



Byelaws
OF THE
ROYAL INSTITUTION OF GREAT BRITAIN

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OBJECTS AND CONSTITUTIONAL DOCUMENTS

1. Interpretation

- 1.1 The interpretation provisions in Byelaw 25 apply to the **Byelaws**.
- 1.2 The emboldening of a word or expression on the first occasion that it is used in the text indicates that the word or expression is defined in Byelaw 25.

2. The Governing Documents and Objects of the Institution

2.1 The **Institution** is governed by:

- (a) a Royal Charter given on 13 January 1800;
- (b) an Act of Parliament dated 18 April 1810;
- (c) an Amending Act dated 14 May 1958;
- (d) a Supplemental Charter dated 14 November 1958;
- (e) an Amendment to the Charter of 1800 granted on 22 February 1967;
- (f) Schemes of the **Charity Commission** dated 17 April 1959, 26 May 1959, 30 March 1965, 26 January 1967, 26 April 1971, 10 April 1984, and 30 March 2011;
- (g) Orders in Council dated 22 February 1967, 11 April 1984 and 7 April 2011

which are its **Governing Documents** and by these Byelaws made under the Governing Documents.

2.2 The **Objects** of the Institution are:

- (a) to diffuse the knowledge and facilitate the general introduction of useful mechanical inventions and improvements;
- (b) to teach by courses of philosophical lectures and experiments the application of science to the common purposes of life;
- (c) to promote chemical science by experiments and lectures for improving arts and manufactures;
- (d) to discover the uses of the mineral and other natural productions of this country; and
- (e) to diffuse and extend useful knowledge in general.

3. The Byelaws of the Institution

- 3.1 In the event of inconsistency between the Byelaws and the Governing Documents, the Governing Documents take precedence.

- 3.2 The Byelaws are made, altered, suspended and repealed by the **Voting Members** in **General Meeting** in accordance with this Byelaw 3.
- 3.3 A change to the Byelaws may be proposed by:
- (a) any Voting Member who has obtained the support of 15 other Voting Members and who complies with the provisions of Byelaw 9; or
 - (b) the **Trustees**.
- 3.4 On each change becoming effective, a revised version of the Byelaws shall be prepared and a copy **sent to each Member** within 15 days.
4. **Regulations of the Institution**
- 4.1 The Trustees shall make the **General Meeting Regulations**, the **Ballot Regulations** and such other regulations as they consider appropriate and are consistent with the Governing Documents and the Byelaws provided that:
- (a) the General Meeting Regulations shall not take effect until approved by the Voting Members; and
 - (b) a notice informing **Members** of any new regulations shall be sent to each Member within 15 days of them having been adopted or, in the case of the General Meetings Regulations, having been approved by the Voting Members.
- 4.2 The Trustees shall keep a Register of Regulations containing a copy of each set of regulations specifying the date on which it was adopted by the Trustees (or, in the case of the General Meeting Regulations, approved by the Voting Members).
- 4.3 A copy of the Register of Regulations and each set of regulations shall be available to Members on demand.
- 4.4 In the event of inconsistency between any regulations and the Byelaws, the Byelaws take precedence.

MEMBERSHIP OF THE INSTITUTION

The Election, Rights and Privileges of Members

- 5.1 The Trustees shall determine the **Categories of Membership**, with or without voting rights, and prescribe the qualifications for membership and rights of Members of each such category including, if the Trustees think fit, categories of life membership or honorary membership. Any resolution of the Trustees under this Byelaw may be altered or revoked by subsequent resolution of the Trustees.
- 5.2 Prospective Members shall complete and sign such application form as the Trustees from time to time prescribe. The Trustees' decision on the acceptance or otherwise of a prospective Member shall be final.

- 5.3 Members shall pay such membership subscriptions (if any) as shall be determined by the Trustees from time to time in accordance with this Byelaw. The Trustees shall also have discretion to charge:
- (a) a joining fee (which may be set at different rates) to persons on becoming Members; and
 - (b) entrance or other fees for events or services run by the Institution for the benefit of Members or otherwise.
- 5.4 On admission, every Member will:
- (a) be notified of their admission as a Member and their Category of Membership; and
 - (b) have their details entered onto the **Members' Register**.
- 5.5 The following provisions shall apply to the subscriptions payable by Members:
- (a) the first subscription (and joining fee, if any) shall be due and payable by a Member at the expiration of seven days after service on the Member of a notification of admission to membership;
 - (b) if the Trustees consider that there should be a change in the rates of the annual subscription to be paid by any Category of Membership, they will advise the Members who will be affected not less than 28 **Clear Days** in advance of making the change;
 - (c) Members will continue to pay their subscriptions on the anniversary of their being admitted as Members or such other date as shall be determined by the Trustees from time to time;
 - (d) if the date from which subscriptions shall become due is changed by the Trustees, the Trustees may, at their discretion, rebate or surcharge the subscription according to the number of months lost or gained by such change; and
 - (e) if the Trustees determine that there shall be a fixed annual period for the purposes of membership and subscriptions they may, at their discretion, provide that in the event of a Member joining or leaving other than at the start or end of that period, the subscription payable (if any) may be pro-rated according to the portion of the period remaining or elapsed.
- 5.6 The Trustees shall have discretion to introduce such membership rules and/or codes of conduct for Members as they shall from time to time determine to be in the best interests of the Institution provided that Members shall be notified of the introduction of any such rules or codes not less than 28 Clear Days prior to their introduction.
- 5.7 Where an allegation or complaint of gross misconduct or conduct likely to bring the Institution into disrepute has been made against a Member, that Member's rights and privileges of membership may be suspended by the Chair and a second Trustee (or, if the allegation/complaint is made against the Chair or any other Trustee, by a majority of the Trustees) for a period not exceeding three months in order to investigate the

allegation/complaint. All of the Trustees shall be notified within seven days of any such suspension. The Trustees shall put in place such regulations for the investigation of allegations and complaints as they consider fit, provided that such regulations shall comply with the rules of natural justice.

- 5.8 Membership shall not be transferable and a Member shall cease to be a Member (and thus shall cease to be entitled to the rights and privileges of membership):
- (a) if, by Telephone, Email or **Written** notice to the Institution, the Member resigns and a Member is deemed to have resigned when their letter, call or email of resignation is received at the offices of the Institution;
 - (b) in the case of an individual, on death or in the event of them becoming incapable of managing their own affairs;
 - (c) in the case of a corporation, if the corporation becomes insolvent or ceases to exist;
 - (d) if any subscription or other sum payable by the Member is not paid within 35 days of the due date and remains unpaid 7 days after notice is served on the Member on behalf of the Trustees informing them that they will be removed from the membership if it is not paid. The Trustees may re-admit to membership any person removed on this ground on them paying such part of the sum due as the Trustees may determine;
 - (e) if a **Renewals Committee** resolves not to allow the Member's membership to be renewed at the end of a subscription year on the ground that, in its reasonable opinion, the Member's continued membership would not be in the best interests of the Institution; or
 - (f) by a resolution of a Renewals Committee passed on the ground that, in its reasonable opinion, the Member's continuing membership is not in the best interests of the Institution

PROVIDED that a resolution under paragraphs (e) and (f) of this Byelaw shall be valid only if:

- (i) the intention to propose the resolution was approved by the Trustees and the Trustees constituted a Renewals Committee to consider and, if thought fit, to make such a resolution;
- (ii) notice of the intention to propose such resolution shall have been sent to (a) the Member whose non-renewal or removal is in question, (b) to all the members of the Renewals Committee convened by the Trustees to consider the issue and (c) to all Trustees not less than 21 Clear Days before the date of the meeting of the Renewals Committee at which the matter is to be considered;
- (iii) the notice of the meeting of the Renewals Committee at which the matter is to be considered shall (a) state the general nature of the grounds on which the resolution is to be proposed, (b) state the names of the members of the Renewals Committee and (c) shall inform the Member in question that they may either (a) be heard in person (with or without a representative present) by the Renewals Committee at the meeting or (b) submit written representations to the Renewals Committee not less than seven Clear Days prior to the date of the meeting; and

- (iv) after having heard the Member or considered their written representations, the resolution is passed by a majority of at least three-quarters of the members present and voting at the meeting of the Renewals Committee at which not less than one-half of the total members of the Renewals Committee are present.

5.9 A complaint by a Member concerning the internal administration of the Institution, against an individual Trustee (for whatever reason) or in respect of the performance of the duties of any member of staff, member of a **Standing Committee** or member of a **Sub-Committee** shall be made **in writing, including email**, to the Trustees. The Trustees shall resolve the Member's complaint by means of the **Dispute Resolution Policy**. If after exhaustion of the procedures set out in the Dispute Resolution Policy the Member remains dissatisfied, they shall have the right to call an **SGM** in accordance with Byelaw 7.

GENERAL MEETINGS AND VOTING BY AND RESOLUTIONS OF MEMBERS

6. Annual General Meetings

- 6.1 An **AGM** shall be held before the end of May each year.
- 6.2 The AGM shall be held at the Institution unless otherwise decided by the Trustees.
- 6.3 The AGM shall be called by the Trustees by giving Written notice to Members entitled to attend the AGM at least 21 Clear Days before the AGM. The notice shall specify the business to be discussed and contain the form of proxy to be used by Voting Members unable to attend in person.
- 6.4 The business to be conducted at the AGM shall include (but is not limited to):
 - (a) presentation of the annual report of the Trustees;
 - (b) presentation of the statement of the **Audit and Risk Committee**;
 - (c) presentation of the annual accounts for the previous **Financial Year**;
 - (d) approval of the appointment of the external auditors, as recommended by the Audit and Risk Committee and Trustees
 - (e) acceptance of the retirement of the retiring Trustees (as from the end of the AGM);
 - (f) declaration of the result of the **Ballot** and appointment of the new **Elected Trustees** (as from the end of the AGM);
 - (g) approval of amendments to the terms of reference of the Standing Committees (if any); and
 - (h) approval of amendments to the General Meeting Regulations (if any).
- 6.5 No business shall be discussed at an AGM other than that specified on the notice given under Byelaw 6.3.

7. **Special General Meetings**

- 7.1 All General Meetings other than AGMs shall be SGMs.
- 7.2 SGMs shall be held at the Institution unless otherwise decided by the Trustees.
- 7.3 An SGM shall be called on at least 14 Clear Days' Written notice (specifying the business to be discussed) and:
- (a) may be called at any time by the Trustees;
 - (b) shall be called by the Trustees within 28 days of receipt of a Written notice from a Voting Member which complies with Byelaw 9 (unless the proposed **Member's Resolution** is to be put to an AGM).
- 7.4 A notice calling an SGM shall contain the form of proxy to be used by Voting Members unable to attend the SGM in person.
- 7.5 Notwithstanding Byelaw 7.3, if the only matter proposed to be discussed at the SGM is a change to the Byelaws which is determined by the Trustees to be inconsistent with the Governing Documents, the Trustees shall have the right to decline to call an SGM. If the Trustees determine that the resolution is inconsistent with the Governing Documents they will notify the Member concerned accordingly.
- 7.6 No resolution shall be taken at an SGM other than that specified on the notice given under Byelaw 7.3.

8. **Procedure and Voting at General Meetings**

- 8.1 General meetings shall be conducted in accordance with the General Meeting Regulations and, in relation to any matters not covered by those Regulations, at the discretion of the Chair of the General Meeting.
- 8.2 Voting Members may attend General Meetings personally or by proxy. In case of attendance by proxy, a Voting Member appointing a proxy shall comply with the form of proxy prescribed by the Trustees for the meeting which, unless the Trustees prescribe otherwise, shall be in the form set out in Schedule 1.
- 8.3 There is a quorum at General Meetings if the number of Voting Members present in person or by proxy is 30.
- 8.4 The Chair (or if the Chair is unwilling or unable, some other Member chosen by the Trustee) presides at a General Meeting.
- 8.5 A General Meeting may be adjourned and re-convened.
- 8.6 All resolutions passed at General Meetings shall come into force at the close of the meeting at which they are passed.

8.7 The proceedings at a General Meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Institution.

9. **Members' Resolutions**

9.1 Any Voting Member who has obtained the support of 15 other Voting Members may propose a Member's Resolution at a General Meeting provided that they have complied with the provisions of this Byelaw.

9.2 The Voting Member must send to the Trustees a Written notice of the proposed resolution which sets out clearly and in no more than 300 words:

- (a) the purpose of and reasons for the proposed resolution;
- (b) if the Voting Member so wishes, the General Meeting at which they wish the resolution to be proposed; and
- (c) the names of the 15 Voting Members who support the proposed resolution.

9.3 If the proposed resolution is to be proposed at an AGM, a notice sent under Byelaw 9.2 must be received by the Trustees 21 clear days before the AGM notice is provided to Members. A notice will be deemed to have been sent at such point as it is received at the Ri offices.

9.4 Unless the proposed resolution is rejected by the Trustees in accordance with Byelaw 7.5, the Trustees will draft a resolution reflecting the purpose and reasoning expressed in the notice and will include the Member's Resolution in the notice calling the relevant General Meeting.

9.5 The only circumstances in which a resolution of no confidence may be proposed are if the resolution:

- (a) is proposed as a Member's Resolution;
- (b) is a resolution of no confidence in the entire **Board of Trustees**; and
- (c) specifies the consequences of it being passed, being either:
 - (i) removal of the Board of Trustees from office (in which case, the motion must also set out the transitional arrangements that will apply until the new Board of Trustees is appointed); or
 - (ii) a direction to the Trustees to re-consider the policy or decision in which the Members have no confidence.

10. **Voting at General Meetings**

10.1 A resolution at a General Meeting shall be decided by a show of hands, unless a poll is demanded.

10.2 If a poll is demanded, it will be taken in such manner as the Chair of the meeting directs.

- 10.3 Save for those issues set out in Byelaw 10.4, every issue at a General Meeting is decided by a majority of the votes cast.
- 10.4 The following issues shall be decided by **Special Resolution**:
- (a) any proposal to amend the Governing Documents;
 - (b) any proposal to amend the Byelaws;
 - (c) any proposal to remove a Trustee before the expiry of their term of office; and
 - (d) any vote of no confidence in the Board of Trustees.
- 10.5 Every Voting Member present in person or by proxy has one vote on each resolution but on a vote taken by a show of hands:
- (a) a Voting Member holding one or more proxies shall vote only on their own behalf; and
 - (b) the Chair of the meeting shall add to the total votes for and against the motion the number of for and against proxies received.
- 10.6 Every proxy must be a Voting Member.
- 10.7 An instrument appointing a proxy shall be in such form as the Trustees shall prescribe and must be received by the Institution not less than 48 hours before the time appointed for holding the General Meeting. Any instrument which is in default of the provisions of this Byelaw 10.7 is invalid.
- 10.8 In case of an equality of votes, the Chair of the meeting has a second and casting vote.

PRESIDENT AND VICE PRESIDENTS

11. The President

- 11.1 The Voting Members shall have the right to appoint the **President**.
- 11.2 The President shall be entitled to attend all meetings of the Institution and of the Trustees but the appointment of President shall be honorary and shall carry no rights or obligations or responsibilities relating to the general control and management of the administration of the Institution. For the avoidance of doubt, the President shall not be entitled to vote at Trustees' meetings.
- 11.3 The President shall hold office until they resign by Written notice to the Trustees or is removed by a resolution of the Voting Members.

12. The Vice Presidents

- 12.1 The Trustees shall have the right to appoint up to three **Vice Presidents** of the Institution for such term as the Trustees shall determine.
- 12.2 The appointment of Vice President shall be honorary and shall carry no rights or obligations or responsibilities relating to the general control and management of the administration of the Institution.

- 12.3 Each Vice President shall hold office until their term expires, they are removed by a resolution of the Trustees or they resign by Written notice to the Trustees.

TRUSTEES – NUMBER & ELECTION/APPOINTMENT

13. The Trustees

- 13.1 The Trustees as **Charity Trustees** have control of the Institution and its property and funds and must ensure these are applied only for the Objects.
- 13.2 There shall be not less than seven and not more than 13 Trustees, all of whom shall be Voting Members. For the avoidance of doubt, no person who is employed by the Institution may be a Trustee.
- 13.3 The Board of Trustees shall comprise:
- (a) between five and nine Elected Trustees elected in accordance with Byelaw 14, and
 - (b) up to four **Appointed Trustees** appointed in accordance with Byelaw 15
- ideally with a broad range of skills as required for the proper control and oversight of the management of the Institution.
- 13.4 In the event of a vacancy in the number of Elected Trustees, the Trustees shall be entitled to co-opt up to two **Co-Opted Trustees**.
- 13.5 In the event of the number of Elected Trustees falling below five, a Ballot shall be called immediately and in accordance with Byelaw 14, save that the **Nominations Committee** shall set such deadlines as it considers appropriate in the circumstances.
- 13.6 A Trustee's term of office automatically terminates immediately if they:
- (a) are disqualified under the **Charities Acts** from acting as a Charity Trustee;
 - (b) are incapable, whether mentally or physically, of managing their own affairs;
 - (c) are absent from three consecutive meetings of the Trustees without consent;
 - (d) cease to be a Voting Member;
 - (e) resign by Written notice to the Trustees (but only if at least two Trustees will remain in office);
 - (f) are removed by Special Resolution at a General Meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.
- 13.7 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time of the relevant Trustee's appointment does not invalidate the appointment of the relevant Trustee.

14. **Elected Trustees**

- 14.1 One third (or the number nearest one third) of the Elected Trustees shall retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by agreement or failing any such agreement by drawing lots.
- 14.2 The Elected Trustees shall be elected by a Ballot of the Voting Members conducted in accordance with the remaining provisions of this Byelaw and the Ballot Regulations.
- 14.3 Subject to Byelaw 13.5, the Nominations Committee shall:
- (a) Not later than 19 weeks prior to the AGM, meet to identify those Elected Trustees retiring by rotation and the skills required by the Trustees which have been or will be lost following the retirement of those Elected Trustees and termination of the office of the Appointed Trustees and any Co-Opted Trustees;
 - (b) Not later than 16 weeks prior to the AGM, send to each Voting Member a call for the nomination of prospective **Candidates** which shall also contain:
 - (i) the names of the Elected Trustees retiring at the AGM (and the names of any Elected Trustee who has resigned since the previous AGM);
 - (ii) the names and areas of expertise of the Elected Trustees who are continuing in office; and
 - (iii) a summary of the skills that it would be helpful for one or more of the Elected Trustees to have in order to achieve or maintain a balance of skills across the Trustees.
- 14.4 Subject to Byelaw 13.5, not later than 12 weeks before the AGM, Voting Members shall submit their nominations for Candidates to the Nominations Committee. Nominations must be submitted by Written notice and must include the name of the nominating Member.
- 14.5 In order to be validly nominated each Candidate:
- (a) must be a Voting Member;
 - (b) must be nominated by a Voting Member who is not a member of the Nominations Committee;
 - (c) if they are a member of the Nominations Committee, must stand down prior to being nominated; and
 - (d) must not have nominated themselves.
- 14.6 The Nominations Committee shall determine the validity of each nomination and the nominee's willingness to be a Candidate. Any nominee who is unwilling to be a Candidate or whose nomination is determined to be invalid shall be excluded from the Ballot.
- 14.7 The Nominations Committee shall invite each Candidate to submit a Written profile in such form as the Nominations Committee shall from time to time determine.

- 14.8 In the event that the number of eligible Candidates is equal to or fewer than the vacancies in the number of Elected Trustees, no **Ballot Paper** shall be sent out.
- 14.9 In the event that there are more eligible Candidates than vacancies in the number of Elected Trustees:
- (a) not later than 11 weeks before the AGM, the Nominations Committee shall send to each Voting Member a Ballot Paper and such other papers (if any) as the Nominations Committee considers necessary or appropriate;
 - (b) in respect of each Candidate, the Ballot Paper shall contain their name and a space for the Voting Member to indicate whether they are for the Candidate;
 - (c) all completed Ballot Papers shall be returned to the Institution at midnight no later than 7 weeks before the AGM and no Ballot Paper returned after this time shall be counted;
 - (d) each Voting Member may return one Ballot Paper only; and
 - (e) a copy of the Ballot Regulations shall be made available to each Voting Member.
- 14.10 The Ballot Regulations shall govern the conduct of the Ballot (if any) and shall provide for matters including but not limited to the appointment of scrutineers to ensure the secrecy and proper conduct of the Ballot.
- 14.11 The election of the Elected Trustees shall be determined by the Nominations Committee (or by such body as the Nominations Committee appoints) on the following basis:
- (a) if the number of eligible Candidates is equal to or fewer than the number of Elected Trustee vacancies, those Candidates shall be duly elected;
 - (b) if the number of eligible Candidates exceeds the number of Elected Trustee vacancies, the eligible Candidate for whom the greatest number of votes have been cast shall be duly elected;
 - (c) the process set out in Byelaw 14.11(b) shall be repeated until the number of eligible Candidates elected equals the number of Elected Trustee vacancies;
 - (d) in the event that two eligible Candidates obtain a tied vote and there is only one Elected Trustee vacancy left to fill, the result will be decided by the drawing of lots.
- 14.12 Those successfully nominated to the Board will need to:
- (a) Confirm that they are not disqualified from serving as a Trustee of a Charity;
 - (b) Successfully complete any checks or certifications as deemed necessary by the Charity Commission and/or Trustees;
 - (c) Read and promise to abide by the Ri Byelaws, policies, codes and procedures.

14.13 The result of the election shall be announced at the AGM, from the end of which meeting the new Elected Trustees shall hold office save that in the case of a Ballot called pursuant to Byelaw 13.5 the results shall be announced by way of notice to Members within 14 days of the Ballot closing and the new Elected Trustees shall hold office from the date of the notice.

15. **Appointed Trustees**

15.1 The Appointed Trustees shall be appointed by the Trustees at (or as soon as possible after) their first meeting after the AGM having regard to the profile and audit of skills undertaken by the Nominations Committee, the skills of the Elected Trustees and the need to maintain a balance of skills across the Trustees.

15.2 An Appointed Trustee shall hold office until the close of the next AGM, or their earlier retirement or removal under Byelaw 13.6. In the event of the retirement or removal of a Trustee under that Byelaw, the Trustees shall be entitled to appoint a replacement Appointed Trustee to serve for the remainder of the term of office of the Appointed Trustee they are replacing.

15.3 The Appointed Trustees need not be appointed from the Members, but any person who is appointed as an Appointed Trustee shall become a Voting Member on their appointment.

16. **Co-Opted Trustees**

16.1 A Co-Opted Trustee shall take office from the date of their appointment but shall hold office only until the close of the following AGM.

16.2 A Co-Opted Trustee need not be appointed from the Members, but any person who is appointed as a Co-Opted Trustee shall become a Voting Member on their appointment.

CHAIR

17. **Chair**

17.1 The Trustees shall elect the Chair from amongst their number annually. Election of the Chair shall normally take place at the first meeting of the Trustees following the AGM but (in the event that a Chair leaves office before the expiry of their term) may take place at another time.

17.2 The Chair shall remain in office until the earlier of, ceasing to be a Trustee or the appointment of a successor.

TRUSTEES – PROCEEDINGS & POWERS

18. **Proceedings of Trustees**

18.1 The Trustees must hold at least four meetings in each calendar year.

18.2 A quorum at a meeting of the Trustees is four Trustees.

18.3 Any Trustee may call a meeting of the Trustees by giving reasonable notice (which shall normally be seven Clear Days) of the meeting to the Trustees.

- 18.4 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 18.5 The Chair or, if the Chair is unable or unwilling to do so, some other Trustee chosen by the Trustees present shall preside at each meeting of the Trustees.
- 18.6 A meeting of the Trustees may be adjourned and be re-convened.
- 18.7 The Trustees may at their sole discretion invite any person to attend or participate in a meeting of the Trustees but no eligibility to vote shall be conferred by such an invitation.
- 18.8 Every issue may be determined by a simple majority of the votes cast at a meeting but a **Written Resolution** circulated to all the Trustees who would have been eligible to vote on the matter at a meeting of the Trustees and approved by a simple majority of them is as valid as a resolution passed at a meeting and for this purpose:
- (a) the number of Trustees who approve the Written Resolution must be at least as many as would be required to form a quorum at a meeting of the Trustees; and
- 18.9 the Written Resolution may be contained in more than one document and will be treated as passed on the date of the last signature. Except for the Chair of the meeting, who in the case of an equality of votes has a second or casting vote, every Trustee has one vote on each issue (subject to Byelaw 18.12).
- 18.10 A Trustee must avoid a situation in which they have an interest or duty that conflicts or possibly may conflict with the interests of the Institution. This duty is not infringed if:
- (a) the situation cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - (b) the situation is authorised by the Trustees in accordance with Byelaw 18.11; or
 - (c) the situation relates to the purchase of trustee indemnity insurance.
- 18.11 If a conflict of interests arises for a Trustee, the un-conflicted Trustees may authorise such a conflict of interests provided that:
- (a) the procedure in Byelaw 18.12 is followed;
 - (b) authorisation will not result in any **Benefit** being conferred on any Trustee or any **Connected Person** that would not be permitted by Byelaw 22; and
 - (c) the un-conflicted Trustees consider it is in the best interests of the Institution to authorise the conflict of interest in the circumstances.
- 18.12 Whenever a Trustee has an interest in a matter to be discussed at a meeting of the Trustees or a meeting of a Standing Committee or Sub-Committee, the Trustee concerned must:

- (a) declare their interest before discussion begins on the matter;
 - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - (c) not be counted in the quorum for that part of the meeting; and
 - (d) withdraw during the vote and have no vote on the matter.
- 18.13 The proceedings of a meeting of the Trustees shall not be invalidated because a Trustee who was entitled to receive notice of the meeting did not receive it because of an accidental omission of the Institution.

19. **Powers of Trustees**

19.1 The Trustees shall manage the business of the Institution and may exercise all the powers of the Institution unless they are subject to any restrictions imposed by the Governing Documents, these Byelaws or any Special Resolution.

19.2 Without prejudice to Byelaw 19.1, the Trustees shall:

- (a) establish and maintain the Standing Committees in accordance with the provisions of Byelaw 20;
- (b) make the General Meeting Regulations and the Ballot Regulations;
- (c) set overall objectives and policy guidelines consistent with the Institution's Objects and its obligations;
- (d) consider all significant capital expenditure prior to such expenditure being incurred (and no such expenditure shall be permitted unless authorised by the Trustees);
- (e) safeguard the Institution's assets and, if appropriate, authorise any significant disposal thereof, subject to the terms of the **Heritage Assets Policy**; and
- (f) establish and maintain the Heritage Assets Policy, the Dispute Resolution Policy, **the Public Interest Disclosure Policy** and the **Investment Policy** and such other policies as they consider necessary from time to time.

19.3 Without prejudice to Byelaw 19.1 and 19.2, the Trustees may:

- (a) delegate any of their functions to a Standing Committee or a Sub-Committee provided always that the provisions of Byelaw 20 or 21 (as applicable) are complied with;
- (b) establish other policies to govern the administration of the Institution;
- (c) delegate the management of investments to a Financial Expert, but only on terms that:
 - (i) require the Financial Expert to comply with the Investment Policy;
 - (ii) require the Financial Expert to declare any conflicts of interests;

- (iii) require the Financial Expert to report every transaction to the Trustees promptly;
 - (iv) require the Financial Expert to review the performance of the investments with the Trustees regularly;
 - (v) entitle the Trustees to cancel the delegation arrangement at any time;
 - (vi) require the Investment Policy and the delegation arrangement to be reviewed by the Trustees no less than annually;
 - (vii) require all payments to the Financial Expert to be on a scale or at a level which is agreed in advance and to be notified promptly to the Trustees on receipt;
 - (viii) prohibit the Financial Expert from doing anything outside the powers of the Trustees;
- (d) borrow and incur debt, subject always to the taking of professional financial advice and the restrictions imposed by the Charities Acts; and
 - (e) exercise any other powers of the Institution which are not reserved to the Members.
- 19.4 Without prejudice to Byelaw 13, if the Trustees shall at any time be or be reduced in number to less than seven it shall be lawful for them to act as Trustees for the purposes of appointing Appointed Trustees or Co-Opted Trustees, calling a Ballot or summoning a General Meeting and participating in the work of the Standing and Sub-Committees but not for any other purpose.

COMMITTEES

20. Standing Committees

- 20.1 For each Standing Committee there shall be Written terms of reference which shall be:
- (a) prepared by the Trustees;
 - (b) approved by the Members; and
 - (c) consistent with the remaining provisions of this Byelaw and cover the matters set out in Schedule 2.
- 20.2 Each Standing Committee shall be comprised of no less than five and no more than seven members, of whom a majority shall be Members of the Institution.
- 20.3 Two-thirds (or the number nearest two-thirds) of the members of each Standing Committee shall be appointed by the Trustees on the basis of skill. The remaining one-third (or number nearest one-third) shall be co-opted by the Standing Committee itself.
- 20.4 The Standing Committees may be comprised of any proportion of Trustees,

non-Trustee Members and independent persons as the Trustees consider appropriate, save that two members of each Standing Committee shall be Trustees and no Standing Committee shall have a majority of Trustee members.

20.5 The Chair of each Standing Committee shall be a Trustee and shall be appointed by the Trustees.

21. **Sub-Committees**

21.1 At least one member of every Sub-Committee must be a Trustee and a majority of the members of the Sub-Committee shall be Members of the Institution.

21.2 All proceedings of the Sub-Committees must be reported promptly to the Trustees.

21.3 Each and every Sub-Committee shall have written terms of reference approved by the Trustees.

21.4 Each and every Sub-Committee shall have a Chair approved by the Trustees.

21.5 No Sub-Committee may have terms of reference which impinge on the terms of reference of a Standing Committee.

MEMBER & TRUSTEE BENEFITS

22. **Benefits to Members and Trustees**

22.1 The property and funds of the Institution must be used only for promoting the Objects and do not belong to the Members save that:

- (a) Members who are not Trustees may be employed by the Institution;
- (b) Members (and Trustees) may be paid interest at a reasonable rate on money lent to the Institution;
- (c) Members (and Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Institution;
- (d) Members (and Trustees) who are beneficiaries may receive charitable benefits in that capacity; and
- (e) a Member may enter into a contract with the Institution to supply goods or services in return for payment or other Benefit if the goods or services are actually required by the Institution and for the avoidance of doubt no such contract shall affect a Member's voting or other rights.

22.2 A Trustee must not receive any payment of money or other Benefit (whether directly or indirectly) from the Institution except:

- (a) as mentioned in Byelaw 22.1;
- (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Institution;

- (c) payment to any company in which a Trustee has no more than a 1% shareholding; or
 - (d) in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance).
- 22.3 Any Trustee (or any Connected Person whose remuneration might result in a Trustee obtaining a Benefit) may enter into a contract with the Institution to supply goods or services in return for a payment or other Benefit but only if:
- (a) the goods or services are actually required by the Institution;
 - (b) any conflict of interests is authorised by the Trustees in accordance with Byelaw 18.11;
 - (c) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Byelaw 18.12; and
 - (d) in any Financial Year, no more than half of the Trustees are subject to such a contract (or are connected to a Connected Person who is subject to such a contract).

RECORDS, ACCOUNTS & COMMUNICATIONS

23. Records and Accounts

- 23.1 The Trustees must comply with all statutory requirements as to the keeping of statutory books, financial records, the audit of accounts and the preparation and transmission to the Charity Commission of:
- (a) annual reports;
 - (b) annual returns; and
 - (c) annual statements of account.
- 23.2 The Trustees must keep proper records of:
- (a) all proceedings at General Meetings;
 - (b) all proceedings at Trustees meetings and all Written Resolutions;
 - (c) all reports of Standing and Sub-Committees; and
 - (d) all professional advice obtained.

24. Communication with Members

- 24.1 The Institution may validly send any document (including any notice and any Ballot Paper) to a Member:
- (a) by delivering it by hand to the address recorded for the Member in the Members' Register;

- (b) by sending it by post or courier (with postage or delivery paid) to the address recorded for the Member in the Members' Register;
 - (c) by fax to a fax number given in a Written notice by the Member;
 - (d) by electronic mail to an email address given in a Written notice or over the telephone by the Member; or
 - (e) by publishing it on the Website; In accordance with this Byelaw 24.
- 24.2 When sending a document via the Website, the Institution must notify each intended recipient of:
- (a) the presence of the document on the Website;
 - (b) the address of the Website;
 - (c) the place on the Website where it may be accessed; and
 - (d) how to access the document.
- 24.3 Where a document is sent to Members via the Website, the document must remain on the Website:
- (a) in the case of notice of a General Meeting, until after the General Meeting has ended; and
 - (b) in all other cases, for 28 days beginning with the date on which the Institution sent notification.
- 24.4 Any notice given in accordance with these Byelaws is to be treated for all purposes as having been received:
- (a) 24 hours after being sent by electronic mail or fax or delivered by hand to the relevant address;
 - (b) two Clear Days after being sent by first class post to the relevant address;
 - (c) seven Clear Days after being sent by second class or overseas post to the relevant address;
 - (d) on the date on which the notice was posted on the Website (or, if later, the date on which the Member was notified of the posting on the Website in accordance with Byelaw 24.2);
 - (e) on being handed to the Member personally; or if earlier
 - (f) as soon as the Member acknowledges actual receipt.
- 24.5 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 24.6 Members may validly send any notice or document to the Institution:
- (a) by post to:

- (i) the Institution's registered office; or
 - (ii) any other address specified by the Institution for such purposes;
- (b) to any fax number or email address provided by the Institution for such purposes.

INTERPRETATION AND DEFINITIONS

25. Interpretation and Definitions

25.1 In these Byelaws the following definitions shall apply:

AGM	an Annual General Meeting of the Institution;
Appointed Trustee	a Trustee appointed by the Trustees in accordance with Byelaw 15;
Audit and Risk Committee	the Audit and Risk Committee of the Institution, which shall be charged with oversight of all aspects of risk to the Institution;
Ballot	the ballot of the Voting Members to elect the new Elected Trustees, which shall be conducted in accordance with Byelaw 14;
Ballot Paper	the form (which may be on paper or in electronic format) sent to each Voting Member to participate in the Ballot, which shall be prepared by the Nominations Committee;
Ballot Regulations	such regulations as are made by the Trustees from time to time to govern the conduct of the Ballot;
Benefit	a benefit, whether direct or indirect, which may or may not be financial but which has a monetary value;
Board of Trustees	See Trustees ;
Byelaws	these byelaws, as amended from time to time;
Candidate	any Member of the Institution who is proposed for election as an Elected Trustee;
Category of Membership	a defined set of Members having the same rights and privileges;
Chair	the Chair of the Institution;
Charities Acts	the Charities Act 2011 and any subsequent updates;
Charity Commission	the Charity Commission for England and Wales;
Charity Trustees	has the meaning prescribed in the Charities Act 2011 and in any subsequent updates;

Clear Days	complete days, not including the day on which the notice is given or the day on which the event for which it is given takes place;
Connected Person	<ul style="list-style-type: none"> (a) a child, parent, grandchild, grandparent, brother or sister of a Trustee; (b) the spouse or civil partner of a Trustee or anyone falling within paragraph (a); (c) a person carrying on business in partnership with a Trustee or with any person falling within paragraph (a) or (b); (d) an institution which is controlled by a Trustee or by any person falling within paragraphs (a) (b) or (c) (or which is controlled by any two or more such persons when taken together); (e) a body corporate in which a Trustee or any person within paragraphs (a) (b) or (c) has a substantial interest (or in which two or more such persons, taken together, have a substantial interest);
Co-Opted Trustees	those Trustees co-opted in accordance with Byelaw 16;
Dispute Resolution Policy	the policy and procedures in force from time to time as approved by the Trustees to assist in the resolution of disputes at the Institution;
Elected Trustees	those Trustees elected by the Voting Members in accordance with Byelaw 14;
Financial Expert	an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2012;
Finance Committee	the Finance Committee of the Institution, which shall be charged with oversight of the Institution's financial management and investments;
Financial Year	the period for which the Institution's statutory accounts are prepared and published;
General Meeting	an AGM or SGM;
General Meeting Regulations	such regulations as are made by the Trustees and approved by the Voting Members from time to time to govern the conduct of General Meetings;
Governing Documents	those documents set out in Byelaw 2.1 which govern the Institution and which may

	not be altered without the permission of the Charity Commission and/or the Privy Council (and for the avoidance of doubt excludes these Byelaws);
Heritage Assets Policy	the policy established by the Trustees to govern the preservation, safeguarding and disposal of those assets of the Institution designated as its "Treasures and Historic Apparatus" in the Institution's Collections Management Plan;
Investment Policy	the Institution's investment policy as approved by the Trustees from time to time;
Institution	the Royal Institution of Great Britain;
Member	a member of the Institution whether they have voting rights or not and includes honorary or life members, if any;
Member's Resolution	a resolution proposed by a Voting Member in accordance with Byelaw 9;
Members' Register	the register of members onto which the details of each Member shall be entered;
Nominations Committee	the Nominations Committee of the Institution, which shall be charged with oversight of the election of Elected Trustees and applications for membership of the Institution;
Objects	the objects of the Institution as set out in Byelaw 2.2;
President	the president of the Institution;
Public Interest Disclosure Policy	the Institution's whistle-blowing policy, as approved by the Trustees from time to time;
Regulations Register	a register which complies with Byelaw 4.2;
Renewals Committee	a committee of the Voting Members established by the Trustees to consider the renewal, non-renewal or termination of a Member's membership of the Institution pursuant to paragraphs (e) or (f) of Byelaw 5.8;
Sent to each Member	in accordance with Byelaw 24;
SGM	a Special General Meeting of the Institution which shall be called and held in accordance with Byelaw 7;
Special Resolution	a resolution of the Members that is passed

	by a majority of 66% or more of the Voting Members present at the General Meeting at which it is proposed;
Standing Committees	the Audit and Risk Committee, the Finance Committee and the Nominations Committee;
Sub-Committee	any committee established by the Trustees which is not a Standing Committee (excluding the Renewals Committee);
Trustee	a Trustee of the Institution (and, for the avoidance of doubt, Elected Trustees, appointed Trustees and Co-opted Trustees (if any) are all Trustees of the Institution) and Trustees or Board of Trustees means all of the Trustees acting as the Charity Trustees of the Institution;
Vice President	a vice president of the Institution;
Voting Member	a member of the Institution who belongs to a category of membership which has voting rights;
Website	the website of the Institution;
Written or in Writing	refers to a legible document on paper or a document which can be printed onto paper including a fax message or electronic mail;
Written Resolution	a written resolution of the Trustees as set out in Byelaw 18.8.

- 25.2 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 25.3 Byelaw and Schedule headings and numbering do not affect the interpretation of these Byelaws.
- 25.4 Unless the context otherwise requires, words in the singular shall include the plural and in the plural shall include the singular and words importing persons shall include corporations.

Schedule 1

Standard Proxy Form

Charity No. 227938

THE ROYAL INSTITUTION OF GREAT BRITAIN

PROXY FORM FOR THE [AGM/SGM] AT [TIME] ON [DATE]

If you are unable to attend the meeting, you can send in your vote for the [NUMBER] agenda items which require a vote by completing and returning this form to The Chair, Royal Institution of Great Britain, [ADDRESS] by [TIME] on [DATE].

Name:.....

[Membership Number:.....]

I, a member of the Royal Institution of Great Britain ("the Institution"), hereby appoint to vote for me and on my behalf at the [AGM/SGM] of the Institution to be held on [DATE] and at every adjournment thereof :-

The Chair/_____ (a member who must attend the meeting)*

* please delete as

appropriate In relation to

Resolution 1:

[SET OUT TEXT OF RESOLUTION]:

to vote for

to vote against

please tick one box only

[REPEAT AS NECESSARY FOR EACH RESOLUTION]

Signed:.....

.....

Date:.....

.....

PLEASE COMPLETE, SIGN AND RETURN THIS FORM, BY [TIME] ON [DATE], BY POST OR VIA RECEPTION AT [ADDRESS], ADDRESSED TO: THE CHAIR, ROYAL INSTITUTION OF GREAT BRITAIN, [ADDRESS]

Schedule 2

Terms of Reference for the Standing Committees

The terms of reference of each Standing Committee shall set out the following:

1. Its remit and the extent of any delegated responsibility and/or authority.
2. The terms of office of its members.
3. Its powers, which shall include its rights to:
 - 3.1. have access to all papers, records, information and professional advice given to or under the control of the Institution;
 - 3.2. subject to such guidelines as may be given by the Trustees, require any member of Institution staff to attend its meetings to provide reports or to answer questions; and
 - 3.3. take its own professional advice, subject to any budget given to the Standing Committee or approval by the Trustees.
4. Provisions governing the conduct of its meetings, including:
 - 4.1. the quorum and notice period for its meetings;
 - 4.2. the provisions for the calling of its meetings;
 - 4.3. the minimum number of meetings that will be held in any year;
 - 4.4. the means by which meetings may be held; and
 - 4.5. the provisions governing voting at meetings.
5. Its obligations, including its obligation to:
 - 5.1. minute properly all of its meetings; and
 - 5.2. report all of its proceedings promptly to the Trustees.