



**The Royal Institution**  
of Great Britain

## **General Meeting Regulations**

**OF THE**

**ROYAL INSTITUTION OF GREAT BRITAIN**

**Regulations to apply to General Meetings of the Royal Institution**

## **1. Interpretation**

- 1.1. The interpretation provisions in Regulation 10 apply to these **General Meeting Regulations**. 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 Regulation 10.

## **2. Making and amendment of the General Meeting Regulations**

- 2.1. The General Meeting Regulations and any amendments to them are made by the **Trustees** under Byelaws 4.1 and 19.2 of the **Byelaws** and are approved by the **Voting Members** under Byelaw 4.1(a).
- 2.2. The General Meeting Regulations and any amendments to them supplement and must be consistent with the Byelaws and the **Governing Documents**.
- 2.3. In the event of any inconsistency between the General Meeting Regulations and the Byelaws, the Byelaws take precedence.

## **3. Application**

- 3.1. These General Meeting Regulations shall apply to all **General Meetings**.
- 3.2. A copy of these General Meeting Regulations shall be available to Voting Members on demand.

## **4. Calling of General Meetings**

- 4.1. General Meetings shall be called in accordance with the relevant notice period set out in the Byelaws.
- 4.2. The **Notice** may be sent by post, electronically or by posting the Notice on the **Institution's** website (provided always that Byelaw 24 is complied with).
- 4.3. Notice shall be given to:
  - (a) every **Member** entitled to attend the General Meeting;
  - (b) any member of a **Standing Committee** who would not otherwise be entitled to receive it; and
  - (c) the Institution's auditors.
- 4.4. A person who becomes a Voting Member less than 21 days prior to the date of the General Meeting shall not be entitled to vote at the General Meeting but he shall be entitled to receive Notice and attend the meeting.

- 4.5. The Notice shall state the business which will be the subject of the General Meeting and shall make clear whether each item of business is proposed to be passed by way of **Ordinary Resolution** or **Special Resolution**.
- 4.6. In the event that the business is proposed to be passed by Special Resolution, the text of the resolution shall be included in the Notice and, in the case of proposed changes to the Governing Documents or the Byelaws, the Notice shall further indicate whether the vote will be on the proposed amendments in their entirety or whether Voting Members, in the circumstances specified in the Notice (if any), will be permitted to approve only part of the proposed amendments.
- 4.7. Where documents will be laid before the General Meeting, copies of such documents will be supplied together with the Notice.
- 4.8. The form of proxy to be used by Voting Members unable to attend the meeting in person shall accompany the Notice.

## **5. Attendance at General Meetings**

- 5.1. Voting Members may attend General Meetings in person or by proxy.
- 5.2. Seating at General Meetings shall allocated in the following order of priority:
  - (a) to Trustees;
  - (b) to professional advisers or others requested by the Trustees to attend for the purpose of participating in the meeting;
  - (c) to Voting Members who have indicated in advance of the meeting that they will be attending;
  - (d) to Standing Committee members;
  - (e) to other Voting Members and Members entitled to attend the meeting, on a first-come, first-served basis.

In the event that separate rooms need to be used to seat all attendees, a live audio-visual feed will be arranged giving all attendees the facility to ask questions and participate in the discussion.

## **6. Proceedings at General Meetings**

- 6.1. The quorum at a General Meeting shall be in accordance with the quorum specified in the Byelaws.
- 6.2. The **Chairman** shall:
  - (a) determine that the meeting is properly constituted and a quorum is present throughout and his decision on such matters shall be final;

- (b) permit reasonable debate and discussion which relates to the business being dealt with at the meeting;
- (c) determine whether an individual who is not a Voting Member may be permitted to speak at the meeting; and
- (d) subject to Regulation 4.6, accept amendments to resolutions if:
  - (i) in the case of a Special Resolution, it is accepted that it corrects grammatical or non-substantive errors; or
  - (ii) in the case of an Ordinary Resolution:
    - (aa) it has been raised before the Chairman has put the resolution to the meeting;
    - (bb) it is within the scope of the Notice;
    - (cc) it is no more onerous on the Institution than the existing resolution; and
    - (dd) it does not have the effect of negating the substantive resolution.

6.3 The Chairman's ruling on a point of order is final.

## **7. Voting at General Meetings**

7.1. Voting at General Meetings shall be in accordance with the Byelaws.

7.2. Where a resolution is decided by a poll, the poll shall be taken at a time and place and in such manner (which may be in writing or in electronic format) as shall be specified by the chairman of the meeting.

7.3. A poll may be overseen by an external body where the chairman of the meeting considers this appropriate.

## **8. Adjournment**

8.1 The Chairman may, at his discretion, propose to adjourn a General Meeting. Such a proposal shall be subject to the approval of the meeting by way of an Ordinary Resolution.

8.2 Notwithstanding Regulation 8.1, the Chairman may, at his discretion, adjourn a General Meeting without the approval of the meeting where it appears to him that such an adjournment is necessary:

- (a) to re-establish order; or

- (b) to facilitate the conduct of the meeting.
- 8.3 On an adjournment, the Chairman must specify the time and place of the adjourned meeting or that this is to be fixed by the Trustees.
- 8.4 Notice is not required to be given for an adjourned meeting, unless:
  - (a) the time and place of the adjourned meeting is to be fixed by the Trustees;  
or
  - (b) new business is to be proposed.
- 8.5 Unless Notice has been given, no new business shall be transacted at an adjourned meeting which could not properly have been transacted at the original meeting.
- 8.6 Proxy appointments remain valid for an adjourned meeting
- 8.7 Voting Members who sent a proxy for the original meeting may attend the adjourned meeting but may only vote in person at the adjourned meeting if, not less than 48 hours before the time of the meeting they give written notice of their intention to do so (and the revocation of their proxy) to the Chief Executive of Institution.
- 8.8 Other Members entitled to attend General Meetings may attend an adjourned meeting.
- 8.9 A resolution passed at an adjourned meeting is deemed passed on the date of the adjourned meeting.

## 9 **Questions concerning the General Meeting Regulations**

- 9.1 Any questions regarding the interpretation of the General Meeting Regulations shall be referred to the Trustees, whose decision shall be final.

## 10 **Definitions**

- 10.1 In these General Meeting Regulations the following definitions shall apply:

<b>Byelaws</b>	the Byelaws of the Institution;
<b>Chairman</b>	the chairman of the General Meeting appointed in accordance with Byelaw 8.4;
<b>General Meeting</b>	an Annual General Meeting or a Special General Meeting;

<b>General Meeting Regulations</b>	these regulations or any other regulations that are made by the Trustees and approved by the Voting Members from time to time to govern the conduct of General Meetings;
<b>Governing Documents</b>	the documents which govern the Institution (as set out in Byelaw 2.1);
<b>Institution</b>	the Royal Institution of Great Britain;
<b>Members</b>	a member of the Institution whether he has any voting rights or not, which includes honorary and life members, if any;
<b>Notice</b>	the written notice of the General Meeting;
<b>Ordinary Resolution</b>	a resolution of the Members that is passed by a simple majority of the Voting Members present at the General Meeting at which it is proposed;
<b>Special Resolution</b>	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;
<b>Standing Committee</b>	a committee of the Institution designated as a Standing Committee in the Byelaws;
<b>Trustees</b>	a trustee of the Institution and <b>Trustees</b> means all of the trustees acting as the charity trustees of the Institution;
<b>Voting Member</b>	a member of the Institution who belongs to a category of membership which is entitled to vote at general meetings of the Institution.

10.2 References to one gender shall include the other.