

South African Institute of Physics



Constitution

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Chapter 1

The Institute

- 1.1 The name of the Institute is the “South African Institute of Physics” or the translated equivalent in any of the official languages of South Africa, hereafter referred to as the “Institute”.
- 1.2 The letterhead of the Institute shall be in English only. Communication from the Institute shall be in English. The activities of the Institute may be conducted in any of the official languages of South Africa.
- 1.3 The headquarters of the Institute shall be based in the Republic of South Africa, and shall normally be located at the resident institution of the President.
- 1.4 The mission of the Institute is to be the voice of Physics in South Africa.
- 1.5 The goals of the Institute are:
 - (a) To promote and recognise excellence in Physics in all its forms through:
 - i. bestowing medals and awards in recognition of excellence in Physics;
 - ii. supporting work in new fields of Physics;
 - iii. promoting efforts to increase the number of students in Physics, especially post-graduate students; and
 - iv. contributing to and assisting in shaping Science policies in South Africa.
 - (b) To encourage greater collaboration amongst physicists through:
 - i. promoting and exchanging of knowledge and information in Physics;
 - ii. arranging scientific meetings, conferences, schools, workshops, symposia and lectures on appropriate topics in Physics;
 - iii. increasing networking of physicists with industry and government;
 - iv. promoting the internationalisation of Physics and the building of stronger links within Physics on the African continent; and
 - v. facilitating interactions with other disciplines.
 - (c) To enhance public awareness of issues relating to Physics and a positive image of physicists through:
 - i. promoting the public understanding and/or appreciation of Physics;
 - ii. creating a positive image for Physics in South Africa;
 - iii. supporting mathematics and science education in schools; and
 - iv. promoting the efficient use of resources within Physics.

- 1.6 The activities of the Institute shall be founded on the following values:
- (a) *Excellence* - the Institute shall strive towards excellence in Physics;
 - (b) *Transparency* - the Institute shall conduct its affairs in a transparent manner;
 - (c) *Responsiveness* - the Institute shall be an organization that is responsive to its changing environment;
 - (d) *Relevance* - the Institute shall be relevant to the scientific and developmental needs of South Africa;
 - (e) *Participation* - the Institute shall encourage the participation of members in its affairs, be inclusive in its dealings with the membership, and shall interact freely with other organisations and the general public in order to advance its goals;
 - (f) *Ethics* - the Institute shall play a leading role in ensuring the professional competency and integrity of physicists; and
 - (g) *Intellectually free* - the Institute shall respect and promote academic freedom and freedom of expression.
- 1.7 The Institute is a professional Association or Society of physicists. The Institute is a public benefit organization and a non-profit organization. No profits shall accrue or be distributed to its members.
- 1.8 The Institute shall serve as the professional body for physics professionals in South Africa.
- 1.9 The Institute shall:
- (a) exist in its own right separately from its members;
 - (b) be able to own property and other assets;
 - (c) continue to exist even when its membership changes and there are different offices.
- 1.10 Members or office bearers of the Institute shall not have rights over assets that belong to the Institute.
- 1.11 The organisation's financial transactions shall be conducted by means of a banking account.
- 1.12 The procedures of the Institute may be conducted by remote means.

Definitions

- 1.13 "The Council" refers to the Council of the South African Institute of Physics.
- 1.14 "Professional Standards Committee" refers to a committee established by Council with the delegated authority to register Professional Physicists.
- 1.15 "Disciplinary Committee" refers to the disciplinary committee established by the Council.
- 1.16 "Members" refers to members of the South African Institute of Physics.
- 1.17 "Professional Physicist" refers to a person entitled to use the title Professional Physicist according to the SAIP By-laws.

- 1.18 “Officers of the Institute” are individuals who hold office on the Council or in any of the Structures of the Council, namely, Committees, Task Teams, Working Groups, Divisions or Forums.
- 1.19 Unless otherwise stated, the domain of reference is the Republic of South Africa.
- 1.20 The “financial year” applies to the period from 01 April to 31 March the following calendar year.
- 1.21 The “session of the Council” refers to the life time of the Council. The “Council in session” refers to the current Council.
- 1.22 “Remote means” applies to communication by postal, electronic or any other means of communication as approved by the Council.

Chapter 2

The Membership

2.1 The Institute shall consist of Voting members, Non-voting members and Corporate members.

Voting Members

2.2 Voting members are made up of the following categories:

(a) **Ordinary members**

Individuals with:

- i. a 3-year Bachelors or equivalent degree in Physics or a related field and an additional minimum of six years experience in a Physics-related activity; or
- ii. an Honours or equivalent degree in Physics or a related field and an additional minimum of five years experience in a Physics-related activity; or
- iii. a Masters or equivalent degree in Physics or a related field and an additional minimum of three years experience in a Physics-related activity; or
- iv. a Doctorate or equivalent degree in Physics or a related field; or
- v. training or experience which, in the opinion of the Council, is equivalent to any of the above;

may apply for Ordinary membership subject to approval by the Council. Ordinary members pay a membership subscription fee as prescribed in the By-laws. Ordinary members in good standing may use the title of Member of the South African Institute of Physics or MSAIP. The benefits for Ordinary members are prescribed in the By-laws.

(b) **Honorary members**

Honorary members are individuals whom the Institute honours in consideration of excellent services rendered to the Institute, and are elected in the manner prescribed in the By-laws. Honorary members are exempt from membership subscription fees, and may use the title of Honorary member of the SAIP or Hon. MSAIP. The benefits for Honorary members are prescribed in the By-laws.

(c) **Fellows**

Fellows are individuals whom the Institute honours in consideration of excellence in Physics or Science or Industry or the Governance of Science in

South Africa, and are elected in the manner prescribed in the By-laws. Fellows pay a membership subscription fee as prescribed in the By-laws. Fellows in good standing may use the title of Fellow of the South African Institute of Physics or FSAIP. The benefits for Fellows are prescribed in the By-laws.

(d) **Life members**

Life members are individuals aged 65 or over who have retired from an active career in Physics, with a minimum of 25 years of membership of the Institute may apply for Life membership subject to approval by the Council. Life members are exempt from membership subscription fees, and may use the title of Member of the South African Institute of Physics or MSAIP. The benefits for Life members are prescribed in the By-laws.

(e) **Retired members**

Retired members are individuals aged 65 or over who have retired from an active career in Physics may apply for Retired membership subject to approval by the Council. Retired members pay a reduced membership subscription fee as prescribed in the By-laws. Retired members in good standing may use the title of Member of the South African Institute of Physics or MSAIP. The benefits for Retired members are prescribed in the By-laws.

(f) **Professional Physicists**

- i. The Professional Standards Committee has delegated authority to register Professional Physicists.
- ii. Any member who satisfies the criteria of being an Ordinary Member of the Institute may apply for Professional Physicist status.
- iii. All members who are accepted in this category may use the title Professional Physicist or Pr. Phys.
- iv. To maintain certification status, all members accepted as Professional Physicists must comply with requirements for continuous professional development set out in the By-laws.

2.3 Voting members have voting rights within the Institute; such rights may be exercised by proxy in the Council-prescribed format that shall be available from the Secretary.

Non-voting Members

2.4 Non-voting members consist of the following categories:

(a) **Student members**

Student members are individuals who are full-time students at a tertiary institution pursuing a course of study leading to an academic qualification in Physics or a related field may apply for Student membership subject to approval by the Council. Student members pay a membership subscription fee as prescribed in the By-laws. Student members in good standing may use the title of Student Member of the South African Institute of Physics or SMSAIP. The benefits for Student members are prescribed in the By-laws.

(b) **Associate members**

All other individuals who may benefit from an association with the Institute may apply for Associate membership subject to approval by the Council. Associate members pay a reduced membership subscription fee as prescribed in the By-laws. Associate members in good standing may use the title of Associate Member of the South African Institute of Physics or AMSAIP. The benefits for Associate members are prescribed in the By-laws.

Corporate Members

2.5 Corporate members

Organisations, Institutions or Corporations, not including Universities, with a direct interest in Physics may apply for Corporate membership subject to approval by the Council. Corporate members pay a membership subscription fee as prescribed in the By-laws. Corporate members in good standing may use the title of Corporate Member of the South African Institute of Physics or CMSAIP. The benefits for Corporate membership are prescribed in the By-laws.

Election, privileges and obligations of the Membership

- 2.6 Election to all categories of membership are prescribed in the By-laws.
- 2.7 The Council shall issue to every member a certificate showing his/her category of membership.
- 2.8 The membership subscription fees are payable in advance upon receipt of an account for that financial year, failing which the member shall be in arrears.
- 2.9 All categories of members shall receive correspondence from the Institute, including notices of meetings and publications of the Institute.
- 2.10 A member shall be in good standing if he/she does not owe the Institute any membership subscription fees for previous financial years and who by the 31 December of the current financial year is a fully paid up member.
- 2.11 Membership privileges, which are determined by the Council, are limited to members in good standing.
- 2.12 An individual's membership shall be terminated if he/she is not a member in good standing for two consecutive financial years.
- 2.13 An individual whose membership has been terminated may apply for reinstatement, and the Council may reinstate him/her after payment of the outstanding fees under such conditions that the Council may decide.
- 2.14 A member may resign from the Institute at any time.
- 2.15 The liability of the members for the debts and engagements of the Institute is limited to the amount of any unpaid fees.
- 2.16 Each member shall abide by the Code of Conduct as prescribed in the By-laws; may be reprimanded, suspended or dismissed by the Council if he/she is found to be guilty of being in breach of the Code of Conduct by the Disciplinary Committee established by the Council.

Meetings of the membership

2.17 Categories of meetings of the membership:

- (a) A general meeting of the membership shall be held annually. The Secretary shall inform the membership of the Annual General Meeting a minimum of one month prior to the meeting. All members shall be invited to contribute to the agenda of the Annual General Meeting. All members may participate in the deliberations of the Annual General Meeting. The annual budget of the Institute shall be approved by the Annual General Meeting. The Standard membership subscription fee shall be approved by the Annual General Meeting. Only Voting members may vote at the Annual General Meeting. The quorum for the Annual General Meeting is 10% of the Voting membership. Decisions taken at an inquorate general meeting of the membership shall remain pending and subject to ratification at the next quorate general meeting of the membership.
- (b) A special meeting of the membership may be called at any time by the Council or by twenty members in good standing. The Secretary shall inform the membership of the Special Meeting a minimum of two weeks prior to the meeting. No business other than that for which the Special Meeting was called may be transacted at such a meeting. Members of the Institute may participate in the deliberations of the Special Meeting. Only Voting members may vote at the Special Meeting. The quorum for the Special Meeting is 10% of the voting membership. Decisions taken at an inquorate special meeting of the membership shall remain pending and subject to ratification at the next quorate meeting of the membership.

2.18 The rules of procedure which govern meetings of the Council shall apply *mutatis mutandis* to meetings of the membership.

Chapter 3

The Council

3.1 The affairs of the Institute shall be governed by the Council.

The portfolios of the Council

3.2 The Council shall consist of the President, the President-elect, the Treasurer, the Secretary, four Ordinary members of the Council, the Divisional representative and the Student representative. Apart from the Student representative, only Voting members are eligible for election on the Council.

- (a) The President shall lead the Institute; make public statements on behalf of the Institute and represent the Institute externally; have signing powers on behalf of the Institute; always act in the best interests of the Institute; chair the meetings of the Council; confer all awards and certificates in the name of the Institute; perform such other functions as may be provided in the Constitution or the By-laws or as may be mandated by the Council. All documents emanating from the Institute shall be issued under the name of the President, or by his/her properly delegated authority. The President shall submit a written report to each meeting of the Council and to each Annual General Meeting.
- (b) The President-elect shall act in place of the President if the latter is unable to perform his/her duties; support the President in all aspects of leading the Institute; perform such other functions as may be provided in the Constitution or the By-laws or as may be mandated by the Council.
- (c) The Treasurer shall be responsible for the financial affairs of the Institute; receive, disburse, and invest funds as authorized by the Council; prepare a budget of income and expenses; perform such other functions as may be provided in the Constitution or the By-laws or as may be mandated by the Council; prepare a report on the financial standing of the Institute which shall be submitted to each meeting of the Council and a duly audited financial report to each Annual General Meeting; submit the Annual budget of the Institute for approval by the Annual General Meeting.
- (d) The Secretary shall be responsible for the Institute's correspondence and all other administrative matters, except finance; prepare the agenda and minutes of all meetings of the Council, General and Special meetings of the Membership and all other meetings as mandated by the Council; be responsible

for the setting in motion of actions ordered by the Council; maintain a detailed register of the Membership; act as the Electoral Officer; keep all relevant documents of the Council and be responsible for the official archive of the Institute; facilitate communication within the Council as well as with the Membership; perform such other functions as may be provided in the Constitution or the By-laws or as may be mandated by the Council; compile the Annual Report of the Institute which shall be circulated to all members. The Council shall generally assist the Secretary in the administration of the secretarial duties, and the Council may from time to time delegate particular duties of the Secretary to particular members of the Council.

- (e) The four Ordinary members of the Council shall each hold portfolio positions that are determined by the Council in session. Each position shall be defined by its *Terms of Reference* as determined by the Council in session. The four Ordinary members of the Council shall perform such other functions as may be provided in the Constitution or the By-laws or as may be mandated by the Council. A written report shall be submitted to each Council meeting by each Ordinary member of the Council.
- (f) The Divisional representative shall represent the interests of the Divisions of the Institute; generally serve as a conduit for information and communication between the Divisions and the Council; perform such other functions as may be provided in the Constitution or the By-laws or as may be mandated by the Council; co-ordinate the submission of written reports from each of the Divisions to each Council meeting and to each Annual General Meeting.
- (g) The Student representative shall represent the interests of the Student membership on the Council; generally promote the interests of the Student membership; perform such other functions as may be provided in the Constitution or the By-laws or as may be mandated by the Council; submit a written report to each meeting of the Council and to each Annual General Meeting; shall have full voting rights at all meetings of the Council and at all meetings of the membership.

3.3 The Council may co-opt the immediate-past President whose portfolio position may then be referred to as the Past President.

3.4 The Council may co-opt up to three additional members of the Council from amongst the Voting members of the Institute. These members shall enjoy all the rights and privileges of Ordinary members of the Council.

Election, privileges and obligations of the Council

3.5 The Council is elected in the manner prescribed in the By-laws and shall be in session for a minimum period of 21 months and a maximum period of 27 months.

3.6 The Council shall consist of members in good standing.

3.7 The Council members shall participate in the deliberations of the Council in the best interest of the Institute, and in accordance with the values of the Institute as stated in Clause 1.6 of the Constitution.

- 3.8 No individual may serve as an Ordinary Member of the Council for more than three consecutive terms.
- 3.9 The President-elect must have previously served on the Council.
- 3.10 The term of office of a Council Member shall terminate if he/she is absent from three consecutive meetings of the Council without leave of the Council.
- 3.11 A member of the Council may resign at any time by giving written notice to the President. The President may resign at any time by giving written notice to the Council.
- 3.12 A vacancy in the position of President during the Council in session shall be filled by the President-elect in an acting capacity, failing which, the Council may elect an Acting President from amongst the members of the Council. A vacancy in the position of President-elect during the Council in session may not be filled. Any other vacancy on the Council in session may be filled by co-option.
- 3.13 If 75% or more of the members of the Council resign, the entire Council is deemed to have resigned. An interim Council must then be constituted in terms of this Constitution to see out the term of the out-going Council. The Secretary shall remain as Electoral Officer to manage the election process for the interim Council. Clause 3.8 of the Constitution shall not apply to the interim Council.
- 3.14 The Council is not divested of any responsibility for the performance of any function delegated under its authority.
- 3.15 Each member of the Council shall abide by the Code of Conduct as prescribed in the By-laws; may be reprimanded, suspended or dismissed by the Council if he/she is found to be guilty of being in breach of the Code of Conduct by the Disciplinary Committee established by the Council.

Powers of the Council

The Council shall have the power to:

- 3.16 Administer the affairs of the Institute in accordance with the Constitution and the By-laws;
- 3.17 Make rules and decisions by passing resolutions;
- 3.18 Issue Standing Orders and/or amend or repeal Standing Orders at any meeting of the Council provided that notice of such an intention has been given at a previous meeting of the Council;
- 3.19 Formulate and/or approve procedures and/or policies on any matter of relevance to the Institute;
- 3.20 Consider, and approve or reject, nominations for membership of the Institute in any of the categories;
- 3.21 Receive and accept the resignations of members, and take resolutions concerning the reprimanding, suspension or dismissal of any member;

- 3.22 Establish Committees, Task Teams, Working Groups, Divisions and Forums of the Council, or any other appropriate body to assist it in furthering the goals of the Institute;
- 3.23 Establish Electoral Colleges for the election of Honorary members and Fellows;
- 3.24 Authorise studies sponsored by the Institute;
- 3.25 Enter into any affiliation agreement with another Institute, Association or Society;
- 3.26 Control and administer all funds, property and assets of the Institute; take legal action in the name of the Institute, and incur expenditure on behalf of the Institute;
- 3.27 Reduce or waive membership fees for individual cases; and
- 3.28 Take such action as deemed necessary to further the aims of the Institute.

Meetings of the Council

- 3.29 Categories of meetings of the Council:
 - (a) A general meeting of the Council shall be held a minimum of twice per calendar year.
 - (b) A special meeting of the Council may be called at any time by the President, or at the request of at least 50% of the full membership of the Council. No business other than that for which the Special Council Meeting was called may be transacted at such a meeting.
- 3.30 The quorum for meetings of the Council is 50% of the full membership of the Council.
- 3.31 The President shall chair all meetings of the Council. In the absence of the President, the President-elect shall act as the Chairperson of the meeting of the Council, failing which the Council members present shall elect one of the Council members to preside at such a meeting.
- 3.32 Minutes of meetings of the Council:
 - (a) The first act of a General Council Meeting, after being constituted, must be to confirm by signature of the Chairperson, the minutes of the preceding General Council Meeting and of any Special Council Meeting subsequently held. If objections to the minutes of a meeting are raised, these must be resolved before the minutes are signed.
 - (b) In the event that the preceding meeting(s) of the Council was inquorate, the confirmation of the minutes at a quorate General Council Meeting shall be taken as a ratification of all resolutions passed.
 - (c) The minutes of the meetings may be divided into Open sections and Confidential sections. The confirmed minutes of the meetings of the Council shall be made available to all members, provided that all Confidential sections have been appropriately excised.
- 3.33 Conflicts of interest:

- (a) A member of the Council who has a direct or indirect financial, personal or other interest in any matter to be discussed at a meeting and which may result in a conflict of interest or possible conflict of interest must, before or during such a meeting declare this interest.
- (b) No member of the Council may vote upon or take part in a discussion of any matter in which he/she has a conflict, or possible conflict of interest, and the member concerned must recuse himself/herself from the meeting of the Council for the duration of such a discussion and voting unless the Council decides otherwise.

3.34 Voting procedures:

- (a) Every motion or amendment to a resolution shall be proposed and seconded. The Council members shall then vote on the motion, amendment or resolution.
- (b) Decisions shall be made on the basis of a simple majority of the votes of members present at the meeting.
- (c) Decisions taken at an inquorate Council meeting shall remain pending and subject to ratification at the next quorate General Council meeting.
- (d) The Chairperson has, in the event of an equality of votes, a casting vote.
- (e) The views of a member of the Council who is unable to attend a meeting may be submitted to the meeting in writing and may be raised during discussion; however such views may not be considered as a vote either for or against any motion, resolution or amendment.
- (f) If so decided by the meeting, the number of members voting for or against any motion shall be recorded in the minutes, and additionally at the request of any member, the Chairperson shall direct that the vote of such a member be recorded.

3.35 The ruling of the Chairperson on a point of order or procedure is binding unless immediately challenged by a member, in which event such a ruling must be submitted for a vote to the meeting, whose decision is final.

3.36 The President may, with the agreement of the majority of members of the Council, adopt a resolution without convening a Council meeting. Such a resolution (to be referred to as a round-robin resolution) shall be ratified by the Council at its next quorate meeting.

The Executive

3.37 The Executive shall consist of the President, the President-elect, the Treasurer and the Secretary.

- (a) In the event that the immediate-past President has been co-opted onto the Council, he/she shall serve on the Executive.
- (b) The Executive may act on behalf of the Council. Executive decisions are subject to ratification by the Council.

Chapter 4

The Structures of the Council

- 4.1 The structures of the Council shall consist of Committees, Task Teams and Working Groups.
- 4.2 The rules of procedure which govern the Council shall apply *mutatis mutandis* to the structures of the Council.

The Committees of the Council

- 4.3 Committees of the Council are created by the Council in session and shall only exist during the session of the Council, and may be re-created by the new incoming Council.
- (a) Each Committee of the Council addresses tasks as approved by the Council in session.
 - (b) The Council in session appoints members of the Committee as well as the Chairperson of the Committee. A Committee that is chaired by a member of the Council shall be referred to as a Portfolio Committee.
 - (c) Each Committee shall consist of any number of members in good standing and may include non-members with appropriate expertise.
 - (d) A written report shall be submitted by the Chairperson of the Committee to each meeting of the Council.
 - (e) A member of the Committee may resign at any time. A vacancy on the Committee may be filled in a manner determined by the Committee. A vacancy in the position of the Chairperson shall be filled in a manner determined by the Council.
 - (f) Each member of the Committee shall abide by the Code of Conduct as prescribed in the By-laws.

The Task Teams of the Council

- 4.4 Task Teams of the Council are created by the Council in session and shall only exist during the session of the Council, and may be re-created by the new incoming Council.

- (a) Task Teams are focus groups that address or resolve a specific set of issues as approved by the Council in session.
- (b) A Task Team exists until such time as the specific set of issues have been addressed or resolved to the approval of the Council, or until the Task Team has been dissolved by a resolution to this effect by the Council.
- (c) The Council in session appoints members of the Task Team as well as the Chairperson of the Task Team.
- (d) Each Task Team shall consist of any number of members in good standing and may include non-members with appropriate expertise.
- (e) A written report shall be submitted by the Chairperson of the Task Team to each meeting of the Council until such time that the Task Team has been dissolved.
- (f) A member of the Task Team may resign at any time. A vacancy on the Task Team may be filled in a manner determined by the Task Team. A vacancy in the position of the Chairperson shall be filled in a manner determined by the Council.
- (g) Each member of the Task Team shall abide by the Code of Conduct as prescribed in the By-laws.

Working Groups of the Council

4.5 Working Groups of the Council are created by the Council in session and shall only exist during the session of the Council, and may be re-created by the new incoming Council.

- (a) Working Groups address a general or substantive set of tasks as approved by the Council in session. These tasks are usually of a cross-disciplinary nature and may require a multifaceted approach, a diversity of skills and multiple levels of expertise and a range of complementary inputs and resources.
- (b) The Council in session appoints members of the Working Group as well as the Chairperson of the Working Group.
- (c) Each Working Group shall consist of any number of members in good standing and may include non-members with appropriate expertise.
- (d) A written report shall be submitted by the Chairperson of the Working Group to each meeting of the Council until such time that the Working Group has been dissolved.
- (e) A member of the Working Group may resign at any time. A vacancy on the Working Group may be filled in a manner determined by the Working Group. A vacancy in the position of the Chairperson shall be filled in a manner determined by the Council.
- (f) Each member of the Working Group shall abide by the Code of Conduct as prescribed in the By-laws.

Chapter 5

Divisions and Forums of the Institute

5.1 The rules of procedure which govern the Council shall apply *mutatis mutandis* to the Divisions and Forums of the Institute.

Divisions

5.2 The Divisions of the Institute shall be established by a resolution of the Council.

- (a) A Division is a substantial and active research grouping of specialists that advances and diffuses the knowledge of a specific discipline(s) or subdiscipline(s) of Physics.
- (b) Any member in good standing may belong to any Division in which he/she is an active research specialist.
- (c) The affairs of the Division shall be governed by a Divisional Executive Committee.
- (d) The Divisional Executive Committee shall consist of a Chairperson, a Student representative and up to four additional members whose portfolio positions are determined by the Divisional Executive Committee.
- (e) The Divisional Executive Committee shall administer the affairs of the Division in accordance with the *Terms of Reference for Divisions* as prescribed in the By-laws.

Election, privileges and obligations of the Divisions

5.3 Each Divisional Executive Committee is elected in the manner prescribed in the By-laws in alternate years to those of the Council elections. Divisional Executive Committees shall be in session for a minimum period of 21 months and a maximum period of 27 months.

5.4 The Divisional Executive Committee shall consist of members in good standing.

5.5 A written report shall be submitted by the Chairperson of the Division to each meeting of the Council.

5.6 Each Division may form Task Teams and/or Working Groups.

5.7 Each member of the Divisional Executive Committee shall abide by the Code of Conduct as prescribed in the By-laws; a member of the Divisional Executive

Committee may be dismissed by the Council if he/she is found to be guilty of being in breach of the Code of Conduct by an independent tribunal of peers established by the Council.

5.8 A member of the Divisional Executive Committee may resign at any time.

5.9 A vacancy on the Divisional Executive Committee may be filled in a manner determined by the Divisional Executive Committee.

Forums

5.10 The Forums of the Institute shall be established by a resolution of the Council.

- (a) A Forum is a general grouping of physicists whose aims are to address particular issues of interest to the Forum.
- (b) Any member in good standing may belong to any Forum.
- (c) The affairs of the Forum shall be governed by a Forum Executive Committee.
- (d) The Forum Executive Committee shall consist of a Chairperson, a Student representative and up to four additional members whose portfolio positions are determined by the Forum Executive Committee.
- (e) The Forum Executive Committee shall administer the affairs of the Forum in accordance with the *Terms of Reference for Forums* as prescribed in the By-laws.

Election, privileges and obligations of the Forums

5.11 Each Forum Executive Committee is elected in the manner prescribed in the By-laws in alternate years to those of the Council elections. Forum Executive Committees shall be in session for a minimum period of 21 months and a maximum period of 27 months.

5.12 The Forum Executive Committee shall consist of members in good standing.

5.13 A written report shall be submitted by the Chairperson of the Forum to each meeting of the Council.

5.14 Each Forum may form Task Teams and/or Working Groups.

5.15 Each member of the Forum Executive Committee shall abide by the Code of Conduct as prescribed in the By-laws; a member of the Forum Executive Committee may be dismissed by the Council if he/she is found to be guilty of being in breach of the Code of Conduct by an independent tribunal of peers established by the Council.

5.16 A member of the Forum Executive Committee may resign at any time.

5.17 A vacancy on the Forum Executive Committee may be filled in a manner determined by the Forum Executive Committee.

Chapter 6

Epilogue

Additions and Alterations to the By-laws

- 6.1 Changes to the By-laws may be proposed by the Council or by ten or more members in good standing.
- (a) Where a proposal is made by ten or more members in good standing, such a proposal shall be submitted to the Council in writing.
 - (b) The proposal shall be circulated to all members, and unless objections with valid reasons are received from more than ten Voting members within thirty days of the date of distribution, these changes shall immediately become operative following the ratification by the Council.

Additions and Alterations to the Constitution

- 6.2 Changes to the Constitution may be proposed by the Council or by ten or more members in good standing at least three months before an Annual General Meeting.
- (a) Where a proposal is made by ten or more members in good standing, such a proposal shall be submitted to the Council in writing.
 - (b) The proposal shall be circulated to all members at least two months before the Annual General Meeting.
 - (c) The proposal shall be adopted by at least two-thirds of the total votes cast, including proxy votes cast, at the Annual General Meeting providing that such a meeting is quorate.
 - (d) Whereas the proposal may be amended at the Annual General Meeting, the proposal may not be changed in substance or in spirit.
 - (e) All changes to the constitution shall be circulated to members within thirty days of the Annual General Meeting.

Dissolution of the Institute

- 6.3 Dissolution of the Institute may be proposed by the Council or by thirty or more members in good standing at least three months before an Annual General Meeting.

- (a) Where a proposal is made by thirty or more members in good standing, such a proposal shall be submitted to the Council in writing.
 - (b) The proposal shall be communicated to all members at least two months before the Annual General Meeting;
 - (c) Dissolution shall be decreed by at least four-fifths of the total votes cast, including proxy votes cast, at the Annual General Meeting, providing that such a meeting is quorate and that at least two-thirds of the Voting membership has cast their votes.
- 6.4 In the event that the Annual General Meeting cannot be held within six months of the date of distribution of a valid motion to dissolve the Institute, a vote shall be conducted by remote means. The support of more than two-thirds of the Voting membership shall be required for dissolution of the Institute provided that at least three-quarters of the Voting membership has cast their votes.
- 6.5 On the dissolution of the Institute, it shall be necessary to decide the manner in which any surplus assets, after satisfaction of the Institute's debts, shall be applied, and the voting on this matter shall be done by a simple majority at the Annual General Meeting or by remote means. Upon its dissolution, the assets of the Institute shall not be distributed amongst its members but shall be transferred to a body with similar aims and objectives.
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