

THE ANNEX

THE REGULATIONS OF THE LANDSCAPE INSTITUTE

1. QUALIFICATION FOR MEMBERSHIP

The following are Corporate Members of the Institute.

1.1 Fellows

1.1.1 Fellows shall comprise all persons who have been admitted or transferred into the grade of Fellows so long as their names are on the Register as such.

1.1.2 Every candidate for admission or transfer into the grade of Fellow shall:

- (i) Have had such practical experience of and responsibility for important work in Landscape Architecture as may be required by Regulations made from time to time by the Board.
- (ii) Be sponsored by two corporate or retired members, one or both of whom shall be a Fellow or a more senior grade, who shall each deliver to the Chief Executive a confidential written statement as to his or her knowledge of the candidate's professional experience and personal integrity.
- (iii) Deliver to the Chief Executive a completed application form including a curriculum vitae of the candidate's professional experience and such evidence of Continuing Professional Development as shall from time to time be prescribed by the Board ; and
- (iv) Shall provide to a Fellowship Admissions Board such documentary evidence of his or her practical experience and responsibility for important work in landscape architecture as is reasonably required and may when required to do so by a Fellowship Admissions Board attend an interview with that Board to present such documentary evidence.

1.2 Chartered Members

1.2.1 Chartered Members shall comprise all persons who have been admitted into the grade of Chartered Member so long as their names are on the Register as such. All those admitted into the grade of Member on or before [date] shall be deemed to meet the requirements for admission as Chartered Members.

1.2.2 Every candidate for admission into the grade of Chartered Members shall:

- (i) save in exceptional circumstances approved by the Board have been a member of the grade of Licentiates for at least two years;
- (ii) have passed the required Professional Practice Examination; and
- (iii) have accepted an obligation to undertake Continuing Professional Development.

2. The following are Non-Corporate Members of the Institute.

2.1 Academic Members

2.1.1 Academic Members shall comprise all persons who have been admitted into the grade of Academic Member, so long as their names are on the Register as such.

2.1.2 Every Candidate for admission to the grade of Academic Member shall

- (i) deliver to the Chief Executive a completed application form, including a curriculum vitae of their qualifications and experience
- (ii) hold such qualifications and experience as would normally meet the requirements prescribed under Reg 1.2.2 for admission to Licentiate membership
- (iii) demonstrate their contribution to the development and understanding of landscape architecture in some or all of its forms, as defined in the Charter, through teaching and/or research in Higher Education.

2.2 Academic Fellows

2.2.1 Academic Fellows shall comprise all persons who have been admitted into the grade of Academic Fellows, so long as their names are on the Register as such.

2.2.2 Every Candidate for admission to the grade of Academic Fellow shall:

- (i) deliver to the Chief Executive a completed application form, including a curriculum vitae of their qualifications and experience
- (ii) hold such qualifications and experience as would normally meet the requirements prescribed under Reg 1.2.2 for admission to Licentiate membership
- (iii) demonstrate their contribution to the development and understanding of landscape architecture in some or all of its forms, as defined in the Charter, through teaching and/or research in Higher Education.
- (iv) be required to demonstrate that their contribution to teaching and/or research has been outstanding and substantial;
- (v) provide to the Admissions Board a portfolio of such documentary evidence of his experience as is reasonably required and may when required to do so by the Admissions Board, attend an interview to present such documentary evidence.

2.3 Licentiate

2.3.1 Licentiates shall comprise all persons who have been admitted into the grade of Licentiates so long as their names are on the Register as such. All those admitted into the grade of

Associate on or before [date] shall be deemed to meet the requirements for admission as Licentiates.

- 2.3.2 They shall have satisfied the Board that they have passed (or be exempt by virtue of passing other relevant examinations) such examination or examinations as may from time to time be approved by the Board or have met such other requirements as the Board may from time to time by Regulations prescribe
- 2.3.3 All Students who satisfy the Board that they have successfully completed a course of study approved by the Board shall be put forward automatically for election as Licentiates.
- 2.3.4 The academic standard required by the Board for the admission of Licentiates shall not be less than that of a first degree.
- 2.3.5 The Board shall have power from time to time to recognise such other university degrees or other academic qualification or academic test as after scrutiny it may deem to be of a standard not lower than a degree approved by the Board and may at any time withdraw such recognition if it deems that the degree, qualification or test has fallen below that standard.

2.4. Students

- 2.4.1 Students shall comprise all persons who have been admitted into the grade of Students so long as their names are on the Register as such.
- 2.4.2 They shall be persons who are engaged in a course of study approved by the Board and who with respect to their age, educational attainments, and intended vocations and otherwise satisfy the Board's requirements for registration as Students.
- 2.4.3 A Student who has not after such period as the Board may from time to time by Regulation prescribe qualified for transfer to the grade of Licentiates shall at the expiration of such period be transferred to the grade of Supporters.

2.5. Honorary Fellows

- 2.5.1 Honorary Fellows shall comprise all persons who have been admitted in the grade of Honorary Fellows as the case may be so long as their names are on the Register as such.
- 2.5.2 They shall be persons who are not engaged in the practice of Landscape Architecture and are not otherwise eligible to become corporate members but whom the Board in their absolute discretion see fit to elect as members and wish to be associated with the Institute by reason of their distinguished accomplishments or in recognition of service rendered to the Institute, to the profession or to Landscape Architecture.

2.6 Supporters

- 2.6.1 Supporters shall comprise all persons who have been admitted into the grade Supporter (including those who were Subscribers on *[insert date of change]*) so long as their names are on the Register as such.
- 2.6.2 They shall be persons interested in the art, science and practice of Landscape Architecture and wish to support the objects of the Institute.

2.7 Retired Members

- 2.7.1 Retired Members shall comprise all persons who have been admitted into the grade of Retired Members so long as their names are on the Register as such.
- 2.7.2 They shall be persons who have been Fellows or Chartered Members but have ceased to practice the profession of Landscape Architecture.
- 2.7.3 Institute Members wishing to be transferred to the grade of Retired Members shall apply in Writing to the Chief Executive giving such indication of their circumstances as shall satisfy the Board that they are eligible to be Retired Members.

2.8 Affiliate Members

- 2.8.1 Affiliate Members shall comprise all persons who have been admitted into the grade of Affiliate Members, so long as their names are on the Register as such.
- 2.8.2 Every Candidate for admission to the grade of Affiliate member shall deliver to the Chief Executive a completed application form, including a curriculum vitae of their qualifications and experience
- 2.8.3 The academic standard required by the Council for admission to the Affiliate grade shall not be less than that of a relevant first degree or professional qualification in accordance with such requirements as Council may from time to time prescribe.

3. DESCRIPTIONS AND DESIGNATORY LETTERS

- 3.1 Corporate Members shall be entitled to use a description of the area of work in which they are qualified and choose to practice stated as follows:

Landscape Design – “(Design)”
Landscape Management – “(Management)”
Landscape Science – “(Science)”

Or according to such abbreviated form as the Board shall from time to time determine.

- 3.2 Institute Members may in addition use the designation of the grade in the Institute to which they belong stated in accordance with the following abbreviated forms, namely:

President of the Landscape Institute – PLI
Past President of the Landscape Institute – PPLI
Fellow of the Landscape Institute – FLI
Chartered Member of the Landscape Institute – CMLI
Vice-President of the Landscape Institute – VPLI
President Elect of Landscape Institute – PLI(ELECT)

- 3.3 Honorary Fellows shall be entitled to use the designation Hon. FLI.
- 3.4 Institute Members shall not adopt or describe themselves by any other description or abbreviation to indicate the grade of membership of the Institute to which they belong than is provided in this Regulation for such grade.
- 3.5 Retired members may continue to use their previous designation provided that their retired status is indicated, namely:
- Chartered Member of the Landscape Institute (retired) – CMLI (Retired)
Fellow of the Landscape Institute (retired) – FLI (Retired)

4. CERTIFICATES

The Board shall issue to every Corporate Member a certificate showing the grade to which the member belongs provided that a certificate issued by the Former Institute to a person who is a member of the Institute shall be deemed to have issued by the Board for the purpose of this Regulation. The Board may issue new certificates to Corporate Members where the name of a grade is changed but shall not be obliged to do so. Every such certificate shall remain the property of, and shall on demand or on the holder ceasing to be an Institute Member be returned to, the Institute. The Board may issue certificates to any other grade of member.

5. ELECTION AND TRANSFER

- 5.1 Save as regards the existing Institute Members at the date hereof admitted no person shall be considered by the Board for admission to the Institute who has not completed and signed a written application for admission in such form and containing such undertaking to observe the requirements of the Charter the By-Laws and any Regulations or Rules as the Board shall from time to time prescribe.
- 5.2 No person shall be eligible for admission as a member of any grade other than as stipulated in these Regulations who is not qualified in appropriate manner in accordance with these Regulations. The Board shall have the right to refuse any application for membership of any grade notwithstanding that the application possesses the required qualifications.
- 5.3 The Board shall at such intervals as they think proper take into consideration all applications for election or transfer and if in their direction they approve the election or transfer of the persons concerned their names shall duly be entered in the appropriate section of the Register.

6. RESIGNATION AND REMOVAL OF MEMBERS AND DISCIPLINARY PROVISIONS

- 6.1 If any Institute Member or applicant for membership be convicted by a competent tribunal of any offence of any kind which in the opinion of the Board renders that Institute Member unfit to be a member the Board shall have the right to expel that member from the Institute or refuse admission, provided that at least two-thirds of the Members of Board present at a meeting of the Board vote in favour of such a course.
- 6.2 Any allegation of improper conduct which may be brought before the Board, properly vouched for and supported by evidence, shall be investigated and dealt with by the Board in accordance with such Regulations as the Board may specify.
- 6.3 For the purpose of By-Law 9 "improper conduct" shall include:
- (i) the making of any false representation in applying to the Institute for election, or transfer to any grade of membership;

or

 - (ii) any breach of the By-Laws or any Regulation, Rule or direction lawfully made or given thereunder;

or

 - (iii) any conduct injurious to the Institute.
- 6.4 If an Institute Member of any grade shall be found by the Board to have been guilty of improper conduct, the Board may order that the member be reprimanded or admonished, or shall undertake such further Continuing Professional Development as the Board may prescribe as appropriate in the circumstances of the case, or be suspended from membership for any period not exceeding two years, or be expelled from the Institute, provided that in the case of expulsion at least two-thirds of the Members of the Board present at a meeting of the Board vote in favour of such a course, and provided further that a member who is ordered to be expelled or suspended shall have the right of appeal against such order to an Appeal Committee established by the Board.
- 6.5 Every person who ceases to be a member of the Institute shall remain liable for the sums owing by that person to the Institute whether by way of subscription or otherwise, and no such person shall be entitled to recover any part of the subscription previously paid.
- 6.6 A person expelled or suspended for any period from the Institute shall not after such expulsion or during any period of suspension be entitled to exercise or enjoy the rights or privileges of membership of the Institute and in particular shall not be entitled to:
- (i) make or use any statement or any initials indicating or relating to membership;
 - (ii) use any premises or the library of the Institute;

- (iii) attend any meeting of the Institute;
- (iv) vote in any poll or election of Institute Members;
- (v) have the person's name printed in a publication of the Institute;
- (vi) receive any publication of the Institute;
- (vii) exhibit or display work at an exhibition held by the Institute or have work illustrated in any publication of the Institute's;
- (viii) work as a partner or director in a practice registered with the Institute

PROVIDED that the Board or any person whom it delegates such powers to may allow the continued use of some or all of such rights or privileges.

7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1 The President shall preside as Chairman at every general meeting. If the President is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman, a Vice-President or President Elect or failing a Vice-President or President Elect any Corporate Member elected by the meeting shall be the Chairman.
- 7.2 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Save as otherwise provided in these Regulations, ten Corporate Members personally present shall be a quorum for any general meeting.
- 7.3 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 Corporate Members, shall be dissolved. In any other case it shall stand adjourned for at least fourteen but not more than twenty-eight days to a day and hour to be fixed by a majority of the Corporate Members present and voting, and if at such adjourned meeting the quorum is not present within half an hour from the time appointed for holding the meeting the Corporate Members present shall form a quorum.
- 7.4 The Chairman may, with the consent of any general 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 an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of adjournment or of the business to be transacted at the adjourned meeting. No general meeting may stand adjourned for more than twenty-eight days under any circumstances.

- 7.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded before or on the declaration of the result of the show of hands. If a poll is not demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or lost, and entered to that effect in the book of proceedings of the Institute, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 7.6 A poll may be demanded by the Chairman or by at least six Corporate Members present in person. A poll may not be demanded on the question of the election of a Chairman of any general meeting or on the question of adjournment of the meeting. A poll demanded on any other question shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 7.7 In the case of an equality of voters, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 7.8 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

8. VOTES OF MEMBERS

- 8.1 No Institute Member, other than Corporate Members duly entered in the Register who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of their membership and shall be entitled to vote in their own right at the meeting, shall be entitled to vote at any general meeting on any question either personally or as proxy for another member entitled to vote.
- 8.2 Votes may be given at a general meeting either personally or by proxy. Subject as hereinafter provided, on a show of hands every Corporate Member present in person and entitled to vote at such meeting shall have one vote, and on a poll every Corporate Member present or by proxy and entitled to vote as such meeting shall have one vote.
- 8.3 The instrument appointing a proxy shall be in Writing under the hand of the appointer or the appointer's attorney duly authorised in Writing in that behalf and shall be nearly as circumstances will admit be in the form or to the effect following:

"The Landscape Institute
I
of
Being a Corporate Member of The
Landscape Institute, HEREBY
APPOINT
(being a Corporate
Member of the Institute), whom failing
the Chairman of the meeting, as my

proxy to vote in my name and on my behalf at the Annual/Extraordinary/General Meeting of the Institute to be held on the day of and at any adjournment thereof in favour of/against/Resolution No./at discretion.

Dated this day of
Or in such other form as the Board shall from time to time by Rule prescribe.

- 8.4 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority duly certified shall be sent by post or by facsimile transmission to or deposited at the Office so that it is received before 5.00 pm not less than four business days prior to the time for holding the meeting or adjourned meeting at which the person named in the proxy proposes to vote and in default such instrument shall not be treated as valid.
- 8.5 A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or the revocation of the proxy, unless previous intimation in Writing of the death or revocation shall have been received at the Office at least twenty-four hours before the commencement of the meeting or adjourned meeting at which the vote is given.
- 8.6 No objection shall be raised as to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
- 8.7 The instrument appointing a proxy shall be deemed to confer authority or demand or join in demanding a poll.

9. ELECTION OF COUNCIL MEMBERS

- 9.1 Not later than 25th January in each year the Council shall nominate persons for election as Officers and to fill the vacant places on the Council and shall publish not later than 15th March in each year and in such manner as the Board may from time to time direct:
- (i) to every Corporate Member a list of duly qualified persons whom the Council nominate as candidates for election as Officers and to fill the vacancies about to occur among the Ordinary Members of Council;
 - (ii) to each Licentiate a list of persons whom the Council nominate as candidates for election as an Licentiate Member of the Council; and

(iii) to each Student a list of persons whom the Council nominate as candidates for election as a Student Member of the Council.

- 9.2 Not later than 14th April in each year any three or more Corporate Members may nominate any other duly qualified person as a candidate for election as an Officer or to fill any vacancy on the Council which may be filled by Corporate Members (other than the representatives of Branches), and any three or more Licentiates may nominate any other duly qualified Licentiate as a candidate for election as an Licentiate Member of Council and any three or more Students may nominate any other duly qualified Student as a candidate for election as a Student Member of Council, in each case by delivering such nominations in Writing to the Chief Executive together with the written consent of such person to accept office if elected.
- 9.3 The Committee of each Branch shall have power to nominate a Corporate Member belonging to that Branch for election to the Council as a Branch Member of Council.
- 9.4 Any three or more members of a Branch may nominate any Corporate Member of that Branch for election to the Council as a Branch Member of Council.
- 9.5 Any nomination pursuant to these Regulations shall be delivered in Writing to the Chief Executive, together with any written consent of such person to accept office if elected, not later than 15th April in each year.

10. BALLOT FOR ELECTION TO THE COUNCIL

- 10.1 Not later than 1st May or such later date in each year as the Council may approve, the Council shall send to each Corporate Member a ballot paper containing the names of all persons duly nominated to fill the vacancies which may be filled by Corporate Members, to each Licentiate a ballot paper containing the names of all persons in the grade of Licentiates duly nominated in the like manner, and to each Student a ballot paper containing the names of all persons in the grade of Students duly nominated in the like manner, and to each Branch the names of each person nominated as a Branch representative stating if appropriate which persons are nominated by the Council and giving the names of the Corporate Members, Licentiates, Students or Branch by whom every other person (if any) is nominated provided that if the candidates nominated for any class of vacancy are not more in number than the vacancies of that class the persons so nominated shall be deemed to be duly elected and there shall be no ballot with respect to that class of vacancy.
- 10.2 All ballot papers shall be returned to the Chief Executive, folded and enclosed in a sealed envelope showing on the outside the name and signature of the member or Branch voting, within one month after the later of 1st May in each year or such other date as shall be approved by the Board.
- 10.3 The Board shall appoint three Corporate Members (not being candidates for election) to act as scrutineers for the purposes of the ballot. Two scrutineers shall form a quorum and the death or incapacity of one scrutineer shall not affect the validity of the ballot. If for any reason the number of scrutineers be reduced below two the Board shall appoint a Corporate Member to fill each vacancy.

- 10.4 On or as soon as convenient after the date appointed for the return of the ballot papers, the votes received by that date shall be given to the scrutineers who shall count them and shall report to the Chief Executive the total number of votes in favour of each candidate. The report of the scrutineers shall be conclusive evidence of the result of the election, notwithstanding any irregularity or informality, provided that in the case of an equality of votes to fill any class of vacancy the President or in his absence the member of Board acting in his place shall have a casting vote.
- 10.5 Subject to these Regulations, the form and content of the ballot papers, and the arrangements for the despatch and return thereof, and for the counting of the votes and for the custody of the voting papers shall be such as the Board may by Rule from time to time prescribe.
- 10.6 In the event of the death or other withdrawal as a candidate after the close of nominations and before the 30th June next of a candidate for election to the office of President, Vice-President, Honorary Secretary or Honorary Treasurer or of the member elected to fill any of those offices the ballot for that office shall be void, and the Council shall appoint a duly qualified member to fill the office, and the person so appointed shall take office as if he had been duly elected by ballot.
- 10.7 In the event of the death or other withdrawal as a candidate after the close of nominations and before the last day for the return of the ballot papers of a candidate for election as an Ordinary Member of Council that candidate shall be deemed not to have been nominated. If in that event there shall not remain as many candidates as there are vacancies, or in the event of the death or withdrawal after the election and before 30th June next of a member elected an Ordinary Member of Council, the Board shall appoint such number of members of the appropriate grade as may be required to fill the vacancies, and any members so appointed shall take office as if they had been duly elected by ballot.
- 10.8 The retirement and installation of the Officers and members of Council shall take effect from the announcement of the result of the ballot normally on 1st July in each year.
- 10.9 The Council shall have power to fill any casual vacancies occurring in the Council and any person so appointed shall retire on 30th June following the appointment.
- 10.10 The Council shall have power at any time and from time to time to co-opt not more than three Corporate Members to act as additional members of the Council until the following 30th June. The Council may in addition invite a distinguished or eminent person to be a fourth co-opted member of the Council for such period not exceeding two years as the Council shall decide if in the opinion of the Council the presence of such a person would assist the work of the Council and tend to promote or advance the objects of the Institute. Co-opted Members of Council shall have full voting rights.

11. MEETING OF THE COUNCIL

- 11.1 Council shall meet at least three times a year. Five members shall form a quorum. At least six days' notice of a meeting of the Council, or not less than twenty-four hours' notice in case of

emergency, shall be delivered or sent to each member of the Council at the address furnished by that member to the Chief Executive for that purpose. Such notice shall state the place, the day and the hour of the meeting and the general nature of the business to be transacted thereat. The accidental omission to send to or non-receipt of notice by any member of the Council shall not invalidate the proceedings of any meeting of the Council.

- 11.2 The President or any three members of the Council may at any time require the Chief Executive to summon a meeting of the Council.
- 11.3 Members of the Council may act, even if their number is reduced below the number fixed by the By-Laws as a quorum, for the purpose of convening an Extraordinary General Meeting of the Institute, but for no other purpose.
- 11.4 The Chairman of the Council shall be the President or, in the absence of the President, the Vice-President. If neither the President nor the Vice-President is present within five minutes of the time appointed for a meeting, the members of the Council present may elect any Corporate Member of the Council present to take the Chair. The Council may also at the request of the President notified in Writing to the other members of the Council at least fourteen days before the Council Meeting in question appoint as Chairman of that Council Meeting another member of the Council or a Person who is neither a member of the Council nor a member of the Institute but in the latter case no such person shall have the right to a second or casting vote and no such person who is not a member of the Council shall have the right to vote on any matter at such Council Meeting.
- 11.5 Questions arising at any meeting of the Council shall be determined by a majority of the votes of the members present and in the case of an equality of votes the President or, in the absence of the President, the Vice-President or member of the Council elected to take the Chair shall have a second or casting vote. Co-opted members of the Council shall be entitled to vote.
- 11.6 The Council shall delegate to an Appointments and Selection Committee responsibility for selecting the nominees for the elected positions on Council and the nominees for approval by the Council of four Trustees appointed by Council. Suitability of candidates for election or appointment shall be judged in accordance with job descriptions prescribed by the Council through the Appointments and Selection Committee from time to time to ensure a relevant range of skills and experience. The Appointments and Selection Committee shall consist of six members of the Council who are not on the Board and of which at least one shall be a Fellow.
- 11.7 The Chair of the Appointments and Selection Committee shall be elected by the Council.
- 11.8 If the Council should at any time have any concerns regarding the work or conduct of a Trustee or the work or conduct of the Board as a whole it may appoint a group of Council members to investigate and to consider the matter before the Council as a whole decides the most appropriate course of action. Such a committee of inquiry may only be established if at least two thirds of the members of the Council present at a Council meeting resolve that such

committee should be established. The Council may determine any rules and regulations to which such committee should comply with.

- 11.9 The Council shall have the power at any time to dismiss one or more or all the Trustees. However, such power may only be used in exceptional circumstances, such as, if in the opinion of the Council, the behaviour of a Trustee or Trustees or the Board as a whole has damaged or is likely to damage the reputation of the Institute. Any decision to dismiss a Trustee or Trustees or the Board as a whole would need to be approved by at least two thirds of the members of the Council. Any such proposal of dismissal would require the Council to give the relevant Trustee written notice of the possible dismissal. Within 21 days of receiving that notice the Trustee can appeal in Writing to the Council against the proposed dismissal. If no appeal is received within the time limit, the Trustee automatically stops being a Trustee. If an appeal is received within the time limit, it must be considered by the Council. The Trustee may be heard at the meeting or make written representations. The meeting must either confirm the dismissal or lift the proposed dismissal and such decision of the Council shall be final.
- 11.10 The Council shall have the right to establish or disband any committee as it decides is desirable from time to time . Such committee must consist of such individuals as the Council determines and must conform to any rules that the Council imposes on it. The chair of each committee shall be elected by the Council.
- 11.11 The Council may co-opt any person or people who are not Council members to serve on the committee. All acts and proceedings of the committee must be reported to the Council as soon as possible.

12. POWERS AND DUTIES OF THE BOARD

- 12.1 The Board shall generally meet at least six times each year and the Board shall follow such formal business agenda as shall be circulated at or prior to the meeting. All Board meetings shall be chaired by the President. If he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman, the Vice-President or President Elect or failing the Vice-President or President Elect any other member of the Board elected by the meeting shall be the Chairman. The Minutes of all Board meetings shall unless the Board shall in any case or category of case decide otherwise be deposited in the Office and available for inspection by members of the Institute and any other persons be authorised by the Board at all reasonable times. The Board shall also procure that the minutes of Council meetings shall be similarly deposited and available for inspection.
- 12.2 The Board shall cause to be kept accounting records in respect of the Institute which are sufficient to show and explain, at all times, with reasonable accuracy, all the Institute's financial transactions. The accounting records shall contain such entries and details as shall be sufficient to explain the reasons for and the amount of all sums of money due or received and committed or expended by the Institute and a record of all the assets and liabilities of the Institute. The accounting records shall be preserved for at least six years from the end of the financial year to which they relate.

- 12.3 The accounting records shall be kept at the Office, or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the member of the Board.
- 12.4 The Board may impose reasonable restrictions as to the time and manner of inspection by members, other than members of the Board, of the accounting records of the Institute, or any of them, but subject thereto the accounting records shall be open to the inspection of such members at all reasonable times during business hours.
- 12.5 The financial year of the Institute shall end on the 31st March in each year or such other date in each year as the Board shall fix and the accounts of the Institute complying with such requirements as to their form and content as may be prescribed by regulation made by the Secretary of State shall be prepared each year to that date and having been approved by the Board and examined and found to be correct by an auditor or auditors shall subject to the requirements of current law be laid before the Annual General Meeting next following.
- 12.6 The Board shall appoint an auditor. 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 1989 and any amendment, re-enactment or successor Act and any and every order of regulation made or issued thereunder or denying validity therefrom from time to time in force or as subsequently amended or prescribed by regulation made by the Secretary of State.
- 12.7 The Board shall appoint a Chief Executive who shall be the Chief Executive of the Institute. Subject to the direction of the Board, it shall be the duty of the Chief Executive:
- (i) to manage and co-ordinate the business administrative and financial affairs of the Institute;
 - (ii) to make arrangements for the preparation and safekeeping of appropriate records including the correspondence of the Institute and minutes of all General Meetings of the Institute and of Council and of the Board and any Committees established by the Council or the Board;
 - (iii) to advise the Council and the Board and any Committees established by the Council or the Board as to their operation and the formation of policies for the development of the Institute and the carrying out of its Objects;
 - (iv) to secure the effective communication to members of all relevant issues and material affecting the Institute;
 - (v) to establish and maintain public and media contacts;
 - (vi) to represent and promote the interests and views of the Institute to officials of Government, non-government organisations, industry and other professions;
 - (vii) to take such steps as are necessary to give effect to the Charter and the By- Laws and to any Regulations and Rules made thereunder;

- (viii) to secure the publication of such papers and publications as the Council and the Board may direct;
- (ix) to make arrangements for the collection of subscriptions and other amounts due to the Institute and the preparation of the accounts of the Institute by the auditors;
- (x) to engage and be responsible for all persons employed by the Institute; and
- (xi) to undertake such other tasks and duties as the Board may determine.

12.8 The Board may from time to time appoint such members of the Institute and others as they think fit to assist and advise them in carrying out their duties and, if they think fit, allot designations of office to them, and remove such persons and appoint others in their place. Except as provided in the By-Laws, such persons shall not by virtue of their appointment become members of the Board or be entitled to vote at a meeting of the Board.

12.9 Questions arising at any Board meeting shall be decided by a majority of votes. Every Trustee shall have one vote including the chair of the meeting. If the votes are equal, the chair of the meeting shall have a casting vote.

12.10 Meetings of both the Board and the Council may be held in person or by suitable electronic means agreed by the Board or the Council as the case may in which all participants may communicate with all other participants.

12.11 The Board shall have the right to establish or disband any committee as it decides is desirable from time to time.

13. BRANCHES

13.1 All Institute Members whose Recorded Address is within the territory of a Branch shall be members of that Branch unless by notice in Writing to the Chief Executive any such member has expressed a wish to belong to some other Branch in which case such member shall be a member of that other Branch. No member shall be a member of more than one Branch, but may request to receive communications and invitations from more than one branch.

13.2 The constitution, by-laws, and rules of any Branch established pursuant to By-Law 21.1 shall be framed or approved by the Board who shall have power to vary or to approve any variation of the same from time to time as the Board may deem fit, subject always to the provisions of the Charter and the By-Laws.

13.3 The constitution of each Branch shall define the territory of the Branch and shall provide (inter alia) for:

- (i) the election of a Branch Committee;
- (ii) the election of a Branch Chairman;

- (iii) the election of such officers of the Branch as the Branch Committee shall consider necessary;
- (iv) the holding of an Annual General Meeting of the Branch in accordance with the timescale as shall be directed by the Board.;
- (v) the keeping and operation of such bank accounts relating to the affairs of the Branch as the Board shall from time to time determine and the approval of such accounts at the Annual General Meeting of the Branch;
- (vi) the election of Affiliates to be affiliated to the Branch and the payment of subscriptions or fees by Affiliates to the Branch; and
- (vii) such other purposes relating to the operation of the Branch and the conduct of its affairs as the Board may from time to time consider necessary.

13.4 The subscription payable by the Institute Members shall include any subscription payable by virtue of their membership of a Branch. The Board shall from time to time determine what funds shall be paid to each Branch out of the funds of the Institute for the carrying out by the Branch of the Objects of the Institute in the area of that Branch.

13.5 The name of each Branch shall be
 “The [
]
 Branch of The Landscape Institute,”
 there being inserted in the blank space
 the title of the area served by the Branch
 and approved by the Board.

13.6 A Branch may form within its area such local groupings as the Branch Committee shall consider likely to assist in the carrying out of the objects of the Institute within the area of the Branch and shall be approved by the Board and may from time to time disband any such local grouping.

13.7 The Board shall have power at any time to dismiss the Branch Committee of any Branch which in the opinion of the Board shall have failed properly to conduct the affairs of the Branch and in any such case to require the members of the Branch to elect a new Branch Committee.

14. DIVISIONS, SUB-DIVISIONS SPECIALISM AND GROUP

14.1 Until otherwise determined by the Board, the Divisions of the Institute shall be:

- The Landscape Design Division

- The Landscape Management Division
- The Landscape Science Division

14.2 Fellows, Members, Licentiates, Students and Affiliates shall belong to such Division as the Board shall approve and may belong to more than one division.

14.3 The Board may also establish such other divisions, specialisms, groups or other sub divisions of membership having such titles, objects, constitution and rules as it may decide, subject always to the provisions of the Charter and the By-Laws and Regulations, and for the more effective conduct of the affairs of the Institute and to achieve the Objects and the Board may at any time dissolve and/or reform any such body as it may think fit.

15. NOTICES

15.1 The Institute may give notice to any Institute Member either:

- (i) personally; or
- (ii) by delivering it or sending it by ordinary post to the Institute Member's Recorded Address or by including it in the Journal or in any other publication of the Institute sent to such Institute Member; or
- (iii) if the Institute Member has provided the Institute with a fax number, by sending it by fax to that Institute Member.
- (iv) if the Institute Member has provided the Institute with an e-mail address, by sending it by e-mail to that address.
- (v) If the Institute Member has provided the Institute with an e-mail address or has agreed to this form of notice by notifying the member that the content of the notice may be viewed or downloaded from a website
- (vi) If the Institute Member lacks a Recorded Address within the United Kingdom, notice may be sent to any address within the United Kingdom which he has given the Institute for that purpose or in accordance with these Regulations.

15.2 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by fax or email it will be treated as properly sent if the Institute receives no indication that it has not been properly sent.

15.3 If sent by post the notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice will be treated as having been received 24 hours after having been properly sent.

15.4 The Institute may assume that any fax number or e-mail address given to it by an Institute Member remains valid unless the member informs the Institute that it is not.

- 15.5 Where an Institute Member has informed the Institute in Writing of his consent, or has given deemed consent by providing the Institute with an e-mail address for service, to receiving notices from the Institute by means of a website, notice will be validly given if the Institute sends that member a notification informing him that the documents forming part of the notice may be viewed on a specified website. The notice must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

Notice will be deemed to have been given when the notification would be deemed to be received under the rules above.

- 15.6 The accidental omission to give notice of a meeting or to send a ballot paper to, or the non-receipt of such notice or ballot paper by, any member entitled to receive such notice or ballot paper shall not invalidate the proceedings of that meeting or of the postal vote.