

B. THE BYE-LAWS 2017

Adopted by the Governors at the Annual General Meeting on Wednesday 13 September 2017

1 DEFINITIONS

1.1 In these Bye-Laws, the following words or expressions shall have the meanings shown:

Advisory Committee

A committee of the Board set up under Bye-Laws 49 and 66.

Auditors

The auditors We have appointed.

Board

Our Board of Trustees ('Trustee' has a corresponding meaning).

Bye-Laws

These Bye-Laws made by Us under Article 11 of the Charter.

Chairman

The person appointed as the Chairman of the Institution under Bye-Laws 70 to 72.

Charity Laws

The Charities Acts 1992 and 2011, the Charities (Accounts and Reports) Regulations 2008 and any modification or addition made to them from time to time and any relevant enactments in any jurisdiction in which the Institution is registered or has charitable tax exemption from time to time.

Charter

The Supplemental Royal Charter of the Institution dated 24 April 1986 as amended from time to time.

Chief Executive

The person appointed to act as Our chief executive officer under Bye-Law 78.

Clear Days

(In relation to a period of notice) the period excluding both the day on which the notice is given or taken to be given and the day on which it is to take effect.

Council

Our Council set up under Bye-Law 57 ('Council member' has a corresponding meaning).

Governor

An individual who has full membership of the Institution (as described in Bye-Law 3(a) to (d) inclusive), and subject to Bye-Law 4 has the right to attend, count as part of the quorum and vote at Our general meetings.

Institution

The Royal National Lifeboat Institution, incorporated by Royal Charter on 24 April 1860 and by Supplemental Royal Charter dated 2 May 1932 and the Charter and registered as a charity in England and Wales (number 209603), Scotland (number SC037736) and the Republic of Ireland (number 20003326).

In Writing

Using words in written, printed, or any other visible form.

Law

Every Act of Parliament or statutory instrument, law or regulation (including the Charity Laws) which are in force and affect the work of the Institution.

Member

An individual or organisation who pays a subscription as described in Bye-Law 3(e).

Membership Nomination Committee

A committee of the Board set up under Bye-Laws 49 and 69.

Month

A calendar month.

Office

Our registered office at West Quay Road, Poole, Dorset BH15 1HZ, United Kingdom.

President

Our President, appointed under Bye-Law 76.

Register

The register We keep of Our Governors and Members.

SORP

The Statement of Recommended Practice issued by the Charity Commission, and any changes made to it or replacement of it from time to time.

United Kingdom

Great Britain and Northern Ireland.

We/Us

The Institution ('Our' has a corresponding meaning).

- 1.2 Any references in these Bye-Laws to the masculine includes the feminine and vice versa. References to the singular includes the plural and any reference to a person includes a body corporate.
- 1.3 Where the Board makes rules or regulations in exercise of its power in Bye-Law 93 from time to time, these Bye-Laws shall be implemented in accordance with such rules or regulations (provided that any such rule or regulation shall not be inconsistent with, or repeal anything contained in, the Charter or these Bye-Laws).

Objects

- 2 The Objects of the Institution are restricted to those set out in Article 3 of the Charter.

Governors and Members

- 3 A person becomes a Governor or a Member when their name is entered on the Register. The Institution has five classes of membership:
 - (a) Governors are those people who pay a yearly subscription to the Institution. If two people pay a joint subscription they may be admitted as 'Joint Governors'.
 - (b) Life Governors are those people who have paid a one-off subscription to the Institution and are admitted by the Board as Life Governors.
 - (c) Ex-Officio Governors are those people who hold any of the offices (no more than 10) chosen by the Board from time to time.

- (d) Honorary Life Governors are those people who are admitted by the Board as Honorary Life Governors in recognition of exceptional service to the Institution.
 - (e) Subscription Members are those people (other than Governors) who are admitted by the Board to any category of subscription membership.
- 4 Each Governor can attend, count as part of the quorum and vote at Our general meetings, with the exception of any Governor who is employed by the Institution, who can only attend Our general meetings and cannot count as part of the quorum or vote.
 - 5 Subscription Members can attend, but not vote at Our general meetings. They must pay any subscription or other fees, and will have the rights and privileges the Board decide from time to time.
 - 6 A person shall stop being a Governor if:
 - 6.1 he is removed by a resolution of the Board that it is in the best interests of the Institution that his membership is ended;
 - 6.2 he resigns by giving Us notice In Writing;
 - 6.3 he dies or becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 6.4 he fails to pay any subscription within 30 days of it becoming due and the Board decides that he should no longer be a Governor.
 - 7 A person shall stop being a Member if he is removed by resolution of the Board, or if he fails to pay any subscription within 30 days of it becoming due, or if he becomes a Governor.
 - 8 The subscriptions payable by the Governors and Members shall be set at such amounts as the Board decides from time to time. The Board may also decide how the subscriptions will be paid. If a Governor or Member stops being a Governor or Member (as the case may be) for whatever reason, the subscription (or any part of it) will not be refunded, and the Governor or Member will still be legally responsible for any unpaid subscriptions due for the rest of that subscription period.
 - 9 Governors and Members cannot transfer their membership to anyone else.

General meetings

- 10 We will hold a general meeting in every calendar year which will be the Annual General Meeting. The Trustees will decide when this will be and where it will take place and will give details of the meeting in the relevant notices.
- 11 The Board may convene a general meeting whenever they feel it is appropriate.
 - 11.1 A general meeting shall also be convened if a notice In Writing signed by at least 2% of the Governors on the Register asking for such a meeting is sent to the Office. In the notice, they must give details of the purpose of the meeting. When the Trustees receive this notice, they will take action to arrange such a meeting as soon as possible.
 - 11.2 To facilitate the organisation and administration of any general meeting, the Board may decide that any general meeting shall be held at two or more locations.
 - 11.3 For the purposes of these Bye-Laws, any general meeting taking place in at least two or more locations shall be treated as taking place where the chairman of the meeting presides (the 'Principal Meeting Place') and any other location where that general meeting takes place is referred to in these Bye-Laws as a 'Satellite Meeting Place'.

- 12 We will give at least 21 Clear Days notice In Writing of any general meeting.
 - 12.1 The notice will include the place, the day and the hour of the meeting, and the general nature of the business to be conducted at the meeting.
 - 12.2 Where the Board has decided that a general meeting shall be held in two or more locations in accordance with Bye-Law 11.2, the notice shall include details of the Principal Meeting Place and of all Satellite Meeting Places at which a Governor may attend the general meeting.
 - 12.3 General meetings may be convened on shorter notice, if written permission to do so is given by at least 90% of the Governors who have the right to attend and vote at the meeting.
- 13 Even if We accidentally fail to give notice of a general meeting, or if notice of a general meeting is not received by a person entitled to receive it, any resolutions passed at the meeting will still be valid.

Proceedings at general meetings

- 14 Business cannot be done at any general meeting unless there is a quorum present when the meeting begins.
 - 14.1 Unless the Bye-Laws say otherwise, a quorum will be 50 Governors present and eligible to vote at the general meeting.
 - 14.2 A Governor who is present at a Satellite Meeting Place shall count as part of the quorum and shall exercise all rights which they would have been able to exercise if they were present at the Principal Meeting Place, provided that the chairman of the Principal Meeting Place is satisfied that adequate facilities are available to ensure that those attending the Principal Meeting Place and each Satellite Meeting place are able to:
 - (a) participate in the business for which the general meeting has been convened; and
 - (b) see and hear all the persons who speak in the Principal Meeting Place and at each Satellite Meeting Place.
- 15 If within half an hour from the time of holding a general meeting a quorum is not present or if during a meeting people leave and there is no longer a quorum present, the following will apply:
 - 15.1 if the meeting is held at the request of the Governors, it will be dissolved;
 - 15.2 in any other case the meeting will be adjourned to a date, time and place as determined by the Board, provided that the meeting must be held not less than seven days and not more than 30 days after the date on which the meeting was adjourned. If at this next meeting a quorum is not present within half an hour from the time set for holding the meeting, the number of Governors present will be a quorum.
- 16 The Chairman will preside as chairman of every general meeting.
 - 16.1 If the Chairman is not at a meeting within 15 minutes after the time set for the meeting, or if he is not willing to take the chair, the Trustees will choose a Deputy Chairman to preside as chairman at the meeting.
 - 16.2 The Board shall appoint a person to act as chair of each Satellite Meeting Place (the 'Satellite Chairman') who shall preside at each Satellite Meeting. Every Satellite Chairman shall carry out all requests made of him by the chairman of the meeting and may take such reasonable action as he considers necessary to maintain the proper and orderly conduct of the Satellite Meeting Place.

- 17 The chairman of the meeting may adjourn a quorate meeting with the consent of those present.
- 17.1 Where the general meeting is held in two or more locations, if the chairman of the meeting considers that the facilities at the Principal Meeting Place or any Satellite Meeting Place have become inadequate for the purposes set out in Bye-Law 14.2 (a) and (b) above, the chairman of the meeting shall adjourn a meeting if adequate communication has not been restored within a reasonable period.
- 17.2 No business can be done at any adjourned meeting other than business which might have been done at the meeting from which the adjournment took place. If a meeting is adjourned for 30 days or more, the Board shall give notice of the adjourned meeting in the same way as for the original meeting, but in any other case the Board will not be required to give any notice of an adjournment, or of the business to be done at an adjourned meeting.
- 18 At any general meeting, any resolution put to the vote of the meeting will be decided by a show of hands, unless the chairman (or at least 10 Governors) demands a poll. Unless a poll is so demanded, the chairman will declare that a resolution has been:
- (a) carried;
 - (b) carried unanimously;
 - (c) carried by a particular majority;
 - (d) lost; or
 - (e) not carried by a particular majority.

This will then be recorded in the minute book as evidence of the result without further proof being required. A demand for a poll may be withdrawn before the poll is taken, whereupon the result from a show of hands declared before the demand for a poll was made may be valid.

- 19 Where a poll is demanded in accordance with Bye-Law 18, it shall be taken at such time and place, and in such way as the chairman decides in accordance with the rules or regulations in force from time to time. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 20 A poll cannot be demanded on the election of a chairman of a meeting, or on any question of adjournment. If a poll is demanded, it will not prevent the meeting from continuing to do any business other than that on which the poll has been demanded.
- 21 A resolution will be proposed as an ordinary resolution unless the Charter or these Bye-Laws say that a special resolution is needed. An ordinary resolution means a resolution proposed at a general meeting which is passed by a simple majority of the Governors who are present and vote on the resolution. A special resolution means a resolution proposed at a general meeting which is passed by 75% of the Governors who are present and vote on the resolution.

Votes of Governors

- 22 Subject to Bye-Law 24, every Governor (apart from those Governors who are employed by the Institution) has one vote and Joint Governors have one vote each.
- 23 If there is an equal number of votes for and against a resolution, whether on a show of hands or on a poll, the chairman of the meeting is entitled to a second or casting vote.
- 24 No person other than a Governor who has paid all moneys due to the Institution will be eligible to vote at any general meeting.

- 25 Votes may be given on a show of hands or on a poll, in accordance with Bye-Laws 18 and 19.
- 26 No objection can be made on the validity of any vote except at the meeting or adjourned meeting at which the vote is cast. Unless a vote is disallowed at the meeting, it will be valid for all purposes. If a Governor has an objection, the objection must be referred to the chairman of the meeting whose decision shall be final.

Written resolutions

- 27 Written resolutions shall be treated as if they had been passed in general meeting, if the procedure set out below is followed:
 - 27.1 A resolution In Writing signed by or on behalf of 51% of the Governors who would have been eligible to vote on it if it had been proposed at a general meeting, shall be treated as an ordinary resolution duly passed.
 - 27.2 A resolution In Writing signed by or on behalf of 75% of the Governors who would have been eligible to vote on it if it had been proposed at a general meeting shall be treated as a special resolution duly passed.
 - 27.3 Identical copies of the written resolution must be sent to each eligible Governor at the same time.
 - 27.4 The written resolution must include a statement which tells each Governor how to show that they agree to it and the date by which the signed resolution must be returned to the Institution.
 - 27.5 The proposed written resolution will fail if it is not passed on or before the date referred to in Bye-Law 27.4.

The Board

- 28 The Board shall be made up of at least 10 but no more than 16 people each appointed under Bye-Laws 34 to 44. The Board may from time to time resolve to increase either number.

Powers of the Board

- 29 The business of the Institution shall be managed by the Board, who may exercise all the Institution's powers. The Board can do on behalf of the Institution anything which the Institution has power to do and which is not required by any Law, the Charter or any Bye-Law to be done by Us in any other way. In doing so, the Board shall adhere to:
 - 29.1 the Charter and Bye-Laws; and
 - 29.2 any applicable Law;and shall not do or allow anything that could affect the Institution's charitable status.
- 30 If the number of Trustees is less than the minimum number specified in Bye-Law 28, the Board may continue to act. However, if there are fewer Trustees than half that minimum number, the Trustees may act only for the purpose of filling vacancies or calling a general meeting.
- 31 Without affecting any other powers the Board may have, they may delegate to any particular Trustee(s) or any of Our employee(s) any power(s) the Board feel it is reasonable so to delegate. However, the Board must report to the next general meeting the powers and duties which have been so delegated.
- 32 The Board may appoint an investment manager for the Institution who shall be a person they are satisfied is competent to act in that capacity. This person will be an authorised or exempt person within the meaning of the Financial Services and Markets Act 2000 otherwise

than exempted under paragraphs 44 and 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001. The Board may delegate to an investment manager the power to buy and sell investments for the Institution in line with the investment policy laid down by the Board.

If the Board decides to delegate investment powers, it will:

- 32.1 inform the investment manager In Writing of the extent of the Institution's investment powers and the terms on which they have been delegated.
 - 32.2 decide upon a detailed investment policy and immediately tell the investment manager In Writing about it and any changes to it;
 - 32.3 make sure that it is kept informed of, and regularly reviews, the investments and how they are performing;
 - 32.4 take all reasonable care to make sure that the investment manager keeps to the terms of their delegated authority; and
 - 32.5 make such reasonable payment to the investment manager and agree proper terms for notice and other matters as the Board shall decide. Any payment made may only include commission, fees and/or expenses earned by the investment manager which have been fully disclosed to the Board.
- 33 The Board may:
- 33.1 make any arrangements it thinks fit for any investments or income from those investments to be held by a corporate body as the Institution's nominee; and
 - 33.2 pay reasonable fees, charges and expenses to any corporate body acting as nominee under this Bye-Law.

Appointment and Retirement of Trustees

Retirement by rotation

- 34 At each annual meeting of the Council, one-third of the Trustees will retire from office. If there are not at least three Trustees, or a multiple of three, the number nearest to one-third shall retire from office.
- 35 The Trustees who retire by rotation will be those who have been longest in office since their last appointment or reappointment. If two people became or were last reappointed Trustees on the same day, who retires will be decided by drawing lots (unless they otherwise agree among themselves).

Reappointing Trustees

- 36 If the Council, at a meeting at which a Trustee retires by rotation, does not fill the vacancy, the retiring Trustee will, if he wants to, be treated as being reappointed. This will not apply if at the meeting the Council decides not to fill the vacancy or a resolution for reappointing the Trustee is put to the Council and lost.

Eligibility to be a Trustee

- 37 Nobody can be appointed or reappointed as a Trustee at any meeting of the Council unless he is a Governor and a member of the Council who is recommended for appointment by the Membership Nomination Committee.

- 38 No person may be appointed as a Trustee:
- 38.1 unless he is at least 18;
 - 38.2 in circumstances where if he was already a Trustee, he would have been disqualified from acting by a provision of Bye-Law 44; or
 - 38.3 if he is not eligible to be appointed under any other criteria set out in rules and regulations made by the Board under Bye-Law 93.

Recommendation for appointing and reappointing new Trustees

- 39 At least 7 (but no more than 28) days' notice shall be given of the date chosen for holding a Council meeting, to anyone entitled to receive notice of the meeting. The notice will contain details of any person who is recommended by the Membership Nomination Committee to be appointed or reappointed as a Trustee at the meeting.

Appointments and reappointments by the Council

- 40 Unless stated differently elsewhere in these Bye-Laws, and subject in particular to Bye-Law 38, the Council may pass a resolution to appoint or reappoint a person who is a Governor, who is also a member of the Council recommended by the Membership Nomination Committee, and who is willing to act, to be a Trustee either to fill a vacancy or as an extra Trustee. The Council will also decide when any such person will be due to retire by rotation. No such appointment can be made if it will cause the number of Trustees to go over any maximum number fixed by or under the Bye-Laws. No Council member may vote on a resolution which involves appointing or reappointing them as a Trustee.

Appointments by the Board

- 41 Subject to Bye-Law 38, the Board may appoint a Governor who is also a member of the Council and who is willing to act, to be a Trustee either to fill a vacancy or as an extra Trustee. No such appointment can be made if it will cause the number of Trustees to go over any maximum number fixed by or under the Bye-Laws. A Trustee appointed in this way will hold office only until the next annual meeting of the Council and will not be taken into account when it is decided which Trustees must retire by rotation at the meeting. If that Trustee is not reappointed by the Council at the annual meeting, he must leave his office at the end of that meeting.

Trustees' terms of office

- 42 Unless stated differently elsewhere in the Bye-Laws, a Trustee who retires at the annual meeting of the Council may, if willing to act, be reappointed by the Council.
- 43 A Trustee who has served three consecutive terms of office is not eligible to be appointed as a Trustee again until at least three years (a 'Break Period') have passed since he last held office as a Trustee. However, the Council can decide at its discretion that the restriction on the number of consecutive terms which can be served does not apply to a particular Trustee for a particular period. During a Break Period, a retired Trustee may be appointed, or continue to serve, as a Council member or as an Advisory Committee member (so long as no other Bye-Laws would require them to stand down from such office).

Disqualification of Trustees

- 44 A Trustee will leave office if:
- 44.1 he resigns In Writing to the Institution (but only if at least two Trustees stay in office when the notice of resignation takes effect);
 - 44.2 he is required to as a result of an order made under the Company Directors' Disqualification Act 1986, or as a result of any Law applying to charities;
 - 44.3 he misses three Board meetings in a row without the permission of the Chairman;
 - 44.4 he suffers an illness, mental disorder or injury which means that he is incapable of managing his own affairs;
 - 44.5 he is convicted of any criminal offence (other than any minor motoring or similar offence that cannot reasonably damage Our reputation);
 - 44.6 he stops being a Governor;
 - 44.7 he has to stand down under any rules or regulations made under Bye-Law 93;
 - 44.8 he stops being a member of the Council; or
 - 44.9 he is removed by a resolution passed by at least 75% of the other members of the Board, and:
 - (a) he has been given at least 21 days' notice In Writing of the Board meeting at which the resolution will be proposed and the reasons why it is to be proposed; and
 - (b) he, or his representative (who does not need to be a Trustee but shall not be a legal representative) has been allowed to make representations to that meeting.

Proceedings of the Board

- 45 The Board may meet together to carry out business, adjourn and otherwise regulate its meetings as it decides, as long as Board meetings are held at least four times every year. It can also decide the quorum needed to do business. Unless decided otherwise, half of the Trustees shall form a quorum. Questions arising at any meeting shall be decided by a majority of votes. If there is an equal number of votes, the chairman of the meeting shall have a second or casting vote.
- 46 A Trustee must declare any interest (direct or indirect) he may have in a proposed transaction or arrangement with the Institution, or in any transaction or arrangement with the Institution which he has not previously declared. If a conflict of interest arises for a Trustee because of that interest or because he owes a duty of loyalty to another organisation, company or person, the remaining Trustees may authorise the conflict of interest if all the following conditions are satisfied:
- 46.1 the Trustee is absent from any part of a meeting at which there is discussion about the conflict of interest, or the proposed or actual transaction or arrangement giving rise to the conflict of interest;
 - 46.2 the Trustee does not vote on any matter affected by the conflict of interest, and is not counted when working out whether there is a quorum of Trustees present at the meeting;
 - 46.3 the other Trustees agree that it is in the best interests of the Institution to authorise the conflict of interest which has arisen.
- 47 The Chairman or two Trustees may, at any time, summon a meeting of the Board by serving a notice on all Trustees.

- 48 The Board may at a meeting at which a quorum is present use all its powers, authorities and discretions.
- 49 The Board may delegate any of its powers to committees which may include a Trustee or Trustees (or other people they think suitable). Any committee formed by the Board must act within the powers imposed on it by the Board. The meetings and proceedings of any committee shall be governed by the Bye-Laws relating to the regulation of meetings and proceedings of the Board as far as they can apply, unless they are replaced by regulations made by the Board for committees generally or the committee in question.
- 50 All acts of the Board, any committee of the Board, or any committee member shall be valid even if We discover afterwards that there was some defect in the appointment or continuing in office of any person(s) or that they or any of them were disqualified.
- 51 The Board will make sure that proper minutes are made of all appointments of officers and of the proceedings of and business done at all general, Board and committee meetings. Any minutes signed by the chairman of the meeting, or by the chairman of the next meeting, shall be conclusive evidence of the business done at the minuted meeting.
- 52 A resolution In Writing signed by all the Trustees (or by all the members of any committee of the Board) who are entitled to receive notice of a meeting of the Board (or of the committee) will be as valid as if it had been passed at a meeting held in the normal way. Any written resolution may be in several identical copies which are each signed by one or more Trustees (or members of the committee). Digital signatures and faxed signatures are valid signatures for the purposes of this Bye-Law.
- 53 Any person entitled to be at a meeting of the Board (or a committee of the Board) may take part in that meeting by conference call or other facility which enables everyone taking part in the meeting to hear each other. Any person participating in a Board meeting (or committee meeting) by conference call or other facility as set out above shall be treated as if 'present' at the meeting in person. The meeting will be documented as taking place where the largest group of those participating in the meeting are present, or if there is no group, where the chairman of the meeting is.
- 54 Our bank accounts shall be operated by or with the authority of the Trustees and shall be in the Institution's name.

Payments made to Trustees

- 55 Subject to Bye-Law 56, We may in good faith pay:
- 55.1 reasonable and proper professional charges to any member of the Board or any partner of his or hers for any professional services they provide for the Institution; and
- 55.2 a reasonable and proper fee to any member of the Board for goods and/or services provided to the Institution. For the avoidance of doubt, in this Bye-Law and in Bye-Law 56 the term 'goods' may include goods provided other than in connection with the provision of services and the term 'member of the Board' shall include those connected with a member of the Board as set out in the applicable Charity Laws.
- 56 A member of the Board can only be paid as set out in Bye-Law 55 if the following conditions are met:
- 56.1 the amount paid is not more than is reasonable in all the circumstances;
- 56.2 the Board member does not take part in any part of any meeting at which the Board discusses:

- (a) his contract or pay, or any matter to do with the contract;
 - (b) his performance at work, or his performance of the contract; or
 - (c) any proposal to enter into any other contract or arrangement with him or to pass any benefit on to him that is allowed under Bye-Law 55;
- 56.3 the member of the Board does not vote on any matter described in Bye-Law 56.2 and is not counted when working out whether there is a quorum at the meeting;
- 56.4 the other members of the Board are satisfied and agree that it is in the interests of the Institution to enter into a contract for the provision of goods and/or services for the amount set out in the written agreement required in Bye-Law 56.6, with that Board member rather than with someone who is not a member of the Board;
- 56.5 the reason for their decision is recorded by the Board in the minute book;
- 56.6 the amount (or maximum of any amount) paid to a Board member is set out in an agreement In Writing between the Institution and that Board member; and
- 56.7 the members of the Board in office who are receiving pay or other benefits from the Institution are in the minority.

The Council

- 57 The Council is a committee of the Board set up under Bye-Law 49 and will include at least 25 and no more than 77 Governors made up of:
- (a) the President;
 - (b) up to 10 Ex-Officio Governors appointed by the Board from time to time; and
 - (c) up to 66 Governors elected in line with Bye-Law 58.
- PROVIDED THAT the Governors at the Annual General Meeting can resolve to change the maximum or minimum number of members of the Council from time to time.
- 58 The members of the Council (other than the President and Ex-Officio Governors) shall be elected at the Annual General Meeting from among the Governors (whether or not such members of Council or prospective members of Council are present in person at the meeting). Subject to Bye-Law 60, a member of Council will serve for up to three years, after which he may, if eligible, offer himself for re-election. A Council member will usually only be allowed to serve a maximum of three consecutive terms of office but the Membership Nomination Committee may (at their discretion) recommend that a Council member is nominated for election again for one or more further terms.
- 59 The Chairman, or any Governor, can decide to nominate someone for election to the Council at any time during the year, up to 28 days before the holding of the Annual General Meeting. The nominees shall be considered by the Membership Nomination Committee and the names of those recommended by the Membership Nomination Committee will be included in the notice of the Annual General Meeting.
- 60 A Council member who is a Trustee and whose term of office as a Council member ends before he has to retire as a Trustee under these Bye-Laws shall stay in office as a Council member until he retires as a Trustee.
- 61 The Council will meet as often as needed, as long as this is at least once every calendar year and will consider any business and advise on any matters the Board may wish to put to it.

- 62 An annual meeting of the Council shall be held in each calendar year and as far as possible in the same Month. Only Council members shall be entitled to vote on a resolution to appoint a Trustee to the Board.
- 63 The Chairman shall be the chairman of the Council.
- 64 The Council may make rules and/or regulations which must not be inconsistent with the Charter and these Bye-Laws to govern their meetings and procedures.
- 65 Bye-Law 44 (apart from Bye-Law 44.8) shall apply as if any references to 'Trustee' and 'Board' were references to 'member of the Council' and 'Council' respectively.

Advisory Committees

- 66 There shall be Advisory Committees of the Board which shall operate under the terms set down by, and at the direction of, the Board.
- 67 Members of Advisory Committees shall be appointed by the Board and will include the Governors recommended by the Membership Nomination Committee.
- 68 Bye-Law 44 (apart from Bye-Law 44.8) shall apply as if references to 'Trustee' and 'Board' were references to 'member of an Advisory Committee' and 'Advisory Committee' respectively.

Membership Nomination Committee

- 69 The Board shall appoint a Membership Nomination Committee to recommend Governors for election to the Council, the Advisory Committees and the Board. The Committee will be made up of at least three members of the Board and the Chief Executive, and/or a senior member of staff nominated by the Chief Executive. The Committee will not be an Advisory Committee but shall operate in line with terms of reference set down by, and at the direction of, the Board.

Chairman of the Institution

- 70 The Chairman shall be appointed by the Board (from the Board) for a period of up to three years. The Chairman may be reappointed on any terms the Board decides as long as the Chairman always vacates office when he stops being a Trustee.
- 71 The Board may, at any other time, appoint a person to be Chairman to fill any vacancy which arises. Any Chairman appointed under this Bye-Law must retire at the time the original Chairman would have retired. The same condition applies about vacating office when standing down as a Trustee.
- 72 The Chairman shall be chairman of all meetings of the Board when in attendance at the meeting. However, if the Chairman is not at a meeting within 15 minutes after the time appointed for holding the meeting, or if he is not willing to chair the meeting, the members of the Board present at the meeting shall choose one of their number to chair the meeting.

Other officers

- 73 The Board may appoint any Governor recommended by the Membership Nomination Committee to be a Deputy Chairman, the Treasurer or the Vice Chairman of the Institution.
- 74 In the event that an individual appointed to one of the offices specified in Bye-Law 73 above is not already a member of Council he shall become an Ex Officio Governor appointed by the Board as a member of the Council. Upon ceasing to hold the office in question, he will cease to be an Ex Officio Governor.

- 75 In the event that the individual appointed to one of the offices specified in Bye-Law 73 above is not already a Trustee he shall be appointed as a Trustee under Bye-Law 41 and if not reappointed as a Trustee at the next annual meeting of Council shall leave his office at the end of that meeting.

Honorary officers

- 76 The Board shall appoint Our President from among Our Vice-Presidents. The President shall not be a Trustee. The Board shall decide the President's term of office and may remove the President at any time.
- 77 The Board may appoint any Governor (usually, but not necessarily a Governor who is also a Council member) to be a Vice President. A Vice President shall not be a Trustee. The Board shall decide on a Vice President's term of office and may remove him at any time. If someone is both a Trustee and a Vice President at the time of adopting these Bye-Laws, he shall not be required to stand down from either of those offices in order to comply with this Bye-Law for a period of five years from that date.

Chief Executive

- 78 The Board shall appoint Our Chief Executive who shall also be the Secretary of the Board. The Chief Executive's terms of office (including remuneration) shall be decided by the Board. The Chief Executive may be removed by the Board.

Accounts

- 79 The Board shall make sure proper books of account are kept to enable accounts of the Institution to be prepared to comply with the Laws and the SORP.
- 80 The books of account shall be kept at the Office, or any other place the Board decides. They will also always be available for the Board or any Trustee to inspect.
- 81 The Board will lay the accounts, before a general meeting of the Institution in every calendar year. The accounts will include an income and expenditure account for the period since the last accounts were made up, to a date not more than 12 Months before the meeting, together with a balance sheet made up on the same date, will be presented in the way required by Law, and include any other documents required by Law to be attached to them. The annual reports from the Board and the Auditors will also be laid before the meeting. Copies of the accounts and reports will be sent to any Governor who sends a request to the Office to see them at any time. Not less than 21 Clear Days before the date of the meeting mentioned at the beginning of this Bye-Law the accounts and reports shall be available for the inspection of any Governor at the Office or an alternative place or places which the Board notifies to the Governors from time to time.

Audit

- 82 At least once in each calendar year the Institution's accounts will be examined and reported upon by the Auditors.
- 83 The Auditors will be appointed or re-appointed by Us at a general meeting, and We shall grant the Board the power to decide the level of pay for the Auditors.
- 84 The Auditors will be properly qualified auditors and shall not be members of the Board. Their duties will be regulated by the Charity Laws and the SORP (as appropriate).

Notices

- 85 Any notice required to be sent to or by any person under these Bye-Laws, including a notice calling a meeting of the Board, must be In Writing and must be delivered or sent by post or email to an address provided for that purpose to the Institution. In this Bye-Law an 'address' for electronic communications includes any number or address used for the purpose of such communications.
- 86 We may provide any notice, document or other information to Governors or Members or Trustees by making them available on the Institution's website PROVIDED THAT:
- 86.1 We must ask each Governor, Member or Trustee individually to agree to receive communications through the website (either generally or in the case of a specific notice, document or information);
- 86.2 Our request must clearly state that if the person fails to respond to the request within 28 days of the date on which the request is sent, We will assume that they have agreed to it; and
- 86.3 Our request cannot be sent within 12 Months of a previous request We made to the same person in respect of the same or a similar class of document.
- 87 We must send a notice to everyone who has agreed to receive communications through the website, giving the website address, announcing the presence of the information on the website, and showing where on the website the information can be found, and how to access it.
- 88 Any information posted on the Institution's website must be in a form that can be read and printed.
- 89 The information must be available on the website for 28 days from the date the notice that the information was available on the website was sent to the person entitled to receive it.
- 90 Any notice We serve by post shall be taken to be served on the second day after posting. Any notice or other document We send by fax or in an email shall be taken to be served 48 hours after it is sent. Information We post on the website shall if present on the website at the time We sent the notice mentioned in Bye-Law 89 will be taken to be served on the day the notice was sent, but if the information was not present on the website on the date We sent the notice, then it will be taken to be served on the day the information actually appears on the website.

Common seal

- 91 The Board's authority is necessary for the use of the common seal of the Institution and the Board must decide how it may be used. Unless the Board decide otherwise, if the seal is affixed to a document, the document must also be signed by at least one authorised person. For the purposes of this Bye-Law, an authorised person is:
- 91.1 any Trustee;
- 91.2 the Chief Executive; or
- 91.3 any other person authorised by the Board for this purpose.

Indemnity

92 As far as is allowed by Law:

92.1 every Trustee may be indemnified out of the assets of the Institution against claims for all costs, charges, losses, expenses and liabilities he may suffer in connection with any negligence, default, breach of duty or breach of trust in relation to the Institution, unless it is as a result of his dishonesty or wilful default; and

92.2 every other officer (other than the Auditors) may be indemnified out of the assets of the Institution against any liability they may suffer in that capacity unless it is due to their dishonesty or wilful default; and

92.3 the Institution may also provide funds to any Trustee or any other officer (other than the Auditors) to pay the costs of a successful defence to a criminal prosecution or civil proceedings brought against him in connection with allegations of negligence, default, breach of duty or breach of trust as referred to in Bye-Law 92.1 or such act or omission as might lead to liability as referred to in Bye-Law 92.2.

Rules and regulations

93 The Board may make, change, add to or withdraw any rules or regulations as it decides is required to enable the proper conduct and management of the Institution. The Board shall use any method they decide is appropriate to let the Governors and Members know about the rules or regulations. The rules and regulations shall be binding on all Governors and Members PROVIDED THAT the rules or regulations shall not be inconsistent with or repeal anything contained in the Charter or the Bye-Laws.