

## THE SCHEDULE

### THE BY-LAWS OF THE LANDSCAPE INSTITUTE

as amended the 12 day of October 2012

#### 1. INTERPRETATION

1.1 In these By-Laws and in the Charter and in any Regulations or Rules made thereunder, the following words and expressions shall, except where the context otherwise requires, have the following meanings:

Words	Meaning
Appointments and Selection Committee	The Committee established by the Board in accordance with the By-Laws and the Regulations
Board	The Board of Trustees of the Institute whose members are charity trustees
Branch	Each Branch of the Institute established by the Board pursuant to By-Law 22
Charter	The Royal Charter of Incorporation of the Institute as amended or added to from time to time and all Supplemental Charters for the time being in force
Chief Executive	The Chief Executive of the Institute for the time being appointed by the Board pursuant to these By-Laws and including any deputy or assistant Chief Executive and any person appointed by the Board to perform the duties of the Chief Executive in his or her absence
Continuing Professional Development	Such study education research and practical training and/or experience as the Board shall from time to time specify in Rules made pursuant to By-Law 11.3 as being appropriate or desirable to maintain and enhance a member's knowledge of, and skill and competence in, the profession of Landscape Architecture
Corporate Members	Are the Fellows and Chartered Members of the Institute
Council	The Council for the time being of the Institute

Division	Each Division of the Institute established pursuant to By-Law 22
Fellows	Those Institute Members admitted as Fellows
Institute Members	The Corporate and Non-Corporate members and references to “members” or “membership” shall be constructed as referring to the Institute Members unless the context otherwise requires
Month	Calendar month
Non-Corporate Members	Are Licentiates and other Institute Members specified in By-law 2.1.2
Objects	The objects of the Landscape Institute as defined in clause 5 of the Charter
Office	The principal place of business for the time being of the Institute
Officers	The President, the President Elect, the Immediate Past President, the Vice-President, the Honorary Secretary, the Honorary Treasurer, and all other Honorary Officers for the time being of the Institute.
Ordinary Members of Council	Those members who are not Officers
Professional Examination	An examination or examinations held Practice pursuant to By-Law 11
Recorded Address	The address which may be postal or electronic for a member for the receipt of communications as notified from time to time to the Chief Executive and recorded in the Register
Register	The Register referred to in By-Law 3
Regulations	Regulations made by the Board pursuant to these By-Laws. The current Regulations form the Annex to these By-laws
Rules	Rules made by the Board pursuant to those By-Laws
Standing Committees	Committees of the Board designated as Standing Committee Board after consulting Council. The initial Standing Committees shall be those mentioned in By-law 16.4

Taxable Trading	Carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax
Trustees	The members of the Board
In Writing or written	Written, printed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, publication on a website and fax

- 1.2 Words importing the singular number shall include the plural number and vice-versa, and words importing persons shall include corporations and firms and other unincorporated bodies or associations.
- 1.3 Any words and terms which are defined in the Charter shall unless the context otherwise requires have the same meaning in these By-Laws and the Regulations and Rules.
- 1.4 Headings are inserted for convenience only and shall not affect the meaning of these By-Laws.

## 2. **MEMBERSHIP**

- 2.1 The Institute shall consist of the Institute Members who shall comprise Corporate Members and Non-Corporate Members-
  - 2.1.1 Corporate Members who shall be:
    - (i) Fellows
    - (ii) Chartered Members
  - 2.1.2 Non-Corporate Members who shall be all those specified as such in the Regulations.
  - 2.1.3 The Institute may also have attached to it a class of persons (not being Institute Members) to be known as Affiliates elected pursuant to the Regulations who shall have such privileges as the Board shall from time to time prescribe.
  - 2.1.4 The Board may by Rule prescribe that any grade of Institute Member or Affiliate be subdivided in such manner as the Board shall determine.
- 2.2 The rights, privileges and obligations of every Institute Member of any grade shall be personal and shall not be transferable. No person shall, by reason of being an Institute Member, be entitled to any rights or privileges other than those which, by these By-Laws, attach to the specific grade of membership of the Institute to which the member belongs.

## 3. **THE REGISTER**

- 3.1 The Institute shall establish and maintain a Register containing the names, together with the grade for the time being and the date of election or transfer to that grade, of all the Institute Members and their Recorded Address. Members who change their name or address shall inform the Chief Executive, stating their former name or address, and the Chief Executive shall amend the Register accordingly.
- 3.2 The Board may direct that the Register shall be divided in such manner as the Board may consider appropriate to record the area of Landscape Architecture within which an Institute Member is qualified and chooses to practice.
- 3.3 The Register shall be maintained and available for inspection at all reasonable times at the Office and may from time to time be published in such manner as the Board may think fit.

#### **4. QUALIFICATION FOR MEMBERSHIP**

The Board shall make Regulations governing membership of the Institute.

#### **5. DESCRIPTIONS AND DESIGNATORY LETTERS**

- 5.1 Corporate Members shall be entitled to use the description Chartered Landscape Architect and such other description or approved abbreviation of that description as prescribed in the Regulations as the Board shall from time to time determine

#### **6. PRIVILEGES OF MEMBERSHIP**

- 6.1 Corporate Members shall be entitled to all the privileges of membership conferred by these By-Laws and to any special privilege which the Board may from time to time prescribe.
- 6.2 Non-Corporate Members shall have all the rights and privileges of Corporate Members (other than any special privilege) save that they shall not be entitled to vote at any General Meeting.
- 6.3 Every Institute Member shall be entitled to receive a copy or have made available to him in Writing of the Charter, the By-Laws, the Code of Professional Conduct, any Practice Notes issued by the Board, the Regulations and the Rules, and of any amendment thereof or addition thereto.
- 6.4 Every Institute Member shall be entitled to receive or be given access on a website to the official Journal of the Institute.

#### **7. CERTIFICATES**

- 7.1 Subject to such regulations and on payment of such fees as the Board may from time to time prescribe, the Board may issue certificates of membership to any grade of member.

#### **8. ELECTION AND TRANSFER OF CORPORATE MEMBERS AND NON- CORPORATE MEMBERS**

8.1 The election of candidates for membership of the Institute in any grade shall be under the control of the Board and governed by the Regulations.

## **9. RESIGNATION AND REMOVAL OF MEMBERS, AND DISCIPLINARY PROVISIONS**

9.1 Any Institute Member who is under no liability to the Institute may resign from the Institute by sending written notice of resignation to the Chief Executive. Notice of resignation may also be given orally provided that any such notice complies with such Regulations as the Board may prescribe to ensure the authenticity of any such communication.

9.2 Institute Members who fail to pay by the due date any subscription due from them, and who fail to pay it within such period after a written reminder of default and application therefore shall have been sent to them by the Chief Executive as the Board shall from time to time prescribe, shall at the expiration of such period cease to be members of the Institute and their names shall be removed from the Register.

9.3

9.3.1 All Institute Members shall so order their conduct as to uphold the dignity and reputation of the Institute and shall observe the provisions of the Charter and these By-Laws and the Regulations.

9.3.2 All Corporate Members shall at all times so order their conduct as to uphold the dignity and reputation of the profession and to safeguard the public interest in matters of health and safety and otherwise. They shall exercise their professional skill and judgement to the best of their ability and discharge their professional responsibilities with integrity. Non-Corporate Members shall abide by the spirit of these obligations.

9.4 For the purpose of ensuring the fulfilment of the requirements of By- Law 9.3 the Board shall make, and may vary and rescind, Rules prescribing the standards of professional conduct to be observed by members of all grades in any respect which may be relevant to their membership of the Institute and may publish directions or pronouncements as to the specific conduct which is to be regarded as proper or improper as the case may be.

9.4.1 The Board may make, vary and rescind Regulations for the purpose of:

- (i) delegating its powers and duties under these By-Laws (other than the power to order that a member be expelled by the Institute) to a committee or committees and settling on the consequences of suspension or expulsion;
- (ii) determining the constitution and membership and regulating the procedure of any such committee;
- (iii) providing for any other matter which may be relevant to any such Committee or to its functions; and

- (iv) establishing, and determining the constitution and membership and regulating the procedure of, an appeal committee.

9.4.2 Such Regulations shall be designed to secure that any allegation of improper conduct shall be properly investigated and (if sufficiently serious) be referred for adjudication by an impartial tribunal appointed by the Board and consisting of members of the Board or Council Members and such other persons as the Board selects, that before being called on to deal with any complaint or allegation of improper conduct an accused member shall be fully informed of the complaint or allegation; that an accused member shall be entitled to be heard in person or to be represented by solicitors or counsel or by another person of the accused member's own choice but not by any other person; that the accused member shall be given a full and fair opportunity of being heard and of calling witnesses and cross-examining any other witnesses testifying before the tribunal; that in all other respects the investigation should be made and proceedings conducted and a decision reached in accordance with natural justice; and that any decision shall be made known to members and others so far as may be necessary or desirable with a view to the furtherance of the objects of the Institute.

9.4.3 Subject to any Regulations made under these By-Laws or Rules made by the Board any body set up thereunder shall regulate its own procedures.

## **10. RE-ADMISSION**

10.1 The Board may re-admit to membership in the grade to which they formerly belonged or in any other grade they deem appropriate any persons whose membership of the Institute has terminated, provided they shall apply to the Chief Executive in Writing giving such evidence of their circumstances and other matters as shall enable the Board to make a proper judgement of the case and shall satisfy the Board that they are worthy of re-admission, and shall pay such amounts in respect of entrance fee, transfer fee or arrears of subscription as the Board may determine. On re-admission the name of any such person shall be re-entered in the Register.

## **11 EXAMINATIONS AND CONTINUING PROFESSIONAL DEVELOPMENT**

11.1 The Board shall cause examinations to be held for candidates seeking admission to the grade of Member within By-Law 2.1.1 (ii).

11.2 The Board shall make and publish Rules consistent with these By-Laws governing:

- (i) the arrangements for holding examinations;
- (ii) the fees to be paid or deposited by candidates;
- (iii) the subjects to be examined;
- (iv) whether any examination shall be in whole or part written, oral or by the assessment of materials and the Board shall have power from time to time to vary or rescind any such rules.

11.3 The Board shall also make and publish Rules consistent with these By-Laws to secure the Continuing Professional Development of members.

11.4 The Board may make vary and rescind Regulations governing the qualifications required of candidates for the Professional Practice Examination.

## **12. FEES AND SUBSCRIPTIONS**

12.1 The Board shall from time to time by resolution passed at any meeting of the Board determine the entrance fee (if any) payable by Institute Members on election or on transfer to each grade of membership and the annual subscription payable by each grade of members of the Institute.

12.2 The annual subscriptions shall be due on 1st June in each year and on such other day or days as the Board may from time to time prescribe for the payment of subscriptions which may differ as between the different grades of membership.

12.3 The first subscription (or the appropriate proportion of it) shall be due immediately upon election to any grade of membership and Institute Members approved for transfer from any grade to another grade shall pay their first subscription in respect of the new grade (or the appropriate proportion of it) upon the date of their transfer on the following 1<sup>st</sup> June or on such day as the Board may from time to time prescribe.

12.4 No entrance fee shall become payable on account of the election of any person as an Honorary Fellow.

12.5 The Board may, where in their absolute discretion they consider it desirable to do so, either in any special case reduce or remit the annual subscription or the arrears of any annual subscription payable by any Institute Member and reduce or remit the entrance fee which would otherwise be payable on re-election by any person who has previously been a Member, or in any class of case, including those arising under reciprocal arrangements entered into with any kindred body, reduce or remit any entrance fee or annual subscription.

## **13. GENERAL MEETING**

13.1.1 The Institute shall hold an Annual General Meeting at such time and place as may be determined by the Board. Such meeting shall not be held later than fifteen months from the previous Annual General Meeting and shall be identified as an Annual General Meeting in the notice convening the same.

13.1.2 The business of the Annual General Meeting shall be:

- (i) to receive the report of the Board and the accounts of the Institute for the previous financial year of the Institute;
- (ii) to receive the report of the scrutineers and to announce the results of the election of Officers and Members of the Council;

(iii) to transact any other business for which appropriate notice has been given.

13.2 All general meetings, other than the Annual General Meeting, shall be called Extraordinary General Meeting.

13.3 The Board may whenever they think fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened within two months of the receipt of a written requisition, signed by twenty or more Corporate Members and stating fully the objects of the meeting, deposited at the Office. Such requisition may consist of several documents in like form. If no such Extraordinary General Meeting has been convened within two months of the receipt of such requisition an Extraordinary General Meeting may be convened by the requisitionists or by a majority of them, for such purposes only as shall be specified in the requisition, in the same manner as nearly as possible as that in which Extraordinary General Meetings are convened by the Board but so that any such Extraordinary General Meetings shall be convened not later than one month after the expiration of the said period of two months.

13.4 At least twenty-one days' clear notice in Writing shall be given of every general meeting specifying the place, the day and the hour of the meeting and the general nature of the business to be transacted. The accidental omission to give notice of the meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice thereof shall not invalidate any resolution passed or any proceedings had at any meeting.

#### **14. PROCEEDINGS AT GENERAL MEETING**

14.1 The proceedings at general meetings shall be governed by the Regulations and any direction of the Board.

#### **15. VOTES OF MEMBERS**

15.1 The voting in person or by proxy shall be governed by the Regulations

#### **16. MEMBERSHIP OF COUNCIL AND OF THE BOARD**

16.1 The Council shall consist of not more than thirty persons who are Institute Members together with any persons co-opted under the Regulations. Those who are elected shall be elected by ballot of Corporate Members save as otherwise provided below. All members of the Council shall commence their period of office from the date of the declaration of the ballot which shall normally be held in May with the declaration of the ballot taking place as early in July as is reasonably possible.



- The President Elect, who shall be elected every other year and who shall become President on the expiry of his year of office as President Elect and who will then hold office as President for a continuous term of no more than two years.
- The immediate Past President for one year after his Presidency
- Vice President, the Honorary Secretary and the Honorary Treasurer
- Ten Members of Council elected by vote from among and by all Institute Members. Not more than two of those elected may be Licentiates elected by the Licentiates and not more than one may be a Student elected by the Students
- Twelve Branch representatives being Corporate Members of Branches elected by a ballot in which each Branch shall have one vote
- Three representatives of Standing Committees selected by those Standing Committees from among their membership. Initially the Standing Committees shall be the Technical, Membership and Life Long Learning, and Policy Committees. The representatives shall not be the Chairs of those Committees.

A Committee may change its representative at any time but should endeavour to ensure continuity of representation on Council. If at any time there are more than three Standing Committees, the Council shall specify which Committees shall send representatives. Such representatives' term of office shall normally commence on the same date as other Members of Council.

The maximum length of continuous service as a member of Council as any type of Council member other than the President shall normally be two terms of two years in that particular capacity.

In this clause "years" means the period between the dates of the declaration of ballot in each year.

Service in one capacity shall not be counted when calculating the maximum period of service on Council in another capacity. Where the Council recommends that because of particular special circumstances, any member of Council be allowed to serve for a third term of office in that capacity, that person may if re-elected or re-selected, serve for that further term. Otherwise no periods of further office in that capacity may be served unless there has been a gap of at least one year out of office.

- 16.2 Any Corporate Member 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, who has been a Corporate Member for at least five years shall be eligible to stand for President Elect, Vice President, Honorary Treasurer or Honorary Secretary if they are nominated by at least twenty-five other Corporate Members in accordance with the Regulations.
- 16.3 Any Corporate Member 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, who has served as a Council Member or a trustee or on a Standing Committee for at least one year in the preceding ten year period shall be eligible to stand for President Elect, Vice President, Honorary Treasurer or Honorary Secretary if they are nominated by at least three other Corporate Members in accordance with the Regulations.

16.4 The Board shall consist of a maximum of twelve Trustees:

- President
- Vice President
- Honorary Treasurer
- Honorary Secretary
- Chairs of the Technical, Membership and Lifelong Learning, and Policy Standing Committees or the Chairs of such three Standing Committees as Council shall select
- Immediate Past President for one year immediately after his or her Presidency
- President Elect for second year of President's term of office
- Four other Trustees appointed by the Council after considering any recommendations of the Board. Such Trustees may or may not be members of the Institute.

16.5 Each appointed Trustee may serve for a maximum of two consecutive terms of two years unless in exceptional circumstances and on the recommendation of the Board the Trustee is elected for one further consecutive term of a maximum of two years.

## **17. ELECTION OF COUNCIL MEMBERS**

The election of Council Members shall be governed by the Regulations.

## **18. DISQUALIFICATION OF MEMBERS OF COUNCIL AND OF THE BOARD**

18.1 The office of a member of the Council or of the Board shall be vacated if –

- (i) the member ceases to be a member of the Institute unless such position does not require him to be a member; or
- (ii) the members resigns his office by notice in Writing to the Council or the Board where a member of the Council is also a member of the Board they shall be deemed to have resigned from the Board if they resign from the Council but a member of the Council who is a member of the Board who resigns from the Board shall not be deemed to have resigned from the Council unless he also resigns from his position as a member of the Council; or
- (iii) the member of the Board is disqualified by law from being a charity trustee; or
- (iv) the member of the Board or the Council becomes incapable whether mentally or physically of discharging the responsibilities of a member of Council or of the Board; or
- (v) the member of the Board or the Council has been absent without obtaining the permission of the Council or as the case may be the Board from three consecutive meetings of the Council or the Board (otherwise than through illness or other reasonable cause) and that body resolves to terminate the membership; or
- (vi) the member of the Board or the Council is found guilty of improper conduct as defined by these By-Laws or the Regulations; or

- (vii) if a resolution that the member of the Board or the Council vacates office be passed at an Extraordinary General Meeting of Corporate Members by a majority of not less than two thirds of the Corporate Members present in person or by proxy and voting thereon; or
- (viii) if the Trustee is removed by the Council in accordance with the provisions of the Regulations

## **19. MEETING AND POWERS OF THE COUNCIL**

- 19.1 The Council shall meet at such times and places as it may agree and these By-laws and the Regulations shall govern its activities and powers.
- 19.2 The Council shall be consulted by the Board on the creation or dissolution of Standing Committees.

## **20. POWERS AND DUTIES OF THE BOARD**

- 20.1 The Board shall direct and manage the property and affairs of the Institute in accordance with the Charter and the By-Laws and may exercise all such powers of the Institute as may be exercised by the Institute and are not by the Charter or the By-Laws required to be exercised by the Institute in General Meeting or by the Council. The quorum for Board meetings shall be at least five Trustees present in person.
- 20.2 The Board may delegate any of their powers to Standing Committees or other committees and working groups consisting of members of the Board, or of members of the Board and other members of the Institute or other persons and regulate or dissolve such bodies. The Board may also delegate or assign to the Honorary Officers or to the Chief Executive such powers or tasks and duties as the Board may from time to time determine.
- 20.3 All committees or working groups so formed shall in the exercise of the powers given or delegated to them conform to any directions that may from time to time be imposed on or given to them by the Board, but subject thereto may regulate their procedures as they think fit.
- 20.4 The Board shall take such steps as shall seem to it necessary or desirable to ensure that the members of each committee or working group shall retire (by rotation or otherwise) in such manner as shall secure the regular and orderly appointment of new members to serve on that committee or working group.
- 20.5 The Board may at any time and for any reason dissolve any committee or working group it appoints.
- 20.6 The Board shall make and may from time to time revoke, amend or add to, Regulations for the purposes specified in these By-Laws and for such other purposes as the Board may determine and shall publish such Regulations provided that no such Regulation shall be inconsistent with the Charter or with these By-Laws and that no such Regulation, revocation, amendment or addition shall take effect until the same has been approved by the votes of Corporate Members at a General Meeting of the Institute.

20.7 The Board may make, amend and rescind Rules for the better ordering of any matter referred to in these By-Laws or otherwise for the better government of the Institute and its affairs, other than matters to be governed by Regulations but so that no such rule shall be repugnant to the Charter, these By-Laws or to the Regulations. The Board shall publish such rules, amendments or rescissions thereof.

## **21. BRANCHES**

21.1 Wherever in the opinion of the Board there are sufficient members of the Institute to justify its creation and continuance the Board may establish a local Branch the purpose of which shall be the furtherance of the Objects within the area of the Branch. The Board shall have power at any time to dissolve a Branch after it has been established and to make such provision for the winding up of the affairs of that Branch and for the transfer of its activities as the Board may in its absolute discretion think fit. The Board shall make Regulations governing Branches.

## **22. DIVISIONS AND SUB-DIVISIONS, SECTIONS AND GROUPS**

The Board may make or amend Regulations governing Division, Sub-Divisions, Sections and Groups.

## **23. INDEMNITY**

23.1 Each member of the Council or the Board or Institute Member who acts as a member of any committee, board, or other body appointed or established pursuant to these By-Laws or the Regulations, or otherwise act by and with the approval of the Council or the Board for the purposes of the Institute, shall be entitled to be indemnified out of the assets of the Institute against any liability properly incurred by him or her in that capacity including but without prejudice to the generality of the foregoing any liability incurred in successfully defending any proceedings whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Institute, provided that such indemnity provided for in this By-Law shall not extend to any claim arising from any act or omission which he or she knew to be in breach of trust or breach of duty or which was committed in reckless disregard of whether it was a breach of trust or breach of duty or not or where the Board resolve that such indemnity would be inappropriate.

23.2 Every person entitled to be indemnified may have funds provided to him by the Institute to meet expenditure incurred or to be incurred in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee, provided that he will be obliged to repay such amounts

- (a) in the event he is convicted in proceedings, the date when the conviction becomes final;
- (b) in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or
- (c) in the event of the court refusing to grant him relief on any application under the Act, the date when refusal becomes final.

#### **24. NOTICES**

Notice shall be given to a member in the manner specified in the Regulations

#### **25. THE SEAL**

25.1 The Institute shall have a Common Seal which shall not be affixed to any instrument except by the authority of the Board and in the presence of the President and of the Chief Executive, or such other persons as they may respectively appoint in Writing for this purpose, and the President and the Chief Executive or such other persons shall sign every instrument to which the seal shall be so affixed.

25.2 In favour of any person bona fide dealing with the Institute such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### **26. DATES**

Where in these By-laws or in the Regulations or Rules there is any reference to a date the Board may resolve to substitute another date.