



# **PRIVY COUNCIL OFFICE GUIDANCE**

## **AMENDING A ROYAL CHARTER OR BYELAWS**

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# 1. INTRODUCTION

It should be noted that this guidance is not applicable for the Universities of Oxford and Cambridge, their Colleges or some public schools incorporated by Royal Charter as their Statutes are amended via a different, statutory route.

Amendments to a Charter, Byelaws, Ordinances, Statutes or Rules will usually require the approval of the Privy Council, although bodies are encouraged to check the terms of their Charter and ensure that any application for amendment conforms with the provisions set out in their Charter.

In rare cases (usually with pre-Victorian Charters that have not been amended since their initial grant) the approval of the Privy Council is not required for amendments to be made, but where bodies are unsure they should contact the Privy Council Office in the first instance, or seek their own legal advice.

Early consultation with the Privy Council Office at the drafting stage is strongly recommended. It allows the Privy Council's Advisers to provide informal comments and help shape proposed amendments before they are put to members for approval.

**Bodies should be aware that any previously unseen, formally resolved, amendments will always run the risk of not being approved by the Privy Council. This could result in significant delay and expense for the submitting organisation.**

**Bodies should also note that where their proposal includes a change of name, or the grant of an individual Chartered designation, that we would expect to see evidence of internal and external consultation. The external consultation should be with both Chartered and non-Chartered bodies who may have a view on the proposals.**

Generally speaking, a change of name can only be brought into effect with the grant of a Supplemental Charter, but we advise bodies to contact the Privy Council Office at an early stage to discuss, as some bodies may be able to achieve this via a Charter amendment route.

We publish separate guidance on individual Chartered designations which can be downloaded from our website.

Where it refers to the submission of amendments in this document, these should be submitted in electronic form only. Microsoft Word format is preferred (with a .docx



extension); and bodies should note that any documentation submitted to this Office will be subject to the Freedom of Information Act 2000.

## 2. INFORMAL PROCESS

Bodies should approach the Privy Council as early as possible with details of the proposed amendments. The minimum material that the Privy Council will need, in addition to the text of the proposed amendments themselves and a tracked-changes copy of the Charter and/or by-laws demonstrating the amendments, is a note setting out as concisely as possible their purpose and effect. This should briefly explain the reasons why the change is considered desirable, the changes that are proposed and an explanation of how the amendments achieve this. The note need not be long and detailed, but it should give the reader the essential background and a feel for what is being requested. This initial submission is known as the informal process.

Engineering Institutions should consult the Engineering Council, and, so far as is possible, resolve any issues that arise in discussion before sending proposals to the Privy Council Office.

The Privy Council Office will review the documents submitted and, where necessary, request for further information. The documents will then be sent to Privy Council Advisors in those Government Departments with a policy interest in the body requesting the amendments and the Charity Commission, if appropriate.

This informal consultation process will take around 4-8 weeks, at which stage the Privy Council Office will be in a position to either share informal comments with bodies for their attention, or secure informal approval from Privy Council Advisors.

When Advisors are content with the proposals at the informal stage, your dedicated caseworker from the Privy Council Office will get in touch to set out the documentation required for the formal process to begin.

### 3. FORMAL PROCESS

To initiate the formal process, bodies will need to submit any documentation outlined by their Privy Council Office contact at the end of the informal process. This will largely mirror the documents submitted for the informal process, with the addition of the signed and sealed resolution confirming Members support of the changes (or proof of the completion of whatever process is set out in the bodies Charter), along with a certificate confirming that any amendments sought are have been done in accordance with the provisions of the Charter.

The formal resolutions to amend the Charter and/or by-laws should always contain a latitude clause enabling textual amendments to be agreed without the need to repeat all the formalities provided for in the Charter. Wording such as “subject to such changes as the Privy Council may require and which are agreed by the Institute” should be suitable for this purpose.

Part of the requirements will be to submit a ‘schedule of amendments’. For this schedule, any amendments to Charters and to by-laws should be set out in separate documents, and submitted in word format (.docx). The amendments should be listed in the order in which they occur in the document being amended.

Amendments should be set out as commands using the five words “delete”, “insert”, “substitute”, “re-number” and “re-letter”.

Re-numberings should be implemented as they arise.

All amendments to a single Article of a Charter or a single Byelaw should be contained in one numbered paragraph. Sub-paragraphs are denoted by letters in brackets and further subdivisions by lower-case Roman numerals.

Formulations such as “wherever it occurs” can be used to indicate repeated changes, though amendments using this approach should list the Articles or by-laws affected. Care should also be taken to ensure that amendments are unambiguous, particularly where words occur more than once in the text being amended.

On receipt of the formal documentation, the Privy Council Office caseworker will confirm if anything further is required, before making a formal referral to Privy Council Advisors. This referral will ask that the Secretary of State, as the Privy Counsellor with policy responsibility (for the work of the body concerned), recommends the proposals are approved. As with the informal referral process, this can take between 4-8 weeks, but the timeline is indicative so the actual approval may take longer to secure, especially if Advisors raise any formal comments.



## 5. APPROVAL OF THE ORDER(S)

If Advisors confirm the formal approval for Orders to be made confirming the proposed amendments, your Privy Council Office contact will then draft the relevant Orders for you to check and approve, prior to them going before the Privy Council.

In the case of Charter amendments, these are secured through an Order in Council, which is approved directly by The King at a meeting of the Privy Council. These meetings are held, on average, once a month and so there may be some delay in confirming the approval of Charter amendments depending on the timing of the next Privy Council meeting.

Byelaw, Ordinance, Rule and some Statute amendments are secured via an Order of Council, which is approved by the Privy Council and does not rely on the monthly meeting of the Privy Council, as agreement and correspondence is conducted in writing only and no physical meeting takes place.

Where a body is applying to amend both their Charter and Byelaws (Ordinances, Rules etc) at the same time, these will both be considered together, so will both receive approval on the day of a Privy Council meeting.

## 6. COSTS

There are no costs payable in order to amend a Charter, Byelaws, Ordinances, Statutes or Rules.

