

At the Court at Buckingham Palace

THE 8th DAY OF MARCH 2023

PRESENT,

THE KING'S MOST EXCELLENT MAJESTY
IN COUNCIL

The following Reports of a Committee of the Privy Council dated 4th May 2022 and 1st March 2023 were today considered:—

"Her late Majesty Queen Elizabeth the Second was pleased, by Her Order of 16th February 2022, to refer to this Committee a Petition on behalf of The Royal Statistical Society, praying for the grant of a Supplemental Charter:

The Committee, in obedience to Her late Majesty's Order of Reference, have accordingly considered the Petition and have agreed to report it as their opinion that a revised Supplemental Charter may be granted in terms of the annexed Draft."

His Majesty, having taken the Reports and the revised Draft Supplemental Charter accompanying them into consideration, was pleased, by and with the advice of His Privy Council, to approve them. It is accordingly ordered that the Right Honourable the Lord High Chancellor of Great Britain should cause a Warrant to be prepared for His Majesty's Royal Signature for passing under the Great Seal a Supplemental Charter in conformity with the annexed Draft.

Richard Tilbrook, CVO

CHARLESTHETHIRD

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories King, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS on 11th May 2022, Her late Majesty Queen Elizabeth II was graciously pleased to approve an Order granting a Supplemental Charter to The Royal Statistical Society;

AND WHEREAS the demise of Her late Majesty occurred before Her warrant could be executed to allow the Supplemental Charter to be passed under the Great Seal to come into legal effect;

AND WHEREAS it is Our desire to bring Her late Majesty's wishes into effect;

NOW THEREFORE KNOW YE that mindful of Her late Majesty's wishes, We hereby do confirm the grant of a Supplemental Charter to The Royal Statistical Society in the terms set out below and are pleased by these Presents to declare as follows:

WHEREAS by a humble Petition the Royal Statistical Society (hereinafter called "the Society") had represented unto Her late Majesty Queen Elizabeth II:

(a) that the Society was incorporated by Royal Charter granted in the year of our Lord one thousand eight hundred and eighty-seven (hereinafter called "the Original Charter") and its purposes were "to collect, arrange, digest, and publish facts, illustrating the condition and prospects of society in its material, social, and moral relations; these facts being for the most part arranged in tabular forms and in accordance with the principles of the numerical method";

(b) that in addition to its function as a learned society, in consequence of the merger of the Institute of Statisticians with the Society, the Society now has the ability to grant certificates of competency in the science and application of statistical methodology and to provide means whereby the professional competence of those who have been suitably trained in statistical science and are considered competent so to practise might be readily recognised by the public;

(c) that continuously throughout its existence the Society has carried out the objects of the Original Charter and now wishes to do so together with the ability to qualify and register, in respect of Fellows who so desire, those competent to practise statistical science as a profession, having as its object the general advancement of statistical science and its application;

(d) that it was desirable for the better performance of the said object that, save with respect to the incorporation of the Society, the Original Charter should

be revoked and replaced by a revised Charter better fitted to the Society's needs;

(e) that Her late Majesty Queen Elizabeth II was pleased to grant a Supplemental Charter in the year of our Lord two thousand and six (hereinafter called "the First Supplemental Charter"); and

(f) by a humble Petition the Society has prayed that it is desirable for the better administration of the Society to grant a further Supplemental Charter (to be known as the Second Supplemental Charter) in place of the First Supplemental Charter.

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW THEREFORE KNOW YE that We by virtue of Our Royal Prerogative in that behalf and of all other powers enabling Us so to do of Our Especial grace, certain knowledge, and mere motion do hereby for Us, Our Heirs and Successors will grant, direct, appoint and declare as follows:

The Royal Statistical Society

1 The provisions of the First Supplemental Charter (except in so far as they incorporate the Royal Statistical Society and confer upon it perpetual succession and a Common Seal) are hereby revoked, but nothing in this revocation shall affect the validity or legality of any act, deed or thing already done or executed thereunder.

The persons now members of the former Society and all such persons as may hereafter become members of the body corporate hereby constituted pursuant to or by virtue of the powers granted by these Presents and their successors shall for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one body corporate by the name of "The Royal Statistical Society" (hereinafter referred to as "the Society") and by the same name shall and may sue and be sued in all Our Courts of law, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a body corporate.

OBJECTS

2 The objects for which the Society is hereby constituted ("the Objects") are for the benefit of the public: the advancement of the science of statistics and its applications, and the promotion of the appropriate use and awareness of statistics.

POWERS

3 And the Society shall have the following powers exercisable in furtherance of its said Objects but not otherwise, namely:

(i) To foster and encourage the growth, development and application of such science in all areas of activity which can benefit from it.

(ii) To establish, uphold and advance high standards of statistical competence.

(iii) To foster the production and publication of statistics on aspects of society.

(iv) To serve the public interest by acting in an advisory or consultative or representative capacity in all matters relating to the science of statistics and its application.

(v) To promote the public understanding of statistics and the competent use and interpretation of statistics.

(vi) To arrange or assist others in arranging for meetings, educational courses, lectures, exhibitions, and social occasions for the interest of the members and for the development of their fellowship within the Society.

(vii) To establish, manage, promote, organise, finance and encourage the study, writing, production and distribution of books, periodicals, monographs and pamphlets and the publication, in print or electronic form, of educational courses and lectures.

(viii) To establish, manage, promote, organise, finance, equip and maintain libraries.

(ix) To promote, commission, undertake and publish research in areas useful to the Society's Objects.

(x) To create and maintain a Register of Chartered Practitioners in the methodology and application of statistics, whether separately or in association with one or more other organisations, and to establish such conditions of registration as may be desirable. Registrants would be entitled to use the descriptor of "Chartered Statistician" and the post nominals "CStat". The operation of this Register is set down in the Bylaws and Regulations.

(xi) To create any new categories of membership as the Society shall deem necessary from time to time.

(xii) To promote the formation of organisations, whether charitable or not, for the purpose of any of the Objects of the Society and to assist such organisations as necessary in the fulfilment of their Objects.

(xiii) To make provision for lectureships, bursaries, prizes and grants.

(xiv) To give money for the furtherance of the Objects of the Society.

(xv) To create, and undertake the management of, any trusts or endowments and any scholarships and exhibitions for the furtherance of the Objects of the Society.

(xvi) To support any institutions or persons having objects, charitable or otherwise, similar to those of the Society.

(xvii) To make suitable arrangements for undertaking the work of the Society and for organising its meetings.

(xviii) To employ such staff, who shall not be members of the Board of Trustees or the Council of the Society, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of salaries, pensions and any other benefits to them.

(xix) To raise funds and to invite or receive contributions from any person whatsoever by way of subscription, donation, legacy, and otherwise than through permanent trading unless undertaken through a subsidiary incorporated company.

(xx) To invest the monies of the Society not immediately required in or upon such investments or other property or other assets as the Board of Trustees may think fit.

(xxi) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges therein, and to construct, maintain and alter buildings or erections.

(xxii) To sell, let, mortgage, dispose of or turn to account all or any of the assets of the Society.

(xxiii) To borrow or raise money on such terms and on such security as the Board of Trustees may think fit.

(xxiv) To create such Bylaws subject to the approval of the Privy Council as the Board of Trustees of the Society may consider necessary for the good administration of the Society. The current such Bylaws are attached to this Charter as the Schedule.

(xxv) To do all such other lawful and charitable things as are incidental to the attainment or furtherance of the said Objects.

APPLICATION OF INCOME AND PROPERTY

4 (i) The income and property of the Society shall be applied solely towards the promotion of its Objects as set forth in this Our Charter.

(ii) No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Society and no member of its Board of Trustees shall normally be appointed to any Office of the Society paid by salary or fees or receive any remuneration or other benefit in money or in kind from the Society.

(iii) Nothing herein shall prevent any payment in good faith by the Society:

(a) of reasonable and proper remuneration to any member, Trustee or employee of the Society (subject to permission being granted by the Charity Commission in the case of a Trustee) for any agreed services rendered to the Society;

(b) to any member of its Board of Trustees or Council of reasonable out-of-pocket expenses.

CHARTER CHANGES

5 (i) The members, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members voting in person or by proxy, may revoke, amend or add to the provisions of this Our Charter.

(ii) No such revocation, amendment or addition shall, until approved by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforward continue and operate as revoked, amended or added to. This Article shall apply to this Our Charter as revoked, amended or added to in the manner aforesaid.

BYLAW CHANGES

6 (i) The members, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members voting in person or by proxy, may revoke, amend or add to the Bylaws for the time being in force.

(ii) No such revocation, amendment or addition shall have effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of the Privy Council shall be conclusive evidence.

SURRENDER OF CHARTER

7 (i) The members, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members voting in person or by proxy, may determine to surrender this Our Charter, subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit.

(ii) On surrender, the members may wind up or otherwise deal with the affairs of the Society in such manner as shall be determined by such resolution or, in default of such direction, as Our Courts of law shall think expedient having due regard to the liabilities of the Society for the time being.

(iii) If, on the winding up or dissolution of the Society, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members or any of them but, subject to any special trusts affecting the same, shall be given and transferred to some association having Objects similar to the Objects of the Society which shall prohibit the distribution of its income or property amongst its members to an extent at least as great as is imposed on the Society by this Our Charter, such association to be determined by the members at or before the time of dissolution.

CONCLUSION

8 And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken construed and adjudged in all Our Courts of law and elsewhere in the most favourable and beneficial sense and for the best advantage of the Society any mis-recital, non-recital, omission, defect, imperfection, matter, or thing whatsoever notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent. day of

WITNESS Ourself at Westminster the in the year of Our Reign

BY WARRANT UNDER THE KING'S SIGN MANUAL

SCHEDULE

BYLAWS OF THE ROYAL STATISTICAL SOCIETY

Definitions

1. In these Bylaws, unless the context otherwise requires:

(i) "Registers" means the Register of Professionally Qualified Fellows and the Register of Graduate Statisticians and Register of Data Analysts;

(ii) "Registrant" means a member who appears on one of the registers;

(iii) "Regulations" means subsidiary rules created and amended by the Board of Trustees for the conduct of the business of the Society;

(iv) "Year" or "Session" means calendar year;

(v) Words importing only the masculine, or the feminine gender shall include all genders;

(vi) Words importing only the singular shall include the plural and vice-versa;

(vii) "In writing" and "written" shall include all modes of representing words in a visible form including electronic form.

Membership of the Society

2. Members of the Society shall be known as Fellows of the Society but without the right to use post-nominals unless they are also Chartered or Graduate Statisticians or Data Analysts or are permitted to do so by the Regulations.

Voting members

2.1 (a) Professionally Qualified Fellows shall be those registered as Chartered Statisticians who may use the postnominal "CStat".

(b) The requirements for registration as a Chartered Statistician are provided in the Regulations, and admission to, and removal from, the Register of Chartered Statisticians is regulated by the Professional Affairs Committee as provided in Bylaw 32.

2.2 Ordinary Fellows (known as Fellows).

2.3 (a) There shall be a category of Graduate Statisticians whose members may continue to use the postnominal "GradStat".

(b) The requirements for registration as a Graduate Statistician are provided in the Regulations, and admission to, and removal from, the Register of Graduate Statisticians is regulated by the Professional Affairs Committee as provided in Bylaw 32.

2.4 (a) There shall be a category of Data Analysts whose members may continue to use the descriptor "Data Analyst".

(b) (b) The requirements for registration as a Data Analyst are provided in the Regulations, and admission to, and removal from, the Register of Data Analysts is regulated by the Professional Affairs Committee as provided in Bylaw 32.

2.5 There shall also be a closed category of Professionally Qualified Fellows who are not Chartered Statisticians but who, before 1st January 1993, were Fellows or Members of the former Institute of Statisticians and who may continue to use the post-nominals of "FIS" or "MIS".

2.6 Each Fellow shall pay an annual membership subscription of such amount as the Board of Trustees shall decide from time to time and shall have one vote on every matter decided at any General Meeting.

Non-Voting Fellows

3. 3.1 Honorary Fellows may be elected by the Board of Trustees according to criteria provided in the Regulations.

3.2 Each non-voting Fellow shall not pay an annual membership subscription unless the Board of Trustees shall at any time decide otherwise and shall not have a vote on any matter decided at any General Meeting.

Admission to membership

4. 4.1 Every candidate for membership shall complete an application form as required by the Board of Trustees.

4.2 Every application for membership shall be considered in accordance with the Regulations.

4.3 Payment of subscriptions

5. The Board of Trustees shall determine the annual subscription rates for all categories of membership and registration. Subscriptions shall be due on such dates and shall be payable in such instalments as shall be specified in the Regulations. If the first subscription of a newly elected member

or newly registered Chartered Statistician, Graduate Statistician or Data Analyst is not paid within three months after the date of election or registration, the election or registration shall be void. The Board of Trustees shall have power to

determine concessionary rates as detailed in the Regulations.

6. Nothing herein contained shall affect the rights of any member who prior to 14th October 1970 shall have paid a composition fee in lieu of future subscriptions.

Withdrawal of members or Registrants

7. Any member or Registrant whose subscription (or registration fee) is not in arrears may withdraw from the Society by sending a notification of resignation to the Society.

Default of members or Registrants

8. Any member or Registrant who has not paid the subscription (or registration fee) within three months after the due date shall cease to receive any benefits provided by the Society until payment is received. Any member or Registrant who has not paid the outstanding subscription (or registration fee) within six months after the due date shall cease to be a member or Registrant of the Society.

Reinstatement

9. A person who has been a member or Registrant and who has ceased to be a member or Registrant for some cause other than expulsion may make a written application for reinstatement. If appropriate, the Board of Trustees may grant such reinstatement to membership and the Professional Affairs Committee may grant reinstatement to registration, on such terms as may be prescribed in the Regulations.

Honorary Fellowship

10. Persons of distinction, whether Fellows or not, may be elected to Honorary Fellowship. The Board of Trustees shall establish procedures for inviting Fellows to nominate a candidate for election to Honorary Fellowship. The Board of Trustees will consider such nominations.

11. Honorary Fellows who are, or are eligible to be, registered as Chartered Statisticians may be so registered. Honorary Fellows shall not be entitled to be members of the Board of Trustees or the Council or of the Professional Affairs Committee.

The Board of Trustees

12. 12.1 The Board of Trustees shall have overall responsibility for achieving the Objects and exercising the powers of the Society subject to challenge by its members in General Meeting, and the Board of Trustees members shall be the trustees of the Society, as the Society is a registered Charity, responsible for managing its assets and liabilities accordingly and employing a Chief Executive and such other staff as necessary to undertake its obligations and implement its decisions.

12.2 The Board of Trustees shall meet as often as it considers to be necessary. There shall be a quorum only when at least two thirds of the members of the Board of Trustees are present at the meeting. Unless otherwise provided by these Bylaws, decisions of the Board of Trustees shall be made by a simple majority of those present and voting in person or online at the meeting, or in writing.

Membership of the Board of Trustees

13 The Board of Trustees shall consist of:

(a) the President; and

(b) any Vice-Presidents; and

(c) a Membership Trustee voted for by the Fellows of the Society; and

(d) the Treasurer; and

(e) a Senior Independent Trustee responsible for leading on governance issues: and

(f) two Trustees who shall bring additional expertise or experience, as the Board of Trustees shall identify, as needed from time to time.

(g) when there is one, the President Elect who shall attend as an observer but may not vote.

(h) The Board of Trustees shall appoint one of their number as Vice Chair, to chair meetings in the absence of the President. If the President and any such appointee are absent from the Meeting, a Chair shall be elected to preside by, and from, the members of the Board of Trustees present.

The President

14. The President shall be elected from the Society's fellowship for a period of two sessions and shall not hold Office as such normally for more than

two consecutive sessions, however the second session may be extended in exceptional circumstances. The President shall be appointed according to the procedure provided in the Regulations and shall be co-opted to the Board of Trustees and the Council for the session before taking Office. Before taking Office, the person shall be known as the President Elect.

15. The President shall normally preside at any meeting of the Board of Trustees and the Council but may appoint any member of the Board of Trustees (normally the Vice Chair or, if not available, a Vice-President or Past President) to preside instead.

Vice-Presidents and Past-Presidents

16. The Board of Trustees shall have power to appoint, from the Society's Fellowship, up to four Vice-Presidents at any one time, each to serve normally for three sessions as such. Vice Presidents shall not normally serve more than two consecutive terms of office.

17. Every President, on ceasing to hold Office as such, shall be designated a Past-President of the Society while remaining a Fellow.

Membership Trustee

18. The Fellows of the Society shall elect one of their number to be a Trustee who shall serve for a period of three sessions and shall not normally serve more than two consecutive terms of office.

Treasurer

19. The Treasurer shall be appointed by the Board of Trustees and may, or may not, be a member of the Society. They shall be appointed for a period of three sessions and shall not normally serve more than two consecutive terms of office. The Treasurer shall be responsible for overseeing the financial conduct of the Society under the direction of the Board of Trustees and in accordance with the Regulations.

20. The Trustees shall appoint the Senior Independent Trustee, and the two Trustees identified as bringing additional expertise and experience, for a period of three consecutive sessions. They shall not normally serve more than two consecutive terms of office. These three Trustees may, or may not, be members of the Society.

21. The Office of any members of the Board of Trustees shall be vacated if they:

    (a) resign it by notice to the Society in writing;

    (b) if a Fellow, cease to be a Fellow;

    (c) become incapable by reason of sickness;

    (d) become bankrupt or suspend payments of debts or compounds with their creditors;

    (e) are absent from meetings of the Board of Trustees continuously for 12 months without the consent of the Board of Trustees;

    (f) are disqualified from being a charity trustee under the Charities Act 2022;

    (g) are removed from membership of the Board of Trustees by a resolution of the Board of Trustees but subject to an appeal as provided in the Regulations.

Casual Vacancies

22. Any casual vacancy occurring among the members of the Board of Trustees, or in the Office of Auditor, including any not filled at the Annual General Meeting, may be filled by co-option by the Board of Trustees for the remainder of the term of the vacancy. Co-opted members of the Board of Trustees may subsequently be appointed as a member of the Board of Trustees through normal process to serve a full term of three Sessions. The existing members of the Board of Trustees may act notwithstanding any casual vacancy in their number. Any casual vacancy occurring in the Presidency may be filled by co-option by the Board of Trustees until such time as a new President is elected.

Regulations

23. The Board of Trustees may make, amend, suspend, or repeal Regulations respecting the work of the Society provided that such action shall not be inconsistent with the Charter or the Bylaws.

Delegation by the Board of Trustees

24. The Board of Trustees may delegate implementation of its decisions to any person or

committee as it thinks fit but it shall not purport to delegate any liability for loss caused by wrongful action by such delegates.

Custody of the Common Seal

25. The Board of Trustees shall have the custody of the Common Seal of the Society and shall make regulations to ensure against its misuse.

The Council

15. 26. The Council shall be a representative Council of the membership and shall focus on advising the Board of Trustees on statistical and member issues, debating statistical issues, monitoring Society activities and member engagement, and similar related matters.

Membership of the Council

27. The Council shall consist of:

(a) the President, who shall chair the Council; and

(b) three Fellows of the Society who shall be elected by the Fellowship, with at least one of these being based outside the United Kingdom; and

(c) at least eight Fellows of the Society who may or may not be elected by the Fellowship and shall be representatives of Society activities; and

(d) a member, elected by the Fellowship, to be the Membership Trustee; and

(e) any Vice-Presidents; and

(f) the President Elect, when there is one, or the most recent Past-President who is willing to serve on the Council; and

(g) the other Trustees, who shall attend as and when required; and

(h) those members of the Council in Office at the date of adoption of these Bylaws shall continue in Office until the end of their current term of office.

28. A member of the Council shall normally be elected or appointed for a period of four consecutive Sessions and shall normally retire at the end of the fourth Session. No member shall serve as such for more than four consecutive Sessions, except that members, filling casual vacancies, who are subsequently elected or appointed in their own right under the provisions in the Bylaws, may serve consecutively a further period of up to four Sessions as an elected or appointed member in addition to their period as a casual member. A member who was in Office at the date of adoption of these Bylaws and who has, by the end of the then current Session, served for four or more consecutive Sessions shall retire at the end of that Session.

a. A member, who takes up a Trustee role while still serving as an elected Council member, shall assume the Trustee position at the start of their term of office thus becoming a Trustee and vacating their position of member of Council so causing a casual vacancy for the remainder of that period of Office.

b. The Office of any members of the Council shall be vacated if they:

(a) resign it by notice to the Society in writing;

(b) if a Fellow, cease to be a Fellow;

(c) become incapable by reason of sickness;

(d) are absent from meetings of the Council continuously for 12 months without the consent of the Council;

(e) are removed from membership of the Council by a resolution of the Council but subject to an appeal as provided in the Regulations.

Casual Vacancies

29. Any casual vacancy occurring among the members of the Council, including any not filled at the Annual General Meeting, may be filled by co-option by the Board of Trustees for the remainder of the term of the vacancy. Co-opted members of Council may subsequently be nominated to stand immediately for election as a member of Council in their own right to serve a full term of four Sessions as an elected member. The existing members of the Council

may act notwithstanding any casual vacancy in their number.

Length of terms of office

30. No member shall serve more than 10 consecutive sessions on either, or both, the Board of Trustees or the Council.

Registering Chartered persons and creating membership of the Society

31. The Board of Trustees shall make such arrangements as it thinks fit, by the holding of assessments, the accrediting of universities or other organisations, or otherwise, for the purpose of:

(a) assessing the adequacy of the education, training, qualifications, knowledge, skill, experience, competency and personal qualities of any candidate for admission as a member in any category;

(b) awarding, registration and the retention of the designations "Chartered Statistician", "Graduate Statistician" or "Data Analyst"; and

(c) awarding of any certificates and diplomas that may from time to time be authorised.

32. The Professional Affairs Committee (PAC) shall be the registration authority for admission to the Registers of Chartered Statisticians Graduate Statisticians and Data Analysts, and shall decide on any other membership applications, exercising authority delegated from the Board of Trustees. Its membership shall be:

(a) a Chair who shall be one of the Vice Presidents; and

(b) a minimum of eight and a maximum of twelve appropriately qualified Fellows of the Society to be appointed as described in the Regulations and approved by the PAC and the Board of Trustees.

33. The proceedings of the PAC shall be detailed in the Regulations, and the PAC shall implement its own decisions reporting, through its minutes, to the Board of Trustees which normally shall not challenge those decisions.

34. The Board of Trustees shall prepare and publish such Regulations for these purposes and may rescind, vary, or add to any of the said Regulations as it considers appropriate.

Meetings of the Society

General Meetings may be Special or Annual or for Discussions.

35. The President shall normally preside at any General Meeting but may appoint any Fellow (normally the Vice Chair or a Vice-President or Past-President) to preside instead. If the President and any such appointee are absent from the Meeting, a Chair shall be elected to preside by, and from, the Fellows present.

36. Persons who are not Fellows may be present and may speak during a General Meeting at the discretion of the Chair but shall not have a vote.

37. No business shall be transacted at any General Meeting unless a quorum of twenty Fellows is present when the Meeting proceeds to business. If within half an hour after the time appointed for any General Meeting a quorum is not present:

(a) if the Meeting were convened at the request of Fellows as provided in the Bylaws, it shall be dissolved;

(b) if the Meeting were convened at the instigation of the Board of Trustees, it shall stand adjourned to a date to be decided in due course by the Board of Trustees when those Fellows present shall be the quorum.

16. 38. The Chair of any General Meeting may, with the consent of the Meeting or at the direction of the Meeting, adjourn the Meeting from time to time and from place to place, but no new business shall be introduced at the adjourned Meeting.

39. At any General Meeting, resolutions put to the vote of the Meeting shall be decided by a simple majority on a show of hands, unless a vote by

ballot is demanded by at least ten Fellows before or on the declaration of the result of a show of hands, in which case the ballot shall be taken forthwith under the direction of the Chair of the Meeting. In the case of an equality of votes, the Chair of the Meeting shall have a second and casting vote. A Fellow who is unable to be present at a General Meeting, but who wishes to vote at the meeting may do so by submitting a proxy vote, as provided in the Regulations, naming the Chair as proxy.

40. The minutes of every General Meeting shall be approved at the next following Annual General Meeting.

Annual General Meetings

41. An Annual General Meeting (AGM) shall be held within fifteen months of the previous AGM at such time and place as the Board of Trustees shall direct. At least 14 days' notice of every AGM shall be sent to Fellows. The Report of the Board of Trustees and the Council on the activities of the Society during the previous session, and a copy of the audited accounts for the previous financial year together with the report of the Auditor thereon shall be available to members electronically at least seven days in advance of the AGM for all members.

42. The business of the AGM shall be:

(a) to discuss and approve (after correction if necessary) the minutes of the previous AGM and any General Meetings as appropriate;

(b) to discuss, and, if thought fit, to approve the report of the Board of Trustees, the Council and the accounts;

(c) to confirm the election of an Auditor as recommended by the Board of Trustees;

(d) to discuss any other matters raised by any member relating to the management of the Society. In respect of such matters:

(i) they shall be notified to the Chief Executive in time for inclusion on the call notice;

(ii) they, with supporting details, shall be available to members electronically at least seven days before the meeting; and

(iii) any decision taken thereon at the meeting shall take the form of a recommendation to the Board of Trustees, or a resolution for a Special General Meeting.

Special General Meetings

43. A Special General Meeting may be called at any time by order of the Board of Trustees. Proxies shall be available for those members who are unable to be present.

44. A Special General Meeting shall be called to be held within 30 days of the date of call:

(a) by order of the Board of Trustees;

(b) by the Chief Executive on receipt of a written request signed by at least twenty Fellows, in which the resolutions to be moved are specified, or

(c) following a resolution of an Annual General Meeting, in which the resolutions to be moved are specified.

45. At least 14 days' notice of any Special General Meeting shall be sent to Fellows, and the resolutions to be moved shall be stated in the announcement. No business shall be brought forward at any Special General Meeting other than that specified in the announcement of the meeting.

Discussion Meetings

46. Discussion Meetings of the Society shall be held at such times and places as the Board of Trustees shall direct for the reading and discussion of papers, reports, and communications on subjects of interest to Fellows. Discussion Meetings shall normally be open to all persons, whether Fellows of the Society or not, and no quorum shall operate.

Auditor

47. Each year the Board of Trustees shall recommend to the members at the Annual General Meeting, and the Fellows shall confirm if they so wish, an Auditor of the Society, who shall be a person qualified to conduct the audit of accounts of registered companies. The Auditor shall hold Office until the conclusion of the next AGM,

shall audit the Society's accounts for the financial year concerned, and shall report to the Fellows on the accounts laid before the next following AGM.

48. The accounts of the Society shall be made up to 31st December in every year and, together with the report of the Auditor thereon, shall be posted on the Society's website.

Notices

49. Any communication may be sent on behalf of the Board of Trustees to any Fellow by sending it prepaid through the post or by electronic means. Any communication shall be deemed to have been served by the third day following that on which it was posted or within twenty-four hours if sent electronically. In proving such service or delivery, it shall be sufficient to certify that the communication was properly addressed and posted or transmitted. The accidental omission to give notice of any meeting to, or the non-receipt of a notice by, any Fellow shall not invalidate the proceedings at any meeting.