



At the Council Chamber, Whitehall

THE 14th DAY OF OCTOBER 2020

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

The Privy Council has approved the revised Bye-laws of the Royal Over-Seas League as set out in the Schedule to this Order.

Richard Tilbrook

SCHEDULE

REVISED BYE-LAWS OF THE ROYAL OVER-SEAS LEAGUE

1 **DEFINITIONS**

1.1 In these Bye-laws, the following words and phrases shall have the following meanings unless the context requires otherwise:

Annual General Meeting means the annual General Meeting of the Members to be convened and held in accordance with clause 9 of the Charter and the provisions of these Bye-laws;

Charter means the Royal Charter granted on 3 March 1921, as revoked, amended or added to from time to time;

Councillor means a member of the Council;

Extraordinary General Meeting means any General Meeting that is not an Annual General Meeting;

General Meeting means any meeting of the Members and includes the Annual General Meeting;

League means the body politic and corporate constituted by the Charter;

Member means a member of the League; and

Objects means the objects of the League as set out in the Charter.

- 1.2 Unless the context requires otherwise, words and expressions contained in these Bye-laws which are defined by the Charter shall have the meaning so defined.
- 1.3 All words denoting the singular number shall include the plural number and vice versa and words denoting persons shall include corporations.

2 ARMORIAL BEARINGS AND BADGE

The armorial bearings with supporters and a badge shall be those granted to the League by Letters Patent dated 7 January 1960.

3 MEMBERSHIP

The Council may establish different classes of Member and may regulate, or provide for the regulation of, all matters relating to the admission, rights and privileges, and discipline of Members.

4 APPOINTMENT OF MEMBERS

- 4.1 Every candidate for appointment as a Member of the League shall be proposed and recommended according to the appropriate application form prescribed for the time being by the Council; and such recommendation shall be subscribed by one or more Members or another person of recognised standing.
- 4.2 The appointment of Members shall be entrusted to the Council whose decision shall be final and who shall not be liable to give any explanation of or reason for its decision.
- 4.3 Applicants for Membership shall be required to subscribe to the following statement or such other statement as may be determined from time to time by the Council:

“I promise to support the aims and objects of the Royal Over-Seas League to the best of my ability by upholding the ideals and principles of the Commonwealth and by service to others.”

5 TERMINATION OF MEMBERSHIP

- 5.1 A person shall cease to be a Member of the League if:
 - 5.1.1 the Member dies; or
 - 5.1.2 the Member retires by written notice to the League; provided always that such Member shall continue to be liable for the annual subscription for the year in which they signify their wish to withdraw. Such Member shall further continue to be liable for such annual subscription until they shall have paid all arrears of subscription and other sums due to the League; or

5.1.3 the Member's subscription is in arrears for more than three months and the Member has failed to settle those arrears in the current year having been provided written notice of the arrears; or

5.1.4 the Member is removed from Membership by a resolution of the Councillors that it is in the best interests of the League that their Membership is terminated. Cause for termination includes, but is not limited to, contravention of the ethos or rules of the League. Such a resolution may only be passed if:

a) the Member proposed to be removed shall have received at least fourteen days' notice in writing of the proposed resolution and the reasons for the proposal; and

b) the Member or, at the option of the Member, the Member's representative, who need not be a Member, has been permitted to make representations to the meeting.

6 TERMS OF MEMBERSHIP

6.1 All Members of the League shall as a condition of Membership provide the League an address and, if possible, an email address, other than that of the League to which communications and notices are to be sent and at which they may be usually found.

6.2 Members shall pay the current rate of subscription as laid down for the time being by the Council.

6.3 In addition to the current rate of subscription branches may levy a local subscription within a prescribed area, subject to the approval of the Council.

6.4 All annual subscriptions shall be due and payable on 1 January in each year or whichever annual date is the Members rolling renewal date, except for new Members whose first subscriptions shall become payable on election, and those Members choosing to pay by monthly Direct Debit.

6.5 No Member shall be entitled to vote or to enjoy any privilege of the League whose subscription is in arrears for more than three months.

6.6 No Member may use the address of Headquarters or any other premises of the League as a standing address for business purposes.

6.7 All Members are bound by the rules and values of the League as determined by Council from time to time and shall, in accordance with Bye-law 4.3, uphold the ideals and principles of the Commonwealth to the best of their ability.

7. GENERAL MEETINGS

7.1 The League shall in each year hold an Annual General Meeting.

- 7.2 The business which may be transacted at an Annual General Meeting shall be to receive and consider the Annual Report of the Council, to consider the Accounts, to announce the result of any appointments to the Council since the last Annual General Meeting and to consider such business as shall be brought forward by or with the sanction of the Council and which shall have been stated in the notice convening the Annual General Meeting.
- 7.3 The Council may at any time call an Extraordinary General Meeting and it shall be imperative on the Council to convene an Extraordinary General Meeting whenever required in writing to do so by at least fifty Members of the League or by the President.
- 7.4 No business other than that of which notice has been thus given shall be discussed at an Extraordinary General Meeting.

8 NOTICE OF GENERAL MEETINGS

- 8.1 A General Meeting shall be called by at least fourteen days' notice.
- 8.2 The notice shall specify the place, the day and the time of the General Meeting, the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the General Meeting as such.
- 8.3 Notice of a General Meeting shall be given to every Member and the President.
- 8.4 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.
- 8.5 A Member present at any meeting of the League shall be deemed to have received notice of the General Meeting and, where requisite, of the purposes for which it was called.

9 PROCEEDINGS AT GENERAL MEETINGS

- 9.1 Fifty Members of the League shall be a quorum at any Annual or Extraordinary General Meeting of the League. If within half an hour after the time appointed for any General Meeting a quorum is not present the General Meeting shall stand adjourned to such day (not being more than three months thereafter) and at such hour and place as the Chair thereof shall determine and if at such adjourned General Meeting a quorum is not present those persons who are there and those present and entitled to vote (being not less than twenty-five) shall be a quorum and may transact the business for which the General Meeting was called.
- 9.2 The Chair of the Council or, in their absence, the Deputy Chair of the Council, shall be entitled to take the Chair at every Meeting. If neither the Chair nor the Deputy Chair shall be present within fifteen minutes after the time appointed for holding such General Meeting the Members present shall choose one of their number to take the Chair.

- 9.3 Every question submitted to a General Meeting for a Members' vote shall be decided by a show of hands. In case of an equality of votes the Chair shall have a casting vote in addition to any vote to which the Chair is entitled as a Member of the League.
- 9.4 At any General Meeting a declaration by the Chair that a resolution has been carried or carried by a specified majority or lost and not carried by a specified majority and an entry to that effect in the records of the League shall be conclusive evidence of that fact.
- 9.5 Every Member of the League personally present at a General Meeting shall have one vote and no more. No vote shall be given by proxy.
- 9.6 Any Member may participate in a general meeting by means of video conference, telephone or any suitable electronic means agreed by the Chair whereby all persons participating in the meeting can see and be heard by all the other participants and participation in such a meeting shall constitute presence in person at that meeting.

10 THE COUNCIL

- 10.1 The government of the League and the management of its concerns shall be vested in the Council who, in addition to the powers and authorities by these Bye-laws or otherwise expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the League and are not by the Charter or these Bye-laws expressly directed or required to be exercised or done by General Meetings of the League, but subject, nevertheless, to the provisions of the Charter and of these Bye-laws and to any regulations from time to time made by the League in General Meeting, but so that no regulation so made shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
- 10.2 Without prejudice to the general powers conferred by the last preceding Bye-law or to any other powers conferred by these Bye-laws, the Council shall have power:-
- 10.2.1 to purchase or otherwise acquire on behalf of the League any property, rights or privileges which the League is authorised to acquire, at such price and generally on such terms and conditions as it may think fit;
- 10.2.2 to raise funds, provided that in doing so the League shall comply with any relevant statutory regulations;
- 10.2.3 to sell, lease, mortgage or otherwise dispose of any part of the property or rights of the League for such prices or amounts and generally on such terms as it may think fit;
- 10.2.4 to borrow for the purposes of the League such amounts on such terms and giving such security as it may think fit;

- 10.2.5 to make grants or loans of money, to give guarantees and become or give security for the performance of contracts and to grant powers of attorney by way of security for the performance of obligations;
- 10.2.6 to co-operate, including exchanging information and advice, and enter into arrangements with other bodies, international, national, local or otherwise;
- 10.2.7 to establish or support any charitable trusts, associations, companies, institutions or other bodies which advance any of the purposes included in the Objects;
- 10.2.8 to acquire or merge with any other organisation formed for any of the Objects;
- 10.2.9 to set aside funds for special purposes or as reserves against future expenditure in accordance with a written reserves policy;
- 10.2.10 to invest the funds of the League in such property, stocks, shares, securities and other investments of whatsoever nature and wheresoever and whether involving liability or not as it shall determine. For this purpose, the Council may employ the services of or may delegate any or all of the powers of managing the investments of the League to any person, firm or corporation upon such terms and subject to any such conditions as it may from time to time consider expedient. Neither the Council nor any officer of the League shall be under any liability for any loss arising from any act or default of such person, firm or corporation;
- 10.2.11 to place any of the property of the League (other than real property) in the names of trustees or nominees;
- 10.2.12 to insure and arrange insurance cover of every kind and nature in respect of the League, its property and assets and take out other insurance policies to protect the League, its employees, volunteers or Members as required;
- 10.2.13 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the League;
- 10.2.14 to enter into contracts to provide services to or on behalf of other bodies;
- 10.2.15 to foster and undertake research into any aspect of the Objects and its work and to disseminate and exchange the results of any such research;
- 10.2.16 to act as trustee of any trust;
- 10.2.17 to establish any branch of the League in any part of the world and to make Bye-laws or approve rules for the regulation of such branch and generally to determine its constitution and to appoint and establish such local or district Councils, Boards or Committees for the management of such branch or otherwise for the management of the affairs of the League in any part of the

world, and to withdraw official recognition of any branch so formed if in the opinion of the Council this shall be necessary;

10.2.18 to make any charitable donation either in cash or assets;

10.2.19 to obtain any Act of Parliament or other order or authority or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the League; and

10.2.20 subject to the provisions of the Charter and these Bye-laws, to make, repeal and alter Bye-laws or regulations for the management of conduct of the Headquarters and branches of the League.

11 CONFLICTS OF INTEREST

11.1 Whenever a Councillor has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Council or a committee of the Council in any transaction or arrangement with the League (whether proposed or already entered into), the Councillor concerned shall:

11.1.1 declare an interest at or before any discussion on the item;

11.1.2 withdraw from any discussion on the item save to the extent that they are invited expressly to contribute information;

11.1.3 not be counted in the quorum for the part of any meeting and any vote devoted to that item; and

11.1.4 withdraw during the vote and have no vote on the item.

11.2 Where a Councillor becomes aware of such a personal interest in relation to a matter arising in a resolution in writing circulated to the Council, the Councillor concerned shall:

11.2.1 as soon as possible declare an interest to all the other Councillors;

11.2.2 not be entitled to vote on the resolution in writing, and

the resolution shall take effect accordingly provided that any Councillor who has already voted on the resolution may, on being notified of the personal interest, withdraw their vote.

11.3 Bye-laws 11.1 and 11.2 shall not apply where the matter to be discussed is in respect of a policy of insurance as authorised under the Charter and these Bye-laws.

12 APPOINTMENT OF COUNCILLORS

- 12.1 The Council shall be appointed from among the Members.
- 12.2 The Council shall determine the minimum and maximum number of Councillors and unless determined otherwise the Council shall consist of a minimum of six and up to a maximum of twelve Councillors.
- 12.3 Any Member who is willing to act as a Councillor may be appointed to be a Councillor by a simple majority of all the Councillors entitled to attend and vote at any meeting of the Council.
- 12.4 No appointment of a Councillor may be made which would cause the number of Councillors to exceed any number fixed as the maximum number of Councillors.

13 RETIREMENT OF COUNCILLORS

- 13.1 Subject to Bye-laws 14 and 15:
- 13.1.1 each Councillor in office on the date these Bye-laws come into effect shall hold office until a date determined by a resolution of the Councillors; and
- 13.1.2 any other Councillor shall be appointed for a term of three years at the end of which they shall retire.
- 13.2 Subject to Bye-law 13.3, a Councillor who has reached the end of term shall be eligible for re-appointment by the Council.
- 13.3 No Councillor who has served for a consecutive period of six or more years shall be eligible for re-appointment by the Council, save in exceptional circumstances with the prior approval of at least two-thirds of the Councillors entitled to vote on the matter.
- 13.4 Any Councillor re-appointed under Bye-law 13.3 shall be re-appointed for a final single term of a maximum of three years.

14 REMOVAL OF COUNCILLORS

- 14.1 The Council may remove any Councillor before the expiration of their period of office by a resolution at a meeting of the Council passed by a unanimous decision of the Councillors (excluding the Councillor whose proposed removal is the subject of the resolution) provided that:
- 14.1.1 the Councillor proposed to be removed shall have received at least fourteen days' notice in writing of the proposed resolution and the reasons for the proposal;
- 14.1.2 the Councillor or, at the option of the Councillor, the Councillor's representative, who need not be a Councillor, has been permitted to make representations to the meeting; and

- 14.1.3 the Councillors passing the resolution resolve that it is in the best interests of the League to do so.

15 VACATION OF OFFICE OF COUNCILLORS

15.1. A Councillor ceases to hold office if such Councillor:

- 15.1.1 resigns by notifying the League in writing (but only if enough Councillors will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- 15.1.2 dies;
- 15.1.3 in the written opinion, given to the League, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Councillor and may remain so for more than three months;
- 15.1.4 becomes bankrupt or makes any arrangement or composition with their creditors generally;
- 15.1.5 is subject to a court order which wholly or partly prevents the Councillor from personally exercising any powers or rights which they would otherwise have and the Council resolves that the Councillor's office be vacated;
- 15.1.6 fails to agree to a reasonable request by the Council for a Disclosure and Barring Service check (or equivalent) and the Councillors resolve that the Councillor's office be vacated;
- 15.1.7 is directly or indirectly interested in any contract with the League and fails to declare the nature of their interest as required by these Bye-laws and the Council resolves that the Councillor's office be vacated; or
- 15.1.8 is absent from all Council meetings without leave for twelve consecutive months and the Council resolves that the Councillor's office be vacated.

16 PROCEEDINGS OF THE COUNCIL

- 16.1 Subject to the provisions of the Charter and these Bye-laws, the Council may meet together for the despatch of business and adjourn or otherwise regulate its meetings and proceedings as it thinks fit.
- 16.2 The Council shall meet at least four times a year.
- 16.3 The Council shall make arrangements for notice of meetings of the Council to be given. Such notice must indicate:
 - 16.3.1 the proposed date, time and subject matter of the meeting;

- 16.3.2 where it is to take place; and
 - 16.3.3 if it is anticipated that Councillors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 16.4 Notice of a meeting of the Councillors must be given to each Councillor but need not be in writing.
- 16.5 Any Councillor may participate in a meeting of the Councillors by means of video conference, telephone or any suitable electronic means agreed by the Council whereby all persons participating in the meeting can communicate with all the other participants and participation in such a meeting shall constitute presence in person at that meeting.
- 16.6 In relation to the quorum for a meeting of the Councillors:
- 16.6.1 no decision other than a decision to call a meeting of the Councillors or a General Meeting shall be taken by the Councillors unless a quorum participates in the decision-making process;
 - 16.6.2 the quorum for decision-making by the Councillors may be fixed from time to time by a decision of the Councillors, provided it shall not be less than 50% of the Councillors entitled to vote on the matter, and unless otherwise fixed it is 50%;
 - 16.6.3 if the total number of Councillors for the time being is less than the quorum required for decision-making by the Councillors, the Councillors shall not take any decision other than a decision to appoint further Councillors;
 - 16.6.4 a Councillor shall not be counted in the quorum participating in a meeting in relation to a resolution on which the Councillor is not entitled to vote.
- 16.7 The Council may annually elect from its number a Chair and a Deputy Chair of its meetings. If at the time fixed for holding any Council meeting no such person shall be present the Councillors present shall choose one of their number to be Chair of the meeting.
- 16.8 Questions arising at any Council meetings shall be decided by a majority of votes.
- 16.9 In the case of an equality of votes the Chair shall have a second or casting vote. But this does not apply if, in accordance with these Bye-laws, the Chair is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 16.10 All acts done by any meeting of the Council or of a committee of the Council, or by any person acting as a Councillor, shall, notwithstanding that it be afterwards discovered that:

16.10.1 there was some defect in the appointment of any such Councillor or person acting as a Councillor;

16.10.2 they or any of them had ceased to hold office as a Councillor under Bye-law 14 or 15; or

16.10.3 they or any of them were not entitled to vote on the matter,

be as valid as if every such person had been duly appointed and was qualified to be Councillor.

16.11 Save for a resolution to remove a Councillor under Bye-law 14, a resolution in writing or in electronic form agreed by all of the Councillors entitled to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Councillor has signified their agreement.

16.12 Minutes of the proceedings of every Council meeting shall be taken and afterwards recorded in print and electronically in the archive of the League and, when approved, signed by the Chair of such meeting.

16.13 Subject to the Charter and these Bye-laws, the Councillors may make any rules which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the Councillors.

17 **DELEGATION TO COMMITTEES**

17.1 The Council shall appoint a Finance, Risk and Audit Committee and shall determine the membership of that committee.

17.2 The Council may appoint from time to time such other Committees as it may think fit and determine the membership of such committees. Such Committees may include members who are not Councillors, or persons, not being Members of the League, whose co-operation is desired on account of their special knowledge on any particular subject.

17.3 Subject to and in default of any other terms imposed by the Councillors:

17.3.1 the Chair of the Council and the Honorary Treasurer, if any, shall be ex-officio members of all Committees. The Director-General shall be an ex-officio member of all Committees but without the right to vote;

17.3.2 a committee may elect a chair of its meetings; if no such chair is elected, or, if at any meeting the chair is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;

- 17.3.3 a committee may meet and adjourn as it thinks proper;
- 17.3.4 questions arising at any meeting shall be determined by a majority of votes of the committee members present,
- 17.3.5 in the case of an equality of votes the chair of the committee shall have a second or casting vote; and
- 17.3.6 no expenditure may be incurred on behalf of the League by the committee except in accordance with a budget previously agreed with the Council,

and subject thereto committees to which the Councillors delegate any of their powers or functions shall follow procedures which are based as far as they are applicable on those provisions of the Charter and Bye-laws which govern the taking of decisions by the Councillors.

- 17.4 The terms of any delegation to a committee shall be recorded in writing.
- 17.5 The Council may revoke or alter a delegation.
- 17.6 All acts and proceedings of committees shall be reported to the Council fully and promptly.

18 DELEGATION TO EXECUTIVE OFFICERS

- 18.1 A Director-General may be appointed by the Council at such salary as shall be fixed by it from time to time. Such Director-General shall be the Chief Executive Officer of the League and they shall be responsible to the Council. Subject to the authority of the Council such Director-General shall have full control over all members of the staff of the League.
- 18.2 The Councillors may delegate day to day management and administration of the League to one or more executive officers.
- 18.3 The Director-General and executive team shall report regularly and promptly to the Councillors on the activities undertaken in accordance with their role.

19 HONORARY OFFICERS

- 19.1 As set out in clause 5 of the Charter, the Council shall appoint a Patron and the Patron shall nominate the two Vice-Patrons.
- 19.2 There shall be a President of the League who shall be appointed by the Council subject to the approval of the Patron.
- 19.3 The Council shall have power to appoint from time to time a Vice-President and to add to their number and to fill any vacancies occurring in the office of Vice-President (s), such appointments to be notified at the next Annual General Meeting of the

League. Unless a Vice-President shall relinquish their appointment they shall, subject to any rules of the League for the time being in force, hold office for life.

- 19.4 The Council may from time to time appoint and dismiss, as it may deem expedient, persons to the office of Honorary Treasurer and Secretary and shall determine their roles and terms of office.

20 **SEAL**

The Council shall provide for the safe custody of the seal of the League, which shall only be used by the authority of the Council previously given and in the presence of at least two Councillors who shall sign the instrument to which the seal is affixed, and every such instrument shall be countersigned by the Director-General or some other person appointed by the Council and be recorded in the records of the proceedings of the Council.

21 **ACCOUNTS**

- 21.1 Annual Accounts shall be prepared which give a true and fair view of the financial state of affairs and income and expenditure of the League. In the preparation of the Annual Accounts and income and expenditure of the League:

21.1.1 suitable accounting policies shall be selected and applied consistently;

21.1.2 judgements and estimates shall be made that are reasonable and prudent;

21.1.3 a going concern basis shall be adopted unless it is inappropriate to presume that the League will continue in operation.

- 21.2 At the Annual General Meeting of the League in each year the Council shall lay before the League the Annual Accounts. A copy of the Annual Accounts shall be available for inspection by Members fourteen days prior to the Annual General Meeting and a copy of the same may be obtained by a Member on making written application by post or email.

- 21.3 The Council shall lay before every Annual General Meeting of the League the Annual Accounts and a report on the state and condition of the League and the progress of its work.

22 **AUDITS**

It shall be the duty of every officer or servant of the League to give to the Auditors such information and explanation as they may require.

23 **NOTICES**

- 23.1 The League may deliver a notice to Members:

- 23.1.1. by delivering it by hand to an address provided by a Member in writing;
- 23.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address provided by a Member in writing;
- 23.1.3 in electronic form to an address notified by the Member in writing; or
- 23.1.4 by a website, the address of which shall be notified to the Member in writing.

- 23.2 Any notice or other document to be sent or supplied by the League to a Councillor in connection with the taking of decisions by Councillors may also be sent or supplied by the means by which that Councillor has asked them to be sent or supplied with such notices or documents for the time being.

24 **INDEMNITY**

Every Councillor or other officer or employee of the League shall be indemnified by the League against all costs and losses which they may become liable to or incur by reason of any act or thing done by them in the discharge of their duty and any officer or employee of the League shall be similarly indemnified against any costs, losses and expenses which they may incur or become liable to by reason of any act or thing done by them in the discharge of any duty performed for and with the authority of the Council, provided always that this Bye-law shall not apply in cases of negligence or default or breach of duty or trust to the League.

25 **ALTERATION OF BYE-LAWS**

- 25.1 Any alteration in these Bye-laws recommended by the Council may be proposed at the Annual General Meeting or at an Extraordinary General Meeting, due notice thereof having been given in the notice calling the General Meeting, provided that such proposed alteration shall have been included with the notice of the General Meeting.
- 25.2 No alteration in these Bye-laws shall be valid unless approved by a resolution passed by a majority of not less than three-fourths of the Members present and voting at a General Meeting and until approved in the manner provided in clause 13 of the Charter.

26 **INTERPRETATION OF BYE-LAWS**

The Council shall be the sole authority for the interpretation of these Bye-laws and the decision of the Council upon any question of interpretation or upon any matter affecting the League and not provided for by these Bye-laws shall be final and binding on the Members.