



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

Bye-Laws

(as adopted at the Annual General Meeting on 15 October 2025)

These are the new Bye-Laws produced to the Annual General Meeting of The Society held on 15 October 2025.

Registered Charity: 212424 / SCO37784

A handwritten signature in black ink, appearing to be 'H. G. Jones', written in a cursive style with a long horizontal flourish extending to the right.

Chair of RSA Trustees

I 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, as read in conjunction with the Royal Charter of the Society;
‘Chair’	the Chair of the Society and the Board;
‘Charter’	the Royal Charter of the Society together with the Supplemental Charter of the Society, each as amended, varied or 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;
‘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;
‘Fellowship Councillor’	a member of the Fellowship Council;
‘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 and Governance Panel’	the Nominations and Governance Panel as established by Bye-law 8.6;
‘Officers’	the Officers of the Board as selected in accordance with Bye-law 3.4;

'Patron'	the Patron of the Society is appointed (and removed) by the Board with their rights and responsibilities decided by the Board;
'President'	the President of the Society is appointed (and removed) by the Board with their rights and responsibilities decided by the Board;
'Region/Nation'	Regional and national area or division as prescribed pursuant to the Bye-laws;
'Selection Panel'	a panel formed under Bye-law 8.7 for purposes of making or recommending appointments to the Fellowship Council, Trustee Board or other body, comprising the Chief Executive or in their absence a nominated Executive Team Member; the Chair or Vice Chair or in their absence a nominated Trustee and the Chair or Deputy Chair of the Fellowship Council or in their absence a nominated Fellowship Councillor;
'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;
'Treasurer'	the Treasurer of the Society;
'Trustees'	the members of the Board, and so that 'Trustee' means any one of them;
'Vice Chair'	the Vice Chair of the Society and the Board; 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 a meeting or hearing being held 'electronically' (or similar phrases) shall permit that meeting or hearing to consist of a conference between the applicable attendees, some or all of whom are in different places, provided that each attendee may participate in the business of the meeting or hearing whether directly, by telephone or by any other means (whether electronically, virtually or otherwise), which enables that attendee to:
- a) hear (or otherwise receive real time communications made by) each of the other participating attendees addressing the meeting or hearing; and
 - b) if that attendee so wishes, address all of the other attendees simultaneously (or otherwise communicate in real time with them).

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 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 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 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;
 - c) up to two Fellows elected by the Fellowship Council, with at least one being a then current serving Fellowship Councillor;
 - d) up to two Fellows may be directly elected by the Fellowship from an International Chapter or other such other international grouping as has been authorised under Bye-Law 15. The Board has sole discretion as to whether nominations for such elected representative or representatives should be invited and from which International Chapter or grouping any such Fellow or Fellows should be elected,

subject always to any restriction(s) on the composition of the Board set out in the Charter from time to time.

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), 3.2(c) and 3.2(d) 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 eligible for election under Bye-laws 3.2(b), 3.2(c) or 3.2(d), or eligible for appointment under Bye-law 3.11, unless they have also been nominated for that purpose by the Nominations and Governance 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 Vice Chair; and
 - c) the Treasurer.
- 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 Notwithstanding the term of office provided for under Bye-law 3.5 a Fellow elected in accordance with Bye-law 3.2(c) shall serve for the three year term of a Fellowship Councillor subject to Bye-law 7.7 and Bye-law 9(b)(IX), following the end of that term they shall continue to serve for six months or until such time as the Fellowship Council has elected replacement Fellows; whichever is the sooner. A Fellow elected under Bye-law 3.2(c) shall be subject to the provisions of Bye-law 3.5(a) and (b).
- 3.7 A co-opted Trustee's term of office shall commence on the first date on which: (i) they have been both nominated by the Nominations and Governance Panel under Bye-law 3.3; and (ii) their appointment has been approved by the Board under Bye-law 3.2(a). The period for which a co-opted Trustee may serve as a Trustee, calculated under Bye-law 3.5, shall be calculated from that co-opted Trustee's commencement date under this Bye-law, regardless of whether that commencement date is a date falling between one AGM and the next.
- 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 of the Fellows proposed:
 - a) by the Board; or
 - b) subject to and in accordance with Bye-law 13.15 and 13.16, by any ten per cent of Fellows

and approved by a simple majority of Fellows eligible to vote on such resolution and present and voting thereon.
- 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) or 3.2(d) 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) or 3.2(d) 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) or 3.2(d) 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 an period for which a Fellow may serve as a Trustee.
- 3.13 Where an election is proposed to take place for Trustees elected under Bye-law 3.2(b) or 3.2(d) the Board may invite the Nominations and Governance Panel to conduct a skills audit on its behalf and make a formal recommendation to the Board concerning areas of strength and weakness that the Board may have. Any recommendations from the audit if approved by the Board shall be notified to the Fellowship as part of the Board's obligations under Bye-law 3.9.
- 3.14 In each calendar year not less than 60 days before the AGM the Board may invite Fellows who meet the criteria of missing skills under Bye-law 3.13 to take part in an open selection scheme approved by the Board upon which the Board may make recommendation to the Fellowship as to preferred candidates for appointment under Bye-law 3.2(b) or 3.2(d) through the use of a Selection Panel.

4 Chair and Vice 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 Board may invite a Chair due to retire their term with the concurrence of the AGM to a second term. 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 Vice Chair from amongst the Fellowship under Bye-law 3.4 for such period as the Board may decide. The Vice Chair's term of office as Vice Chair shall cease when the Vice Chair ceases to be a Trustee. The Vice 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 and the Chair may (in the Chair's sole discretion where it is reasonable to do so) delegate the Chair's responsibilities to, or share tasks, with the Vice Chair.
- 4.5 The rights and responsibilities of the Chair and Vice Chair shall be as prescribed in these Bye-laws and otherwise as the Board may from time to time decide.

5 The Treasurer

The Board shall with the concurrence of the AGM elect a Treasurer 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 Treasurer shall have the rights and responsibilities prescribed by the Bye-laws and otherwise as decided by the Board from time to time.

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 Fellowship Councillor 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 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 or approval shall be in writing (including by 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 and Governance 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 25 Fellows who shall be tasked with engaging Fellows and supporting the work of the Society within a particular area of work as designated by the Board from time to time (including representing specific Regions/Nations/international chapters). The members of the Fellowship Council, where representing specific Regions/Nations/international chapters, shall be elected by the Fellowship in the corresponding locality; any further members of the Fellowship Council shall be appointed by a Selection Panel under Bye-Law 8.7 following written notice to the Fellowship in a scheme of selection prescribed by the Nominations and Governance Panel from time to time.
- 7.3 If, by virtue of an insufficiency of nominations, or by virtue of a casual vacancy, there shall at any time be less than 10 (or such other number as the Nominations and Governance Panel determines) members of the Fellowship Council, then the Nominations and Governance Panel may make additional appointments to restore its number; any such appointees shall serve until the expiry of the term of office applicable to the vacant position.
- 7.4 With effect from the end of the AGM in October 2025, the term of office of Fellowship Councillors selected or elected under Bye-law 7.2 shall be three years, and they may serve one further consecutive three-year term in either capacity. Save as permitted by Bye-law 7.5, any Fellowship Councillor who has served for six consecutive years may not again be so appointed or elected until after an interval of at least one year.
- 7.5 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 their three year term as a Fellowship Councillor. A Chair or Deputy Chair of the Fellowship Council can serve no more than two consecutive terms. Notwithstanding Bye-law 7.4, following the end of such term, they shall continue to hold such office for six months or until an incoming Fellowship Council elects a new Chair and Deputy Chair of the Fellowship Council, whichever is the sooner. Subject to Bye-law 7.4 they may remain as a Fellowship Councillor thereafter.
- 7.6 Subject to its terms of reference the Fellowship Council shall regulate its own proceedings.

- 7.7 The term of office of a Fellowship Councillor (as set out in Bye-law 7.4 and including where extended by Bye-law 7.5) may be extended by decision of the Trustee Board in consultation with the Fellowship Council for a period up to but not more than 12 months. Where such a decision is made by the Trustee Board the corresponding terms for those individuals elected to the Trustee Board as defined by Bye-law 3.2(c) and Bye-law 3.6 shall also be extended.

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, provided that such terms, conditions and mandates are consistent, and do not conflict, with the provisions of these Bye-laws or the Charter.
- 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 and Governance Panel”. The Nominations and Governance 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 and Governance 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 Fellowship Councillor;
 - 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;
 - 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; and
 - f) to make recommendations on the governance process and structure of the Society to the Board and ensure that all relevant processes are working effectively.

- 8.7 For the purpose of nomination or recommendation of Fellows to the Board, Fellowship Council or Committees where permitted under these Bye-laws a "Selection Panel" may be formed. A Selection Panel shall comprise the Chief Executive or in their absence a nominated Executive Team Member; the Chair or Vice Chair of the Society or in their absence a nominated Trustee and the Chair or Deputy Chair of the Fellowship Council or in their absence a nominated Fellowship Councillor.

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. in the written opinion of a registered medical practitioner who is treating the Trustee, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
 - 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 electronically exhibited on the Society's website and exhibited at the Society's House 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 announcement of the results of any elections, voting upon resolutions concerning the Society and required under its Bye-Laws and Royal Charter, 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 no less than 60 days before the upcoming 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 written notice of the same is given as aforesaid, be signed by, subject to and in accordance with Bye-laws 13.15 and 13.16, no fewer than ten per cent of Fellows (or such higher number of Fellows as is prescribed by these Bye-laws in respect of the relevant matter of resolution).
- 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, in accordance with and subject to Bye-laws 13.15 and 13.16, no fewer than ten per cent of Fellows (or such higher number of Fellows as is prescribed by these Bye-laws in respect of the relevant matter of resolution) 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 on the website and shall be 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.
- 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 including whether it is to be held as:
- a) a physical meeting;
 - b) an electronic meeting; or
 - c) a combined physical and electronic meeting.

The Board may make whatever arrangements it considers fit to allow those entitled to do so to participate in a General Meeting. All persons seeking to attend or participate in a General Meeting electronically shall be responsible for maintaining adequate facilities to enable them to do so. Subject only to the requirement for the chair to adjourn a General Meeting, any inability of a person or persons to attend or participate in a General Meeting shall not invalidate the proceedings of that meeting.

- 10.10 The time limits for service of notices in relation to General Meetings may be varied by resolution of the Board provided that not less than 21 days' notice is given of any General Meeting.

11 General Meetings: Procedure

- 11.1 At all General Meetings the Chair shall preside or, if the Chair is not present or is unwilling to act, one of the following (in order of priority) namely the Vice Chair, the Treasurer, Chair of the Fellowship Council, Deputy Chair of the Fellowship Council, a Trustee or a Fellowship Councillor.
- 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, or who is in expulsion proceedings 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 by proxy and/or by use of electronic voting. Voting shall be by show of hands or poll (in person, electronic voting or by proxy) as agreed by the Chair or other person acting under Bye-law 11.1. Every Fellow present in person, voting by proxy, or voting electronically and entitled to vote at such meeting shall have one vote. At a General Meeting which is either a combined physical and electronic meeting or a fully electronic meeting, Fellows shall cast votes in accordance with the arrangements for electronic voting set out in the notice of meeting.
- 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. The Board shall provide the Fellowship a proxy representative in the form of the Chair or other nominated Fellow to be a representative to whom any Fellow can provide a proxy vote to at a General Meeting.

- 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, by a deadline prescribed by the Board and published under Bye-law 10.2 prior to the holding of the meeting but no more than five days before such a meeting. 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 instead of a show of hands 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.
- 12.8 A list of resolutions and the method of proxy voting made available by the Board shall be included with any notice served under Bye-law 10.2.

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 and Governance 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 and Governance 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 and Governance 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 including delegating authority to the Chair, the Vice Chair, the Chair or Deputy Chair of the Fellowship Council or the Chief Executive (or each of their nominee) as it sees fit.
- 13.5 If the annual subscription of any Fellow shall be in arrears for one month or such other time period that Board agrees, notice shall be given to them and the name of such Fellow shall be struck off the register and they shall thereupon cease to be a Fellow but may remain liable for any arrears of subscription. The Nominations and Governance Panel may re-admit any such defaulter as a Fellow on payment of arrears.

- 13.6 Every Fellow whose subscription is not in arrears, resigning their membership, as per Bye-law 13.7, not expelled, as per Bye-law 13.8 or are subject to such other relevant measures, that are short of expulsion or suspension is entitled to the rights bestowed under the Constitution including the right to take part in such local, regional/national and international chapter and grouping 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 to the Chief Executive at the Society's House or such other person or persons nominated by the Chief Executive, Board, or Nominations and Governance Panel (such resignation taking effect in accordance with its terms or as from the time of receipt thereof).
- 13.8 The following terms shall apply to the prospective expulsion of a Fellow, and the constitution of a Panel Subgroup:
- a) The Nominations and Governance Panel (or a "Panel Subgroup" as defined in Bye-law 13.8(b)) shall also have power, by notice in writing to any Fellow, to expel that 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 including its duty of care to any employees (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).
 - b) A "Panel Subgroup" is a delegated subgroup of the Nominations and Governance Panel constituted from time to time in relation to particular Fellow to exercise the role and powers of the Nominations and Governance Panel. A Panel Subgroup will ordinarily be convened by the Nominations and Governance Panel, unless that body is conflicted or unable to act expediently, in which case the Chair or (if the Chair is conflicted or unable to act expediently) the Chief Executive may convene a Panel Subgroup. Where all such persons are conflicted, the Board may convene a Panel Subgroup. A Panel Subgroup shall consist of any three members of the Nominations and Governance Panel (at least one being the Chair of the Fellowship Council or the Chair of the Nominations and Governance Panel (unless both persons are conflicted and or unable to act expediently)). Where it is not possible to convene a non- conflicted Panel Subgroup from the Nominations and Governance Panel, the Board may appoint three independent Trustees to form a Panel Subgroup.
 - c) No person who is conflicted in relation to the Fellow concerned may vote in any decision of the Nominations and Governance Panel or any Panel Subgroup on whether to expel, suspend, or take any Other Measure (as defined in Bye-law 13.9(d)) in relation to, a Fellow. A Panel Subgroup shall make all decisions through a simple majority of those members of the Panel Subgroup present, whether in person or electronically, and voting thereon.
 - d) The prospective expulsion of a Fellow is open to challenge by that Fellow in accordance with Bye-law 13.10, in which case the appeal procedure set out therein shall apply. If the prospective expulsion of a Fellow is not challenged by that Fellow within 21 days, such Fellow shall be automatically expelled from the Fellowship.

13.9 By written notice to any Fellow, either: (1) the Nominations and Governance Panel (or the relevant Panel Subgroup (as defined in Bye-law 13.8(b))); or, (2) if it is not expedient or practical to convene the Nominations and Governance Panel or the relevant Panel Subgroup, any two of the following persons not conflicted in relation to the Fellow concerned and to the extent delegated or granted authority for the relevant purpose: (i) the Chair; (ii) the Vice Chair; (iii) the Chair or Deputy Chair of the Fellowship Council; and (iv) the Chief Executive, may with immediate effect:

- a) suspend the Fellowship rights of any Fellow for a period of three months;
- b) implement any further period(s) of suspension as may be considered necessary and proportionate, where there appears to the persons giving the relevant notice that there is a prima facie case justifying the relevant Fellow's continued suspension;
- c) terminate a suspension or an extended suspension; and
- d) take such other measures, that are short of expulsion or suspension, against or in relation to a Fellow as the persons giving the relevant notice considered to be necessary and proportionate (including, without limitation, restricting that Fellow from entry to the Society's House or events) (each an "Other Measure"), and extend or terminate any applicable Other Measure as the persons giving the relevant notice consider to, be necessary and proportionate.

A notice given under this Bye-law 13.9 may be given at the same time or included within the notice given under Bye-law 13.8(a). A suspension of a Fellow under Bye-law 13.9(a) (or an extension of a suspension under Bye-law 13.9(b)) is open to challenge by that Fellow in accordance with Bye-law 13.10, in which case the appeal procedure set out therein shall apply.

13.10 A Fellow subject to a prospective expulsion, a suspension or an extension of suspension, or any other measure, short of expulsion or suspension, may, for a period of 21 days from the date on which the relevant notice is given to that Fellow, challenge that measure (a "Challenged Measure") by giving notice in writing (addressed and delivered to the Nominations and Governance Panel) outlining with reasonable detail the reasons for that challenge.

- a) Any challenge under this Bye-law 13.10 shall be determined in the first instance by a 'Disciplinary Review Panel', being a panel comprised of not less than three members of the Nominations and Governance Panel (or a "Panel Subgroup" as defined in Bye-law 13.8(b)), none of whom has been involved in any prior decision (or is otherwise conflicted) in relation to the Fellow concerned. The Disciplinary Review Panel has discretion to uphold, amend or terminate a Challenged Measure in any manner it sees fit, including by imposing additional measures, acting by a simple majority of those members of Disciplinary Review Panel present, whether in person or electronically, and voting thereon having:
 - I. reviewed the information submitted resulting in the decision to implement that Challenged Measure; and
 - II. given appropriate weight to any written evidence from the Fellow concerned, with such Fellow having been afforded the opportunity of making written representations to the Disciplinary Review Panel.

and shall promptly give written notice to the Fellow concerned of the Disciplinary Review Panel's decision regarding the Challenged Measure.

- b) Within 28 days of the Fellow concerned receiving notice of the Disciplinary Review Panel's decision, that Fellow may, by notice in writing to the Nominations and Governance Panel clearly outlining the reasons for appeal, appeal the Disciplinary Review Panel's decision to an ad hoc Appeal Panel to be comprised of not less than three Trustees appointed by the Board 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 (the "Appeal Panel").
 - c) Any Appeal Panel hearing may be held in person or electronically depending upon the requirements and availability of all attendees. The appellant shall be afforded the opportunity of making written and/or oral representations to the Appeal Panel in line with the arrangements for the Appeal Panel and to be accompanied by a companion for support who shall not act in a legal or representative capacity. The Appeal Panel shall conclusively decide whether to uphold, amend or terminate the Challenged Measure that has been appealed to that Appeal Panel in any manner it sees fit, including by imposing additional measures, acting by the decision of a simple majority of those Trustees comprising the Appeal Panel 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; this provision shall not affect any contractual or employment obligation.
- 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 ten per cent of Fellows (or such higher number of Fellows as is prescribed by these Bye-laws in respect of the relevant matter of resolution), the resolution or requisition will be posted on the Fellowship section of the Society's website for Fellows to garner additional support. If four weeks after the posting of the resolution or requisition on the Society's website, 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 ten per cent of Fellows (or such higher number of Fellows as is prescribed by these Bye-laws in respect of the relevant matter of resolution) must have been received by the Chief Executive at the Society's House 95 days before the date of the upcoming AGM. It will then be posted for one month on the Fellowship section of the Society's 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 Society's website.

14 Regions/Nations in the United Kingdom and the Republic of Ireland

- 14.1 The Board may from time to time define (and vary) the areas divisions or regions (collectively called "Region(s)/Nation(s)") and any sub-divisions of Regions/Nations 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/Nation 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/Nations, the calling and holding of meetings of Fellows within the Regions/Nations, the election of any such Committee (or part of the same) and of Officers (to include a Chair of the Region/Nation or other regional representative), the tenure removal and role of any such, and all other matters which seem fit to the Board to prescribe for the Regions/Nations their roles and their governance. These powers may be delegated by the Board as they see fit from time to time.
- 14.4 The Board may also prescribe arrangements for allocation of Fellows to Regions/Nations and any requirements in relation to subscriptions (whether regional/national or in relation to the Society's own fees and subscriptions) and destination of the same.

15 International Chapters and Groupings

The Board may from time to time prescribe (and vary) such arrangements to support the advancement of the purposes of the Society outside the United Kingdom and the Republic of Ireland 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 Board may designate Medals to be awarded to persons for publicly published criteria displayed on the Society's website or in such other manner as approved by the Board and shall be selected in a manner authorised by the Board. Each Medal shall not be awarded more often than once a year. Medals can include:

- a) the Albert Medal, instituted in 1863 as a memorial of HRH the Prince Consort, for 18 years the President of the Society, to be awarded by the Board to a person of any nationality for 'distinguished merit in promoting Arts, Manufactures and Commerce' or such other criteria as the Board shall approve; and
- b) the Benjamin Franklin Medal instituted in 1956 to recognise excellence in the fields of Arts Manufactures and Commerce to be awarded annually by 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 or such other criteria as the Board shall approve.

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 as it shall see fit from time to time.
- 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 Bye-law or make any new Bye-law shall be entertained by a General Meeting except if it shall be proposed by the Board, or by notice in writing signed by ten per cent of 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 Fellows eligible to vote on such resolution and present (in person, electronically or by proxy) and voting thereon.

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