

THE ROYAL INSTITUTE OF
INTERNATIONAL AFFAIRS

CHARTER

*As granted by His late Majesty King George
the Fifth on the 16th day of July 1926 and
amended by special Resolution allowed by Her
Most Excellent Majesty Queen Elizabeth II
in Council on the 29th day of July 1952,
the 19th day of February 1958,
the 22nd day of October 1969,
the 17th day of October 2012,
the 11th day of December 2013 and
the 8th day of October 2019*

AND

BYE-LAWS

*As set out in the Schedule to the Royal Charter,
and containing the alterations approved by the
Lords of Her Majesty's Most Honourable
Privy Council on the 29th day of July 1952,
the 4th day of November 1959, the
22nd day of October 1969,
the 13th day of September 1983,
the 20th day of October 1999,
the 30th day of July 2001,
the 11th day of December 2013,
the 8th day of October 2019 and
the 12th day of October 2022*

CHATHAM HOUSE
ST JAMES'S SQUARE
LONDON, S.W.1

GEORGE THE FIFTH BY THE GRACE OF GOD OF THE UNITED KINGDOM
OF GREAT BRITAIN AND IRELAND AND OF THE BRITISH DOMINIONS BEYOND THE
SEAS KING, DEFENDER OF THE FAITH, EMPEROR OF INDIA.

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS in the year 1920 the voluntary association or Institute now existing and known as the British Institute of International Affairs was established with the objects following, namely:- to encourage and facilitate the scientific study of international questions, and to publish or arrange for the publication of works with these objects:

AND WHEREAS the said Institute has since its establishment sedulously pursued such its proposed objects, and has regularly held meetings at which questions of international importance have been impartially explained and discussed, and has published a journal and other literature useful in the study of international affairs, and has collected a library of books and other documents in aid of its said objects:

AND WHEREAS the headquarters of the said Institute have until lately been situate in Malet Street in the County of London, but have now been transferred to Chatham House, No. 10, St. James's Square, in the County of London, the freehold of which premises was purchased out of moneys provided by Reuben Wells Leonard one of the Petitioners under-mentioned and by Kate Rowlands Leonard his wife with the desire of benefiting the British Empire as a whole and is now vested in Trustees for the said Institute:

AND WHEREAS it would be for the public advantage and would conduce greatly to the successful prosecution of the objects of the said Institute if the Institute were incorporated:

AND WHEREAS at a General Meeting of the said Institute held on the third day of February, 1925, the Executive Committee of the said Institute was authorised to apply for a Royal Charter, and the several persons hereinafter named were authorised to sign on behalf of the said Institute a humble Petition to Us to grant to the Members of the said Institute Our Charter of incorporation:

AND WHEREAS We have been graciously pleased to Command that the said Institute shall be known as 'The Royal Institute of International Affairs':

NOW KNOW YE, that We being desirous of encouraging a design so laudable and salutary, of Our special grace, certain knowledge and mere motion have willed, granted, appointed and declared and do hereby for Us, Our Heirs and Successors will, grant, appoint and declare as follows:

1. His Royal Highness Edward Prince of Wales, Knight of our Most Noble Order of the Garter, The Most Noble Victor Christian William Duke of Devonshire, Knight of Our Most Noble Order of the Garter, The Right Honourable Edward Viscount Grey of Falloden, Knight of Our Most Noble Order of the Garter (also a President), The Right Honourable Arthur James Earl of Balfour, Knight of Our Most Noble Order of the Garter (also a President), The Right Honourable Edgar Algernon Robert Viscount Cecil of Chelwood (also a President), The Right Honourable David Lloyd George, Member of Parliament (also a President), The Right Honourable John Robert Clynes, Member of Parliament (also a President), Lieutenant-Colonel Reuben Wells Leonard, and The Right Honourable James Scorgie Baron Meston of Agra and of Dunottar, Knight Commander of Our Most Exalted Order of the Star of India (Chairman of the Executive Committee of the British Institute of International Affairs), and such other persons as are now Members of the said Institute known as the British Institute of International Affairs or may hereafter become Members of the body corporate hereby constituted pursuant to the provisions of these presents or the power hereby granted shall for ever hereafter be one body corporate and politic by the name of the Royal Institute of International Affairs, and by the same name shall have perpetual succession and a common seal with power to break alter vary and make anew the said seal from time to time at their will and pleasure, and by the

same name shall and may sue and be sued in every court of Us Our heirs and successors and in all manner of actions and suits, and be for ever able and capable in the law to purchase, receive, possess, hold and enjoy to them and their successors any goods and chattels whatsoever and to act in all the concerns of the said body politic and corporate as effectually for all purposes as any other of Our liege subjects or any other body politic or corporate in the United Kingdom not being under any disability might do in their respective concerns, and shall have power to do all other matters and things incident or appertaining to a body corporate.

2. WE DO ALSO HEREBY for Ourselves and Our Successors licence authorise and for ever hereafter enable the Royal Institute of International Affairs (in this Charter hereinafter called 'the Institute') or any person or persons on its behalf to acquire and hold and enjoy to themselves and their successors, notwithstanding the Statutes of Mortmain, any lands tenements or hereditaments now held by or belonging to the now existing unincorporated body known as the British Institute of International Affairs or by or to any person or persons on its behalf, and also to acquire any additional lands tenements and hereditaments which may be necessary for carrying out the purposes and objects of the Institute and to hold all or any lands which the Institute is hereby authorised to acquire in perpetuity or on lease or otherwise, and from time to time, but subject to all such consents as are by law required, to grant, demise, mortgage, exchange, alienate or otherwise dispose of the same or any part thereof and apply the proceeds of any such disposition for the purposes of the Institute subject however to the provisions of this Our Charter.

3. AND WE DO HEREBY also for Ourselves and Our Successors give and grant Our licence to any person or persons and any body politic or corporate to assure in perpetuity or otherwise or to demise to or for the benefit of the Institute any lands tenements or hereditaments whatsoever.

4. The aims and objects for which the Institute is established and incorporated are:

(a) To advance the sciences of international politics, economics, and jurisprudence and the study, classification and development of the literature of these subjects.

(b) To provide and maintain means of information upon international questions and promote the study and investigation of international questions by means of lectures and discussions and by the preparation and publication of books, records, reports or other works or otherwise as may seem desirable.

(c) Generally to encourage and facilitate the study of international information knowledge questions and to promote the exchange of information and thought on international affairs and the understanding of the circumstances, conditions and views of nations and peoples and to do all things necessary or expedient for the proper and effective carrying out of the objects aforesaid.

5. The Institute has the following powers, which may be exercised in promoting the objects aforesaid:

(a) To encourage and facilitate the formation of branches and committees throughout the Commonwealth and in such other States and Territories as the Council may from time to time determine.

(b) To undertake execute or perform any trusts or conditions affecting any part of the Institute's property and to defray and provide for any debts or liabilities to the discharge of which the said property or any part thereof shall be applicable and to give to any Trustees in whom any such property may have been vested a valid receipt discharge and indemnity for or in respect of the transfer or handing over of the same to the Institute.

(c) To purchase take on lease or hire or otherwise acquire and hold (without any further licence in Mortmain) any lands, buildings, easements or hereditaments of any tenure and any real or personal property and to construct, provide, maintain, repair and alter any buildings, works,

stores, furniture, plant and things which may from time to time be deemed requisite whether within the Commonwealth or elsewhere for any of the purposes of the Institute. Provided that no purchase, construction, alteration, maintenance of any property situate in the United Kingdom shall be made without such consent or approval as may be required by law.

(d) To receive and accept donations endowments and gifts of money, lands, hereditaments, stocks, funds, shares or securities and any other assets whatsoever and either subject or not subject to any special trusts or conditions and in particular to accept and take by way of gift and associate with the Institute or absorb upon any terms the undertaking and property of any Society or Body whether incorporated or not carrying on any work similar to any work for the time being carried on by the Institute and to undertake all or any of the liabilities of any such other Society or Body.

(e) To borrow or raise money with or without security for any of the purposes of the Institute.

(f) To make and carry out any arrangement for joint working or co-operation with any other Society or Body whether incorporated or not carrying on work similar to any work for the time being carried on by the Institute.

(g) To undertake, execute and perform any trusts or conditions affecting any real or personal property of any description acquired by the Institute.

(h) To apply for and exercise any powers obtained under any Supplemental Charter or enactment from any executive or legislative authority within the Commonwealth which may be deemed expedient for any of the purposes of the Institute.

(i) To accumulate, sell, improve, manage, develop, exchange, lease, mortgage or otherwise dispose of or deal with or turn to account all or any property or rights of the Institute. Provided that no disposition of any real or leasehold property situate in the United Kingdom shall be made without such consent or approval as may by law be required therefor.

(j) To deposit or invest the Institute's funds in any manner as the Council consider appropriate, having regard to their duties in charity law, any investment advice obtained, the suitability of investments and the need for diversification, provided that the Institute shall have power to retain any investments donated to it.

(k) To delegate the management of the Institute's investments to one or more financial experts (meaning throughout this Charter an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000 or successor legislation), but only on the following terms:

(i) the investment policy is set down in writing for the financial experts by the Council and can only be reviewed and amended by the Council;

(ii) timely reports of all transactions are provided to the Council;

(iii) the performance of the investments is reviewed regularly with the Council;

(iv) the Council is entitled to cancel the delegation arrangement at any time;

(v) the investment policy and the delegation arrangement are reviewed at least once a year;

(vi) all payments due to the financial experts are on a scale or at a level which is agreed in advance and are notified promptly to the Council on receipt; and

(vii) the financial experts must not do anything outside the scope of their delegation or the powers of the Institute.

(l) To arrange for investments or other property of the Institute to be held, in accordance with all applicable law, by a nominee company acting under the direction of the Council or controlled by a financial expert acting under and accountable to the Council and for the benefit of the Institute. Where any such arrangement is in place, the Institute shall pay such fees as are reasonable, as set out in any relevant document which governs the arrangement.

(m) To grant, continue and pay such salaries, pensions, gratuities or other sums in recognition of services (whether rendered before or after the granting of this Our Charter) as may from time to time be sanctioned by the Council.

(n) To do all such other acts and things as are or may be deemed incidental or conducive to the attainment of any of the purposes of the Institute or the exercise of any of its powers.

6. The Institute as such shall not express an opinion on any aspect of international affairs.

7. The income of the Institute shall be applied solely towards the promotion of the objects of the Institute as set forth in this Our Charter, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profits to the Members of the Institute. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Institute or to any Member thereof in return for services actually rendered to the Institute or the payment of interest at a rate not exceeding 6 per centum per annum above the base rate from time to time of the Bank of England upon money borrowed from any Members of the Institute.

8. There shall be a Patron of the Institute. There shall be a Visitor of the Institute and H.R.H. Edward Prince of Wales, Knight of Our Most Noble Order of the Garter, shall be the first Visitor. There shall also be Presidents and Honorary Presidents of the Institute.

9. There shall be a Council of the Institute to be constituted as laid down in the Bye-laws and which shall include the Honorary Treasurer and Secretary or Secretaries (if Honorary).

The Council of the Institute and the General Meetings of Members of the Institute to be held in accordance with this Our Charter and the Bye-laws shall, subject to the provisions of this Our Charter, have the entire management and direction of the affairs of the Society.

10. An ordinary General Meeting of the Institute shall be held once in every year after the year in which the Institute is incorporated at such time and place as shall be prescribed by or in accordance with the Bye-laws for the purpose of receiving a report from the Council on the past year's transactions and accounts and of dealing with other matters notice of which has been duly given in accordance with the Bye-laws.

11. An Extraordinary General Meeting may at any time be called by the Council and shall be called whenever a requisition signed by fifty Members of the Institute and stating the object of the meeting is delivered to the Chairman of the Council or at the office of the Institute.

12. It shall be lawful for the Institute at any time hereafter to make such agreements and enter into such arrangements, and make such payments and execute and do such instruments acts and things as the Council acting in the best interests of the objects aforesaid may from time to time think necessary or proper for the purpose of the work of the Institute and the work of any other Society or Body having objects similar in whole or in part to the objects of the Institute to be carried on in unison and not in competition, and of effecting and procuring the vesting in the Institute or in any Trustee or Trustees for the Institute of all or any of the assets and property belonging to or held in trust for any such other Society or Body as aforesaid and the taking over and assumption by the Institute of all or any of the liabilities or debts of any such other Society or Body as aforesaid and the indemnifying of any such other Society or Body as aforesaid or of any Trustee or Trustees for any such other Society or Body as aforesaid by the Institute against all or any of the said liabilities or debts.

13. It shall be lawful for the Council for the purposes of and upon the formation of any new Branch of the Institute, in any part of the Commonwealth and elsewhere, or for the purposes of and in conjunction with the carrying on of any existing branch of the Institute and any branch of any such other Society or Body aforesaid to prescribe and order such rules and regulations as may be thought expedient in relation to the constitution and conduct of the business of and the acquisition and holding and disposition of any property by such branch and generally in relation to the management and direction of the affairs of such branch including (but without prejudice to the generality of the foregoing provisions) such regulations as may be thought necessary or expedient for the purpose of attributing all or any of the liabilities of such branch upon such branch and the property thereof exclusively and in exoneration of the rest of the property of the Institute.

14. The Institute may by a Special Resolution as hereinafter defined at any time alter amend or add to the provisions of this Our Charter and such alterations amendments or additions shall when allowed by Ourselves in Council become effectual so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made as so altered amended or added to in manner aforesaid and this clause of this Our Charter shall apply to this Our Charter as and when altered amended and added to in manner aforesaid. A Resolution shall be a Special Resolution for the purposes of this clause when it has been passed by a majority of not less than three-fourths of such Members of the Institute as being entitled so to do are present and vote at a General Meeting of the Members of the Institute of which not less than 21 days' notice specifying the intention to propose the Resolution as a Special Resolution has been duly given.

15. The Bye-laws set forth in the Schedule hereto shall be the Bye-laws of the Institute until the same shall be repealed or altered in manner hereinafter provided. The Bye-laws or any of them may from time to time be revoked or added to by the Members in General Meeting, in the manner prescribed by the Bye-laws, and any new Bye-laws may from time to time be made and added in like manner provided that due notice shall have been given to the Members of the Institute of the proposed revocation alteration or addition. Provided always and we do hereby order and direct that no such revocation alteration or addition shall have any force or effect if it be repugnant to the provisions of this Our Charter or to the Laws of the Realm, nor until it shall have been approved by the Lords of Our Council of which approval a certificate under the hand of the Clerk of Our Council shall be conclusive evidence.

AND WE do for Ourselves Our Heirs and Successors GRANT AND DECLARE that this Our Charter or the enrolment thereof shall be in all things valid and effectual in the Law according to the true intent and meaning of the same and shall be recognised as valid and effectual by all Our Courts and judges and by other officers persons and bodies politic and corporate whom it may concern and that the same shall be construed in the most favourable and beneficial sense and for the best advantage of the Institute as well in all our Several Courts of Record as elsewhere notwithstanding any non-recital misrecital uncertainty or imperfection in this Our Charter.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the sixteenth day of July in the year of our Lord one thousand nine hundred and twenty-six and in the seventeenth year of Our Reign.

BY WARRANT under the King's Sign Manual.

SCHUSTER

BYE-LAWS

I. The objects of the Royal Institute of International Affairs are defined by the Charter of Incorporation. It aims at advancing the sciences of international politics economics and jurisprudence and the study, classification and development of the literature of those subjects and at encouraging and facilitating the study of international questions and promoting the exchange of information, knowledge and thought on international affairs and the understanding of the circumstances, conditions and views of nations and peoples. It endeavours to obtain these objects by establishing and maintaining headquarters in London containing reading, writing and reception rooms available for the use of Members; by providing and maintaining a library of books and publications and access to information dealing with the subjects aforesaid; by providing and maintaining means of information upon international questions; by affording opportunities for lectures, the reading of papers and holding of discussions on the aforesaid subjects; by the preparation and publication of books, records, reports and other works and by undertaking literary and statistical enquiries; by encouraging and facilitating the formation of branches and committees throughout the Commonwealth and elsewhere. The Institute, as such, shall not express an opinion on any aspect of international affairs.

2. In these Bye-laws unless the context otherwise requires:

'The Institute' shall mean The Royal Institute of International Affairs.

'The Bye-laws' shall mean the Bye-laws of the Institute for the time being in force under or by virtue of the Charter of Incorporation.

'The Patron,' 'the Visitor,' 'the Presidents,' and 'the Honorary Presidents' shall mean respectively the Patron of the Institute, the Visitor of the Institute, the Presidents of the Institute and the Honorary Presidents of the Institute for the time being in accordance with the Charter and the Bye-laws.

'The Council' shall mean the Council for the time being appointed under or in accordance with the Bye-laws or such number of the members of the Council as under the Bye-laws shall for the time being be entitled to act for such Council.

'The Secretary' shall mean the Secretary appointed by the Council.

Words denoting the singular number shall include the plural number also and *vice versa*; words denoting the masculine gender only shall include the feminine gender also and words denoting persons only shall include corporations.

MEMBERSHIP

3. Membership of the Institute shall not be refused on the basis of nationality, residency status, race, colour, creed or any other characteristics protected by law.

4. All Members shall register with the Institute a physical or electronic address to which communications and notices are to be sent and shall notify the Institute of any change to their address.

MEMBERSHIP APPLICATIONS

5. All applications for Membership must be made on the application form prescribed for the time being by the Council.

6. The application shall be forwarded to the Secretary or any other person designated by them and a list of candidates applying for Membership shall be exhibited in a conspicuous place either at the Headquarters of the Institute or on the website of the Institute or in such other manner as Council deems appropriate, including by electronic means, for one week.

7. The acceptance of applications for Membership is entrusted to the Director who shall have an absolute discretion as to the selection of Members from eligible candidates and as to the manner in which such selection shall be carried out. The Secretary to the Council shall be notified of any applications rejected by the Director and shall notify the Council accordingly. Candidates rejected by the Director shall have a right of appeal to the Chair of the Institute.

8. Notice shall be given promptly to every new Member together with a copy of the Charter and the Bye-laws and terms and conditions of Membership of the Institute.

9. The Council shall have power to appoint as Honorary Members distinguished persons eligible for Membership, whose association with the Institute may be considered advantageous, or who have rendered a special service to the Institute. Honorary Members shall be entitled to all the privileges of Membership but they shall not be entitled to vote or fill any Office in the Institute.

10. Any Member may withdraw from the Institute by signifying their wish to do so in writing addressed to the Secretary at the Headquarters of the Institute in London, provided that such withdrawal shall only be effective as at the end of the financial year of the Institute in which such notice shall have been given and if such Member shall have duly paid the annual subscription in respect of such year. Such Member shall on or before their withdrawal as a Member return all books or other property borrowed by him from the Institute and shall pay full compensation for any such books or other property, which shall be lost, damaged or which is otherwise not forthcoming.

11. Neither the name of the Institute nor the address of the Headquarters of the Institute shall be used as an address on any letter or document or for propaganda of any kind, or on any prospectus of a public company, or as a registered address of a company or organisation, nor shall the Institute or the Headquarters of the Institute be used by any Member as their address.

TERMS OF MEMBERSHIP

12. The terms and conditions of Membership of the Institute shall be such as shall from time to time be determined by the Council. Any person who in the opinion of the Director is in serious breach of the terms and conditions of Membership or of the provisions of the Charter or these Bye-laws will have their Membership revoked. Any

Member whose Membership is so revoked by the Director will have a right of appeal to the Chair (or in the Chair's absence the Deputy Chair) of the Institute, whose decision shall be final.

13. All subscriptions shall be due and payable each year, on the anniversary of the acceptance of their applications or on such other day as the Council may notify the Members from time to time.

14. No Member shall be entitled to vote or to enjoy any privileges of the Institute so long as their subscription shall be in arrear.

ANNUAL GENERAL MEETING

15. The Annual General Meeting shall be held in the month of July or as near to that month as the Council may find possible.

16. Notice of this Meeting shall be sent to every Member of the Institute who has registered an email address or a physical address for service in the United Kingdom, not less than fourteen days before the day of the Annual General Meeting. Such notice shall be in the form prescribed for the time being by the Council.

17. The accidental omission to give notice to any Member entitled to receive notice of any Meeting of the Institute or the non-receipt of notice by any such Member shall not invalidate anything done at the Meeting.

18. The scope of the business which may be transacted at this Meeting shall be to receive and consider the Annual Report of the Council, to consider the accounts, to consider and elect candidates to fill the vacancies on the Council in accordance with regulations laid down by the Council from time to time, and in offices of the Institute, to elect Auditors for the ensuing year, 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 Meeting.

19. For the purpose of filling the vacancies on the Council, occurring annually under the provisions of Bye-law 37(a), the Council shall invite nominations from the Members of the Institute. Any such nomination must be made in writing by not less than two Members of the Institute and must be forwarded with the consent in writing of the candidate to the Chair of the Council or delivered to the Secretary at the Headquarters of the Institute in London not less than twenty-eight days previous to the date of the Annual General Meeting. No Member may nominate more than one candidate for the office of Councillor in any one year. The Council also may nominate Members for the office of Councillor not exceeding a number sufficient to fill the vacancies in any year. A nominations committee, appointed by Council, shall consider all valid nominations put forward and shall have sole discretion in deciding the suitability of the nominations to be placed before the Membership for them to elect. If a candidate is not put forward for election, then within 7 days of being notified that they are not being put forward, that candidate may appeal in writing to the Chair, whose decision will be final. The voting list shall be in alphabetical order giving the name and address of each candidate and stating by whom each is nominated. Where the number of candidates nominated does not exceed the number of vacancies it shall be exhibited

at the Headquarters of the Institute, on the website of the Institute or in such other manner as Council deems appropriate, including by electronic means, not less than one week before the Annual General Meeting and in any other case shall be sent not less than one week before the Annual General Meeting to every Member who has registered an address under Bye-law 4. If the number of candidates put forward by the nominations committee does not exceed the number of vacancies the candidates so nominated shall be deemed to be elected to fill the office of Councillor without any vote being taken at the Annual General Meeting. If the number of candidates put forward by the nominations committee is in excess of the number of vacancies a vote shall be taken by ballot of the Membership in such manner as the Council may from time to time prescribe by regulations. No vote may be given for any candidate whose name does not appear in the voting list and no name may be added to such list after the same has been exhibited or circulated, as the case may be. Any vote given for a candidate who is not on the voting list shall be invalid. The voting list shall be in the form prescribed for the time being by the Council.

EXTRAORDINARY GENERAL MEETINGS

20. The Council may at any time call an Extraordinary General Meeting of the Institute and it shall do so whenever a requisition signed by fifty Members of the Institute and stating the object of the Meeting is delivered to the Chair of the Council or to the Secretary at the Headquarters of the Institute in London.

21. Two weeks' notice at least of the time and date and the object for which, every Extraordinary General Meeting is to be held shall be sent to every Member who has registered an address in the United Kingdom. No business other than that of which notice has been so given shall be entered upon or discussed at such Meeting.

PROCEEDINGS AT GENERAL MEETINGS OF THE INSTITUTE

22. Twenty Members of the Institute present in person or by such other means as the Council shall from time to time decide is suitable for the proceedings to take place such that each participant is able to communicate with all the other participants, shall be a quorum at a General Meeting of the Institute except in the case of an Extraordinary General Meeting summoned on the requisition of Members of the Institute under Bye-law 20, when fifty Members must be present to form a quorum. If neither the Chair or Deputy Chair of the Council is present within fifteen minutes after the time appointed for holding such Meeting the Members present shall choose one of their number to take the Chair.

23. If within half an hour of the time appointed for the Meeting a quorum is not present, the Meeting shall stand adjourned to the same day in the next week at the same time or such other more convenient day or time as the Chair of the Council may determine, and if at such adjourned meeting a quorum is not present those Members who are present may constitute a quorum and may transact the business for which the Meeting was called.

24. Every question submitted to the Meeting other than the election of members of the Council shall be decided by a show of hands or such other method of voting as the Council may determine. Every Member present shall have one vote and no more except

in the case of an equality of votes, when the Chair shall have a casting vote in addition to the vote to which they are entitled as a Member of the Institute. No vote shall be given by proxy.

25. At any Meeting a declaration by the Chair of the Meeting that a resolution has been carried, or carried by a specified majority, or lost or not carried by a specified majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or relative proportion of the votes recorded in favour of or against such resolution.

26. The Chair of the Meeting may with the consent of the Meeting adjourn the same from time to time.

PRESIDENTS

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.

HONORARY PRESIDENTS

28. The Prime Minister of the United Kingdom shall be entitled to be an Honorary President, ex officio, as shall also the Prime Minister or Head of Government of any other territories as designated by Council.

Other suitable persons may on the nomination of the Council be elected Honorary Presidents of the Institute by the Members at the Annual General Meeting, such persons shall hold office for one year and be eligible for re-election.

29. Honorary Presidents shall be entitled to all the privileges of Membership except that of voting. They shall not be liable to pay any entrance fee or annual subscription.

THE COUNCIL

30. The Councillors of the Institute shall constitute the Board of Trustees of the registered Charity, known as the Royal Institute of International Affairs for legal purposes. The government of the Institute and the management of its concerns are vested in the Council. In addition to the powers and authorities conferred on Council by these Bye-laws, or otherwise, the Council may exercise all such powers and do all such acts and things as may be exercised or done by the Institute which are not expressly reserved by the Charter or these Bye-laws to General Meetings of the Institute. The powers and authorities of Council are subject, nevertheless, to the provisions of the Charter and of these Bye-laws and to any regulations from time to time made by the Institute in General Meeting. No regulations made by a General Meeting shall invalidate any prior act of the Council which would have been valid if such regulations had not been made.

31. 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:

a) To purchase or otherwise acquire on behalf of the Institute any property, rights or privileges which the Institute is authorised to acquire, at such price and generally on such terms and conditions as they may think fit.

(b) To sell or mortgage any part of the property or rights of the Institute for such prices or amounts and generally on such terms as they may think fit.

(c) To establish branches of the Institute throughout the Commonwealth and elsewhere and to frame Bye-laws or approve rules for the regulation of such branches and generally to determine their constitution, and to appoint and establish such local or district councils, boards or committees for the management of such branches or otherwise for the management of the affairs of the Institute in any part of the Commonwealth and elsewhere, and to withdraw recognition of any branch so formed if in the opinion of the Council this shall be necessary.

(d) To make, repeal, alter or vary rules or regulations as to the terms of Membership and life Membership, as to the method of voting for the election of members of the Council at the Annual General Meeting, as to the use of the Headquarters of the Institute, the holding of all Meetings of the Institute, the reading of papers and the holding of discussions.

32. Every Member shall be eligible to be nominated to be a member of the Council.

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.

34. The Council shall have power to fill up any vacancies occurring in the Council during the interval between the Annual Meetings.

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.

36. The continuing members of the Council may act notwithstanding any vacancies on Council.

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 Chair, 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 Chair 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.

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.

43. The Council shall elect from their number a Chair and a Deputy Chair. The Chair and Deputy Chair shall be elected to serve for three years and shall be eligible for re-election for successive terms of three years. At any meeting, in the absence of the Chair and Deputy Chair, those present shall select one of their number to be the Chair of the Meeting.

44. A Meeting of the Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Bye-laws vested in or exercisable by the Council generally.

45. Minutes of the proceedings of every Meeting of the Council shall be taken, and, when approved as correct at a subsequent Meeting of the Council, shall be signed by the Chair of such Meeting, and retained by the Secretary.

46. The accounts of the Institute shall be examined from time to time by the Council. The Annual General Meeting shall be presented with a statement of audited accounts agreed by Council, together with a report on the general affairs of the Institute during the preceding year.

47. All acts done by any Meeting of the Council or by any committee appointed by the Council under Bye-law 48 shall not be invalidated, if it shall afterwards be discovered that there was some defect in the appointment of all or any of the members of the Council or of such committees.

COMMITTEES

48. The Council may appoint from time to time such committees as may be deemed necessary. Such committees may include members who are not members of the Council.

49. The Chair of the Council, the Deputy Chair of Council, the Honorary Treasurer and the Honorary Secretary or Honorary Secretaries shall be ex officio members of all committees.

PROCEEDINGS OF COMMITTEES

50. Every committee shall in the exercise of the powers delegated to it conform to any regulation which may from time to time be imposed upon it by the Council and no act, order or resolution of any committee shall bind the Institute unless it be done by the direction and authority of the Council or be ratified by them.

THE CHAIR OF THE COUNCIL

51. It shall be the duty of the Chair of the Council:

- (a) to serve as Chair of the Board of Trustees of the Institute (The Council).
- (b) to chair meetings of Council and the Annual General Meeting and Extraordinary General Meetings of the Institute.
- (c) to chair meetings of the committees of Council as required.
- (d) to ensure that the Bye-laws and resolutions of the Council are carried out.
- (e) to promote the aims and objectives of the Institute and a strategy directed to this end.

52. When prevented from being present at the Meetings of the Council or of the Members, or from otherwise attending to the current business of the Institute, the Chair of the Council shall give timely notice to the Secretary in order that the Deputy Chair or some other member of the Council to be selected by the Council may act in the Chair's place.

THE HONORARY TREASURER

53. The Honorary Treasurer shall be elected by the Members at the Annual General Meeting and shall hold office for three years but shall be eligible for re-election. In the event of the Honorary Treasurer's death or retirement during their term of office the Council may appoint an Honorary Treasurer to act until the next Annual General Meeting of the Institute.

54. The Honorary Treasurer shall advise Council on financial matters and cause financial statements to be brought to Council as and when required for their approval.

THE DIRECTOR

55. The Director of the Institute shall be appointed by the Council at such salary as shall be fixed from time to time. It shall be the duty of the Director:

- (a) under the guidance of Council, to devise and recommend to the Council strategies and priorities for the Institute;
- (b) to lead, administer and supervise the staff of the Institute;

- (c) to ensure sound financial management;
- (e) to ensure the intellectual quality of the Institute, promote the Institute's independence, and enhance its reputation;
- (f) to lead representation of the Institute at home and abroad;
- (g) to have regard to the interests of the Membership;
- (h) to approve applications for Membership of the Institute;
- (i) to revoke the Membership of any Member who is in serious breach of the terms and conditions of Membership subject to the provisions in Bye-law 12.

THE SECRETARY

56. The Secretary to the Council shall be appointed by Council. The Secretary shall support the Chair and Council in the management of Council and Institute business.

57. All communications relating to the business of the Council shall be addressed to the Secretary of the Institute. The Secretary shall advise the Council members in the discharge their responsibilities as Trustees and shall be responsible for producing the minutes of Council meetings, the Annual and any Extraordinary General Meetings and all committee meetings.

58. The Secretary shall be responsible for completion and submission of all statutory returns and accounts to the relevant authorities.

THE SEAL

59. The Institute shall provide for the safe custody of the seal of the Institute which shall never be used except by the authority of the Council previously given, in the presence of two members of the Council at the least who shall sign the instruments to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council and be recorded in the minutes of the proceedings of the Council.

ACCOUNTS

60. The Council shall cause true accounts to be kept of the receipts and expenditure of the Institute and the matters in respect of which such receipts and expenditure take place and of the assets, credits and liabilities of the Institute.

61. At the Annual General Meeting of the Institute in each year the Council shall lay before the Institute an audited account and balance sheet as required by the Charter. These financial statements shall give a true and fair view of the state of the affairs of the Institute at the end of the financial year and of the income and expenditure for that period.

62. The Council shall lay before every Annual General Meeting of the Institute a report on the state and condition of the Institute and the progress of its work.

AUDITS

63. In the event of a vacancy arising in the office of auditor, the Council shall appoint an auditor to fill that vacancy to hold office until the next Annual General Meeting.

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

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.

INDEMNITY

67. Every member of the Council shall be indemnified by the Institute against all costs and losses for which they may become liable by reason of any act in the discharge of their duty. Any officer or servant of the Institute shall be similarly indemnified against costs, losses and expenses to which they may become liable by reason of any act in the discharge of any duty performed for and with the authority of the Council.

ALTERATION OF BYE-LAWS

68. 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 Meeting, provided that such proposed alteration shall have been exhibited in a conspicuous place in the Headquarters of the Institute or on the website of the Institute or in such other manner as Council deems appropriate, including by electronic means, for at least one calendar month previous to the Meeting at which it shall be submitted.

69. Any fifty Members may propose to the Council any new Bye-law or the alteration or repeal of any existing Bye-law, by letter addressed to the Secretary, and if dissatisfied with the answer of the Council, they may require that their proposition be referred to an Extraordinary General Meeting which the Council shall convene for that purpose within one calendar month after receiving such requisition.

70. No repeal or alteration of any of these Bye-laws or additions thereto shall be considered valid unless concurred in by three-quarters of the Members present and

voting in each case, and until approved in the manner provided in Article 15 of the Charter.