

Governance Review 2011

Recommendations

Governance Advisory Group
30 August 2011

Table of Contents

	Page No.
1. Introduction.....	3
2. Recommendations Requiring Bye-law changes	
2.1 Trustee Board.....	4
2.2 Fellowship Council (FC) Composition.....	6
2.3 Calling of Meetings.....	6
2.4 Expulsion of Fellows.....	7
2.5 Cessation of Office.....	7
3. Other Governance Matters not requiring Bye-law Changes	
3.1 Regional/National Structure.....	9
4. Conclusion.....	11
5. Appendices.....	12-17

1 Introduction

Dear Fellows,

Following the Motion that was passed at the AGM in 2010, a Governance Advisory Group was formed with a membership drawn from Regional/National committees, the Fellowship Council and the Trustees.

As well as the considerable expertise and experience within its own ranks the Governance Advisory Group drew on work from a number of other sources:

1. A comparison of current RSA governance structures and processes with the “UK code of Corporate Governance 2010” and “Good Governance- A code for the voluntary and community sector”;
2. NCVO/RSA report on membership charities;
3. Research of practice in a range of other not-for-profit organisations, and
4. The Nolan principles.

Consultation with the Fellowship took place at different stages during the process; a first consultation was carried out in March with Regional/National Chairs on Regional/National Governance and based on the comments from that the Governance Advisory Group made its recommendations on Regional/National structure. A second consultation took place during May with Regional/National Chairs/Committees and Fellowship Council Members. The Group reviewed all the comments received and in the light of these made various changes to the initial recommendations.

The final consultation with the whole Fellowship took place during June and the Group was pleased to receive majority support for its recommendations. The Group discussed all the comments in the round and considered at length the best recommendations that would benefit the Society and help the RSA to have a healthy future in a fast changing environment.

In summary, the Trustee Board is recommending: a Board with a *majority* of elected Trustees (7 elected and 5 co-opted Trustees); a Fellowship Council of 35 elected and 5 co-opted Fellows; a threshold of 200 Fellows to table a resolution and 500 Fellows to call a SGM (coupled with a mechanism whereby 50 Fellows will be able to communicate with other Fellows via the Fellowship section on the RSA Website when they want to table a resolution or call a SGM) and a more integrated and flexible approach to Regional/National structures.

Recognising the fact that our governance structure will need to be reviewed regularly to keep pace with the shifting environment, our Governance Vision is: *“To create an accountable, transparent and inclusive governance culture at the RSA, which is supported by a genuinely representative structure and which supports the directions, strategy, vision and aims of the RSA.”* The Trustee Board fully embraces the principle of representation and is committed to maximising engagement with Fellows.

Our aim therefore is:

1. To have a Board where members will be co-opted/elected on merit, background, professional disciplines and **skills** to suit strategic priorities and ensure organisational performance.
2. To strengthen the links between the Board, the Fellowship Council and the Regions, Nations and Chapters by **proper representation**.
3. To enhance the quality of **engagement** between the Board and the Fellows.

Once again, I would like to thank you for your contribution to the Governance Review Recommendations and hope that you will whole heartedly support those recommendations at the 2011 AGM.

Luke Johnson
Chair

2 Recommendations requiring Bye-law changes (AGM approval)

2.1 Trustee Board

- The Board presently consists of:
 - the Chair;
 - the Deputy Chair;
 - two Treasurers;
 - up to four Fellows elected by the Fellowship;
 - up to four Fellows co-opted by the Board; and
 - two Fellows co-opted by the Board to represent the Fellowship Council. (In practice the Board accepts recommendations from the Fellowship Council).
- In depth research has been carried out on Board composition in other not-for-profit organisations and our research shows that there is considerable variation across organisations ranging from a fully appointed Board to a fully elected Board. Along the continuum there are some organisations that have a mixture of executives (the senior staff) and non-executive trustees and some have a combination of appointed and elected Trustees. (**Appendix 1**)

• ***The move towards a more elected Board (7 elected and 5 co-opted Trustees)***

The Trustee Board fully embraces the principle of representation and in view of (a) the fact that a motion of last year's AGM for a fully elected Board of Trustees, while rejected, received a considerable level of support, and (b) while in the minority there has remained a significant concern for more elected Trustees throughout the June 2011 consultation,

we are recommending a Board of 12 Trustees: 7 elected and 5 co-opted Trustees. Five (5) of the elected Trustees will be directly elected to the Board by the Fellowship, 2 will be elected from amongst the elected members of the Fellowship Council. The co-opted Trustees will all be Fellows.

Why?

Recognising the call from Fellows for greater representation, we recommend a majority of elected Trustees. To ensure high performance of the Board, Trustees should collectively provide a mix of skills, experience, qualities and knowledge so that the Society can respond to the challenges and opportunities it faces. More specifically Trustees should possess various skills ranging from Strategy, Leadership, Finance, Legal, and Governance amongst others. Our recommendation on the Board composition will ensure that the Board has sufficient flexibility to ensure an appropriate balance of skills, experience, independence and knowledge of the RSA to enable it to discharge its duties and responsibilities effectively. The mix of elected and co-opted Trustees should provide a Board that is both democratically representative of the Fellowship and armed with a comprehensive and complementary skillset.

• ***Terms of Office***

The term limit for Trustees is currently six years and in the case of officers this can be extended to 9 years. To promote independence, **we are recommending** that a 6 year maximum term of office (3 years plus one further consecutive 3 year term) is applied to all Board Members. To cater for continuity and flexibility there will be a provision for an Officer to be given an *ad hominem* term extension by the Board of up to a year in their tenure on the Board.

Why?

Research on other not-for-profit organisations portrays a common pattern with a maximum term of six years (two three year terms). The combined code 2003 also emphasises that “the Board should ensure planned and progressive refreshing of the Board.” As such any term beyond six years should be subject to rigorous review. Our recommendation of reducing the maximum terms of office to six years is therefore in line with best practice and will ensure that the Board is being refreshed regularly hence inviting new skills.

• **The role of the Nominations Panel**

- Currently, the Nominations Panel consists of six members, of whom three are appointed by and from the Board and three are appointed by the Fellowship Council.
- The functions and duties of the Nominations Panel as stipulated in the 2009 By-laws are: to recommend to the Board nominees for all appointments and awards to be made by the Board, to supervise the admission (and, where necessary, expulsion) of Fellows and to determine having regard to the compliance by that individual with the Fellowship Charter, Bye-law 6.11 (diversity) and in the case of the Board, the skills of such individual, whether a particular nominee should be eligible for election or appointment as a Trustee or a member of the Fellowship Council. **The Board does not propose any changes in this area. Concerns have been expressed by some Fellows that the Nominations Panel retains the right to veto a candidate nominated for Trustee election. This power has never been exercised. However, the Trustee Board feels it important that the Nominations Panel retain this right in extreme circumstances and would only expect to veto a candidate where there is a prima face case for suspension such that the Fellow’s conduct has on a reasonable view materially disrupted the working of the Society or has risked bringing it into disrepute.**
- It is apparent that the Society’s mechanisms for electing/co-opting Trustees from Fellowship need improvement. The Nominations Panel wish to undertake further concrete efforts to improve the identification of quality candidates to ensure that the Board includes more diverse professional backgrounds.
- **We are recommending** that in the case of *elections*, the Nominations Panel will evaluate the balance of skills, experience, independence and knowledge on the Board and, in the light of the evaluation, prepare a description of the role, capabilities and expertise required when calling for nominations.
- There will be a formal, rigorous and transparent procedure for the *co-opting* of new Trustees to the Board. **We are recommending** that the Nominations Panel oversees an open panel of Fellows who have expressed an interest in serving on the Board, the Fellowship Council or sub-committees of the Board and co-opts Trustees with specific experience at the appropriate time.

Why?

The best practice guidances stress that to attain the objective of having a high performing, skilled and experienced Board, the Nominations Panel functions should be extended to include additional duties. Our recommendations for the Nominations Panel to evaluate the balance of skills and adopt a rigorous procedure would fulfil those requirements.

2.2 Fellowship Council (FC) Composition

- Currently, the Council consists of up to 40 Fellows, of whom 20 are appointed by the Board and 20 elected by Fellows on a Regional/National basis.
- To strengthen the link between the Board, the FC and the Regions/Nations, **we are recommending** that the FC moves towards 35 elected and 5 appointed Fellows with the 14 Regional/National Chairs being ex-officio members of the FC. Hence, the FC structure will be up to 35 elected Fellows (including *up to* 14 Regional/National Chairs and *up to* 21 other Fellows elected), and *up to* 5 appointed Fellows.
- In the event that a Regional/National Chair does not wish to take up the position on the FC, the Regional/National team will invite one of the elected FC representatives for the Region/Nation to take on the role of liaising between the Regional/National team and the FC.
- **We are recommending** that the following reason is added to the Terms of Reference of the FC for removal of FC Members: "is absent without good cause from two consecutive meetings."

• Transitional Arrangements for the Fellowship Council

In order to phase in the new composition of the Fellowship Council, the existing composition of the Fellowship Council shall remain in force until the results of the elections for the Fellowship Council are declared in 2012.

Why?

The move towards a more elected FC whereby the Regional/National Chairs would be ex-officio members of the FC would help the Society to achieve our aim of strengthening the links between the Board, the Fellowship Council and the Regions, Nations and Chapters. At the same time, this is in line with our principle of representation and hence would benefit the Society by maximising Fellowship engagement.

2.3 Calling of Meetings

- Currently 50 Fellows (0.19% of total Fellows) are required to call a SGM and 25 Fellows (0.09%) are required to table a resolution at the AGM.
- **We are recommending** that:
 - the threshold to call a SGM be raised to 500 Fellows (1.9%) and
 - the threshold required to table a resolution at the AGM be raised to 200 Fellows (0.7%).

The Governance Advisory Group has also considered the need to facilitate communication in the event Fellows want to table a resolution for the AGM, or call a SGM. We shall set up a mechanism so that if 50 Fellows want to table a resolution for the AGM or call a SGM, they will be able to do so through the Fellowship Website by giving details about the resolution and asking other Fellows to support them.

Why?

We have researched the practices of some of the major national charities (**Appendix 2**) of members required to call a General Meeting and most seem to require a greater percentage of membership than we do. Also, under the Companies Act 2006 (which applies to charities structured as companies limited by guarantee), 5% of members are needed to call a General Meeting. The Trustee Board feels that the Society needs to move more in line with the practices in other charities. With a Fellowship now exceeding 27,000, the thresholds required to call a General Meeting or table a resolution at the RSA are very low. They need to be raised in order that calls for SGM or resolutions tabled by Fellows reflect a more substantive support base than is currently the case. It is both expensive and time consuming for staff, Fellows and Trustees alike to organise a General Meeting. We ought not to be troubling our Fellows to vote on resolutions posted by less than 0.1% of the Fellowship. The new method of communicating resolutions on the Fellowship Website will enable Fellows to garner support.

2.4 Expulsion of Fellows

• Grounds for Expulsion

Currently, the Grounds for Expulsion of Fellows are laid down in Bye-law 13.8 as follows:

“The Nominations Panel shall also have the power to expel any Fellow where that Fellow’s conduct has materially disrupted the working of the Society or has brought (or, on a reasonable view, has risked bringing) the Society into disrepute or is otherwise inimical to the best interests of the Society. The prospective expulsion of a Fellow is open to challenge for a period of 21 days only from the date on which notice of prospective expulsion is given to the applicable Fellow. If the prospective expulsion of a Fellow is not challenged within 21 days, such Fellow shall be automatically expelled from the Fellowship.”

We are recommending that the following be added to explain the word “inimical”: “a Fellow has acted in a way that actually or potentially undermines the activities, funding, probity, legal compliance, charity status or reputation of the Society”.

Why?

The Board believes that the word “inimical” needs clarification.

2.5 Cessation of Office

We are recommending that new grounds for removal of Trustees be added. A Trustee will cease to hold office if he/she:

- ceases to be a Fellow of the RSA;
- is absent without good cause from three consecutive meetings;
- has been elected as a Trustee by the Fellowship Council and is removed from that office by a resolution of the Fellowship Council;

- other reasons approved by a majority of Trustees relating to an adverse finding against a Trustee by a Regulatory or other public body or a breach of the Trustee Code of Conduct adopted by the Trustees from time to time.

Why?

The new grounds have been added to ensure sound governance and to build up a more effective Board. Common in many organisations, the RSA Trustee Code of Conduct was introduced in 2010 and it is best practice to be clear about the potential consequences of a breach of the Code.

3 Other Governance Matters not requiring Bye-law changes

3.1 Regional/National Structure

- The Governance Advisory Group considered the various comments received from Fellows regarding the Regional/National structure and decided that while they recognise the fact that no one size fits all there was a need for some degree of consistency.
- At present most Regions/Nations have a formal Regional/National Committee of six to twelve members excluding the Regional/National officers. In this case the Regional/National officers comprise the Chair and Deputy Chair (nominated by the Regional/National committee and formally elected at the Regional/National AGM), a secretary, a treasurer and, where appropriate, an events officer (appointed by the Regional/National committee). However in some Regions/Nations a different model has emerged, with a “panel” of co-opted Fellows (approved by John Adam Street) operating more informally. At least one other Region/Nation is looking at how best to develop an effective Regional/National team.
- We agree with the Fellowship Council’s “Review of Regions” draft recommendations that there is a need for collaborative teams made up of active Fellows at Regional/National and local levels who, working closely with the Network Manager, can help to facilitate more activity and collaboration between Fellows. **There is a clear need for greater integration between the work of the team and the work of RSA staff, through full participation of the staff Network Manager in each team.** At the same time the links between the Regional/National Teams and the Fellowship Council need to be strengthened.
- **We are recommending** that each Region or Nation establishes a team with core terms of reference and relevant strategic aims and objectives. There shall be a clear statement of purpose for all Regional/National teams and how these shall represent Fellows, to be supplemented by objectives specific to the RSA’s activities within each Region/Nation. Clear but flexible guidelines, conforming to the strategic aims, charitable objectives and legal obligations of the RSA would underpin the operation of the Regional/National teams.
- The Regional/National Teams will be made up of the Chair and Fellowship Council representatives for the Region/Nation, the Network Manager and elected and co-opted Fellows. Co-opted Fellows will be expected to assist with the activities of the team and/or represent local groups or networks. Those elected or co-opted will serve for an initial two-year term, and can be elected or co-opted to serve one further two-year term. The composition of the team would be subject to ratification at the next Regional/National AGM/Conference. Fellows who show a willingness and ability to add to activities of the Regions/Nations will have the possibility to be co-opted during the year.
- **We fully embrace the idea that no one size fits all** i.e., what works best in one Region/Nation may not work in another Region/Nation. **Therefore, we are allowing flexibility for the Regions/Nations to decide on how to develop a team structure that will suit their Regions/Nations.** Where there is a Regional/National Committee currently operating, proposals for the numbers of elected and co-opted members, together with an outline of procedures for establishing the new team should be put forward for approval by the Trustee Board. Where there is not an existing committee, such proposals should be made by the current Acting Chair and Fellowship Council representatives for the Region/Nation following consultation with the Chair of the Fellowship Council and the Head of Fellowship Networks. In considering proposals, the Trustee Board will wish to ensure that they are transparent and fair to all Fellows and meet the requirements of the charity regulators. The form of the Regional/National team, as well as its strategic aims and objectives and achievements should form part of the discussion at its annual Conference/AGM.

- More detailed guidance, updating the previous guidelines, will be produced following further consultation with Regional/National Chairs.
- We believe that it is important that Regional/National Chairs have the authority to represent Fellows in their Regions/Nations and **we are therefore recommending** that Regional/National Chairs are elected by a ballot of all Fellows in the Region/Nation rather than at a Regional/National AGM. Their Term of Office would be two years with the possibility of a second two year term of office consecutively (with a re-election before the second term), subject to a maximum period of six years without break as a member of the Team. In order to encourage Fellows to participate in Regional/National elections and to reduce overload, the elections for Regional/National Chairs will be conducted at the same time and in a similar way to the election of Fellows to the Fellowship Council.
- We recognise that experience on the Regional/National team and continuity may be important elements in the election of a Regional/National Chair and it should be possible for a team to recommend someone who has served as Deputy Chair or who has held another role on the team and for this to be made clear in the candidate's "statement" circulated before the election; however, we do believe that it is for all Fellows in the Region/Nation to assess what all candidates have to offer and to cast their vote accordingly.
- A Treasurer and Secretary may be appointed from amongst team members, while other roles could be allocated as required (e.g., Deputy Chair, Events Co-ordinator).
- All Regions/Nations will be required to agree a clearly defined **development plan** within a broad strategic framework set by the Fellowship Council and the Trustee Board. This will be a two year rolling agreement (subject to annual review) reflecting the charitable aims of the Society, the mandate and aspirations of the Regional/National Team and the Regional/National strategy and priorities of the Society. The development plan for the Regions/Nations will cover the Regional/National level programme, priorities for development of local and interest groups, targets for recruitment and retention of Fellows, central support for the Regions/Nations in terms of staffing and finances etc. The Regional/National Team composition and the Regional/National development plan will be subject to ratification at an annual Regional/National Fellowship Conference to be attended by a Trustee or a Fellowship Council Officer Bearer (Chair/Deputy Chair).
- The Fellowship Council will receive an annual report from each Regional/National team on the previous year's activities (measured against objectives set) and on plans for the future (with objectives, details of planned activities and measures of achievement). This report would then, alongside the development plan for the coming year, form the basis of an annual Regional/National conference.
- In parallel, there will be changes in the way that central support is presented and organised. There will be a Central Fellowship Team which will include the Fellowship Department staff plus the Fellowship Council (represented in day-to-day matters through the FC Chair and Deputy Chair). With the FC considering the past performance and future plans of Regional/National teams (possibly through a sub-group) it will be well placed to advise on priorities and thus have some input into the resourcing of each region against its stated intentions and project activity. This will make the FC more effective in connecting Fellows with the central team activities and build a bridge between the Regions/Nations and the centre and between Fellows and staff, including both Network Managers and central support staff.

4 Conclusion

Developing a transparent, accountable and inclusive governance culture, supported by a structure that meets the needs of a diverse group of stakeholders, is challenging. We are confident that our recommendations will strengthen the links between the Board, the Fellowship Council and the Regions/Nations and will encourage Fellows to get more involved in the activities of the RSA. At the same time, we want to be a model not-for-profit organisation where best practice is followed and have a committed Board that is fully responsible for the overall strategy and direction of the RSA. We are actively committed to achieving the highest governance standards in our desire to build a society that serves the best interests of the public and our Fellows.

I should like to thank all the Members of the Governance Advisory Group for their invaluable time and support and all Fellows in making this review a success.

We hope that you will join us in whole heartedly supporting our recommendations **by voting 'For' Resolutions 2 and 3 at the 2011 AGM.**

Steps to implement the new governance structure will be taken after the recommendations are approved at the 2011 AGM (**5 October 2011**). The Board will ensure sound implementation of the recommendations and will evaluate the effectiveness of the new governance structure in 2013-2014.

Luke Johnson
Chair
RSA

30 August 2011

5 Appendices

Appendix 1: Trustee Board composition in other organisations

As part of the Governance Review process, we have researched the composition of the Trustee Boards of a range of organisations.

This analysis has been based on a review of the websites of various organisations and, where available, the relevant provisions within the organisation's constitution or Memorandum and Articles of Association. There are three things which stand out from our research:

Variety

Not only is there the question of the relative proportion of elected and co-opted members (where fully elected is common but practice ranges), but there are two further dimensions. Some boards include executive members, and in some cases there is a two tier structure with a wider Council (sometimes with regional or local representation) electing people to a smaller Board.

Relationship between organisational purpose and governance form

A fully elected model seems most common in those organisations which have been established explicitly to represent the interests of their members, including both lobbying organisations (Asthma UK or MS Society) and professional associations (RIBA). Whilst the RSA has a Fellowship and relies heavily on it for income, the role of the RSA has not traditionally been seen as 'representing' those Fellows, something which reflects the diverse backgrounds, expertise and views of Fellows. Nor is it the case that FRSA is a professional qualification which defines a person's interests in the way that it might be for an architect, doctor or chartered accountant.

Change

It is clear from the conversations we have had with many organisations that they are currently - or envisage that they will soon be - engaged in reviewing governance arrangements. The RSA is not alone in reviewing its governance and indeed this is a healthy part of an organisation's process of evolution and improvement.

Overall, although it is interesting to look at the diverse forms of governance in the third sector, it is not clear that there is a direct read across in terms of best practice for the RSA to seek to follow.

Analysis of Board Composition in other Not-for Profit Organisations¹

Board Composition in Non-for Profit Organisation			
Organisation	Details	Board Composition	Comments
ACEVO		Up to twelve full members elected by the membership + Up to three individuals co-opted by the board + Treasurer + ACEVO's chief executive	
Amnesty International UK		15 directors (12 elected directors of which 7 elected by members, 2 are nominated by local groups, 2 nominated by networks, 1 country co-ordinator + 3 co-opted directors)	
Asthma UK	Membership-based charity	Managed by a council of directors. The Council comprises up to 12 trustees elected by members and up to four trustees co-opted by the elected trustees.	
British Academy	Fellowship composed of nearly 900 distinguished scholars	The Council consists of Officers - the President, the Treasurer, Foreign Secretary, Publications Secretary and the other Vice-Presidents and fifteen Ordinary members.	

¹ These comparisons are made to the best of our knowledge, but please note that constitutions may have been revised or updated

British Red Cross		Board of trustees, which consists of 9 elected trustees and up to 8 co-opted trustees. The elected trustees are elected from the British Red Cross' volunteers by a National Electoral College made up of two senior volunteers from each Territory.	
Cancer Research UK	A company limited by guarantee and a registered charity	Governed by a Council of between six and twenty Trustees elected by Members. There are up to 100 members. There must be a reasonable balance of scientists and non-scientists on the Council.	Members embody a broad range of relevant skills, experience and backgrounds, from business and the arts, politics, finance and health care
Homerton University Hospital- NHS foundation Trust	Been recommended as a trust having good governance	The board is made up of seven non-executive directors, one of whom is the chairman and seven executive directors.	Membership and Council of 26 Governors work closely with the Board of Directors.
Institute of Directors	Membership organisation with 43,000 members	The Board of the Institute consists of up to 22 Institute members. The majority shall be non-executive. Currently, the Board is comprised of 9 non-executives and 6 executives.	The Council of the Institute comprise: (a) up to 20 Institute members ("Elected Members") elected by Institute members; and (b) up to a further 20 Institute members ("Regional Representatives") appointed by the Council following their proposal by Institute members acting in geographical sections ; and (c) the Chairman of the Board of the Institute.

Multiple Sclerosis Society	Membership Organisation.	Board of Trustees is elected from, and by, members of the MS Society. The Board of Trustees can be formed of between 3 and 16 Trustees.	Society has different regions and website link to the network of branches and regions
National Federation of Women's Institutes For England, Wales, Jersey, Guernsey and the Isle of Man (NFWI)		Board of Trustees is elected every two years by the members. Committee/Board of Trustees consists of up to fifteen Trustees in total – 12 of whom shall be elected and up to two of whom may be co-opted.	National & Regional Structure
National Trust		Board of Trustees elected by the Council of 52 members. The Board of Trustees must have a minimum of nine and a maximum of fifteen members.	It is this mix of elected and appointed members that ensures that the Trust takes full account of the wider interests of the nation, for whose benefit it exists.
Royal College of Nursing (RCN)	Have Institute Board, Council Board and Regional Board	The RCN Council shall be made up of 29 Council Members composing of the President and Deputy Presidents and 26 other Council Members.	Nomination and election to the Council: Two Council Members elected from each sections. Each National and Regional Board elects a Chair biennially. The right of nomination for election to the Council in the twelve Sections is reserved to local branches.

Rotary International in Great Britain and Ireland	RIBI is made up of 1,840 clubs. Each club is autonomous and free to choose its own projects	The governing body of RIBI is the General Council, chaired by the President, which is made up of the 29 district governors and other elected officers.	
RNIB	Governed by Royal Charter and Bye-Laws	The Board is constituted with not less than fifteen and not more than thirty members. Currently, there are 19 members of which 15 are partially sighted.	Committees: Executive Committee Governance Committee Audit Committee. Country Committees
Royal Society for the Prevention of Cruelty to Animals (RSPCA)	Governed by Royal Charter and Bye-Laws	Managed by council of 25 members (15 elected + 10 Regional Representatives)	
The Royal Society of Edinburgh		Governed by a Council elected from amongst its 1200 Fellowship. THE RSE Council is chaired by the President and comprises thirteen Trustees, including four vice-Presidents, the General Secretary, the Treasurer, the Fellowship Secretary and five ordinary members.	

Appendix 2: Threshold required for calling a General Meeting of the Fellows

Extract from Charity Commission model constitution

Clause 9(5) Model Constitution for an unincorporated association

The Trustees must call a special meeting if requested to do so in writing **by at least ten members or one tenth of the membership**, whichever is the greater.

Examples of the approach taken by other charitable membership organisations for the numbers required to call a meeting²

Organisation	Relevant provision	Threshold required to call a General Meeting
Action for M.E	"on the requisition of members pursuant to the provisions of the Acts"	5% of members (in accordance with Companies Acts)
The British Society for Rheumatology	"In default, the requisitionists may call a general meeting in accordance with the Companies Act"	5% of members (in accordance with Companies Acts)
National Council for Voluntary Organisations	NCVO Articles state 10% but this must be read in line with Companies Act s303.	5% of members (in accordance with Companies Acts)
The Ramblers' Association	"10% (or such lower percentage as may be prescriber in the Act)"	5% of members (in accordance with Companies Acts)
Royal Institute of British Architects	The Chartered Members may require a Special General Meeting, provided that the request has been signed by at least one per cent of the Chartered Members, and the reason for calling the meeting has been specified.	1% of members
The Royal National Institute for Deaf People	"requisition of Members pursuant to the provisions of the Act"	5% of members (in accordance with Companies Acts)
RSPCA	"A requisition signed by not less than 500 members of the Society"	500 members

² These comparisons are made to the best of our knowledge, but please note that constitutions may have been revised or updated.

The Royal Society for the encouragement of Arts,
Manufactures and Commerce

Proposed Bye-Laws 2011 *
(to be adopted in General Meeting on 5 October 2011)



.....
Chairman

** Changed Bye-laws are highlighted. A tracked version of the Bye-laws showing all additions and deletions made to the current Bye-laws is available at <http://www.thersa.org/about-us/governance>.*

1 Definitions

1.1 In these Bye-laws the following words and phrases shall (except where the context otherwise expressly so requires) have the following meanings:

'AGM'	the annual general meeting of Fellows as prescribed in the Bye-laws;
'Board'	the Board of Trustees of the Society;
'Bye-laws'	the Bye-laws of the Society as in force from time to time;
'Chair'	the Chair of the Society and the Board
'Charter'	the Charter of the Society as supplemented from time to time;
'Chief Executive'	the Chief Executive for the time being of the Society;
'Committee(s)'	any Committee established by the Board and/or the Fellowship Council from time to time pursuant to the Bye-laws;
'Constitution'	the Charter and Bye-laws of the Society as in force from time to time;
'Deputy Chair'	the Deputy Chair of the Society and the Board;
'Fellow'	a member of the Society
'Fellowship'	the Fellows as a whole
'Fellows' Charter'	the Charter setting out the rights and responsibilities of Fellows, as adopted (and from time to time modified) by the Board in consultation with the Fellowship Council;
'Fellowship Council'	the Fellowship Council of the Society
'General Meeting'	an AGM or SGM
'Journal'	the main journal magazine or record of proceedings published by the Society by whatever name called in whatever format and sent or made available to all Fellows from time to time
'Nominations Panel'	the Nominations Panel as established by Bye-law 8.6;
'Officers'	the Officers of the Board as selected in accordance with Bye-law 3.4;

'President'	the President of the Society;
'Region'	regional area or division as prescribed pursuant to the Bye-laws;
'SGM'	any general meeting of Fellows as prescribed in the Bye-laws other than the AGM;
'Society'	The Royal Society for the encouragement of Arts, Manufactures and Commerce;
'The Society's House'	the main office of the Society for the time being;
'Treasurers'	the Treasurers of the Society;
'Trustees'	the members of the Board, and so that 'Trustee' means any one of them; and
'Years'	in the context of elections and appointments and of periods of service in any office under these Bye-laws, the period from the end of the relevant AGM to the end of the next AGM, and so that references to 'year(s)' shall be constructed accordingly.

- 1.2 Any reference in the Bye-laws to 'Session(s)' shall mean and be the same as reference to 'year(s)'.

2 Honorary Officers

- 2.1 A Patron may be appointed (and removed) by the Board from time to time and shall have the rights and responsibilities prescribed by the Bye-laws and otherwise as decided by the Board from time to time.
- 2.2 A President may be appointed (and removed) by the Board from time to time and shall have the rights and responsibilities prescribed by the Bye-laws and otherwise as decided by the Board from time to time.
- 2.3 Up to two Deputy Presidents may be appointed (and removed) by the President with the concurrence of the Board at any time and from time to time for a period not exceeding four years and shall have the rights and responsibilities prescribed by the Bye-laws and otherwise as decided by the Board from time to time.

3 The Board of Trustees

- 3.1 There shall be a Board of Trustees which shall be responsible for the Society's governance and policy and have exclusive responsibility for the management of its business and affairs. Its powers shall be subject only to charity law and the Constitution.

3.2 The Board of Trustees shall at any time consist of:

- a) up to five Fellows co-opted by the Board;
- b) up to five Fellows directly elected by the Fellowship; and
- c) up to two Fellows elected by the Fellowship Council from amongst their elected numbers.

The Trustees co-opted under Bye-law 3.2(a) shall be called "co-opted Trustees". The Trustees elected under Bye-laws 3.2(b) and 3.2(c) shall be called "elected Trustees".

3.3 No Fellow shall be eligible to be nominated for co-option under Bye-law 3.2(a), or elected under Bye-laws 3.2(b) or 3.2(c), or appointed under Bye-law 3.11 unless they have first been approved for that purpose by the Nominations Panel.

3.4 The Officers shall be elected by the Board from amongst the Fellowship with the concurrence of the AGM under Bye-laws 4.1, 4.4 and 5 and shall at any time consist of:

- a) the Chair;
- b) the Deputy Chair; and
- c) two Treasurers.

3.5 The term of office of all co-opted and elected Trustees shall be three years. They may serve one further consecutive term as follows:-

- a) Any Trustee who is not an Officer who has served for six consecutive years may not again be elected or co-opted to the Board until after an interval of at least one year.
- b) Any Officer who has served for six consecutive years as a Trustee may serve for up to one further year at the discretion of the Board, and thereafter may not again be elected or co-opted to the Board until after an interval of at least one year.
- c) This Bye-law 3.5 is subject to Bye-laws 3.7 and 3.12.

3.6 Subject to Bye-law 9(b) IX, a Trustee who is elected in accordance with Bye-law 3.2(c) shall continue to serve as a Trustee even if he or she has ceased to serve on the Fellowship Council.

3.7 The term of a Trustee who is co-opted with effect from a date between one AGM and the next will not start to count in any calculation of the period for which they may serve as a Trustee until the end of the AGM following the effective date of the co-option.

3.8 Notwithstanding any other provision of these Bye-laws, at any duly convened AGM or SGM any Trustee may be removed from office pursuant to a duly notified resolution proposed by the Board or, subject to Bye-law 13.15, any 200 Fellows.

3.9 In each calendar year and not less than 60 days before the AGM for that year, the Board shall notify the Fellowship of any Trustees elected under Bye-law 3.2(b) who are due to retire at the AGM; whether those Trustees, if eligible and duly nominated, are willing to stand for re-election; and of the number of vacancies to be filled by election. The Board shall invite the Fellowship to nominate candidates from their own number for election or re-election. Such nominations, each made by at least ten Fellows other than the nominee, and accompanied by the nominee's confirmation of their willingness to be a Trustee, if elected, shall be delivered to the Chief Executive's office at the Society's House by such time as the Board shall prescribe in order to allow Bye-law 3.3 to have effect.

- 3.10 The election of Trustees under Bye-law 3.2(b) shall be by ballot at or before the AGM in such manner (including, where desired, the use of electronic voting) as the Board may prescribe. The results shall be announced at the AGM and shall take effect from the end of the AGM.
- 3.11 Where a casual vacancy arises amongst the Officers during a year, the Board may appoint an existing Trustee to fill the vacancy until the next AGM.
- 3.12 Where a casual vacancy arises amongst the Trustees elected under Bye-law 3.2(b) arises during a year, the Board may, subject to Bye-law 3.3, appoint a Fellow willing to be a Trustee to fill the vacancy until the next AGM. Such period shall not count in the calculation of any period for which a Fellow may serve as a Trustee.

4. Chair and Deputy Chair

- 4.1 The Board shall with the concurrence of the AGM elect a Chair from amongst the Fellowship under Bye-law 3.4.
- 4.2 The Chair shall serve in that capacity for the Society and the Board and subject to Bye-law 11.1 the Chair shall have the right to preside over all General and Board meetings.
- 4.3 Election of the Chair shall normally be for three years but at the prior request of the nominee may be made for a shorter period. The Chair's term of office as Chair shall cease when the Chair ceases to be a Trustee.
- 4.4 The Board shall with the concurrence of the AGM elect a Deputy Chair from amongst the Fellowship under Bye-law 3.4 for such period as the Board may decide. The Deputy Chair's term of office as Deputy Chair shall cease when the Deputy Chair ceases to be a Trustee. The Deputy Chair shall serve in that capacity in relation to the Society and the Board and shall have the right to deputise for the Chair at General and Board meetings.
- 4.5 The rights and responsibilities of the Chair and Deputy Chair shall be as prescribed in these Bye-laws and otherwise as the Board may from time to time decide.

5. The Treasurers

The Board shall with the concurrence of the AGM elect two Treasurers from amongst the Fellowship under Bye-law 3.4. Election of a Treasurer shall normally be for three years. A Treasurer's term of office as Treasurer shall cease when that Treasurer ceases to be a Trustee. The Treasurers shall have the rights and responsibilities prescribed by the Bye-laws and otherwise as decided by the Board from time to time; and the Board may determine to allocate specific responsibilities to either or both of the Treasurers.

6 Board Powers

- 6.1 Without prejudice to their general powers, the Trustees may exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue any other securities as security for any debt liability or obligation of the Society or of any third party.
- 6.2 The Board shall have exclusive and unfettered responsibility for the control of the investment and use of the Society's assets and may invest the monies and other assets of the Society in such investments and other assets howsoever or any interest in any of

the same (whether income or dividend yielding or not and whether real or personal) as it shall in its absolute discretion from time to time think fit subject only to any conditions consents and constraints as may be imposed or required by law, regulation or the provisions of the Constitution.

- 6.3 The Board may:
- a) undertake support and invest in any trading by the Society which is a direct carrying out of any of the primary purposes of the Society and may otherwise only trade temporarily in a manner ancillary to any such purpose; and
 - b) incorporate or acquire subsidiary companies to carry on any trade.
- 6.4 The Board may purchase lease license or otherwise occupy such premises on such terms as it shall from time to time think fit for the purposes or benefit of the Society and may sell assign sublet license or otherwise part with possession of the same or any part thereof on such terms in all cases as the Board shall from time to time decide.
- 6.5 The Board shall employ a Chief Executive and such other employees, agents, advisers and contractors as they consider necessary and shall regulate their duties and determine their remuneration. The Chief Executive shall be accountable to the Board for the efficient and effective management of the Society's business and furthermore shall be responsible for recording all proceedings of the Society. The Chief Executive shall not be a Trustee or Member of the Fellowship Council but may attend and speak at Board and Fellowship Council meetings unless otherwise requested by the Board.
- 6.6 The Board shall determine the frequency location and formalities for holding Board Meetings save that the Chair alone or any other three Trustees may at any time convene a special meeting of the Board.
- 6.7 The quorum for a meeting of the Board shall be more than half its membership at any time. Any one or more Trustees may participate in a meeting by telephone or any virtual electronic means, and shall be counted in the quorum during such participation. A decision of the Trustees may have effect without a meeting provided that (a) the proposal is notified to all Trustees and (b) it is approved by at least two thirds of all Trustees then in office. Any such notification may be in writing and/or by any form of electronic communication.
- 6.8 Notice of all meetings shall be given to all Trustees and shall give brief particulars of the matters to be considered thereat but otherwise (subject always to the Bye-laws) the Board shall have absolute discretion to order its affairs in all respects.
- 6.9 The Board shall cause or procure to be made minutes of all appointments of officers and of the names and members present at each meeting of the Board and of any committee and all resolutions passed and proceedings of all meetings of the Society and committees. Such minutes if purporting to be signed by the chair of such meeting or by the chair of the next succeeding meeting of the same body shall be sufficient evidence without any further proof of the facts therein stated.
- 6.10 Insofar as it lies within their power, the Board and the Nominations Panel shall promote diversity among the Fellowship, the Fellowship Council and the Board from time to time in terms of age, gender, ethnicity, disability and other relevant categories but, notwithstanding this requirement, no appointment, whether by way of election or otherwise, may be challenged on grounds of imbalance.

7 The Fellowship Council

- 7.1 The Fellowship Council shall be a representative forum for the Fellowship, and shall have such specific purposes as may be prescribed by its terms of reference from time to time. Such terms of reference shall in the first instance be prescribed by the Board; they may thereafter be amended from time to time by the Board in consultation with the Fellowship Council.
- 7.2 The Fellowship Council shall at any time consist of up to 40 Fellows, of whom 5 shall be appointed by the Board and 35 elected by Regions including up to 14 Regional Chairs or Regional Representatives being *ex-officio* members on the Council. Up to 21 Fellows shall be elected by Regions under a scheme of election prescribed by the Board from time to time. If, by virtue of an insufficiency of nominations, or by virtue of a casual vacancy, there shall at any time be less than 21 elected members of the Fellowship Council, then the Board may make additional appointments to restore its number to 40; any such appointees shall serve until the expiry of the term of office applicable to the vacant position.
- 7.3 The term of office of Fellowship Councillors appointed or elected under Bye-law 7.2 shall be two years, and they may serve one further consecutive two-year term in either capacity. Save as permitted by Bye-law 7.4, any Fellowship Councillor who has served for four consecutive years may not again be so appointed or elected until after an interval of at least one year.
- 7.4 The Fellowship Council shall elect a Chair and a Deputy Chair, at least one of whom must be an elected Fellowship Councillor. Their term of office shall be two years and shall be non-renewable. Notwithstanding Bye-law 7.3, they shall continue to hold such office for the full duration of their appointment. Subject to Bye-law 7.3 they may remain as Fellowship Councillors thereafter.
- 7.5 Subject to its terms of reference the Fellowship Council shall regulate its own proceedings.

8 Committees

- 8.1 Every Committee of the Society (by whatever name called) shall be accountable to the Board.
- 8.2 The Board and/or the Fellowship Council may delegate any of its or their powers or the implementation of any of its resolutions to any committee, provided that at least half the members of any such committee shall be members of its appointing body.
- 8.3 All delegations under this Bye-law shall be variable or revocable at any time.
- 8.4 The appointing body may, subject to the powers of the Board, make and vary such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit.
- 8.5 The meetings and proceedings of any Committee shall be governed by the provisions of the Constitution regulating the meetings and proceedings of the Board so far as the same are relevant and are not superseded by any regulations made by the Board.

8.6 The Fellowship Council and the Board shall jointly appoint a committee called "The Nominations Panel". The Nominations Panel shall consist of six members, of whom three each shall be appointed by and from (i) the Board and (ii) the Fellowship Council, and its Chair (who shall have a second or casting vote) shall be one of those appointed by the Board. The functions and duties of the Nominations Panel shall be determined by the Board from time to time, and may include the following:

- a) to recommend to the Board nominees for all appointments and awards to be made by the Board;
- b) to supervise the admission (and, where necessary, expulsion) of Fellows;
- c) to determine, having regard to (a) the compliance by that individual with the Fellowship Charter (b) Bye law 6.10 and (c) in the case of the Board, the skills of such individual, whether a particular nominee should be eligible for election or appointment as a Trustee or a member of the Fellowship Council;
- d) to evaluate the balance of skills, experience, independence and knowledge of the Board and prepare a description of the role and capabilities required when calling for nominations to elections; and
- e) to oversee an open panel of Fellows who have expressed an interest in serving as co-optees on the Board, the Fellowship Council or sub-committees of the Board.

9 Cessation of Office

Any person who is a Trustee and/or a member of a Committee shall cease to hold that office in any of the following events:

- a) if the Chief Executive receives written notice from that person of resignation, and such resignation has taken effect in accordance with its terms, or if that person shall in writing offer to resign and the relevant body shall resolve to accept such offer; or
- b) if that person:
 - I. ceases to be a Fellow of the charity;
 - II. becomes disqualified from acting as a Trustee under Section 72 of the Charities Act 1993 (or any successor statutory provision);
 - III. is convicted of a criminal offence and receives a custodial sentence (whether immediate or suspended);
 - IV. is removed by a majority of Trustees for reasons relating to an adverse finding against a Trustee by a Regulatory or other public body;
 - V. is absent without good cause from three consecutive meetings of the Board or Committee;
 - VI. becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;

VII. is removed by a majority of the Trustees for reasons relating to a breach of the Trustee Code of Conduct adopted by the Trustees from time to time;

VIII. is removed at an AGM or SGM under Bye-law 3.8; or

IX. has been elected as a Trustee by the Fellowship Council under Bye-law 3.2(c) and is removed from that office by a resolution of the Fellowship Council.

10 General Meetings: Convening and Business

- 10.1 There shall in every calendar year be held an AGM at such time as the Board shall determine, and not less than 21 days' notice shall be given thereof.
- 10.2 Notice of every AGM shall be prominently exhibited at the Society's House and shall be given in or with the appropriate issue of the Journal and/or by such other written and/or electronic means as the Board shall determine. Accidental failure of any such notice to reach any Fellow shall not invalidate the meeting concerned.
- 10.3 At the AGM the Board shall submit a Report on the state of the Society and its proceedings during the past year, with a Balance Sheet and Accounts and Statement certified by the Auditor, and a copy of such Report and such Statement shall be published by such written and/or electronic means as the Board shall determine.
- 10.4 The business of an AGM shall be the holding of elections, the announcement of the results of any elections, the reception and consideration of the Report of the Board and the Statement of Accounts submitted by them, and the disposal of any other business which may consistently with the Constitution be considered and dealt with at such Meeting (as the Board shall determine).
- 10.5 No other matter than the business above mentioned shall, except with the consent of the Board, be considered or discussed, or any resolution be moved at an AGM, unless written notice shall have been sent to the Chief Executive at the Society's House specifying the matter to be considered or the resolution to be voted upon 60 days before the AGM (or such other lesser period as the Board may from time to time prescribe). In addition, any such matter or resolution shall at the time notice is given as aforesaid be signed by, subject to Bye-laws 13.15 and 13.16, no fewer than 200 Fellows.
- 10.6 The Board may convene an SGM at any time for any purpose whenever it deems necessary; and shall also do so upon a requisition signed by, subject to Bye-law 13.15, no fewer than 500 Fellows addressed to the Chief Executive requiring the Board to call an SGM for any object connected with the Society and specifying the matter to be considered and/or the resolution(s) to be voted upon; whereupon the Board shall convene an SGM in pursuance thereof to be held not later than 42 days from the receipt of such requisition.
- 10.7 Notice of every SGM specifying the object for which it is called and the business to be considered thereat shall be given by the Board at least 21 days before the date of the meeting. Notice shall be prominently exhibited at the Society's House and shall be given in or with the appropriate issue of the Journal and/or by such other written and/or electronic means as the Board shall determine. Accidental failure of any such notice to reach any Fellow shall not invalidate the meeting concerned.

- 10.8 No business shall be transacted at an SGM other than business of which notice has been duly given.
- 10.9 All General Meetings shall be held at such place or places as the Board shall appoint.
- 10.10 The time limits for service of notices in relation to General Meetings may be varied by resolution of the Board.

11 General Meetings: Procedure

- 11.1 At all General Meetings the President shall preside or, if the President is not present or is unwilling to act, one of the following (in order of priority) namely the Chair, Deputy Chair, a Treasurer, a Trustee or a Member of the Fellowship Council.
- 11.2 None but Fellows allowed by these Bye-laws and persons specifically invited by the Board may be present at any General Meeting of the Society.
- 11.3 No Fellow whose subscription is in arrears shall be entitled to be present or vote at any General Meeting.
- 11.4 If 25 Fellows are not present within half an hour after the time for which a General Meeting has been convened and the General Meeting has been convened in response to a requisition of Fellows, the Meeting shall be abandoned and shall not be held; but, in the case of any other General Meeting, the Meeting shall be adjourned to a day time and place fixed by a majority of the Fellows who are present. If 25 Fellows are not present at the time fixed for the adjourned meeting, the Fellows present shall constitute a quorum.
- 11.5 Every General Meeting at which a quorum is present shall have power to adjourn its proceedings to a future date but no business shall be transacted at any adjourned Meeting other than business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for ten days or more notice of the adjourned Meeting shall be prominently exhibited in the Society's House and/or given by such other written and/or electronic means as the Board shall determine. Accidental failure of any such notice to reach any Fellow shall not invalidate the meeting concerned.

12 General Meetings: Proxies and Voting

- 12.1 Votes may be given at any General Meeting either personally or by proxy. On a show of hands every Fellow present in person and entitled to vote at such meeting shall have one vote. In the case of a poll every Fellow present in person or by proxy and entitled to vote at such meeting shall have one vote.
- 12.2 No person shall be appointed a proxy to vote at any meeting who is not entitled in their own right to vote at such meeting.
- 12.3 The instrument appointing a proxy shall be in writing under the hand of the appointor or their attorney and shall be in such form as the Board shall from time to time prescribe which may include facsimile or electronic transmission.
- 12.4 The instrument appointing a proxy and the power of attorney (if any) under which it is signed shall be deposited with the Chief Executive's office at the Society's House or other office or agency as the Board shall from time to time prescribe, not less than 48

hours before the time for holding the meeting but no instrument appointing a proxy shall be valid after the expiration of six calendar months from its date.

- 12.5 A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy unless previous information in writing of the death or revocation shall have been received by the Chief Executive's office at the Society's House.
- 12.6 A poll may be demanded by the chair of a General Meeting or by any ten Fellows personally present and entitled to vote at such Meeting and, if so demanded, shall be organised in such manner and counted as the chair of the Meeting shall direct. A demand for a poll may be withdrawn with the consent of the chair of the meeting. No poll may be demanded on a question of procedure or adjournment.
- 12.7 In the case of an equality of votes the chair of the meeting shall both on a show of hands and at a poll have an additional or casting vote.

13 Fellows

- 13.1 Candidates for admission as Fellows must be capable of making a contribution to the development of the Society, and share the values of the Society, both as set out in the Fellows' Charter. Subject to Bye-law 8.6, the Nominations Panel shall establish and keep under review (and may from time to time alter) procedures relating to the admission of Fellows.
- 13.2 Every person appointed as a Fellow shall become and be registered as such upon payment of such fee and/or subscription as shall then be requisite and otherwise complying with any procedures required by the Nominations Panel.
- 13.3 Any entrance or registration fee and the annual or other subscription for Fellows shall be prescribed by the Board from time to time.
- 13.4 The Nominations Panel shall have discretion to composite commute compound or waive (in whole or part) any fee or subscription from time to time as it shall think fit.
- 13.5 If the annual subscription of any Fellow shall be in arrears for three months, notice shall be given to them; and, if such subscription shall continue in arrears at the expiration of one month after such notice, the Nominations Panel shall have power to strike the name of such Fellow off the register and they shall thereupon cease to be a Fellow but shall remain liable for any arrears of subscription. The Nominations Panel may re-admit any such defaulter as a Fellow on payment of arrears.
- 13.6 Every Fellow whose subscription is not in arrears is entitled to the rights bestowed under the Constitution including the right to take part in such local and regional activities as may be available to Fellows from time to time and to introduce visitors at such activities subject to such rules and limits as the Board may frame from time to time; to speak and to vote at the AGMs and SGMs and in the election of Trustees; to receive the Journal and other Fellows' mailings; to the use of the Society's Library and to borrow books there from under such regulations as the Board shall from time to time prescribe; and access to such other facilities as the Board may from time to time prescribe.

- 13.7 A Fellow shall cease to be such if they resign their membership by sending their resignation in writing to the Chief Executive at the Society's House (such resignation taking effect in accordance with its terms or as from the time of receipt thereof).
- 13.8 The Nominations Panel shall also have power to expel any Fellow where that Fellow's conduct has materially disrupted the working of the Society or has brought (or, on a reasonable view, has risked bringing) the Society into disrepute or is otherwise inimical to the best interests of the Society (i.e. a Fellow has acted in a way that actually or potentially undermines the activities, funding, probity, legal compliance, charity status or reputation of the Society). The prospective expulsion of a Fellow is open to challenge for a period of 21 days only from the date on which notice of prospective expulsion is given to the applicable Fellow. If the prospective expulsion of a Fellow is not challenged within 21 days, such Fellow shall be automatically expelled from the Fellowship.
- 13.9 Any two of (a) the Chair (b) the Deputy Chair and (c) the Chair or Deputy Chair of the Fellowship Council may with immediate effect suspend the Fellowship rights of any Fellow for a period of three months where there appears to them to be a prima facie case justifying his or her expulsion. If such suspension is challenged, it shall be treated as a prospective expulsion and the appeal procedure set out in Bye-law 13.10 shall apply.
- 13.10 Any prospective expulsion under Bye-law 13.8 or 13.9 shall if contested be determined in the first instance by a disciplinary hearing before not less than three members of the Nominations Panel, none of whom has been involved in any prior decision as to suspension (or is otherwise conflicted) in relation to the Fellow concerned. Any Fellow dissatisfied by the outcome of such a hearing may within 28 days appeal to an ad hoc Panel of not less than three Trustees appointed by the Board and none of whom has been involved in any prior decision as to suspension or expulsion (or is otherwise conflicted) in relation to the Fellow concerned. Such ad hoc Panel shall afford to the appellant the opportunity of making written and/or oral representations to it, and shall conclusively resolve the appeal by the decision of a simple majority of those present and voting thereon.
- 13.11 Any cessation of Fellowship of the Society shall be without prejudice to any outstanding liability under the Constitution (whether in the event of winding up or not) and to pay any outstanding fee subscription levy or other obligation to the Society there under.
- 13.12 Any person ceasing for any reason to be a Fellow shall thereupon cease to hold any other position title or office whatsoever with the Society.
- 13.13 The Board shall have power to admit eminent persons as Honorary Life Fellows without the ordinary formalities of election and without payment of any fee or subscription whatever but who shall otherwise have the rights and obligations of Fellows.
- 13.14 Any Fellow is authorised to use the style or title of 'Fellow of the Royal Society of Arts' or to use after their name the initials 'FRSA' to indicate such membership but not for business professional or advertising purposes.
- 13.15 Where Fellows are entitled to table resolutions and/or requisition meetings under Bye-laws 3.8, 10.5 and 10.6, if the resolution or the requisition has the written (either physical or electronic) support of at least 50 Fellows, the resolution or requisition will be posted on the Fellowship section of the RSA Website for Fellows to garner additional support. If four weeks after the posting of the resolution or requisition, the resolution or requisition is not supported by the required number of signatures it will lapse. In relation to Bye-law

10.5 the resolution with the support of 50 Fellows must have been received by the Chief Executive at the Society's House 95 days before the date of the AGM. It will then be posted for one month on the Fellowship section of the RSA Website so that in accordance with Bye-law 10.5, sixty days' notice of the AGM resolution can be given.

13.16 The Board, subject to prior consultation with the Fellowship Council, can issue additional rules detailing the procedure for the posting of requisitions or resolutions on the Fellowship section of the RSA Website.

14 Regions

14.1 The Board may from time to time define (and vary) the areas divisions or regions (collectively called 'Region(s)') and any sub-divisions of Regions into which and through which the activities of the Society may be organised and administered.

14.2 The Board may resolve upon (and vary) the extent and purpose of such organisation and administration from time to time.

14.3 The constitutional arrangements for every Region may only be prescribed and varied from time to time by the Board and may include any and all arrangements for *inter alia* committees for the same (by whatever named called), the powers and functioning of such committees, the holding of meetings of any such committee(s), the role of Fellows in the Regions, the calling and holding of meetings of Fellows within the Regions, the election of any such committee (or part of the same) and of officers (to include a Chair of the Region), the tenure removal and role of any such, and all other matters which seem fit to the Board to prescribe for the Regions their roles and their governance.

14.4 The Board may also prescribe arrangements for allocation of Fellows to Regions and any requirements in relation to subscriptions (whether regional or in relation to the Society's own fees and subscriptions) and destination of the same.

15 International Chapters

The Board may from time to time prescribe (and vary) such arrangements to support the advancement of the purposes of the Society abroad as shall be deemed expedient and for that purpose may establish such organisations in such individual and groups of countries, and according to such governance arrangements and having such roles as it shall in its discretion think fit.

16 Relations with Other Bodies

The Board may in its absolute discretion enter into partnership, sponsorship or other relationship with any person, firm or body corporate to support the advancement of the purposes of the Society but not in any manner which shall be inconsistent with the Charter or shall cause the Society to cease to be charitable at law.

17 Medals

17.1 The Albert Medal, instituted in 1863 as a memorial of HRH the Prince Consort, for 18 years the President of the Society, shall be awarded by the President and the Board to a person of any nationality for 'distinguished merit in promoting Arts, Manufactures and Commerce'.

- 17.2 The Benjamin Franklin Medal instituted in 1956 to recognise excellence in the fields of Arts Manufactures and Commerce shall be awarded annually by the President and the Board to a citizen of the United States of America or a citizen of the United Kingdom (alternately) who has 'forwarded the cause of Anglo-American understanding' in those fields.
- 17.3 Each Medal shall not be awarded more often than once a year.

18 Miscellaneous

- 18.1 A Trustee, Fellowship Councillor or Committee member shall declare their interest in and shall not vote in respect of any contract or matter in which they are interested directly or indirectly or any matter arising there out and if they do so vote their vote shall not be counted. If so requested by those not affected by such a conflict the person concerned shall withdraw from or not speak at that part of the meeting during which the item of business concerned is being considered.
- 18.2 The Board shall provide a Common Seal of the Society and make rules for the safe custody and use thereof, and it shall only be used by the authority of the Board (or a committee expressly authorised to use it) previously given and in the presence of two signatories authorised by the Board.
- 18.3 The Board may make available to Fellows its minutes or excerpts there from.
- 18.4 No part of the capital of the Shipley Fund shall be permanently expended without the written consent of 90% (rounded down) of the Board for the time being supported by a resolution to impose such other terms upon such expenditure as it may think fit.

19 Alteration of Bye-laws

- 19.1 Bye-laws may be varied revoked and new Bye-laws made only at General Meetings of Fellows.
- 19.2 No motion to vary or revoke any existing Byelaw or make any new Byelaw shall be entertained by a General Meeting except if it shall be proposed by the Board, or by notice in writing signed by **200 Fellows** containing the wording of the proposed motion according to arrangements then in force **under Bye-laws 10.5 and 10.6** for the proposal of resolutions to General Meetings.
- 19.3 No motion to vary revoke or make any Bye-laws shall be deemed passed unless it is supported by not less than two thirds of those present (in person or by proxy) and voting thereon.