

THE LAWS OF THE INSTITUTE

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THE SECOND SCHEDULE
THE BYLAWS OF THE INSTITUTE

INTRODUCTION

1. In these Bylaws and Regulations “the Charter” means the Charter to which these Bylaws are annexed as amended or added to from time to time and all Supplemental Charters for the time being in force and “the Institute” means the Institute of Chartered Foresters constituted by the Charter.
2. The following words and expressions used in these Bylaws and Regulations shall, unless inconsistent with the subject or context, have the following meanings:

The former Association

The unincorporated association established on 5 August 1926 now bearing the name “The Institute of Foresters” and the members thereof of all grades.

Forestry

Shall include arboriculture and all aspects of the science, economics, conservation, amenity and art of establishing, cultivating, protecting, managing, harvesting, and marketing forests, woodlands and trees for economic, environmental or social outcomes.

The Council

The Council of the Institute.

The Honorary Officers

The President and Vice-President of the Institute.

Fellows

The Fellows of the Institute.

Honorary Fellows

The Honorary Fellows of the Institute.

Professional Members

The Professional Members of the Institute.

Corporate Members

Chartered Members and Technical Members.

Non-Corporate Members

The members of the Institute other than and excluding the Corporate Members.

Chartered Members

The Fellows and Professional Members.

Non-Chartered Members

The members of the Institute other than and excluding the Chartered Members.

The Members

Corporate Members and Non-Corporate Members.

Executive Director

Any person appointed to perform the duties of Executive Director, whether temporarily or otherwise.

The Secretary

Any person appointed to perform the duties of Secretary of the Institute, whether temporarily or otherwise. The Executive Director can be appointed to perform any of the duties of the Secretary.

Salaried Staff

Staff being appointed by or under the direction of the Executive Director.

Regulations

All the Regulations made by the Council as provided by the Charter and Bylaws for the time being in force.

Month

Calendar month.

In writing

A reference to writing or written includes references to any method of representing or reproducing words in a legible and non-transitory form whether sent or supplied in electronic form or otherwise.

A document or information is sent or supplied in hard copy form if it is sent or supplied in a paper copy or similar form capable of being read.

References to hard copy have a corresponding meaning.

A document or information is sent or supplied in electronic form if it is sent or supplied—

(a) by electronic means, or

(b) by any other means while in an electronic form.

References to electronic copy have a corresponding meaning.

A document or information is sent or supplied by electronic means if it is—

(a) sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and

(b) entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.

A document or information authorised or required to be sent or supplied in electronic form must be sent or supplied in a form, and by a means, that the sender or supplier reasonably considers will enable the recipient—

(a) to read it, and

(b) to retain a copy of it.

Laws of the Institute

The Charter, these Bylaws, the Regulations and all rules made in accordance with the provisions of the Charter, these Bylaws and the Regulations.

Meetings

(a) a meeting convened and held in any manner permitted by these Bylaws, including a general meeting at which any of those entitled to be present attend and participate by electronic means, and such persons shall be deemed to be present at that meeting for all purposes of these Bylaws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly; and

(b) shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.

Participating

References to a person's participation in the business of a meeting include without limitation and as relevant the right to speak, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by these Bylaws to be made available at the meeting, and participate and participating in the business of a meeting shall be construed accordingly.

Nothing in these Bylaws precludes the holding and conducting of a general meeting in such a way that persons may attend and participate in it in person or by electronic means.

Present

Means present in person or present by electronic means.

Personally present

Means present but not represented by proxy

Electronic means

Includes, without limitation, website addresses and conference call systems, and any device, system, procedure, method or other facility whatsoever providing an electronic means of attendance at or participation in (or both attendance at and participation in) a meeting

Words importing the singular number shall include the plural number and vice versa.

Words importing persons shall include corporations and firms and other unincorporated bodies or associations.

Words importing the masculine gender only shall include the feminine gender and where the context admits the neuter gender.

Any reference to the making of a Bylaw, Regulation or rule thereunder shall include a reference to the amending of a Bylaw, Regulation or rule already made.

Headings are inserted for convenience only and shall not affect the meaning of these Bylaws nor of the Regulations.

3. Any words and terms which may be defined by the Charter shall, unless the context otherwise requires, have a corresponding meaning in these Bylaws and the Regulations.

MEMBERSHIP

4.
 - a. There shall be two classes of membership of the Institute, namely Corporate Members and Non-Corporate Members.
 - b. Corporate Members shall comprise the Fellows, Professional Members and Technical Members who alone shall have the right to vote on matters concerning the conduct of the affairs of the Institute. Non-Corporate Members shall comprise the Honorary Fellows, Associates, Students, Supporters and Corporate Supporters.
5. A Register shall be kept by or under the control of the Council containing the names of all the members of the Institute showing the grade to which each belongs and giving their last known address.

CORPORATE MEMBERS

FELLOWS

6. Any person who possesses such academic qualifications as are necessary to enable him or her to become an Professional Member, is accepted by the Council as having reached the required standard in either learned or professional accomplishment, has established to the satisfaction of the Council that they have enjoyed at least ten years' experience in the United Kingdom or elsewhere if considered by the Council to be appropriate in the practice of forestry in a professional capacity or in a branch of science having a direct bearing on forestry

and has been an Professional Member for at least five years may be admitted as a Fellow by resolution of the Council.

PROFESSIONAL MEMBERS

7. Any person may be admitted as a Professional Member by resolution of the Council who has had a minimum of two years' experience in the United Kingdom or elsewhere if considered by the Council to be appropriate in the practice of forestry in a professional capacity, or in some branch of science having a direct bearing on forestry, and who has passed the appropriate examination conducted by the Council.

TECHNICAL MEMBERS

8. Any person engaged in forestry in the United Kingdom or elsewhere if considered by the Council to be appropriate and possesses a qualification or experience of forestry in a technical capacity or is considered by the Council to be otherwise suitably qualified may be admitted as a Technical Member of the Institute by resolution of the Council.

TITLES AND DESCRIPTIONS OF CORPORATE MEMBERS

9. Only Fellows and Professional Members may be known as Chartered Foresters or Chartered Arboriculturists.
10. A Fellow shall be entitled to describe themselves as a Fellow of the Institute of Chartered Foresters and to use after their name the initials "FICFor".
11. A Professional Member shall be entitled to describe themselves as a Member of the Institute of Chartered Foresters and to use after their name the initials "MICFor".
12. A Technical Member shall be entitled to describe themselves as a Member of the Institute of Chartered Foresters and to use after their name the initials TechICFor.
13. No Corporate Member shall adopt or describe themselves by any description or abbreviation to indicate the grade of membership of the Institute to which they belong other than as is provided in this Bylaw.

NON-CORPORATE MEMBERS

14. A Non-Corporate Member shall not adopt or describe themselves by any abbreviated title nor use the title Chartered Forester or Chartered Arboriculturist but they may use their grade title in full orally or in writing.

HONORARY FELLOWS

15. The Council shall have the power by resolution to elect a person to be an Honorary Fellow in recognition of notable service to the advancement of forestry knowledge or for any other reason consistent with the objects of the Institute. Honorary Fellows shall enjoy such privileges as may from time to time be determined by the Council and shall not as such be liable to pay any annual subscription.

ASSOCIATES

16. Any person engaged in forestry in the United Kingdom or elsewhere if considered by the Council to be appropriate, not being eligible to become a Professional Member, who is desirous of becoming a Professional Member and either:

- a. possesses a qualification in forestry approved by the Council; or
- b. is studying at a university, college or other institution approved by the Council and intends to qualify with a degree or diploma in forestry or a degree in a branch of science connected with forestry; or
- c. is considered by the Council to be otherwise suitably qualified

may be admitted as an Associate of the Institute by resolution of the Council.

17. Regulations may prescribe the length of time during which an Associate who has failed to qualify as an Professional Member in accordance with these Bylaws may remain an Associate.

STUDENTS

18. Any person who is enrolled for a full-time or part-time course of education and training in forestry approved by the Council may be admitted as a Student by resolution of the Council.

SUPPORTERS

19. Any person who is not eligible for any other grades of membership but is desirous of promoting the objects of the Institute may be admitted as a Supporter by resolution of the Council.

CORPORATE SUPPORTERS

20. Any Association, organisation or other body corporate which is connected with forestry and is desirous of promoting the objects of the Institute may be admitted as a Corporate Supporter by resolution of the Council.
21. There shall be two categories of Corporate Supporter - Commercial and Non-Commercial. The Council shall determine into which category an applicant to be admitted to membership of the Institute as Corporate Supporter shall fall.

ELECTION TO FELLOWSHIP IN EXCEPTIONAL CIRCUMSTANCES

22. Notwithstanding the provisions of these Bylaws, the Council may by resolution elect a Professional Member to Fellowship in cases of exceptional merit; provided that the number of such Fellows shall not at any time exceed ten.

GENERAL

23. The Council shall in all cases have absolute discretion in deciding whether any person shall or shall not be admitted to membership of the Institute. Any person whose application for membership is refused shall be entitled to receive a statement in writing of the reason or reasons for the decision.
24. The rights of any member shall be personal and shall not be transferable.
25. A person shall continue to be a member only for so long as they shall comply with such conditions of and qualifications for membership as shall for the time being be prescribed by or in accordance with these Bylaws, and every member shall be bound:
 - a. to pay such annual subscription appropriate to their particular grade of membership as shall from time to time be prescribed by or in accordance with these Bylaws;

- b. to observe the provisions of the Laws of the Institute for the time being in force.
26. Regulations shall prescribe the procedure to be adopted for the admission or re-admission of persons to each grade of membership or on transfer from one grade of membership to another and for the termination of membership and may impose such other requirements as to the observance of the Laws of the Institute and adherence to the proper standards and practices of the profession of forester as may be thought appropriate.

PROFESSIONAL CONDUCT

27. Every member shall at all times so order their conduct as to uphold the integrity and reputation of the profession of forestry and to safeguard the public interest in matters of safety and health and otherwise. Every member shall exercise their professional skill and judgment to the best of their ability and discharge their professional responsibilities with integrity.

REMOVAL FROM MEMBERSHIP

28. Subject to the Regulations, a member may be removed from membership if found guilty of a disciplinary offence. The procedure for dealing with complaints against members shall be specified in Regulations. Such procedure shall include the right to a fair hearing, the right to representation, and a right of appeal.
29. For the avoidance of doubt, the membership of any member of the Institute who shall have failed to pay the annual subscription appropriate to their grade of membership, and/or any administration fees payable by such member, shall lapse in accordance with the Regulations of the Institute and the provisions of this Bylaw shall not, unless the Council expressly resolve otherwise, apply to any such member.

SUBSCRIPTIONS

30. The annual subscription and any administration fees payable by members shall be set by the Council from time to time by means of a resolution in that behalf passed at any meeting of the Council and confirmed by a Special Resolution duly passed at a General Meeting of the Institute held not less than one month and not more than four months after the date of the relevant meeting of the Council.
- a. Save in the case of a Corporate Supporter, a member of any grade who satisfies the Council that they have retired from regular employment, or is taking an unpaid career break of not less than one calendar year, may pay an annual subscription of less amount than the subscription rate applicable at that time. The amount of such reduced subscriptions shall be determined by Regulations.
 - b. The Council may in its absolute discretion reduce or waive the annual subscription of a member of any grade in a case of hardship.
31. The Council may from time to time by a resolution in that behalf passed at any meeting of the Council and confirmed by a Special Resolution duly passed at a General Meeting of the Institute as aforesaid alter, reduce or waive all or any of the subscriptions and/or any administration fees payable by members in accordance with the Bylaws and Regulations of the Institute.

HONORARY OFFICERS

32. The Honorary Officers of the Institute shall be a President and a Vice-President, both of whom shall be Fellows.

33. The first President, Vice-President and Editor or Editors of the Institute's Journal named in the First Schedule to the Charter shall continue in office until the close of the first Annual General Meeting of the Institute to be held after these Bylaws shall come into effect and shall (subject to the provisions of Regulations) be eligible for re-election.
34. The successors to the said first President and Vice-President shall be elected by the members at the Annual General Meeting of the Institute in accordance with the provisions of the Regulations and they shall continue in office for a period of two years until the close of the Annual General Meeting on the second year after their election and shall (subject to the provisions of the Regulations) be eligible for re-election.
35. In the event of a casual vacancy occurring in any one of the honorary offices of the Institute, such vacancy may be filled by the Council until the close of the Annual General Meeting next following such casual vacancy. Regulations may prescribe the manner in which such casual vacancies may be filled.

THE COUNCIL

CONSTITUTION OF THE COUNCIL

36. The business of the Institute shall be managed by a Council and, subject to the Laws of the Institute, the Council shall have sole control in all matters relating to the management and organisation of the Institute.
37. The Council shall consist of the President and Vice-President, both of whom shall be ex officio members, together with such number of Corporate Members not exceeding twelve and not less than four in number as may be prescribed by Regulations.
38. Regulations may prescribe the qualifications to be possessed by all or any of the persons to be eligible for election to the Council; the method by which the election shall be made and which members of any grade shall be entitled to participate in the election of which candidates for membership of the Council; provided that such Regulations shall always provide that every member entitled to vote at General Meetings shall be entitled to vote for at least one candidate for membership of the Council.
39. Regulations may authorise the Council to co-opt such number of additional or honorary members of the Council (who need not be Members) upon such terms as may be specified in such Regulations.
40. All service on the council shall be honorary and without remuneration, save that members of the Council shall be entitled to be reimbursed out of the funds of the Institute their reasonable expenses incurred in carrying out their duties as members of the Council, including expenses of travelling to and from and attending at meetings of the Council. No member of the salaried staff of the Institute shall be eligible to become a member of the Council.
41. The period of membership of each member of the Council (other than an ex officio or co-opted member) shall be determined by or in accordance with Regulations save that no such period of office shall exceed four consecutive years nor commence within two years of a previous period of office. Notwithstanding anything in these Bylaws, the members in General Meeting may by simple majority pass a resolution of which notice has been given in accordance with Bylaw 72, removing any member of the Council from their membership of the Council before the expiration of his or her period of office. There shall further be power by Regulations to determine the circumstances in which a member of the Council shall vacate their membership otherwise than by reason of the expiration of the term of their membership and the manner in which any casual vacancy occurring amongst the members of the Council may be filled.

PROCEEDINGS AND POWERS OF THE COUNCIL

42. The proceedings of each meeting of the Council including the period of notice to be given to members of the Council; the person to act as Chair at meetings of the Council; voting rights at

such meetings, and all other questions incidental thereto shall be determined by or in accordance with Regulations. Three members of the Council shall constitute a quorum of a meeting of the Council.

43. The Council shall have the following powers:

- a. to make Regulations;
- b. to admit persons to any grade of membership of the Institute and to transfer members from one such grade to another;
- c. to maintain specialised registers of those Corporate Members qualified by training and experience to advise in specific fields, and to determine the method by which individuals qualify for inclusion on such registers;
- d. to provide arrangements whereby persons or organisations may become associated or affiliated with the work of the Institute;
- e. to appoint persons to represent the Institute on examining and other bodies;
- f. to establish and maintain in any country or part of the world in which the Institute carries on its activities a regional register of members resident in such country or part of the world;
- g. to arrange for the grant of diplomas, certificates and awards and for the participation in any scheme for the grant thereof jointly with other professional bodies;
- h. to determine the remuneration of the auditor or auditors;
- i. to accept transfers of all or any part of the property, assets, liabilities and engagements of the former Association;
- j. to govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of the Institute and for that purpose to engage professional or other assistance, to appoint bankers and any other officers or agents whom it may deem expedient to appoint and to pay such reasonable fees or remuneration as it may think fit;
- k. to invest any moneys belonging to the Institute in accordance with the provisions of the Charities and Trustee Investment (Scotland) Act 2005 and any statutory modification or re-enactment thereof for the time being in force, or in the purchase of freehold or leasehold property in the United Kingdom, including rents, provided that as regards leasehold property the term thereof shall have at least sixty years to run;
- l. to sell, buy, let, exchange, lease and accept leases of real and personal property on behalf of the Institute;
- m. to provide and maintain the buildings and premises of the Institute and to acquire and maintain furniture, apparatus and other means necessary for carrying on the work of the Institute;
- n. to borrow money on behalf of the Institute and for that purpose if the Council thinks fit to mortgage or charge all or any part of the property of the Institute whether real or personal and to give such other security, whether upon real or personal property or otherwise, as the Council shall think fit;
- o. to engage, determine the conditions of service of and discharge employees of the Institute and to provide for the welfare of and make provision for schemes of insurance, superannuation, pensions, retirement benefits, gratuities or benevolent arrangements for all such employees and former employees of the Institute and their dependants and relations;

- p. to have the custody and use of the Seal of the Institute;
- q. to exercise any power which shall have been conferred upon or be exercisable by the Institute and which shall not by the Laws of the Institute have been assigned to the members.

REGIONAL GROUPS

- 44. The Council shall have power to establish and dissolve Regional Groups of the Institute consisting of members in such places as the Council may think fit and may make and impose rules and regulations for the administrations and government and for the purpose of defining the powers and duties of Regional Groups.

DELEGATION TO COMMITTEES OF THE COUNCIL, HONORARY OFFICERS AND STAFF

- 45. The Council may appoint and remove committees and other groups, which shall have such composition, such terms of reference and such powers as the Council may prescribe. These committees and other groups shall be responsible to and shall make regular reports to the Council and all decisions taken by such committees and other groups shall be subject to confirmation by the Council unless the Council shall otherwise determine.
- 46. The Council may delegate or assign any of its powers as it may think fit (other than the power to make Regulations) to any such Committee and / or other group and / or Honorary Officer and / or member of salaried staff and / or other persons with suitable expertise.
- 47. The Council may also delegate or assign to the Honorary Officers or Executive Director such powers, tasks and duties as the Council may from time to time determine.

STAFF

- 48. There shall be an Executive Director of the Institute, who shall be appointed by the Council. They may be removed from their office and their appointment terminated by the Council at a meeting convened with express notice that the question of their appointment shall require a resolution passed by not less than three-fourths of the members of the Council present and voting at a meeting of the Council, at which meeting a quorum of the Council shall be present.
- 49. The Executive Director shall, under the oversight of the Council, be responsible for the operational running of the Institute and shall have such other powers and duties as may be vested in them by Regulations.
- 50. Notwithstanding any provision in these Bylaws, a member (or in the case of a member which is a Corporate Supporter, the duly authorised representative of such member) shall not be disqualified from holding the office of Executive Director or from being a member of the salaried staff of the Institute by reason only of membership of the Institute or being the duly authorised representative of such Corporate Supporter.
- 51. The Executive Director shall have power to appoint such other staff as they shall consider fit and to prescribe their duties and the terms of their service.

INDEMNITY

- 52. The Honorary Officers, the members of the Council, the members of Council Committees and other groups established by the Council and the salaried staff of the Institute shall be indemnified out of the funds of the Institute against any expenses or liability incurred by them in or about the discharge of their respective duties. No Honorary Officer, member of the Council, member of Council Committees and other groups established by the Council or member of the salaried staff of the Institute shall be liable for any act other than their own or

for signing any receipt or other document or doing any other act, or for any loss or expense which may happen to the Institute, otherwise than through their own wilful act or default.

FINANCE

53. The funds of the Institute shall, in accordance with the Charter, be applied wholly with the view to the promotion of the objects of the Institute. The administration of all funds of the Institute shall be subject to the oversight of the Council.
54. The Council shall have power to prescribe the persons which shall have power to give receipts for money and to sign cheques and to enter into contracts and to impose liabilities upon the Institute and to pledge the credit of the Institute.
55. The Council shall likewise have power by Regulations to determine that a Reserve Fund shall be created for the purpose of providing against losses on leasehold or other properties subject to depreciation or to meet claims on or liabilities of the Institute or to be used as a sinking fund to pay off encumbrances of the Institute or for any other purpose of the Institute which the Council shall think appropriate.

ACCOUNTS

56. The Council shall cause to be kept proper books of account with respect to all sums of money received and expended by the Institute and the matters in respect of which the receipt and expenditure take place, all sales and purchases of goods and services by the Institute and the assets and liabilities of the Institute. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Institute's affairs and to explain its transactions.
57. The books of account shall be kept in such a place as the Executive Director shall determine and shall be open to inspection by members of the Council during normal business hours.
58. The accounts of the Institute complying with such requirement as to their form and content as may be prescribed by law shall be prepared each year and having been approved by the Council and found to be correct by an auditor or auditors shall subject to the requirements of the law be laid before the next Annual General Meeting.

AUDIT

59. The members in General Meeting shall appoint an auditor or auditors. The appointment, power and duties of the auditor shall be regulated as nearly as may be, and with the necessary modifications, in accordance with the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force. No person shall be appointed auditor who shall be or any of whose partners shall be a member of the Council or the staff of the Institute.
60. The auditor or auditors shall receive such remuneration as may be determined by the Council.

ANNUAL GENERAL MEETINGS

61. An Annual General Meeting of members shall be held once in every calendar year at such time and place(s), including partly or wholly by electronic means, as may be determined by the Council. Not more than fifteen months shall elapse between Annual General Meetings.
62. The business of the Annual General Meeting shall be:
 - a. to receive and consider the report of the Council and the accounts of the Institute for the previous financial year;

- b. to elect the Honorary Officers and members of the Council;
 - c. to appoint, or re-appoint or remove an auditor or auditors; and
 - d. to transact any other business introduced by the Council which under the Laws of the Institute is capable of being transacted at an Annual General Meeting.
63. If any member has any proposals or any matter which they wish to make or bring before an Annual General Meeting they shall give thirty days written notice thereof to the Secretary.

EXTRAORDINARY GENERAL MEETINGS

64. A General Meeting of the Institute other than an Annual General Meeting may be convened at any time by the Secretary on the instructions of the Council, and shall be so convened within two months of the receipt of a written requisition, signed by not less than 3% of all Corporate Members of whom at least 40% must be Fellows, stating fully the objects of the meeting and deposited at the office of the Secretary. Such requisition may consist of several documents in like form. If no such General Meeting has been convened within two months of the requisition as aforesaid a General Meeting may be convened by the requisition in the same manner as nearly as possible as that in which General Meetings are convened by Council, but so that any such General Meeting shall be convened not later than three months after the expiration of the aforesaid period of two months.

GENERAL MEETINGS HELD IN MORE THAN ONE LOCATION OR BY ELECTRONIC MEANS

65. The Council can, from time to time, and in its absolute discretion, make such arrangements as it sees fit in connection with the organisation and administration of any general meeting.
66. Such arrangements can govern admission to the meeting, or admission to a particular location from which members, the Secretary, the Executive Director participate in the meeting, and can provide for participation in the meeting to be at more than one place and / or for the meeting to be held by electronic means.
67. Any such arrangements can only be made on the basis that they are intended to be fair and equitable as between all members and proxies otherwise entitled to attend the meeting.
68. The entitlement of any member or proxy to attend a general meeting, or to participate in it as a particular place, are subject to such arrangements under Bylaw 63 as may for the time being in force and are stated in the notice of meeting to apply to that meeting.
69. In the case of a general meeting where the Council determines at their absolute discretion that participation in the meeting is to be possible at more than one place and / or by electronic means:
- a) The Council may determine that a general meeting is to be held at a principal place and / or subsidiary places, in which case, the Council must direct that the meeting is to be held at a place specified in the notice ('the principal place') at which the person chairing the meeting is to preside, and also make provision for participation in the meeting at other places ('the subsidiary places') by members and proxies;
 - b) The Council may determine that a general meeting is to be held at a principal place and / or subsidiary places and / or by electronic means (a 'hybrid meeting'), in which case, the Council must direct that the meeting is to be held at a place specified in the notice ('the principal place') at which the person chairing the meeting is to preside, and also make provision for participation in the meeting at other places ('the subsidiary places') by members and proxies;
 - c) The Council may determine that a general meeting is to be held by electronic means only, in which case, the Council must direct that the principal place of the meeting is deemed to be the Registered Office of the institute;

- d) The Council is to cause arrangements to be made to ensure that all persons attending the meeting (in whatever place) are able to participate (if entitled to do so) in the business of the meeting and are able to see and hear anyone else attending the meeting while that person is addressing the meeting; and
 - e) The arrangements under this Bylaw 69a) regarding attendance at the meeting may provide for admission to the subsidiary places as well as the principal place and by electronic means so that (so far as possible) any members and proxies entitled to attend the meeting are able to do so in at least one of those places.
70. For the purposes of all other provisions of these bylaws (including quorum bylaw) any meeting which is held at a principal place and one or more subsidiary places and / or by electronic means is to be treated as being held and taking place at the principal place and as attended by members and duly appointed proxies who are present at the principal place or at one of the subsidiary places or by electronic means.
71. Without prejudice to bylaw 77, a failure (for any reason) of communication equipment or any other failure in the arrangements for participation in the meeting at more than one place and / or electronic means, does not affect the validity of the meeting at the principal place, or any business conducted there, or any action taken as a result. The Council can allow the proceedings of a meeting or any part of it, to be viewed elsewhere, whether by a televisual link or by any other means, including electronic means, but any such viewing by any person is not to be taken to be participation in the meeting or form part of, or in any way affect the business of, the meeting in question.

PROCEDURE AT GENERAL MEETINGS

72. Any Special Resolution (as defined by the Charter) and any resolution proposed in accordance with Bylaw 41 which shall be proposed for consideration by the members may be so considered either at an Annual General Meeting of the Institute or at some other General Meeting. In each case notice of the intention to propose such Special Resolution or resolution shall be given to the Secretary in such manner and at such time as may be prescribed by Regulations and to the members at the time when notice of the Meeting is given to the members.
73. All members shall be entitled to receive notice of and to attend any General Meeting of the Institute but no member other than Corporate Members shall be entitled to vote at any such General Meeting. No Corporate Member shall be entitled to vote thereat if on the date of such General Meeting their subscription is in arrears and has been for a period exceeding three months, provided always that notice has been served on such member in accordance with the Regulations of the Institute.
74. A Corporate Supporter may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any General Meeting of the Institute, and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporate Supporter which they represent as such Corporate Supporter could exercise if it were an individual member.
75. No business shall be transacted at any General Meeting (other than the adjournment thereof) unless a quorum of members is present at the time when the Meeting proceeds to business. Twenty Corporate Members personally present and entitled to vote shall constitute a quorum except where a meeting which was either an Annual General Meeting or was convened on the instructions of the Council is required to be adjourned by reason of the absence of a quorum, in which case the Corporate Members present at the adjourned Meeting shall be a quorum.
76. Subject to the Charter and these Bylaws the following matters relative to General Meetings shall be prescribed and regulated by Regulations:
- a. security arrangements;
 - b. the appointment of a Chair of each meeting;

- c. the circumstances in which and the means by which a meeting may be adjourned;
 - d. the period, which shall be not less than twenty-one days, and form of notice of every meeting to be given to each member entitled to attend thereat;
 - e. voting;
77. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any member, or the attendance and voting at any meeting of any person subsequently found not to have been entitled so to attend and vote, and any other defect in the convening, calling and conduct of the meeting shall not invalidate the proceeding thereat.

NOTICES

78. A notice may be served by the Institute upon any member:
- a. Personally,
 - b. By sending it (stamped) to them at their registered address, or to any other address they have given to the Institute for this purpose, or
 - c. By electronic means to any number or address they have given to the Institute for this purpose.
79. Only members having notified the Institute of an address or number in the United Kingdom shall be entitled to have notices served upon them.
80. Any notice required to be given by the Institute to the members or any of them and not expressly provided for by or in accordance with these Bylaws shall be sufficiently given if advertised in such manner as may be determined by Regulations.
81. Any notice sent by post shall be deemed to have been served seven days after it was posted. Any notice sent by electronic means shall be deemed to have been served the next day.
82. To prove that a document was served by post, it is sufficient to prove that it was properly stamped, addressed and posted.
83. To prove that a document was served by electronic means, it is sufficient to prove that the communication was addressed to the most recent electronic address supplied by the member and that it was sent by electronic means to that address and was not automatically returned as undelivered.
84. The signature to any notice to be given by the Institute may be written or printed.
85. Every notice or application to the Council or to the Secretary, except where otherwise specifically provided by or in accordance with the Laws of the Institute, shall be deemed to be sufficiently given or made if the same be signed by the persons giving or making the same, and be delivered to the Secretary personally or be left at the office of the Institute addressed to him or her within normal working hours on any day, except a Saturday, Sunday or public holiday, or be forwarded to him or her at the office of the Institute by post prepaid, and every person giving or making such notice or application shall be entitled to require acknowledgement by the Secretary of the receipt of such notice or application.
86. Notice of any General Meeting of the Institute shall be given in any manner provided by Regulations to:
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied the Institute with an address in the United Kingdom for the giving of notices to them;
 - (b) the auditor or auditors for the time being of the Institute.
- No other person shall be entitled to receive notices of or to attend General Meetings.

REGULATIONS

87. The Council shall make and from time to time revoke, amend or add to Regulations for the purposes specified in the Bylaws and for such other purposes as the Council may determine and shall publish such Regulations.
88. No Regulation shall be inconsistent with the Charter or with these Bylaws.

THE REGULATIONS OF THE INSTITUTE

Regulations require the approval of Council before they can be made, amended or deleted.

MEMBERSHIP

1. Candidates for membership shall apply on a form of application which shall be supplied by the Secretary. This form, when completed and signed by the candidate, shall be forwarded to the Secretary. If a Corporate Member is required to act as a sponsor they must satisfy themselves as to the accuracy of the statements contained in the application, normally from personal knowledge of the applicant.
2. On being satisfied that the application is apparently in order, the Secretary shall accept the application, reject the application or request further information. A rejected applicant shall have the right of appeal to the Professional and Educational Standards Committee. A person whose application for membership is refused shall be given a statement in writing of the reason or reasons for the rejection.

Bylaws 23 and 26

PROFESSIONAL MEMBERS

3. Professional Members shall fulfil the following requirements:
 - (a) have achieved Associate membership of the Institute as defined in Regulations; and
 - (b) have been engaged full-time in a managerial, supervisory or scientific capacity for not less than two years in the United Kingdom (or elsewhere if considered by the Council to be appropriate) in the practice of forestry, arboriculture, or other closely related discipline, or in a branch of science having a direct bearing on forestry or arboriculture or closely related discipline; and
 - (c) have passed the Institute's Professional Examination.or
 - (d) have satisfied the Examinations Board through the Assessed Professional Competence route.

The Professional and Educational Standards Committee shall have the power to investigate and decide on behalf of the Council whether the professional practice cited should be accepted or rejected.

Bylaw 7

4. The approved qualifications referred to in Bylaw 16(a) shall be those approved by the Council from time-to-time.

Bylaw 16

5. The approved Institutions referred to in Bylaw 16(b) shall be those approved by the Council from time-to-time.

Bylaw 16

TECHNICAL MEMBERS

6. Technical Members shall fulfil the following requirements: *[to be added by Council]*

ASSOCIATES

7.
 - (a) New entrants to Associate Membership shall be expected to achieve the requisite number of points to enter the Institute's professional examination. The criteria for

Associate points shall be determined by the Council and shall include a degree or degree-level qualification and professional experience. The full criteria for Associate Membership and the list of approved qualifications shall be published by the Council from time-to-time.

- (b) Associates who, after 10 years from the date of joining the Institute as Associates, have not qualified for Professional Membership shall not be entitled to retain their Associate membership.
- (c) Associates who fail to qualify for Professional Membership after 10 years from the date of becoming Associates shall be removed from membership. Such person shall not be eligible for re-admission as Associate members.

Bylaw 17

STUDENTS

- 8. Persons admitted to membership as Students, in accordance with Bylaw 18 shall cease to qualify as Students on 31 December of a year in which they ceased to be enrolled in the approved course. Alternatively persons admitted to membership as Students may, on graduation and award of a qualification referred to in Council Regulation 3, request admission to Associate membership at a date earlier than 31 December. Members accepted for such transfer shall pay a subscription for the part year equal to half the difference between the current Student's subscription and the Associate's subscription.
- 9. It is the intention of the Council that junior students at the approved institutions referred to in Regulation 4 should normally join the Institute as Students and that entry as Associates by those studying at the approved institutions should be limited to those nearing completion of their course.

Bylaw 18

FELLOWS

- 10. Applicants for Fellowship will have held Professional Membership for a minimum of five years and have at least ten years' professional experience (Bylaw 6). They shall have demonstrated significant professional experience and have made a substantial contribution to the profession.
- 11. Every candidate for admission into the grade of Fellow shall:
 - (a) have been a Professional Member for a minimum of five years and have a minimum of ten years' professional experience (Bylaw 6);
 - (b) have demonstrated significant professional experience;
 - (c) have made a substantial contribution to the profession;
 - (d) be sponsored by two Fellows who shall have known the candidate for a minimum of two years;
 - (e) deliver to the Secretary a completed application form including a curriculum vitae of the applicant's professional experience and such evidence of Continuing Professional Development as shall from time to time be prescribed by the Council.
- 12. As a guide, the Council shall from time to time publish a guidance note on the criteria in (b) and (c) above.
- 13. The Secretary shall forward the application and supporting documents to the Professional and Educational Standards Committee who shall be responsible for assessment. The Committee shall at its first meeting after the receipt of the application, consider the application and shall recommend its acceptance to the Council, or shall reject it, or shall, if unable to come to a decision, seek further information from the applicant.

Bylaw 26

LAPSED MEMBERSHIP AND RESIGNATION

14. An individual's membership may lapse as a result of failure to pay their subscription due to the Institute (Regulation 30 following and Bylaws 25 and 28), or a member may be removed from membership by the Professional Complaints Panel or a member may resign from the Institute by sending their resignation to the Secretary and, within thirty days after the sending of such resignation, or upon its earlier acceptance by Council, they shall cease to be a member of the Institute.

Bylaws 25 and 26

EXAMINATIONS

15. The Council shall cause a professional examination to be held for candidates seeking admission to the grade of Professional Member and may in addition conduct or approve such other examinations in such appropriate subjects to be conducted on their behalf or provide for such other form of academic test or interview as the Examinations Board may prescribe.
16. The Council shall cause a technical examination to be held for candidates seeking admission to the grade of Technical Member and may in addition conduct or approve such other examinations in such appropriate subjects to be conducted on their behalf or provide for such other form of academic test or interview as the Examinations Board may prescribe.

Charter 3(a) and 3(b), Bylaws 7, 8 and 43b

17. The Examinations Board shall make and the Council shall publish Rules consistent with these Regulations governing the times and places at which such examination, academic test or interview shall be held, the subjects which they shall comprise, the fees (if any) to be paid or deposited by candidates in respect thereof, and the conditions under which candidates may be admitted thereto, and shall have the power from time to time to vary or rescind any such Rules.
18. The Examinations Board, through its Chair, shall submit all its reports and decisions to the Council.
19. The Examinations Board shall be responsible for the preparation, conduct and assessment of the Institute's professional and technical examinations.
20. The Professional and Educational Standards Committee shall prepare and the Council shall publish in their approved form the Rules, Syllabus and Guidance Notes covering the Institute's professional and technical examinations. The Committee shall advise the Council on the experience and qualifications which members shall have before they may present themselves for the Institute's professional or technical examinations.

CONTINUING PROFESSIONAL DEVELOPMENT

21. Fellows, Professional Members and Technical Members are required to undertake a minimum number of hours of continuing professional development. Both the number of hours and the activities which provide continuing professional development for Corporate Members will be determined by Council.
22. Council may waive the continuing professional development obligations of a retired Corporate Member who signs a declaration that they are not practising or offering any professional or technical service that would be offered as a Corporate Member.
23. Council will determine the continuing professional development obligations of Corporate Members undertaking career breaks.
24. Continuing professional development as delivered in Regulations 21 and 22 will comprise a minimum of 100 hours over any consecutive three-year period, with a minimum of 75 hours coming from structured learning and 25 hours from unstructured learning. A list of activities

which qualify for continuing professional development will be published by Council from time to time.

25. A Fellow, Professional Member or Technical Member undertaking a career break, for reasons such as maternity or paternity leave or unemployment and who signs a declaration that they are not practising or offering any professional or technical service that would be offered as a Corporate Member may undertake their continuing professional development as unstructured learning.
26. Any Corporate Member returning to practice will be required to undertake a specific number of continuing professional development hours in the previous twelve months. The extent of this requirement will be determined by Council.

SUBSCRIPTIONS

27. Annual subscriptions shall be payable on admission to membership and thereafter on each 1 January for the year ending 31 December following, at the rate for the appropriate grade. A person admitted to membership after 30 June may pay 50 percent of the annual subscription for the remainder of that year only.
28. Subject to Bylaw 31, a member who fails to pay their subscription in full within three months of the due date for payment thereof shall be required to pay an administration fee as determined in accordance with Bylaw 30.

Bylaw 30

29. If a member, Corporate or non-Corporate, should fail to pay their annual subscription in full on or before the first day of April following the date upon which it became due, or should fail to pay any moneys due to the Institute whether in respect of an administration fee, levy or otherwise within three calendar months from the date on which they became due, then the member shall be given notice in writing that they shall, with immediate effect upon receipt of such notice, lose the right to attend or vote at General Meetings of the Institute and to receive all other privileges of membership and upon receipt of such notice the relevant member shall lose such rights and privileges until such time as the relevant member shall have paid their annual subscription and any administration fees, levies or other monies due to the Institute.

Bylaws 25 and 73

30. If a member's annual subscription and/or any administration fees or levies remain unpaid within three months of the date upon which the annual subscription became due, they shall be given notice in writing that unless payment is received within six weeks from the date of the notice that the Council will lapse their membership in accordance with this Regulation 30. If a member's annual subscription or any administration fees or levies or other monies due to the Institute remain unpaid on the expiry of the said period of six weeks the membership of that member shall lapse automatically (without any further notice or action by the Institute and/or the Council) and such member shall on the date of expiry of said period of six weeks cease to be a member of the Institute.
31. A former member who has been expelled from membership because of financial arrears or non-payment of moneys due to the Institute may be reinstated by the Professional and Educational Standards Committee on payment by the member of all arrears of subscriptions or other moneys which were due at the date of the member's expulsion and all or any part required by Council of any fees or expenses, costs or losses incurred by the Institute in consequence of their default.

Bylaw 26

32. Membership at a reduced subscription rate shall be applicable to members who affirm that they have no income from the practice of forestry except their retirement pension or the equivalent of a retirement pension, or are taking an unpaid career break of not less than one calendar year. These privileges shall be withdrawn if this condition ceases to apply. The reduced subscription payable under Bylaw 25. shall be one-third of the normal subscription applicable.

REGISTER OF MEMBERS

27. The Secretary shall maintain a Register of Members. The Register will show the member's name and address, the year the member was accepted into their current grade of membership and such other classifications of members and in such format as Council shall from time to time approve.
28. The Secretary shall publish a list of names of Members and their respective Grades of Membership on the Institute's website or make otherwise publicly available.
Bylaws 5, 43.c and 43.f

CODE OF CONDUCT

29. General
- a. The Council shall maintain a Code of Conduct. This Code shall apply to all members of the Institute and shall be available for public inspection.
 - b. Members who are principals shall endeavour to ensure that staff, insofar as they relate to the scope of their practice, whether or not their staff are members of the Institute, are in accordance with the Professional Values and comply with the Code of Conduct and the Rules for the Professional and Ethical Standards.
30. Professional and Ethical Standards
- a. Act with integrity
 - b. Always provide a high standard of service
 - c. Treat others with respect
 - d. Take responsibility
 - e. Act in a way that promotes trust in the profession
 - f. Have regard for sustainability throughout your work

Charter 3(i), Bylaw 27

COMPLAINTS AND DISCIPLINE

31. Council shall approve a procedure to be adopted in connection with complaints under the Code of Conduct, a copy of which is available from the Secretary.
Bylaws 4.b, 27 and 28, Regulations 29 and 30

THE COUNCIL

ELECTION OF THE COUNCIL

32. The Institute shall elect at every other Annual General Meeting the following Honorary Officers for a term of 2 years each:

The President - who shall be a Fellow
The Vice-President - who shall be a Fellow.

Both Honorary Officers shall be resident in the United Kingdom.

33. The Honorary Officers shall not hold that office for more than one term unless the Council recommends that, because of special circumstances, they should be eligible for re-election and able to serve for a further term.

34. The elected members of Council, other than the Honorary Officers, shall consist of:

Up to Five Fellows of the Institute
Up to Seven Professional or Technical Members of the Institute.

35. These Councillors shall hold office for two years and shall be eligible for re-election for one further period of two years. No Councillor shall be eligible for re-election until two years after serving two consecutive periods of two years.

36. If a Councillor who is a Professional Member of the Institute is promoted to Fellow then they shall be entitled to complete their term of office.

Charter 5, Bylaws 37 and 41

37. In the election of the Honorary Officers and the members of Council, when there are more nominees than vacancies, there shall be a ballot of all the Corporate Members. The arrangements for making nominations and carrying out the ballot shall be determined by Regulations 43-51 inclusive.

Bylaw 34

38. The Council shall have power to co-opt in any year up to three individuals (may be members or non-members of the Institute), to ensure a diverse Council with a balance of different backgrounds, skills and experience, to serve as Additional Councillors for not more than two years. Additional Councillors shall be eligible for co-option again for a second term but shall not serve in this capacity for more than four consecutive years.

Bylaws 39 and 41

39. A member of the Council may resign by sending their resignation in writing to the Secretary and, thirty days after sending in such resignation, or upon its earlier acceptance by the Council, they shall cease to be a member of Council.

Bylaw 41

40. A member of the Council shall cease to be so:

- a) If they cease to be a member of the Institute, or are suspended or excluded for any period from membership.
- b) If they are absent from two consecutive meetings of the Council without the consent of the Council.

Bylaw 41

41. In the event of a casual vacancy occurring in any one of the honorary offices of the Institute, Council may elect and appoint to the vacant office a member who is qualified, but only until the next Annual General Meeting. The member nominated need not be a member of the Council but, if elected, they shall be a member of Council until the next Annual General Meeting. Notice of the proposal to fill the vacancy shall be given in accordance with Regulation 53. The Council shall decide the election by simple majority.

Bylaw 35

42. The Council, at any time during the term of any Councillor, may fill any casual vacancy by appointing a member who is qualified for election but only until the next Annual General Meeting.

Bylaw 41

43. Two Corporate Members may nominate any Fellow, Professional Member or Technical Member as a candidate for election as an Honorary Officer or to Council by sending such nomination to the Secretary in writing at least 60 days before the Annual General Meeting or such other date as may be fixed for a single year by Council.

Bylaws 34 and 37

44. The Secretary shall ascertain from each nominee suggested pursuant to Regulation 43 that they are willing to accept office and will ask them for supporting information of a length and in a format determined by Council for inclusion in the notice accompanying the ballot paper. In the event of a candidate not providing such information, the notice will give their name and employment only. In the event of a candidate submitting more than the prescribed information any excess information will not be published.

Bylaws 34 and 37

45. A ballot paper shall be sent to each Corporate Member by electronic means (if no electronic address is held by the Secretary for any member, notice may be given by post to an address supplied by the member for that purpose) not less than thirty days before the Annual General Meeting. The ballot paper will list all the Fellows, Professional Members and Technical Members who are standing for office as well as their proposers and seconders.

Bylaws 34 and 37

46. The ballot paper shall be returned to the Secretary and received at least 48 hours before the time for the Annual General Meeting. The Secretary shall secure the ballot papers and be responsible for examining and counting them.

Bylaws 34 and 37

47. On or as soon as convenient after the date indicated for the return of the papers, the votes received by that date shall be counted by the Secretary, and the result shall be reported to the Annual General Meeting and published in the Institute magazine.

Bylaws 34, 37 and 62

48. When a ballot is held to elect members as Honorary Officers or Councillors, the election shall be by simple majority of the valid votes cast in a single ballot, i.e. the candidate who received the most valid votes shall be elected. In the event of a tie the member shall be declared elected who is senior by date of admission to their present grade of membership of the Institute.

Bylaws 34 and 37

49. In the event of a candidate named in the ballot paper ceasing by death or otherwise to be a member of the Institute after the ballot papers have been prepared, the ballot shall not be invalidated and the election shall proceed with respect to the remaining candidates.

Bylaws 34 and 37

50. In the event of there being no nomination for a vacancy the Council may make a nomination for the vacancy and the Council's nominee shall be declared elected.

Bylaws 35 and 37

51. An accidental omission to send a ballot paper to any member entitled to receive a ballot paper shall not invalidate the election of any Corporate Member to which that paper related.

Bylaw 77

PROCEEDINGS AND POWERS OF THE COUNCIL

52. The Secretary shall call meetings of the Council at such places and times and on such dates as, in consultation with the President, may be determined according to the business on hand. Normally the Council shall meet three times each year but the Secretary shall also convene a meeting of Council on the request of the President, or on a written demand from five members of the Council, in which demand they shall state the business which they wish to be transacted.

Bylaw 42

53. Save as provided in the Bylaws, Council members shall receive at least seven days' notice of every meeting, and the notice calling it shall state the business to be transacted, but a meeting may be called at notice shorter than seven days if two-thirds or more of Council members consent to this.

Bylaw 42

54. In the event of there not being a quorum, an adjourned meeting shall be held not later than thirty days thereafter to dispose of the business. The President, or in their absence the Vice-President, shall preside, and in the absence of both the meeting shall depute one of the Fellows present to preside. Every question shall be determined by a simple majority of members present and voting, each member having one vote and the Chair, in cases of equality, having a second or casting vote, except in those cases where special provisions have been made. At an adjourned meeting the Members present shall constitute a quorum, but no business shall be transacted other than the business unfinished at the meeting from which the adjournment took place.

Bylaws 39 and 42

GENERAL MEETINGS

55. All members shall be advised of the date and place of any General Meeting not less than twenty-one days before the meeting is due to take place.
56. Notice of a General Meeting must be in the form agreed by Council and specify the date and time of the meeting and state the purpose of the meeting, setting out the text of any special resolutions.
57. In the event of a General Meeting taking place in more than one location and / or by electronic means, the notice of Meeting must set out the method of voting to be used. Any such method of voting must allow every member who is present and entitled to vote, to exercise their vote in a fair and equitable manner.
58. Notice of a General Meeting must be given to members by:
- a. Electronic means (but excluding telephone) and
 - b. being displayed on the Institute's website.

If no electronic address is held by the Secretary for any member, notice may be given by post to an address supplied by the member for that purpose.

59. Security arrangements: The Council and the person chairing any general meeting can make any arrangement and impose any requirement or restriction it or they consider appropriate to ensure the security of a general meeting including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that can be taken into the meeting place, rules regarding health and safety checks to be carried out before admission to the meeting. The Council and the person chairing any general meeting can refuse entry to a person who refuses to comply with any arrangements made, or requirements or restrictions imposed under this Regulation.

Bylaw 76

60. The President, or in their absence the Vice-President, shall chair all meetings of the Institute. If both are absent then the meeting may appoint any Corporate Member to be Chair.

Bylaw 76

61. Twenty Corporate Members personally present and entitled to vote shall constitute a quorum, and if there is not a quorum an adjourned meeting shall be held not later than thirty days thereafter to dispose of the business.

Bylaws 75 and 76

62. The Chair of any General Meeting may, with the consent of the meeting, adjourn such meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business unfinished at the meeting from which the adjournment took place. The usual notice shall be given of any adjourned meeting, unless such notice be expressly dispensed with in the resolution for the adjournment.

Bylaw 76

63. A Corporate Member entitled to vote at any General Meeting, but who cannot attend, may appoint another Corporate Member who is entitled to vote at the meeting, or the Chair of the Meeting, to be their proxy. The instrument of proxy shall be signed by the appointer and delivered to the Secretary at least three clear days before the meeting in question. The proxy may vote at the meeting on behalf of the proxy appointer on any subject contained in the agenda subject only to any directions given by the appointer in the instrument of proxy. A Corporate Member may hold up to five proxies but the Chair of the Meeting may hold any number.

VOTING

64. Every resolution must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
- The Chair; or
 - Not less than five Corporate Members present in person or present by proxy and having the right to vote on the resolution.
65. Unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by carried by a particular majority or lost and an entry to that effect in the minute book, is conclusive evidence of such fact without proof of the number or proportion of the votes recorded for or against such resolution.
66. Votes on a show of hands or a poll at a meeting can be either by the member present or by proxy.
67. A member who is entitled to vote, may vote at a general meeting notwithstanding that they have appointed a proxy but if they do so the vote of their proxy must not be counted.
68. Subject to Regulations 61 and 63, voting at general meetings is conducted as follows but subject to such amendments as the Council may determine to ensure that those members present by electronic means or otherwise are able to exercise their vote in a fair and equitable manner:
- On a show of hands every corporate member who is present is entitled to have one vote and every corporate member present who has been duly appointed as a proxy is entitled to have one vote in that capacity, provided that the proxy is entitled to have one vote for the resolution and one vote against the resolution if:
 - The proxy has been duly authorised by more than one member entitled to vote on the resolution; and
 - The proxy has been instructed by one or more of those members to vote for the resolution and by one or more of those members to vote against the resolution.
 - On a poll every member who is present or by proxy is entitled to have one vote.
 - In the case of an equality of votes the Chair of the Meeting shall be entitled to a second or casting vote.
 - No objection shall be made to the validity of any vote except at a meeting at which such vote shall be tendered and every vote not disallowed at such meeting shall be valid. The Chair of the meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting.
 - The Chair of the meeting directs when and how the poll vote is to be carried out and determines a time and place for declaring the result of the poll.
 - A poll vote must be carried out at the same time and place and within a reasonable time period after the direction to carry out a poll vote has been given and can only be carried out at a different day and place in exceptional circumstances and for good cause.
 - The Chair can engage with the Secretary as to the running of the poll.
 - The result of the poll is deemed to be the resolution of the general meeting at which the poll was demanded. The Secretary shall be responsible for counting votes and polls at a General Meeting. The Secretary shall agree the numbers of votes cast for and against each resolution and shall report to the Chair who will announce the result.
69. Every instrument of proxy shall be in writing in, or as nearly as may be, the following form:

I (name and designation), a Corporate Member of the Institute of Chartered Foresters, do hereby appoint (name and designation of proxy), or in their absence (name and designation of substitute proxy), both Corporate Members of the Institute, to act and vote as my proxy at the (Annual or Extraordinary) General Meeting of the Institute to be held in (place of meeting) on the (date) day of (month) in the year (year), and at all adjourned meetings thereof.

*(Signature of Appointer)
(Address)*

(Date)

AMENDMENTS TO THE LAWS

70. No proposal to amend the Charter, Bylaws and/or Regulations of the Institute shall be made except by the Council of the Institute. Any such proposal to amend the Charter and / or Bylaws of the Institute shall be put to the members in General Meeting in the form of a Special Resolution.

THE COMMITTEES OF THE COUNCIL

71. The Council can create or remove Committees and other Groups. Council shall determine the composition and terms of reference of all such Committees and Groups. Bylaw 45
72. The Committees and other Groups, shall be responsible to the Council and shall have power of independent executive action as Council may from time to time direct except the power to make Regulations.
73. Unless otherwise determined by the Council, these Bylaws and/or Regulations, they shall report their business, recommendations and decisions to the Council and such business, recommendations and decisions shall be subject to confirmation by the Council.

PROCEEDINGS AND POWERS OF THE COMMITTEES AND OTHER GROUPS OF THE COUNCIL

74. Subject to the Bylaws and / or Regulations of the Institute and to any terms and conditions imposed by the Council, a committee of the Council or Other Groups can meet for the dispatch of business, adjourn and otherwise regulate its proceedings as it thinks fit.
75. A committee of the Council or Other Groups can hold physical meetings or meet by electronic means.
76. A meeting held by electronic means is deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the person chairing the meeting is.
77. In the event that a vote is required at any meeting, each matter or question shall be determined by a simple majority of members present and voting, each member having one vote and the Chair, in cases of equality, having a second or casting vote, except in those cases where special provisions have been made.
78. In the event of there not being a quorum for a meeting as set out in the relevant Regulation(s), an adjourned meeting of the foregoing Committees, Panel or Boards, shall be held not later than thirty days thereafter to dispose of the business of the said Committee, Panel or Board. At an adjourned meeting the Members present, provided always that there is a minimum of three, shall constitute a quorum, but no business shall be transacted other than the business unfinished at the meeting from which the adjournment took place.

AWARDS

THE SILVICULTURAL PRIZE

79. The following shall be the procedure to be adopted in connection with the award of the Percy Stubbs and John Bolton King and Edward Garfitt Prize for Silviculture (the Silvicultural Prize):
1. The Prize may be awarded for a paper that has been published in *Forestry* or its Supplement during the three preceding years.
 2. Should Council decide that no paper of adequate standard has been published to justify an award in a particular year, no Prize may be given in that year and the money not disbursed shall be added to the capital of the Prize.
 3. In November the Editor shall send to the Secretary the name of the proposed recipient, if any, together with a brief statement of the reasons for the award.
 4. The Secretary shall include the proposal in the agenda of the next meeting of Council.
 5. The award, if approved by Council, shall be announced at the next Annual General Meeting of the Institute.
 6. In the case of a paper with more than one author the prize will be divided equally between the several authors.
80. In making the award of the Silvicultural Prize, preference shall be given to papers describing the results of original research in silviculture and to original contributions to the theory and practice of silviculture. For purposes of the award of this prize "silviculture" shall be defined as the theory and practice of controlling the establishment, composition and growth of forests and shall include the relationship of tree growth to environmental factors and the effects on tree growth of other plants, micro-organisms, insects, birds and other animals.

Charter 3(g), Bylaw 43(g)

THE INSTITUTE'S MEDAL

81. The following shall be the procedure to be adopted in connection with the award of the Institute's Medal:
1. No proposal to award the Medal shall be made except by a Corporate Member.
 2. A Corporate Member desiring to propose the award of the Medal shall send to the Secretary a signed motion in which he or she shall specify the proposed recipient and state briefly the services rendered which the mover considers to have been sufficient to justify the proposed award.
 3. The Secretary shall include the motion in the agenda for the next meeting of the Professional Standards Committee (the Committee).
 4. The Committee, on the matter being brought before it, may:
 - (a) resolve to recommend to the Council that the award be made; or
 - (b) postpone consideration until the next meeting of the Committee in order to give the mover time to bring forward further evidence in support of their motion in the agenda for the next meeting of the Committee; or
 - (c) hold over a recommendation for reconsideration at a subsequent time; or
 - (d) resolve that the services rendered have not been sufficient to justify an award, in which case its decision shall be binding and that a further motion shall not be submitted for three years from the date of the Council's decision.

5. A recommendation by the Committee for the award of the Medal shall be brought before the next meeting of the Council for approval.
6. The award, if approved by the Council, shall be announced at the next Annual General Meeting of the Institute.

Charter 3(g)

THE PRESIDENT'S AWARD

82. The following shall be the procedure to be adopted in connection with the President's Award:

1. The President may from time to time propose to Council that the President's Award be bestowed on an individual or individuals who has or have given meritorious service to the Institute at either national or regional level.
2. If Council so approves, members will be informed of the Award at the next General Meeting of the Institute.
3. The form of each President's Award will be determined by Council.

REGIONAL GROUPS

83. In accordance with Bylaw 44, the Council of the Institute shall establish Regional Groups to promote and support the objects of the Institute. Such Regional Groups shall have defined boundaries and shall cover all of the United Kingdom.

84. Council shall approve a written constitution of each Regional Group.

Bylaw 44

85. The Regional Groups currently recognised by Council are:

1. North Scotland
2. South Scotland
3. North England
4. East England
5. English Midlands
6. South East England
7. South West England
8. Wales
9. Northern Ireland

Bylaw 44

THE SEAL

86. The Seal of the Institute shall be affixed to such certificates, deeds and documents as require to be sealed, only in the presence of the President and the Vice-President, or such other persons as they may respectively appoint in writing for the purpose, and the President and Vice-President or such other persons as aforesaid shall sign every instrument to which the seal of the Institute is so affixed in their presence.

Charter 1, Bylaw 43.p

DUTIES OF THE SECRETARY

87. Each of the duties of the Secretary may be undertaken by the Executive Director or shall be allocated to a member of salaried staff by the Executive Director.

Bylaw 49

88. The Secretary shall call all meetings of the Institute and Council, according to the Charter, Bylaws and Regulations, and shall be present at and keep a correct record of the proceedings at such meetings. The Secretary shall, if required by the Chair, call and attend the meetings of the Committees of Council.
89. The Secretary shall keep a Register of Members and such other records and registers as the Council may from time to time direct and, at intervals decided by the Council shall issue each Member with a periodical containing information relevant to the objects of the Institute. The Secretary shall also carry out such other duties as the Executive Director may from time to time direct.

Bylaws 5, 43.c and 43.f

FINANCES

90. The Institute of Chartered Foresters provides education advice, continuous professional development, training and examination services to students and tree professionals seeking to develop their careers. Any profits which are generated over and above our direct and indirect costs from educational activities such as seminars, conferences and examination activities will be reinvested into educational activities pursuant to our overall charitable aims and objectives.
91. Every balance sheet of the Institute shall be drawn up so as to give a true and fair view of the state of affairs of the Institute as at the end of its financial year, and every income and expenditure record of the Institute shall give a true and fair view of the income and expenditure record of the Institute for the financial year and how this income has been expended.
92. Council shall approve a schedule of delegations of authority which will include such matters as signatories of the Institute and individuals with the authority to make payments on behalf of the Institute.
93. The books of account shall be kept in the Registered Office of the Institute.

Bylaws 58

Bylaws 54

ISLE OF MAN AND THE CHANNEL ISLANDS

94. For the purposes of these Regulations the term United Kingdom shall be deemed to include the Isle of Man and the Channel Islands.