Code of Professional Conduct applies may be found guilty of improper conduct if in the opinion of a Disciplinary Board their conduct is in breach of the Code of Professional Conduct.
59. If in the opinion of a Disciplinary Board a member to whom Rule 55 applies is precluded from the performance of professional duties in a manner which is consistent with the standards of their profession as a result of having been adjudicated bankrupt or of making a composition with their creditors, that member may be deemed guilty of improper conduct.
60. Members' Rules made pursuant to By-Law 22(a) shall ensure that:
 - (a) any complaint or allegation of improper conduct against a member is properly investigated and adjudicated in accordance with the Disciplinary Procedure at Annex B to these Rules;
 - (b) the member is given full written details of the nature of any such complaint or allegation made against them;
 - (c) the member, who may be accompanied by a person of their choice, is given a full and fair opportunity of being heard and of calling witnesses and cross examining any other witness testifying before the committee;
 - (d) in all respects the investigation is made, the proceedings are conducted, and the decisions are reached in accordance with natural justice and with due regard to the principles of human rights legislation and these Rules made in relation to the suspension or termination of membership.
61. When an allegation or complaint of gross misconduct or conduct likely to bring the Institute into serious disrepute has been made against a member then the rights and privileges of membership of the Institute may be suspended by any two of the following: the President, the Senior Vice-President and a Vice President, until the allegation is investigated and any subsequent disciplinary action in accordance with the Institute's Disciplinary Procedure is completed.

Disciplinary Procedure

62. The President shall establish a Disciplinary Panel of members to form, as and when required, the Boards that will administer the Institute's Disciplinary Procedure. Ordinary members, Associate Fellows and Fellows of the Institute, excluding those who are Council members, or members of the Institute's standing Committees, are eligible to be members of the Disciplinary Panel, plus legal advisors appointed by the Institute.
63. When a complaint or relevant information suggesting improper conduct is received, the President shall appoint a member of the Disciplinary Panel to conduct an Initial Investigation to determine whether the complaint or information is capable, if substantiated, of constituting a prima facie case. The findings of an Initial Investigation shall be reported to the President and the complainant advised of the outcome.
64. Where the Initial Investigation concludes the complaint is clearly unfounded, the complainant may appeal the conclusion. In that event the President shall appoint another member of the Disciplinary Panel to conduct an Independent Review of the complaint using the same criteria as for the Initial Investigation.
65. Where either the Initial Investigation or Independent Review finds there is a prima facie case of improper conduct, the President shall:
 - (a) Appoint an Investigation Board to investigate any complaint or question as to whether a member has committed a breach of the By-Laws, Code of Conduct or Code of Professional Conduct. The Investigation Board shall consist of three Disciplinary Panel members, one of whom will Chair the Board at the direction of the President.
 - (b) Appoint, as required, a Disciplinary Board to hear all charges against the member of improper conduct. This Board shall consist of five Disciplinary Panel members, one of whom will Chair the Board at the direction of the President.

- (c) Appoint, as required, an Appeals Reviewer to determine the validity of any request to appeal against either the outcome or sanction of a Disciplinary Board.
 - (d) Appeals Board to adjudicate upon appeals made by members found guilty of improper conduct. This Board shall consist of at least three Disciplinary Panel members, of whom two shall be Institute members, one of whom will Chair the Board at the direction of the President.
66. The Chair of each of these Boards shall report directly to the President.
67. The Chair of each of these Boards may appoint one or more persons, who may be members of the Institute's staff, to act as clerks.
68. A Disciplinary Panel member who conducted the Initial Investigation or an Independent Review shall not hold office on any of the Boards established under Rule 65 for the same complaint. A Disciplinary Panel member may only hold office on one of the Boards established under Rule 65 in connection with the same complaint.
69. Subject to the By-Laws and these Rules each Board shall have the power to regulate its own practice and procedure.
70. The procedures for the Initial Investigations, Investigations, Disciplinary hearings and Appeals hearings are at Annex B to these Rules.

GENERAL MEETINGS

The annual general meeting

71. The business of the meeting shall include:
- (a) the announcement of awards,
 - (b) consideration of the Annual Report and the financial statements,
 - (c) the election of the Honorary Officers,
 - (d) the election of the Council,
 - (e) the appointment or re-appointment of the Auditors, and
 - (f) the Presidential Address.

Requisitioning an extraordinary general meeting

72. If the requisite number of members give notice pursuant to By-law 25 requiring the convening of an extraordinary general meeting, specifying in the notice the purpose for which such meeting is requisitioned and the form of any motion to be put to the meeting, the Council shall, within twenty eight days of receiving the requisition, call such meeting giving not less than twenty one nor more than fifty six days notice thereof.

Notice of Motion

73. Notice of intention to propose any motion at the annual general meeting under the provisions of By-law 27 must be received by the Director not later than 31st March in the relevant year.

Financial statements of the Institute

74. The abridged documents sent to members in accordance with the provisions of By-law 32 shall be accompanied by a statement that any such member may obtain a copy of the Institute's financial statements and annual report, prepared in accordance with any statutory requirements for the time being in force, upon request addressed to the Director.
75. Upon receipt of any such request, the Director shall send a copy of the documents so requested within ten working days of receipt of the request.

Polls

76. At any general meeting a motion put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded (save that a poll may not be demanded on any resolution that the meeting should be adjourned) by the Chair of the meeting or by not less than three Members present in person

or by a Member or Members present in person and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.

77. The demand for a poll may be withdrawn but only with the consent of the Chair of the meeting and a demand so withdrawn shall not be taken to have invalidated the result on a show of hands declared before the demand was made.
78. If the circumstances dictate, Council may opt to poll the membership by electronic means instead of by calling an Extraordinary General Meeting.

Form of proxy

79. The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):

‘THE ROYAL INSTITUTE OF NAVIGATION

I

of

being a Member of the Royal Institute of Navigation hereby appoint the Chair of the meeting or:

of (note 1)

as my proxy to vote in my name and on my behalf at the (annual or extraordinary, or adjourned)* general meeting of the Institute to be held on the day of and at every adjournment thereof.

* *Delete items not applicable*

This proxy is to be used in respect of the resolutions mentioned below as follows:-

For Against Abstain

Resolution 1

Resolution 2

Signed Date

Notes:

1. If you wish to appoint a proxy other than the Chair of the meeting, delete the words “the Chair of the meeting” and insert in block letters the name and address of your proxy in the space provided.

2. The manner in which the proxy is to be used should be indicated with a tick in the box under one of “For” “Against” or “Abstain” in respect of each of the resolutions to be proposed at the meeting. If no box is marked with a tick in respect of a particular resolution, the proxy will vote or abstain at his/her discretion on that resolution. The proxy will act at his or her discretion in relation to any other business arising at the meeting (including any resolution to amend a resolution or to adjourn the meeting).’

Voting in person by donor of proxy

80. A Member qualified to vote, being personally present at any general meeting, may vote in person notwithstanding that he or she has appointed a proxy but if they do so the vote of their proxy shall not be counted.

Member in arrears may not vote

81. A vote cast at a general meeting by a Member whose subscription is in arrears shall not be counted.

Amendments to resolutions

82. No amendments shall be permitted to any resolution at a general meeting except with the consent of the Chair of the meeting whose decision shall be final.

Absence of quorum

83. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or at some other place as the Council may determine and if, at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the Members present shall be a quorum.

Chairman of general meetings

84. The President shall preside at every general meeting, or in his or her absence the Vice President designated as the President-elect or if no Vice President has been so designated, the senior Vice President or in his or her absence the other Vice President or if at any meeting none of those Honorary Officers shall be present within fifteen minutes after the time appointed for holding the meeting or if, being present, none shall be willing to preside, the Members present shall choose one of the other Council members to take the chair of the meeting or if no such other Council member be present or if all of the other Council members present decline to take the chair, they shall choose some other Member of the Institute who shall be present to preside. The choice shall be decided by a simple majority of the Voting Members present in person at the meeting. In the event of a tie, the Member of longest standing shall have the casting vote.

Adjournment of general meetings

85. The Chair of the meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for twenty days or more, at least seven days notice of the adjourned meeting shall be given in the same form as for an original meeting. Otherwise it shall not be necessary to give any such notice.

HONORARY OFFICERS AND THE COUNCIL

Honorary Officers of the Institute

86. In addition to the President, the Honorary Officers of the Institute shall be two Vice Presidents, the Honorary Treasurer and the Chairs for the time being of each of the Institute's standing committees.
87. One of the Vice Presidents may be designated by the Council as the President-Elect.
88. The Honorary Officers shall be elected by the Members and election as an Honorary Officer shall constitute election as one of the members of the Council. Where a serving member of the Council is nominated as an Honorary Officer in accordance with Rules 89 to 96, that serving member shall retire from the Council at the commencement of the annual general meeting next following their nomination. If elected as an Honorary Officer at that annual general meeting, he or she shall forthwith begin a new term of membership of the Council, the length of which shall be determined by Rules 97 to 104.

Nominations for election as Honorary Officers

89. At the first meeting of the Council held in each calendar year the members of the Council present may nominate members of the Council as candidates for election to fill each of the vacancies as Honorary Officers that will arise at the forthcoming annual general meeting.

90. The Council may nominate any Member in good standing as a candidate for election to fill any of the vacancies referred to in Rule 89 where the Council believes that there is a particular benefit to the Institute.
91. The Council may designate a Member as the President-elect with effect from such date as Council may decide.
92. Prior to the meeting referred to in Rule 89, the President may make recommendations to the Council of possible nominations under that Rule or under Rule 90 to fill any forthcoming vacancy as an Honorary Officer and to be designated as President-elect under Rule 91 provided that he or she has invited every elected member of the Council to express an opinion and has consulted such other Members of the Institute as he or she consider, in their absolute discretion, appropriate in respect of each Office for which they are making a recommendation.
93. Nothing in Rule 92 shall prevent any member of the Council from submitting alternative names for consideration by the Council under Rules 89, 90 and 91.
94. The names of the Members nominated as candidates for election by the Council in accordance with Rules 89 and 90 or designated under Rule 91 may be published in the next available edition of *Navigation News* and on the Institute Web site.
95. Any fifteen Members of the Institute in good standing, or a majority of the Council, may nominate any Member in good standing whether or not he or she is currently a member of the Council as a candidate for election to fill any vacancy as an Honorary Officer that will arise at the next annual general meeting. All such nominations must be received by the Director no later than 31 March.
96. Any nomination made in accordance with Rules 90 and 95 shall be invalid unless there shall have been given to the Director notice in writing signed by the person so nominated of their willingness to be a candidate for election by no later than 31 March.

Term of office of the Honorary Officers

97. The term of office of the President shall be two years.
98. The term of office of the President may be extended by one year by a resolution of the Council approved by a majority of at least two-thirds of all the elected members of the Council, conducted by postal vote, or such other method as Council may approve.
99. The total term of office of the President cannot exceed three consecutive years.
100. The term of office of a Vice-President shall be such period, not exceeding two years, as Council in its absolute discretion may determine on a case-by-case basis.
101. If the term of office of the President is extended by one year under Rule 98, the term of office of any Vice-President designated as the President-elect may also be extended by one year by a resolution of the Council approved by a simple majority of the Council.
102. The total term of office of a Vice-President cannot exceed three consecutive years.
103. The term of office of all other Honorary Officers shall be three years.
104. Each term of office shall commence at the end of the annual general meeting following nomination under Rules 89, 90 or 95 as the case may be.

The Council

105. The Council shall consist of sixteen elected members, including the Honorary Officers.
106. In addition, the Council may appoint up to eight other persons to be co-opted members of the Council provided that the number of co-opted members shall not exceed one-half of the total number of elected members of the Council disregarding any vacancies.
107. The Council may invite organisations concerned with any aspect of navigation to nominate representatives for appointment as co-opted members of the Council.

Nominations for election as a member of the Council

108. Any two Members may nominate any Member or Members for election as a member of the Council. All such nominations must be received by the Director no later than 31 March.

109. Every retiring member of Council who is eligible for re-election in accordance with the Laws of the Institute shall be deemed to be nominated in accordance with Rule 108 and to consent to that nomination, unless they give the Director by 31 March notice in writing that does not wish to offer themselves for re-election.
110. No person not being a retiring Council member shall be eligible for election as a Council member at any general meeting unless there shall have been given to the Director notice in writing signed by the person to be proposed of their willingness to be a candidate for election, by no later than 31 March.
111. All nominations for election or re-election should be accompanied by a short curriculum vitae not exceeding 150 words and should include, at least, the Member's full name, postnominals to which he or she are entitled, age, the date they first joined the Institute, and details of services for or on behalf of the Institute. Any curriculum vitae may be edited by the Director as he or she thinks fit. In the case of Council members seeking re-election, the Director shall add to the curriculum vitae the number of Council meetings held since that Member was last elected or re-elected and the number of such meetings he or she has attended.

Term of office of members of the Council

112. Subject to the Laws of the Institute, the term of office of an elected member of the Council shall be three years.

Retirement of Honorary Officers and members of the Council

113. Every member of Council shall retire from the Council on completing their term of office.
114. Every Honorary Officer shall retire from the Council on completing their term of office, including any extension to the original term under either Rule 98 or 101.
115. Subject to Rules 116 to 118, a person retiring from the Council whether as an Honorary Officer or otherwise may offer himself for re-election as a member of the Council.
116. A member of the Council shall vacate office if that person:
 - (a) ceases to be a Member of the Institute or is expelled or suspended from membership;
or
 - (b) by notice in writing, resigns their office;
or
 - (c) does not attend any meetings of the Council in any period of 12 consecutive months, unless by a Council resolution he or she has been granted special leave of absence;
or
 - (d) becomes bankrupt or makes any arrangement or composition with their creditors;
or
 - (e) becomes incapable by reason of mental disorder of exercising their functions as a Trustee;
or
 - (f) is removed from office by a resolution of the Institute.
117. Subject to the Laws of the Institute, a member of the Council shall vacate office, and may not offer him or her self for re-election on completing six consecutive years as a member of the Council, without having been nominated as a candidate for election or re-election as an Honorary Officer of the Institute at the next annual general meeting.
118. Any Member who has to vacate office as a member of the Council at the end of an annual general meeting under Rule 117 shall not be eligible for election as a member of the Council until the next following annual general meeting.

Election and re-election of Honorary Officers and members of the Council

- I19. All elections and re-elections of Honorary Officers and members of the Council shall be by ballot.
- I20. The ballot shall be held at the annual general meeting.
- I21. At the annual general meeting the President shall appoint three scrutineers to count the votes.
- I22. All proxy forms submitted in accordance with By-law 42 shall be counted as part of the ballot.
- I23. Any Member who attends a general meeting in person may complete and submit those parts of the proxy form that relate to the election or re-election of Council members.
- I24. The scrutineers shall collect the proxy forms of members present at the annual general meeting as well as those that fall within Rule 122. All such forms shall be counted as part of the ballot.
- I25. The result of the elections shall be announced by the President or by the Chief Scrutineer, at the absolute discretion of the President, before the close of the annual general meeting at which the elections were held.

Casual vacancy in an Honorary Office

(Made under the provisions of By-Law 52)

- I26. Any vacancy in any of the Honorary Offices shall be filled by a person chosen by the Council at one or the other of the two meetings of the Council next following the occurrence of such vacancy or as the Council shall otherwise determine.
- I27. The person chosen shall hold office until the next Annual General Meeting of the Institute. Any time spent by a Member in fulfilling a casual vacancy shall be disregarded for all other purposes under the Laws of the Institute.

Co-opted members of the Council

(Made under the provisions of By-Law 56)

- I28. Co-opted members of the Council shall hold office for such period, not exceeding three years at any one time, as the Council in its absolute discretion may determine.
- I29. Co-opted members of the Council shall be appointed on such conditions, in addition to or to supplement, but never to replace, those specifically mentioned in the Laws of the Institute as the Council in its absolute discretion may determine.
- I30. Co-opted members shall not be entitled to vote on any matters considered at any meeting of the Council, but shall be entitled to speak on any matters considered at any meeting of the Council.

Calling meetings of the Council

(Made under the provisions of By-Law 73)

- I31. Except where the President certifies that a matter of extreme urgency is involved, at least five working days notice of a Council meeting must be given.
- I32. Such notice may be given by mail, by telephone call or by electronic mail.
- I33. The notice shall state the date, time and place of the meeting together with an indication of the subjects to be covered.

Quorum

- I34. The quorum for meetings of the Council shall be five elected members including the Honorary Officers.

Proceedings of the Council

- I35. Subject to the Laws of the Institute the Council may meet together for the despatch of business, adjourn, and otherwise regulate its meetings as it sees fit.

136. An e-mail resolution that has been sent, under the provisions of By-law 75, to the e-mail address notified to the Director by each member of the Council or committee as the case may be 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 provided that the Director receives e-mail approval from the correct e-mail address of not less than 75% of the members of the Council or committee as the case may be and none of those responding has voted against the resolution. The time allowed for such responses shall be set by the President or committee chairman as the case may be but shall not be less than 72 hours after the time of despatch of the e-mail resolution.

Standing Committees of the Council

137. The standing committees of the Council shall be:
- (a) an Audit and Risk Committee responsible to the Council for advice on financial matters and risk management; and
 - (b) a Membership & Fellowship Committee responsible for advising the Council on matters concerned with the election of Ordinary Members, Associate Fellows and Fellows and on publicity and marketing, and it is responsible for the Branches; and
 - (c) a Technical Committee to advise the Council on matters concerning navigation and to be responsible for Special Interest Groups, conferences, seminars, lectures and publications.
138. The Council shall set up standing committees to advise it on specific matters including, but not exclusively, finance, membership and technical matters. Each standing committee shall have written Terms of Reference agreed by the Council.
139. Each standing committee of the Institute shall have as members not less than two Council members, such members to be nominated by the Honorary Officers, for approval by the Council.
140. Each chairman of a committee shall be responsible for identifying suitable members for that committee, subject to review and approval by the Council.
141. Any member of a committee can be removed from that committee by a resolution of the Council, passed by a simple majority of those present and voting. The Council shall not be obliged to give any reason for that removal.
142. The minutes of all meetings of committees shall be circulated to all the Honorary Officers and to any member of the Council who requests a copy from the Director.
143. At every meeting of the Council the chairman of each committee shall report on matters concerning the committee and its areas of responsibility that have occurred since the last meeting of the Council.
144. The Standing Committees are encouraged to liaise with each other and relevant external bodies and public authorities, within the limits of their delegated function.
145. Where external bodies of any sort seek a formal opinion from the Institute, or Institute comment on matters of public policy, no individual member of any Committee, or any Committee shall purport to present the Institute's opinion or view unless specifically authorised by the Council.
146. If time is of the essence, the provisions of By-law 75 should be invoked.
147. Every member of Council is expected to be an active member of at least one of the Institute's standing committees or, with the approval of the President, of the committee of a Special Interest Group or Branch.

REIMBURSEMENT OF EXPENSES

148. The Rules regarding the payment of expenses to members of the Institute, including members of the Council or any committee or working party are to be set out in an Expenses Policy that is periodically reviewed and agreed by the Council.

CHARGES FOR INSTITUTE ACTIVITIES

149. The President (or his or her nominated representative) may attend, at no charge, all Institute functions, including those of a social nature, at which their presence is required with the exception of those that are considered to be 'personal' self-supporting events. Such events include:
- (a) the Council dinner, and
 - (b) the Fellows' Lunch
150. Other Officers may attend all Institute functions, other than those of a purely social nature, at no charge until the end of the calendar year in which they held office.
151. Other members of the Council and of the standing committees may attend all Institute functions at a reduced rate, other than those of a purely social nature, until the end of the calendar year in which they held office.

THE SEAL

152. The seal of the Institute shall be kept in the custody of the Director.
153. The seal of the Institute shall not be affixed to any instrument except by authority of resolution of the Council and in the presence of at least two members of the Council and of the Secretary. Every such instrument shall be signed by the two members of the Council in whose presence the seal is affixed and by the Secretary. In favour of any purchaser or person bona fide dealing with the Institute such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

AUDITORS

Retirement of auditors

154. The auditors shall retire at the next annual general meeting after their appointment but shall be eligible for re-appointment.

Remuneration of auditors

155. The Council shall fix the remuneration of the auditors.

Resignation of auditors

156. The auditors may resign their office by giving notice in writing to that effect to the Director. The notice shall bring the auditors' term of office to an end as of the date on which the notice is received by the Director or on such later date as may be specified in the notice.

Vacancy in the office of auditors

157. In the event of any vacancy occurring in the office of auditors between annual general meetings or in the event of a vacancy not being filled at an annual general meeting such vacancy may be filled by the Council at a meeting summoned with notice of the object.

Report of the auditors

158. The chairman of each annual general meeting of the Institute shall decide whether any report of the auditors laid before the meeting shall be read to the members present.

COPYRIGHT

159. The Institute will assume that any paper submitted to it for publication or for presentation at any Institute conference or meeting is an original work of the author or person submitting it, unless informed otherwise.
160. The Institute will also assume that the copyright of any such paper has been assigned to the Institute unless arrangements have been made to the contrary.
161. The Institute will lay no claim to copyright, unless the Council intends to publish the paper.

COUNCIL RULES

162. The Council may make Council Rules governing the establishment, organisation and conduct of branches.
163. The Council may make Council Rules governing any Institute prizes and awards.

ANNEX A

CODES OF CONDUCT

Introduction

1. The Institute's Code of Conduct (at Part A of Annex A to the Members' Rules) and Code of Professional Conduct (at Part B of this Annex A to the Members' Rules) may be varied or replaced from time to time in accordance with By-Law 22(a).

PART A: Code of Conduct

2. All members of the Institute are expected to:
 - (a) Observe the provisions of the Charter and By-Laws of the Institute and any Rules made under them and so conduct themselves as to uphold the reputation, standing and dignity of the Institute and its members.
 - (b) Treat with courtesy, whether in person, on the telephone, by letter or email or through other electronic means, all Institute officers and employees, fellow members and their guests, and associated persons concerned with the business of the Institute or attending any gathering or event of the Institute.
 - (c) Behave in an appropriate manner when attending Institute premises or events.
 - (d) Accept that no member may speak for the Institute, or make any commitments on its behalf, without the authority of the Institute's Council.
 - (e) Abide by the Code of Professional Conduct set out in Part B of this Annex in the discharge of their professional duties.
3. Breaches of the Code will be considered in accordance with the procedures contained in Annex B to the Members' Rules.

PART B: Code of Professional Conduct

4. The Code of Professional Conduct of the Institute places a personal obligation on its members to act with integrity and in the public interest.
5. In discharging their professional engineering duties, members should:
 - (a) Act with due skill, care and diligence and with proper regard for professional standards.

- (b) Prevent avoidable danger to health or safety.
 - (c) Act in accordance with the principles of sustainability and prevent avoidable adverse impact on the environment.
 - (d) Maintain their competence, undertake only professional tasks for which they are competent and disclose relevant limitations of competence.
 - (e) Accept appropriate responsibility for work carried out under their supervision.
 - (f) Treat all persons fairly and with respect.
 - (g) Encourage others to advance their learning and competence.
 - (h) Avoid where possible real or perceived conflict of interest and advise affected parties when such conflicts arise.
 - (i) Observe the proper duties of confidentiality owed to appropriate parties.
 - (j) Reject bribery and all forms of corrupt behaviour and make positive efforts to ensure others do likewise.
 - (k) Assess and manage relevant risks and communicate these appropriately.
 - (l) Assess relevant liability and if appropriate hold professional indemnity insurance.
 - (m) Notify the Institute if convicted of a criminal offence or upon becoming bankrupt or disqualified as a Company Director.
 - (n) Notify the Institute of any significant violation of the Institute's Code of Professional Conduct by another member.
6. Breaches of the Code of Professional Conduct will be considered in accordance with the Disciplinary Procedure at Annex B to the Members' Rules.

Annex B

RIN DISCIPLINARY PROCEDURE

PROCEDURES FOR INVESTIGATIONS, DISCIPLINARY HEARINGS AND APPEALS

Introduction

1. The Institute's Disciplinary Procedure (at Annex B to the Members' Rules) may be varied or replaced from time to time in accordance with By-Law 22(a).
2. The diagram after Paragraph 26 outlines the stages of the Institute's Disciplinary Procedure

Investigations

3. The Disciplinary Panel member appointed under Rule 63 to conduct an Initial Investigation to determine whether a prima facie case is disclosed by the material before them shall consider only the possibility that improper conduct could be established, not the probability. They may seek clarification from the source of the material. The findings of an Initial Investigation shall be reported to the President and the outcome advised to the complainant.
4. Where the Initial Investigation finds the complaint is clearly unfounded, the complainant may appeal the outcome of the Initial Investigation. If the appeal is approved, the President shall appoint a member of the Disciplinary Panel to conduct an Independent Review of the complaint, using the same criteria as for the Initial Investigation. The findings of an Independent Review shall be reported to the President and the outcome advised to the complainant.
5. The Investigation Board appointed under Rule 65(a) shall consider whether there is a case to answer. The Board may make enquiries by correspondence or otherwise. The member who is the subject of the material before the Board shall be entitled but not obliged to comment on that material.
6. The Investigation Board may determine there is no case answer, if it is satisfied that there is no prima facie case of improper conduct or that the allegation is trivial or cannot be pursued for lack of evidence or that it is not in the interests of the Institute to do so. The subject and the President shall be informed.
7. If there is a case to answer, the President shall be informed and the subject shall be informed by a Notice of Complaint in writing within 21 days which shall include:
 - (a) The facts alleged.
 - (b) Reference to any parts of the Code of Conduct or Code of Professional Conduct alleged to be breached.
 - (c) Notice that the complaint will be referred to a Disciplinary Board for hearing on a date to be fixed.
 - (d) Copies of any witness statements and all other relevant documents.
8. The Investigation Board shall then prepare and present the case before the Disciplinary Board. At the Disciplinary Board hearing the Investigation Board may nominate one of its members or occasionally a lawyer to appear.

Disciplinary Procedure

9. The President forthwith upon notification of the Complaint under Annex B Paragraph 6(c) above shall proceed to appoint the Disciplinary Board and its Chair in accordance with Rule 65(b).

10. The Chair shall then forthwith inform the subject of the Complaint and the Investigation Board of the names of the members of the Disciplinary Board.
11. After consulting the Investigation Board and the subject, or those acting for them, the Disciplinary Board shall in its absolute discretion give 28 days' notice (or such shorter time as the parties agree) appointing a place date and time for hearing the Complaint.
12. Under Rule 69 the Disciplinary Board has the power to regulate its own practice and procedure which at the hearing will permit each party to put its case and cross-examine opposing witnesses.
13. At the conclusion of the hearing the Disciplinary Board may announce its decision and, where applicable, any sanctions imposed and will in any event deliver in writing with reasons within 28 days, their decision and any sanctions to the member who is subject to the complaint and inform the President.
14. In reaching its decision the burden of proof is on the Investigating Board and the standard of proof is the balance of probabilities unless dishonesty is alleged when the Disciplinary Board must be sure.
15. If the case has not been proved the Disciplinary Board will dismiss it.
16. If the case has been proved the Disciplinary Board shall determine any sanctions against the member namely admonishment, suspension (for a specified period) or termination of membership. There is no power to order either party to pay costs.

Appeals

17. A member may appeal the decision of a Disciplinary Board on any one or more of the following grounds:
 - (a) The decision was against the weight of the evidence
 - (b) The procedure was unfair
 - (c) The decision was irrational
 - (d) The sanction was disproportionate.
18. A member desiring to appeal must serve on the President and the Chair of the Investigation Board a Notice of Appeal within 21 days of receiving the written decision of the Disciplinary Board, stating which ground or grounds contained in Annex B Paragraph 17 the member will support at the hearing. The President forthwith upon receiving the Notice of Appeal shall appoint a member of the Disciplinary Panel as an Appeals Reviewer to evaluate the basis for an appeal and decide whether the request is upheld. Where the request for an appeal is upheld, the President shall proceed to appoint the Appeals Board referred to in Rule 65(d).
19. The Chair of the Appeals Board shall forthwith inform the member appealing and the Investigation Board of the names of the members of the Appeals Board.
20. After consulting the Investigation Board and the member appealing or those acting for them the Appeals Board shall in its absolute discretion give 28 days' notice (or such shorter time as the parties agree) appointing a place date and time for hearing the Appeal.
21. The Appeal shall be by way of rehearing and the procedure shall be the same as for the hearing above, as set out in Annex B Paragraphs 12 to 16, mutatis mutandis. The Appeals Board may uphold the decision of the Disciplinary Board or substitute its own decision or sanctions, and shall advise the President of the outcome of the Appeal.

Sanctions

22. The President shall advise the Council of the Disciplinary Board's decision and any sanctions imposed or, where leave to Appeal has been approved, the Appeals Board's decision and any sanctions imposed.
23. Any change to the subject member's status in the Institute shall not take effect until 30 days after the decision of the Disciplinary Board or, where leave to Appeal has been approved, the decision of the Appeals Board.
24. Unless the subject member requests it the Institute will not in its discretion publicise the proceedings until the Council has been advised of the decision of the Disciplinary Board or, where leave to Appeal has been approved, the decision of the Appeals Board, and then only if the outcome is adverse to the subject member.

Appeal to the Engineering Council

25. In addition to the Appeals procedure above, where an expelled or suspended member has lost their Engineering Council registration as a result of the Disciplinary Procedure there is a right of appeal to the Engineering Council.
26. Such an appeal shall be conducted in accordance with the procedures set out in Engineering Council regulations which provide for the right to an oral hearing and the right of representation. Such an appeal shall however only lie on grounds of procedural unfairness or irregularity and Engineering Council shall not adjudicate on the substance of the case.

Disciplinary Procedure

Note: 'Chair' is person chairing governing body (Council); appointments might be made by the Council collectively.
 DP = Disciplinary Panel; AP = Appeal Panel
 Where 'Chair informed, complainant should also be informed.

This diagram is provided to aid understanding of the RIN disciplinary process. In the event of inconsistency between the diagram and the corresponding written text, the text version shall take precedence.





