



*At the Council Chamber, Whitehall*

THE 19th DAY OF JULY 2022

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

The Privy Council has approved the revised Bye-Laws of The Royal Economic Society set out in the Schedule to this Order.

*Ceri King*

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*SCHEDULE*

REVISED BYE-LAWS OF THE ROYAL ECONOMIC SOCIETY

DEFINITIONS AND INTERPRETATIONS

1. (a) In these Bye-Laws, unless the context requires otherwise:

“Annual General Meeting” means an annual general meeting of the Members held in accordance with Bye-Law 17;

“Charter” means the Royal Charter of the Society;

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect;

“Complaints Committee” means a committee established by the Trustee Board to investigate complaints against Members pursuant to the Membership Codes;

“Council” means the council of the Society as constituted in accordance with Bye-Law 9;

“Councillor” means a Member who has been elected to Council in accordance with the provisions of Bye-Law 13;

“General Meeting” means a general meeting of the Members whether an Annual General Meeting, a Special General Meeting or an Ordinary General Meeting;

“Member” means a member of the Society admitted from time to time in accordance with Bye-Law 4;

“Membership Codes” means such code or codes made by the Trustee Board under Bye-Law 8 (a) (which may be varied from time to time) setting out the conduct expected of Members and the manner in which complaints against Members will be handled;

“Office” means the office or offices of the Society from time to time;

“Officers” means the officers of the Society stated in Bye-Law 11;

“Ordinary General Meeting” means an ordinary general meeting of the Members held in accordance with Bye-Law 20;

“President” means the president of the Society appointed in accordance with the provisions of Bye-Laws 13 and 18;

“President-Elect” means the president-elect of the Society appointed in accordance with the provisions of Bye-Laws 13 and 18;

“Register of Members” means the register of the Members of the Society as maintained in accordance with Bye-Law 3(b);

“Regulations” means the regulations relating to the operation of the Society made in accordance with the provisions of Bye-Law 28 (if any);

“Seal” means the common seal of the Society;

“Society” means The Royal Economic Society incorporated with the Royal Charter company registration number RC000472;

“Special General Meeting” means a special general meeting of the Members held in accordance with Bye-Law 19;

“Subscription” means the subscription paid by any Member to the Society in accordance with Bye-Law 5;

“Treasurer” means the treasurer of the Society appointed in accordance with the provisions of Bye-Laws 13 and 18;

“Trustee Board” means the board of trustees of the Society constituted in accordance with Bye-Law 10;

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise; and

“year” means a calendar year.

- (b) References to a person being ‘present’ or ‘voting in person’ include participation in the meeting by any means permitted by Regulations made pursuant to Bye-Law 28.
- (c) Unless the context otherwise requires, words in the singular shall include the plural and in the plural shall include the singular.

#### CONSTITUTION OF THE SOCIETY

2. The Society shall consist of the individuals admitted as Members in accordance with the provisions of these Bye-Laws who shall be the Members of the body corporate and politic referred to in the Charter.

#### MEMBERS

- 3. (a) The number of Members shall be unlimited, unless the Council resolves to limit the number of Members.
- (b) The Society shall maintain the Register of Members.
- (c) The rights of a Member shall be personal to that Member and are not transferable.
- (d) The rights of a Member shall cease on the death or bankruptcy of such Member.

#### ADMISSION OF MEMBERS

- 4. (a) Members shall be admitted by the Trustee Board in accordance with the procedure determined from time to time by the Council or as specified in the Regulations.
- (b) Every person admitted as a Member must agree in writing to become a Member in the form specified by the Trustee Board or by the Regulations from time to time.
- (c) The Council may request any relevant information from a prospective Member to support an application for membership.

#### SUBSCRIPTION TO BE PAID BY THE MEMBERS

5. (a) Every Member shall pay a yearly Subscription which shall be determined by the Trustee Board.

(b) If any Member fails to pay their Subscription by the due date, the Council may resolve that any or all such defaulting Members shall:

- i. not be entitled to receive notice of, attend and/or vote at any meeting of the Members or otherwise vote on any resolution of the Members;
- ii. cease to be a Member and be removed from the Register of Members;
- iii. cease to be entitled to all or some of the rights and privileges of the Members; and/or
- iv. be subject to the provisions of the Regulations relating to the non-payment of Subscriptions.

(c) The Council shall have the power to remit all or part of the yearly Subscription in any case in which the Council may think it of advantage to the Society to do so.

#### PRIVILEGES OF MEMBERS

6. (a) Every Member shall have the same rights and privileges unless specified otherwise by these Bye-Laws, a resolution of the Council or the Regulations.

(b) Unless provided otherwise by the Bye-Laws, a resolution of the Council or the Regulations, every Member shall be entitled to:

- i. attend, take part in, and vote at all General Meetings of the Society;
- ii. vote on a resolution of the Members whether the resolution is proposed at a General Meeting, in writing or in any other manner as approved by the Regulations; and
- iii. enjoy such further privileges as may be granted to Members by a resolution of the Council or as specified by the Regulations, provided that such further privileges are not in breach of any provisions of the Charities Act 2011 (as amended from time to time) and that such further privileges are in accordance with the intentions of the Charter.

## RETIREMENT OF MEMBERS

7. (a) Any Member shall be at liberty to retire from the Society on giving notice in writing to the Society that he or she desires so to do (if the notice contains no date of retirement the date of retirement shall be the date the resignation is accepted by the Society).

(b) Subject to any provision of the Charter limiting Members' liability to the Society, every person who ceases from any cause to be a Member of the Society shall remain liable for all sums owing by them to the Society, whether by way of Subscription or otherwise, and no such person shall be entitled to recover any part of any Subscription he or she may have paid whether compounded for or not.

## MEMBERS' CONDUCT, SUSPENSION AND TERMINATION OF MEMBERSHIP

8. (a) The Trustee Board shall introduce such rules and/or codes of conduct for Members as it shall from time to time determine to be in the best interests of the Society provided that Members shall be notified of the introduction of any such rules or codes not less than one calendar month prior to their introduction. Such rules and/or codes shall include provisions for the investigation of allegations and complaints against Members. Such regulations shall comply with the rules of natural justice.

(b) Where an allegation or complaint of a serious nature (defined as a Serious Complaint in the Membership Codes) has been made against a Member then:

- i. their rights and privileges of membership of the Society may be suspended (in whole or in part) by at least two of the Chief Executive, the President, the President-Elect and the Chair of the Trustee Board for such period as they consider appropriate in accordance with the provisions of the Membership Codes. All of the members of the Trustee Board shall be notified within seven days of any such suspension; and
- ii. the Trustee Board may convene a Complaints Committee in accordance with the Membership Codes to consider the Member's continued membership of the Society.

(c) Allegations or complaints not deemed to be Serious Complaints shall be considered in accordance with the rules set out in the Membership Codes. In the event a complaint is upheld, the Trustee Board may take such actions against the Member concerned as the Membership Codes provide (which shall not include termination or non-renewal of the Member's membership of the Society).

(d) A Member of the Society shall cease to be a member (and thus shall cease to be entitled to the rights and privileges of membership) if a Complaints Committee resolves either:

- i. not to renew the Member's membership at the end of a Subscription year on the ground that, in its reasonable opinion, the Member's continued membership is not in the best interests of the Society; or
- ii. to terminate the Member's membership of the Society on the ground that, in its reasonable opinion, the Member's continued membership is not in the best interests of the Society

PROVIDED that a resolution under paragraphs (d) i or ii of this Bye-Law shall be valid only if:

- (aa) the intention to propose the resolution was approved by the Trustee Board and the Trustee Board constituted a Complaints Committee to consider and, if thought fit, to make such a resolution,
- (bb) notice of the intention to propose such resolution shall have been sent to (a) the Member whose non-renewal or removal as a member is in question, (b) to all the members of the Complaints Committee convened by the Trustee Board to consider the issue, and (c) to all members of the Trustee Board not less than 21 days before the date of the meeting of the Complaints Committee at which the matter is to be considered,
- (cc) the notice of the meeting of the Complaints Committee at which the matter is to be considered shall (a) state the general nature of the grounds on which the resolution is to be proposed, (b) state the names of the members of the Complaints Committee and, (c) shall inform the Member in question that they may either (i) be heard in person (with or without a representative present) by the Complaints Committee at the meeting, or (ii) submit written representations to the Complaints Committee not less than seven days prior to the date of the meeting of the Complaints Committee, and
- (dd) after having heard the Member whose non-renewal or removal as a member is in question or considered their written representations, the resolution is passed by a majority of at least three-quarters of the members present and voting at the meeting of the Complaints Committee at which not less than one-half of the total members of the Complaints Committee are present.
- (e) Subject to any provision of the Charter limiting Members' liability to the Society, a Member whose membership of the Society is terminated shall remain liable for any arrears of Subscriptions due from them at the date of their expulsion, but they shall have no claim against the Society in respect of any Subscriptions paid or compounded for by them.

#### COUNCIL

9. (a) The Council of the Society shall consist of the President, the President-Elect, the Life Vice Presidents, the Treasurer, the Chair of Trustees, and thirty Councillors.

(b) Subject always to the power of the Trustee Board to manage and direct the concerns of the Society, the Council shall have the following powers, to:

- i. control membership of the Society, as provided for in Bye-Law 3;
- ii. appoint three members to the Trustee Board, as provided for in (c) below and in Bye-Law 10 (a) v;
- iii. approve a proposal from the Trustee Board to co-opt individuals to join the Trustee Board in accordance with Bye-Law 10 (e);
- iv. remove members of the Trustee Board in accordance with Bye-Law 10 (f) vii;
- v. recommend candidates for appointment as President, Treasurer and member of Council (as the case may be) in accordance with Bye-Law 13 (a).

(c) The Council will appoint three Councillors (who are not Officers) to serve for a three-year period as members of the Trustee Board.

(d) Subject to the provisions of these Bye-Laws, the Regulations and any resolution of the Council, at all meetings of the Council six members of the Council shall constitute a quorum, and all questions and resolutions shall be decided by a simple majority vote.

(e) The Council shall make such regulations as it may think fit for the transaction of its own business.

#### TRUSTEE BOARD

10. (a) The Trustee Board shall comprise:

- i. the President;
- ii. the President-Elect;
- iii. the Treasurer;
- iv. the Chair of Trustees;
- v. three Councillors (who are not Officers) appointed by the Council in accordance with Bye-Law 9 (c). Such Councillors shall, unless the Council resolves otherwise, serve as members of the Trustee Board for a three-year period; and
- vi. up to five other co-opted members pursuant to Bye-Law 10(e).

(b) Each member of the Trustee Board shall be a charity trustee (as defined by section 177 of the Charities Act 2011) of the Society.

(c) The Trustee Board shall manage and direct the concerns of the Society in accordance with and subject to the Charter, these Bye-Laws, the Regulations and to all resolutions of the Members and the Council and for this purpose it shall have control of the library, funds, papers, publications, and other property of the Society.

(d) The Trustee Board shall, in consultation with the Council, publish a journal, and such other publications as it may think fit. The Trustee Board may accept subscriptions for and sell the publications of the Society on such conditions as the Trustee Board shall from time to time prescribe.

(e) The Trustee Board shall have the power to co-opt individuals to join it in its capacity as Trustee Board, subject to the prior consent of the Council.

(f) A person shall cease to be a member of the Trustee Board if he or she:

- i. ceases to be an Officer or a Councillor as the case may be;
- ii. resigns by notice to the Society in writing;
- iii. becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
- iv. becomes bankrupt;
- v. is absent from meetings of the Trustee Board continuously for twelve months without the consent of the Trustee Board;
- vi. is disqualified from being a charity trustee under section 178 Charities Act 2011;
- vii. is removed from membership of the Trustee Board by resolution of the Council if the Council considers, in its sole opinion, that it would not be for the credit and advantage of the Society for such person to remain as a member of the Trustee Board. Such resolution shall require the approval of at least two-thirds of the members of the Council. The Council may, at its sole discretion, allow the person whose removal is being considered to make representations to the Council about their proposed removal; or
- viii. is a Councillor whose period of appointment has ended in accordance with Bye-Law 10(a)(v).



(g) Subject to the provisions of these Bye-Laws, the Regulations and any resolution of the Trustee Board, at all meetings of the Trustee Board three members of the Trustee Board shall constitute a quorum, and all questions and resolutions shall be decided by a simple majority vote.

(h) The Trustee Board shall make such regulations as it may think fit for the transaction of its business.

(i) The Trustee Board shall make provision to receive all moneys due to the Society and to make such payments on behalf of the Society as the Council may from time to time direct.

(j) The Trustee Board shall make provision for the keeping of proper accounts of all receipts and payments and of the matters in respect of which such receipts and payments take place and of the assets and liabilities of the Society and for these to be prepared and submitted for audit.

(k) The Trustee Board may appoint committees of Members or others with relevant interests for special purposes and may delegate to them such matters as it may decide, subject to report of their proceedings to the Trustee Board (which shall give them instructions as to the policies it shall pursue). No report shall be communicated to any General Meeting except by or at the direction of the Trustee Board.

(l) All acts done by any meeting of the Trustee Board or by a committee or by any person acting as a member of the Trustee Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Trustee Board or person acting as aforesaid, be as valid as if every such person had been duly appointed to be a member of the Trustee Board.

#### OFFICERS OF THE SOCIETY

11. The Officers of the Society shall be the President, the President-Elect, the Treasurer, and the Chair of Trustees.

#### TENURES OF OFFICE

12. (a) The President shall hold office for a period commencing at an Annual General Meeting and terminating at the second Annual General Meeting following, or for such other period as may be determined by the Council.

(b) The Treasurer shall hold office for a period commencing at an Annual General Meeting and terminating at the third Annual General Meeting following, or for such other period as may be determined by the Council.

(c) The thirty Councillors shall ordinarily be elected to hold office until the fifth Annual General Meeting following their election, six Councillors retiring at each Annual General Meeting; at the end of such period they shall be eligible for re-election.

(d) An Officer or Councillor retiring at an Annual General Meeting shall retain office until the close or adjournment of the Annual General Meeting.

#### NOMINATIONS AND ELECTIONS OF OFFICERS AND COUNCILLORS

13. (a) Prior to every Annual General Meeting, the Council shall nominate the Members:

- i. whom they recommend for election or re-election as President, Treasurer or Chair of Trustees whose term is about to come to an end, to serve during the forthcoming period;
- ii. for election or re-election to fill for a period of five years the vacancies on the Council that will arise from the retirement of those Councillors whose tenure of office is about to come to an end. The Council shall in addition, nominate other Members, if necessary, for election to replace for the remainder of their period of tenure any Councillor who may have resigned or vacated their office before the end of their tenure of office.

(b) Any five or more Members of the Society may also nominate any Member for election as a Councillor, provided that the nomination is notified in writing to the Society not less than twenty-one days prior to the Annual General Meeting.

(c) A list of nominations made as aforesaid shall be sent to every Member of the Society not less than ten days prior to the Annual General Meeting. If the number of nominations does not exceed the number of vacancies those persons shall be deemed to be elected. If more Members have been nominated than the number of vacancies to be filled, the number of such vacancies and the names of those proposed shall at the same time be sent to every Member and a poll shall be taken.

(d) If a poll is to be taken, two or more persons (who have not been nominated as Councillors) shall be elected at the Annual General Meeting by simple majority to act as scrutineers, who shall count the votes and report the result of the election.

(e) Every Member present and qualified to vote on such election, shall have one vote for each vacancy, and shall indicate for whom he votes by placing their initials against the name or names of such person or persons in the list and he or she shall themselves deliver it to the scrutineers at the Annual General Meeting. The scrutineers shall reject any votes not given as provided above.

(f) That number of candidates for whom there are vacancies who shall receive the most votes shall be elected as Councillors. As between candidates for the last place or places who receive the same number of votes the candidate or candidates to be elected as Councillors shall be determined by lot.

#### EXTRAORDINARY VACANCIES

14. On the occurrence of any extraordinary vacancy amongst the Officers, or in the Council, the Council may at its next meeting choose by ballot and by a majority of those present, a Member to fill the vacancy, who shall hold office until the next Annual General Meeting.

#### RESOLUTIONS IN WRITING (COUNCIL AND TRUSTEE BOARD)

15. (a) A resolution in writing or in electronic form agreed by a simple majority of all the members of Council or the Trustee Board (as the case may be) entitled to receive notice of a meeting of the Council or the Trustee Board (as the case may be) and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council or the Trustee Board (as the case may be) duly convened and held provided that:

- i. a copy of the resolution is sent or submitted to all the members of Council or the Trustee Board (as the case may be) eligible to vote; and
- ii. a simple majority of the members of Council or the Trustee Board (as the case may be) has signified its agreement to the resolution in an authenticated document or documents which are received at the Office within the period of twenty-eight days beginning with the circulation date.

(b) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more members of Council or the Trustee Board (as the case may be) have signified their agreement.

#### AUDITORS

16. (a) At each Annual General Meeting an auditor or auditors, professionally qualified and not being members of either the Council or the Trustee Board, shall be appointed, and their remuneration if any, shall be fixed.

(b) They shall audit the Society's accounts, and shall verify and sign the annual statement of accounts before it is submitted by the Trustee Board to the next following Annual General Meeting.

#### ANNUAL GENERAL MEETING

17. The Annual General Meeting of the Society shall be held at such time, within the first seven months of each year, as the Trustee Board may from time to time determine. Not less than twenty eight days' notice of the date of the Meeting shall be given to all Members.

## BUSINESS OF ANNUAL GENERAL MEETING

18. (a) The business of the Annual General Meeting shall be to receive and consider the annual review and annual statement of accounts, to discuss and decide questions in regard to the affairs and management of the Society, to elect Officers and Councillors for the forthcoming year, and to consider and decide upon any proposals for the making, repeal, or amendment of the Bye-Laws.

(b) Subject to the provisions of Bye-Law 29, no Member shall bring forward any motion at the Annual General Meeting unless he shall have given at least twenty one days' previous notice thereof in writing to the Secretary or Secretaries.

(c) A statement of the business coming before the Annual General Meeting shall be sent to every Member of the Society at least ten days prior to the Annual General Meeting.

## SPECIAL GENERAL MEETINGS

19. (a) The Trustee Board may at any time call a Special General Meeting of the Society. Any fifty Members may require a Special General Meeting to be called by sending to the Chair of Trustees a requisition to that effect signed by each of them, specifying the questions to be moved, and the Trustee Board shall within twenty-one days from the date of the requisition convene a Special General Meeting for a date within twenty-eight days of the date of the Notice of such Meeting.

(b) The Trustee Board shall give to every Member of the Society at least ten days' notice of every Special General Meeting, and of the question or questions to be moved thereat. No business shall be brought forward at any Special General Meeting other than that specified in the notice convening the same.

## ORDINARY GENERAL MEETINGS

20. Ordinary General Meetings may be held at such times as the Trustee Board shall determine. The business of Ordinary General Meetings shall be the reading of papers and communications and the discussion of economic subjects, but nothing relating to the regulations or management of the Society shall be brought forward at such Meetings.

## QUORUM AT GENERAL MEETINGS

21. (a) At every General Meeting of the Society twenty Members shall be a quorum.

(b) If within half an hour from the time appointed for such a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the Council may determine and if at such

adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members present shall be a quorum.

#### CHAIRMANSHIP OF MEETINGS

22. (a) The Chair of the Trustee Board shall chair the meetings of the Trustee Board. The President shall chair the meetings of the Council. Committee meetings shall be chaired by the Chair of that Committee. In the absence of the Chair, any member of the Trustee Board, Council or Committee may be elected to take the chair.

(b) In case of an equality of votes at any Meeting of the Society, the President or the Chair of the Meeting shall have a second or casting vote.

#### THE TREASURER

23. (a) The Treasurer shall exercise supervision over the income and expenditure of the Society. The Treasurer shall invest the moneys of the Society in such manner as is directed by the Trustee Board from time to time.

(b) For the avoidance of doubt, the members of the Trustee Board who are charity trustees remain ultimately responsible for the management and operation of the Society and its assets.

#### SEAL

24. The Trustee Board shall have custody of the common seal. The common seal shall not be affixed to any instrument, deed, or other document except under authority from the Trustee Board and in the presence of at least two members of the Trustee Board, and in accordance with such other regulations as the Trustee Board shall from time to time prescribe. The fact of the Seal having been so affixed shall be entered on to the minutes of the Trustee Board.

#### PROPERTY OF THE SOCIETY

25. The Trustee Board shall have the power to vest any property of the Society in trustees, and to appoint and remove such trustees.

#### PAYMENT TO MEMBERS

26. No dividend, gift, division or bonus in money shall be made by the Society unto or among any of the Members. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any Member of the Society, or to any other person, in return for any services actually rendered to the Society.

## NOTICES

27. (a) Any notice or communication to be given to or by any person pursuant to these Bye-Laws or Regulations shall be in writing and may be sent on behalf of the Society by sending it prepaid through the post or by electronic means to such address as held by the Society in respect of such person.

(b) Any notice or communication shall be deemed to have been served or delivered on the second day following that on which the same is posted or transmitted, and in proving such service or delivery it shall be sufficient to prove that the notice or communication was properly addressed and posted or transmitted.

(c) The accidental omission to give notice of any meeting to, or the non-receipt of a notice by, any person shall not invalidate the proceedings at any meeting of the Society or any resolution passed by it.

(d) Unless specified otherwise in these Bye-Laws or Regulations, all periods of notice contained in the Bye-Laws and Regulations shall be clear days.

## REGULATIONS

28. (a) Subject to prior consultation with the Council, the Trustee Board may from time to time make such reasonable and proper Regulations as it may deem necessary or expedient for the proper conduct and management of the Society.

(b) The Trustee Board must adopt such means as it thinks sufficient to bring any Regulations to the notice of the Council.

(c) The Regulations shall be binding on all Members and the Council. No Regulation shall be inconsistent with, or shall affect or repeal anything contained in, the Charter or these Bye-Laws. In the event of any conflict between any Regulations and these Bye-Laws, these Bye-Laws shall prevail.

## MAKING, REPEAL AND AMENDMENT OF BYE-LAWS

29. (a) No new Bye-Laws shall be made, or any existing Bye-Law repealed or amended except by an Annual General Meeting or a Special General Meeting. No new Bye-Law or the repeal or amendment of any existing Bye-Law shall be proposed by the Council or by any Member unless at least ten days' notice of such proposal shall have been given to every Member of the Society, and no Member shall make any such proposal without giving at least one calendar month's previous notice thereof to the Council.

(b) No new Bye-Law nor any repeal or amendment thereof shall be of any force or effect until the same shall be allowed by the Lords of Her Majesty's Most Honourable Privy Council,

of which allowance a certificate of consent under the hand of the Clerk of the Privy Council shall be conclusive evidence.