



At the Council Chamber, Whitehall

THE 1st DAY OF NOVEMBER 2022

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

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

Ceri King

SCHEDULE

REVISED BYE-LAWS OF THE ROYAL HUMANE SOCIETY

1. The Members of the Society shall consist of its Governors and Subscription Members for the time being and for the purposes of these Bye-Laws:
 - (i) the term "Governor" shall include:
 - a. "Life Governor" and
 - b. "Honorary Life Governors"; and
 - c. "Ex-officio Governors"
 - (ii) the term "Subscription Member" shall mean an individual or organisation who pays a subscription as described in Bye-Law 2(v).
2. A person becomes a Governor or a Member when their name is entered on the register of members. The Society has the following five classes of membership:
 - (i) "Governors" are those people who pay a yearly subscription to the Society. If two people pay a joint subscription they may be admitted as 'Joint Governors'.
 - (ii) "Life Governors" are those people who have paid a one-off subscription to the Society and are admitted by the Committee as Life Governors.

- (iii) “Ex-Officio Governors” are those people who hold any of the offices (no more than 10) chosen by the Committee from time to time.
 - (iv) “Honorary Life Governors” are those people who are admitted by the Committee as Honorary Life Governors in recognition of exceptional service to the Society.
 - (v) Subscription Members are those people (other than Governors) who are admitted by the Committee to any category of subscription membership.
3. The subscriptions payable by the Governors and Subscription Members shall be set at such amounts as the Committee decides from time to time. The Committee may also decide how the subscriptions will be paid. If a Governor or Member stops being a Governor or Member (as the case may be) for whatever reason, the subscription (or any part of it) will not be refunded, and the Governor or Member will still be legally responsible for any unpaid subscriptions due for the rest of that subscription period.
 4. The Annual General Court of the Society shall be held as near Lady Day in each year as the Committee shall decide.
 5. All General Courts other than the Annual General Court shall be termed Special General Courts.
 6. All Governors shall be entitled to attend and vote at any General Court of the Society.
 7.
 - (i) At least 21 clear days before the date fixed for each Annual General Court or for any Special General Court a notice of such meeting of the General Court shall be served on all Governors either personally or through the post in a prepaid letter addressed to each Governor at his registered address as appearing in the register of members or by email to his registered email address as appearing in the register of members.
 - (ii) Any Governor described in the register of members by an address not within the United Kingdom, who shall from time to time give the Society an address within United Kingdom at which notice may be served upon him, shall be entitled to have notices served upon him at such address, but save as foresaid, no Governor other than a Governor described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Society.
 - (iii) Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a pre-paid letter.

- (iv) To facilitate the organisation and administration of any General Court, the Committee may decide that any General Court shall be held at two or more locations or as an electronic General Court (and in these Bye-Laws “Electronic General Court” shall mean a General Court hosted on an electronic platform) .
 - (v) For the purposes of these Bye-Laws, any General Court taking place in at least two or more locations or taking place as an Electronic General Court shall be treated as taking place where the chairman of the meeting presides (the ‘Principal Meeting Place’) and any other location where that General Court takes place is referred to in these Bye-Laws as a ‘Satellite Meeting Place’
 - (vi) Where the Committee has decided that a General Court shall be held in two or more locations in accordance with Bye-Law 7(iv) the notice shall include details of the Principal Meeting Place and of all Satellite Meeting Places at which a Governor may attend the General Court.
 - (vii) Where the Committee has decided that a General Court shall take place as an Electronic General Court the notice shall include details of the electronic platform to be used (but need not include the details required to gain electronic admission to the General Court).
8. Questions arising at a General Court shall be decided on a show of hands of those present at the General Court unless a ballot be demanded by five Governors; in case of an equality of votes, the Chairman shall have a second or casting vote. In this Bye-Law “present” means for the purposes of an Electronic General Court able to see and hear the other Governors who are participating in the General Court
 9. The management of the Society is vested in the Committee, and the Committee shall consist of the President, The Treasurer and Chairman, the Deputy Chairman, and not less than 7 and not more than 20 Governors of the Society.
 10. The first Committee shall consist of the members of the Committee existing under the rules for the management of the unincorporated Association referred to Article 18 of the Charter.
 11. The Committee shall meet at least once in every three months and may adjourn and otherwise regulate their meetings as they think fit (including deciding that any such meeting may be hosted on an electronic platform) . Questions arising at any meeting shall be decided by a majority of votes of those present (and in the case of a meeting hosted electronically “present” means able to see and hear the other Governors who are participating in the meeting) . In the case of an equality of votes the Chairman shall have a second or casting vote. The Treasurer and Chairman or the Deputy Chairman may and the Secretary on the requisition of three members of the Committee shall, at any time, summon a meeting of the Committee. Seven clear days notice shall be given to all

members of any meeting but it shall not be necessary to give notice of a meeting to any member of the Committee for the time being absent from the United Kingdom.

12. At each Annual General Court the Treasurer and Chairman and Deputy Chairman, and one third of the other members of the Committee (other than the President but including any member thereof retiring under Bye-law 12 below), or, if their number is not a multiple of three, then the number nearest one third shall retire from office but shall be eligible for re-election. Any officer or Governor retiring shall retire with effect from the conclusion of the Annual General Court. The first members of the Committee to retire shall be those who have been longest in office and, as between members of the Committee who have been in office of any equal length of time, the members of the Committee to retire shall be chosen by lot.
13. The Committee may appoint a Governor to fill any casual vacancy of the Committee until the next Annual General Court. Any Governor so appointed shall retire at such Annual General Court but shall be eligible for election at such meeting.
14. The continuing members of the Committee may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by these Bye-laws the continuing members may act for the purpose of increasing the number of members of the Committee to that number but for no other purpose.
15. At each Annual General court the following elections shall take place:-
 - (a) The election of a President (if such office is vacant).
 - (b) The election of a Vice-President.
 - (c) The election of a Treasurer and Chairman and of a Deputy Chairman.
 - (d) The election of members of the Committee to fill vacancies caused by retirement by rotation as hereinbefore provided or for any other reason.
16. The office of a member of the Committee shall be vacated if he:-
 - (a) becomes bankrupt or makes any agreement or composition with his creditors generally; or
 - (b) becomes of unsound mind: or
 - (c) resigns his office by notice in writing to the Committee; or
 - (d) shall for more than twelve months have been absent without the permission of the Committee from Committee meetings held during that

period: or

- (e) is called on to resign by the Committee; or
 - (f) ceases to be a Governor.
17. A Special General Court of the Society may be called either by the Treasurer and Chairman (or in his absence by the Deputy Chairman) or by the requisition in writing of ten Governors of the Society addressed to the Secretary.
 18. For the purposes of any General Court of the Society, five Governors shall constitute a quorum and each Governor shall have one vote.
 19. For the purposes of a meeting of the Committee three members of the Committee shall form a quorum.
 20. The Committee shall appoint a Secretary of the Society upon such terms including remuneration and pension rights as they think fit and shall define his duties. The Committee shall also have power subject to the terms of any existing contract to remove the Secretary. The Secretary shall, subject to the approval of the Committee, engage and dismiss other servants of the Society.
 21. The Committee may delegate any of their powers to sub-committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on in by the Committee.
 22. Any sub-committee appointed as aforesaid as an investment sub-committee may exercise the investment powers of the Committee and may include not more than three persons who are not Governors of the Society and such persons shall be entitled to receive notices and attend and speak at any meeting of such sub-committee but shall have no right to vote thereat.
 23. The Committee may with the authorisation of a General Court effect registration of the investments of the Society or any of them in the names of any bank nominee company and such authorisation shall be evidenced by a minute of the resolution sealed pursuant to a resolution passed at a General Court.
 24. The Committee shall have powers to invest all monies of the Society.
 - (i) In or upon any investments authorised by Section I of the Trustee Act 1925, as amended from time to time, but without the limitations imposed by the proviso to sub-section (1) of Section 2 of the said Act, or in or upon any other investments for the time being authorised by law for the investment of trust funds; or
 - (ii) in or upon any of the securities of the Government of any country within the Commonwealth, or the Government of any Province or State in any

such country that has a separate legislature, or of the Government of the United States of America; or

- (iii) in or upon any mortgages or other securities of any Municipality, County or District Council or local or public authority or Board in any country within the Commonwealth, or in any Province or State within any such country, or within the United States of America; or
- (iv) in or upon any mortgages or other securities the capital whereof or a minimum rate of interest or dividend whereon is guaranteed by the Government of any country within the Commonwealth, or of any Province or State in any such country that has a separate legislature, or by the Government of the United States of America; or
- (v) in or upon the bonds, debentures, debenture stock or mortgages or the fully paid guaranteed or preference or ordinary stock or shares or ordinary preferred or deferred or other stock or shares of any company incorporated either by Royal Charter or under any general or special Act of the United Kingdom Parliament or any general or special enactment of the legislature of any other country within the Commonwealth or of the United States of America, having an issued or paid up share capital of at least £750,000 or its equivalent at the current rates of exchange, being stocks or shares which are quoted upon a recognised stock exchange in any country within the Commonwealth or the United States of America, and so that in the case of a company having shares of no par value, such paid up capital shall be deemed to include the capital sum (other than capital surplus) appearing in the company's accounts in respect of such shares.

Provided always that no investment shall be made in any ordinary stocks or shares unless the Company shall have paid dividends thereon at the rate of at least 5 per centum per annum for at least four years prior to the date of the investment or, in the case of shares having no par value, the company shall have paid a dividend thereon for at least six years prior to the date of investment, and that the total amount at any time standing invested in investments authorised by this sub-paragraph as shown by the books of the Society shall not exceed fifty per centum of the total amount of such sum standing invested in any investments hereby authorised as appearing in such books. For the purpose of valuing the investments authorised by this sub-paragraph and held by the Society, the minimum price to be taken for each security shall be the cost price thereof to the Society; or

- (vi) in the purchase of freehold ground rents or freehold or leasehold land, messuages, tenements and hereditaments within the United Kingdom, provided that as regards leaseholds, the term thereof shall have at least 60 years to run: or
- (vii) upon the security of freehold property, freehold groundrents, land charges

or rent charges, by way of first mortgage, up to the limit of two thirds of the value.

25. The Committee may elect honorary representatives and honorary medical assistants of the Society who need not be Governors of the Society. Any person so appointed shall hold such office during the pleasure of the Committee.
26. An auditor or auditors shall be appointed at each Annual General Court of the Society to examine and audit the accounts of the Society. His remuneration shall be fixed by the Committee. Provided that no person shall be qualified to be appointed as auditor unless he is a member of a body of accountants established in the United Kingdom and for the time being recognised by the Board of Trade for the purposes of section 161 (1) of the Companies Act, 1948.
27. The proceedings of business of importance transacted at the different meetings, together with cases, or whatever may be to the advantages of the Society or the furtherance of its objects, may from time to time be published at the discretion of the Committee.
28. The Committee shall decide upon the award of all medals and other awards given by the Society with the exception of the Stanhope gold medal; this award shall be decided upon by the General Court on the recommendation of the Committee.
29. The Committee shall have power to make pecuniary awards of sums not exceeding £5 in each case, provided that the total of such awards shall not exceed £40 in any one year.
30. Applications for awards by the Society should be submitted within six months of the occurrence if the action took place in the British Isles, and within eighteen months in cases at sea and beyond the seas. A longer period will only be considered in special circumstances.
31. Applications should be accompanied if possible, by written statements by witnesses and supported by the evidence of two responsible persons acquainted with the circumstances of each case.
32. All cheques on the bankers of the Society shall be signed by the Chairman of the Meeting of the Committee authorising the expenditure and one other member of the Committee and be counter-signed by the Secretary or, in his absence, by a third member of the Committee. Any cheque so signed but not previously passed for payment shall be reported to the next meeting of the Committee. No payments whatever may be made excepting under the authority of the Committee. All items of an extraordinary nature, together with totals of bills approved, are to be recorded in the Minutes.
33. (i) The Society shall cause proper books of account to be kept with respect to all sums of money received and expended by the Society and to the assets

and liabilities of the Society. Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of affairs of the Society and to explain its transactions.

- (ii) At the Annual General Court in every year the Committee shall lay before the Governors a proper income and expenditure account for that period since the last preceding account (or in the case of the first account since the incorporation of the Society) made up to a date not more than four months before such General Court, together with a proper balance sheet made up as at the same date.
 - (iii) Every such balance sheet shall be accompanied by a report of the Committee and a report of the auditors, and a copy of such account, balance sheet and report shall within six months after each Annual General Court be sent to all persons entitled to receive notice of General Courts.
34. The seal of the Society shall be kept under the control of the Society. It shall be used only under the authority of the Committee and every instrument to which the seal shall be affixed shall be signed by a member of the Committee and shall be countersigned by the Secretary or by a second member of the Committee.
35. A Governor may resign from the Society by giving notice in writing of his resignation to the Secretary.
36. The Bye-laws of the Society may be revoked, altered or added to in General Court in the manner provided by Article 19 of the Charter.