



*At the Council Chamber, Whitehall*

THE 8th DAY OF OCTOBER 2019

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

The Privy Council has approved the alterations to the Bye-laws of The Royal Institute of International Affairs set out in the Schedule to this Order.

*Ceri King*

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*SCHEDULE*

ALTERATIONS TO THE BYE-LAWS OF THE ROYAL INSTITUTE OF INTERNATIONAL AFFAIRS

1. In Bye-law 1 **delete** "British Empire" and **substitute** "Commonwealth and elsewhere".
2. Wherever it occurs throughout the Bye-laws:
  - (i) **delete** "his" and **substitute** "their";
  - (ii) **delete** "he" and **substitute** "they".
3. In Bye-law 9 **delete** "coming within the terms of Bye-law 3" and **substitute** "eligible for Membership".
4. In Bye-law 10 **delete** "which shall be lost or shall not be forthcoming" and **substitute** " , which shall be lost, damaged or which is otherwise not forthcoming".
5. In Bye-law 12 **delete** "in his absence" and **substitute** "in the Chairman's absence".
6. In Bye-law 16, after "who has registered an" **insert** "email address or a physical".
7. In Bye-law 19:

- (i) *delete* “Bye-law 37,” and *substitute* “Bye-law 37(a),”;
  - (ii) after “within 7 days of being notified that” *delete* “he is” and *substitute* “they are”;
  - (iii) after “printed and circulated.” *insert* “Any vote given for a candidate who is not on the voting list shall be invalid.”.
8. In Bye-Law 24, after “to the vote to which” *delete* “He is” and *substitute* “they are”.
9. *Delete* Bye-law 27 and *substitute*:
- “27. The Presidents shall be elected at the Annual General Meeting on the nomination of the Council and shall hold office for any period up to five years in a single term. They shall be eligible for re-election but for one term only. The maximum period for a term of office is five years.”.
10. In Bye-law 31(c) *delete* “Empire” wherever it occurs and *substitute* “elsewhere”.
11. *Delete* Bye-law 33 and *substitute*:
- “33. The Council shall be chosen from the Members of the Institute and shall consist of no fewer than ten or more than twenty Councillors, who shall be comprised of Councillors elected by the Members in General Meeting and not more than five Councillors who may be co-opted by the Council. In addition, the Honorary Treasurer and the Honorary Secretary or Honorary Secretaries shall be members ex officio.”.
12. *Delete* Bye-law 35 and *substitute*:
- “35. Any member of the Council shall cease to be a member thereof
- (a) If they fail to attend the Meetings of the Council for twelve consecutive months except by leave of the Council;
  - (b) If by notice in writing addressed to the Secretary they resign their office;
  - (c) If the Council, by a three to one majority of such of its members as shall be present at a meeting duly convened for the purpose, shall resolve that such member do retire from the Council; or
  - (d) if they are disqualified from acting as a charity trustee by virtue of the Charities Act 2011 or any amendment or re-enactment thereof or any subordinate legislation made under the same.”.

13. **Delete** Bye-laws 37 to 41 and **substitute**:

“RETIREMENT OF MEMBERS OF THE COUNCIL BY ROTATION

37.(a) Every member of the Council elected by the Members in General Meeting shall retire at the third Annual General Meeting after the Annual General Meeting at which they were elected, the names of those so retiring to be previously announced by the Council.

(b) The members of the Council chosen by the Council under Bye-law 34 to fill casual vacancies shall hold office only until the next Annual General Meeting but shall be eligible to be chosen again by the Council under Bye-law 34. A member of Council chosen by the Council under Bye-law 34 to fill a casual vacancy who retires at an Annual General Meeting may be nominated for election as a member of Council at that Annual General Meeting.

(c) The co-opted members of the Council shall hold office until the second Annual General Meeting following their co-option. A co-opted member of Council who is due to retire at an Annual General Meeting may be nominated for election as a member of Council at that Annual General Meeting or may be co-opted again by the Council for successive terms of one year.

(d) If, for any reason, a member of the Council elected by the Members in General Meeting shall at any time cease to be a member of the Council before the Annual General Meeting at which they would otherwise have been due to retire in accordance with sub-paragraph (a) above, the vacancy created shall, until that Annual General Meeting, be treated as a casual vacancy which, subject to sub-paragraph (b) above, the Council may fill pursuant to its power under Bye-law 34.

38. Members of the Council retiring pursuant to Bye-law 37 (a) shall be eligible for re-election, provided that any member who is re-elected shall not be eligible for re-election at the Annual General Meeting at which they next retire although they shall be eligible for election at any Annual General Meeting thereafter.

PROCEEDINGS OF THE COUNCIL

39. The Council may conduct its business by Meetings in person or by such other means as the Council shall from time to time decide are suitable for the despatch of business and may adjourn or otherwise regulate their Meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business and the notice, if any, which is to be given of any such Meeting. Until otherwise determined by the Council, seven members of the Council shall form a quorum. Notice of any Meeting of the Council shall be given to all members thereof in writing in accordance with Bye-laws 65 and 66.

40. The Secretary at the request of the Chairman, or of any four Councillors, shall at any time call a special Meeting of the Council, and when such Meeting is to be held every member of the Council shall be summoned by notice specifying the object of the Meeting.

41. Questions arising at any Meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman of the Meeting shall have a second or casting vote. A resolution in writing agreed by a majority of the Councillors eligible to vote is as valid as a resolution passed at a Meeting provided that a copy of the resolution is sent or submitted to all the Councillors eligible to vote and a majority of the same signify their agreement to the resolution in such manner and within such timeframe as the Council shall from time to time determine.”.

14. **Renumber** Bye-laws 42 to 69 as 43 to 70.

15. **Insert** new Bye-law 42:

“42. Councillors must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Institute or in any transaction or arrangement entered into by the Institute which has not previously been declared; must absent themselves from any discussions of the Council in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the Institute and any personal interest (including but not limited to any financial interest); and must not vote or be counted as part of the quorum in any decision of the Council on the matter.”.

16. In Bye-law 43 as renumbered, **delete** “years.” and **substitute** “years, and shall be eligible for re-election for successive terms of three years.”.

17. In Bye-law 47 as renumbered, **delete** “47” and **substitute** “48”.

18. In Bye-law 52 as renumbered, **delete** “his place” and **substitute** “the Chairman’s place”.

19. In Bye-law 53 as renumbered, **delete** “his death” and **substitute** “the Honorary Treasurer’s death”.

20. In Bye-law 56 as renumbered, **delete** “and shall usually be a senior manager employed by the Institute”.

21. **Delete** Bye-laws 65 and 66 as renumbered and **substitute**:

“NOTICES

65. Any communication or notice required to be sent under these Bye-laws may be sent by post or other delivery service or electronically. Communications and notices shall be deemed to have been served on the day following that on which

the envelope or wrapper containing the same is date stamped or in the case of an e-mail or other electronic communication, the day after it shall have been sent by the Institute.

66. Notice may be given solely by electronic means to any Member of the Institute who does not have a registered postal address situate in the United Kingdom.”.

22. In Bye-law 70 as renumbered, *delete* “14” and *substitute* “15”.