



*At the Court at Buckingham Palace*

THE 10th DAY OF JUNE 2015

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY  
IN COUNCIL

The following Report of a Committee of the Privy Council dated 26th May 2015 was today considered:-

“YOUR MAJESTY was pleased, by Your Order of 11th February 2015, to refer to this Committee a Petition on behalf of the Learned Society of Wales, praying for the grant of a Charter of Incorporation:

“THE COMMITTEE have accordingly considered the Petition and have agreed to report it as their opinion that a Charter may be granted in terms of the annexed Draft.”

HER MAJESTY, having taken the Report and the Draft Charter accompanying it into consideration, was pleased, by and with the advice of Her Privy Council, to approve them. It is accordingly ordered that the Right Honourable the Lord High Chancellor of Great Britain should cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Charter in conformity with the annexed Draft.

*Richard Tilbrook*

# ELIZABETH THE SECOND

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

## TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS a humble Petition has been presented unto Us by the Learned Society of Wales (hereinafter called the “Current Society”) incorporated in the year of Our Lord two thousand and ten under the Companies Act 2006 praying that we might be pleased to grant to it a Charter of Incorporation for the object of advancing learning and knowledge, and thereby promoting and contributing to scientific, cultural, social, environmental and economic development within Wales and beyond:

NOW THEREFORE know ye that We, having taken the said Petition into Our Royal Consideration, have been pleased, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion, hereby to grant and declare, for Us, Our Heirs and Successors, as follows:

### **The Learned Society of Wales**

1. The persons now members of the Current Society and all others who may hereafter become members of the Body Corporate hereby constituted shall forever hereafter be one Body Corporate by the name of the “Learned Society of Wales” (hereinafter referred to as the “Society”) and by that name shall have perpetual succession and a Common Seal with power to break, alter and make anew the said Seal from time to time at their will and pleasure and shall and may by the same name sue and be sued in all Courts in all manner of actions and proceedings and shall have power to do all other matters and things incidental to or appertaining to a Body Corporate.

### OBJECTS

2. The objects of the Society shall be for the benefit of the community, to advance education, learning, academic study and knowledge, so as to result in contributing to scientific, cultural, social, environmental and economic development within Wales and beyond.

### POWERS

3. Subject to this Our Charter and the Bye-laws, and to the extent only that such powers shall be consistent with its objects, the Society shall have the following powers:
  - (i) to carry on a learned society for Wales comprising Fellows and Affiliates of the Society;
  - (ii) to prescribe the conditions under which persons may be admitted as Fellows of the Society;
  - (iii) to confer Honorary Fellowships and other honorary awards and distinctions on persons approved by the Society;
  - (iv) to organise public lectures, meetings, debates and conferences;
  - (v) to publish newsletters, journals and reports, and other publications related to the activities and objects of the Society;

- (vi) to engage in outreach activities of all kinds;
- (vii) to participate in, support, fund and disseminate research, innovation and other activities relating to the advancement of learning, scholarship or knowledge;
- (viii) to advance public discussion and interaction on matters of national and international importance;
- (ix) to assist the institutions and people of Wales to participate at the highest level in the international world of learning and scholarship, and to promote the academic excellence and achievements of Wales to the wider world;
- (x) to institute and award scholarships, studentships, bursaries and prizes;
- (xi) to institute such staff appointments as the Society may require, to appoint and employ persons, to remove them from such appointments and to prescribe their conditions of service;
- (xii) to co-operate by whatever means with other persons, institutions, bodies or associations to further the objects of the Society, including, but without limitation, by establishing with them companies, trusts, and other associations or bodies or by participating with them in joint ventures or joint working arrangements;
- (xiii) to demand, charge and receive fees and subscriptions in respect of the granting and tenure of membership of the Society in accordance with Bye-law 3 or Affiliate status of the Society in accordance with Bye-law 12 or in respect of any of the Society's activities;
- (xiv) to take such steps as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society and to raise money in such other manner as the Society may deem fit;
- (xv) to act as trustee or manager of any property, endowment, legacy, bequest or gift made to the Society to further the objects of the Society and to invest any funds as the Society may think fit;
- (xvi) to provide research, consultancy and advisory services;
- (xvii) to acquire hold and dispose of property of any kind;

- (xviii) to maintain, manage, deal with, dispose of and subject to the provisions of this Our Charter and of the Bye-laws to invest all the property, money, assets and rights of the Society in such stocks, funds, shares, securities or investments (other than land) whatsoever and wheresoever situate as the Society shall think fit or in the purchase of land in Our United Kingdom whether by way of investment or for occupation and subject or not subject to leases or tenancies and to vary any investments including the realisation of existing investments and to re-invest the net proceeds of the realisation, provided that in the case of moneys held by the Society as trustee the powers hereby conferred shall be exercised subject to the provisions of the law relating to investment by trustees;
- (xix) to borrow and raise money and secure or discharge any debt or obligation of or binding on the Society for the purpose of the objects of the Society in such manner as may be thought fit, and in particular, but without limiting the generality of the foregoing, by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Society, or by the creation and issue of bonds, debentures, debenture stock or other obligations or securities of any description;
- (xx) to do all such other acts and things as may further the objects of the Society;
- (xxi) to take over all the assets, undertakings and obligations of the Current Society and for such purpose to enter into all such contracts (including contracts of indemnity) as may be necessary or desirable.

#### APPLICATION OF INCOME AND PROPERTY

- 4.1 The income and property of the Society shall be applied solely towards the promotion of its objects as set out in this Our Charter and subject to this Article 4 no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Society and no Council member shall (except as hereinafter expressly mentioned) be appointed to any post of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society.
- 4.2 Provided that nothing herein shall prevent the payment or provision in good faith by the Society:

- (i) of any sum to any Affiliate which is a registered charity;
- (ii) of reasonable remuneration to any member or to any Council member in return for services provided to the Society provided any remuneration to a Council member for the provision of services under this clause is in accordance with the provisions of Charity Law;
- (iii) of interest on money lent to the Society by any member or by any Council member at a reasonable rate per annum not exceeding 2 per cent less than the base lending rate for the time being prescribed by the Society's bankers or 3 per cent whichever is the greater;
- (iv) of reasonable and proper out-of-pocket expenses incurred by any member or by any Council member in connection with his or her attendance to any matter affecting the Society;
- (v) of reasonable and proper rent for premises demised or let by any member or by any Council member;
- (vi) of fees remuneration or other benefit in money or moneys worth to any company of which a Council member may also be a member holding not more than 1/100th part of the capital;
- (vii) of any premium in respect of any indemnity insurance to cover the liability (including in respect of legal and other professional fees) of the Council members (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence default breach of trust or breach of duty of which they may be liable in relation to the Society: Provided that any such insurance shall not extend so as to cover any individual Council member against the consequences of his or her own fraud or deliberate wrongdoing or from having to repay to the Society any sums which he or she had wrongfully received from the Society;
- (viii) to any Council member of any sum or benefit which it is lawful for a charity from time to time to pay or to provide to one of its trustees.

PROVIDED ALWAYS in each case that no such person shall be entitled to vote upon any resolution relating to any payment to or benefit conferred upon himself or herself.

#### CHARTER FELLOWS AND FELLOWS

- 5.1 The Founding Fellows of the Current Society and other Fellows of the Current Society as at the date of this Our Charter shall be appointed as Charter Fellows from the date of this Our Charter.
- 5.2 There shall be further Fellows in circumstances prescribed by the Bye-laws and Regulations made thereunder.

#### AFFILIATES

- 6. There may also be Affiliates in circumstances prescribed by the Bye-laws and Regulations made thereunder.

#### THE COUNCIL

- 7.1 There shall be a Council in which shall be vested the government and control of the Society and its affairs subject to the provisions of this Our Charter, the Bye-laws and Regulations made thereunder.
- 7.2 The Council shall consist of such number of persons with such qualifications and to be elected, appointed, nominated or constituted in such manner and to hold office for such period and on such terms as to re-election, re-appointment, re-nomination, removal or otherwise as shall be prescribed by the Bye-laws and Regulations made thereunder.

#### THE PRESIDENT AND CHAIR OF COUNCIL

- 8. There shall be a President and Chair of Council who shall ordinarily preside at meetings of the Council and at General Meetings and there shall be one or more Vice-Presidents, appointed and elected in accordance with the Bye-laws and Regulations made thereunder.

#### GENERAL MEETINGS

- 9. There shall be such General Meetings and such other meetings of the Society as may be convened in accordance with the Bye-laws and Regulations made thereunder.

#### AMENDMENT OF THE CHARTER

- 10. The Society, by Special Resolution, may from time to time repeal, alter or add to any of the provisions of this Our Charter and such repeal, alteration or addition

when allowed by Us, Our Heirs and Successors in Council have effect so that this Our Charter shall thenceforth continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as repealed, altered or added to in manner aforesaid.

#### AMENDMENT OF THE BYE-LAWS

11. The Society may from time to time make new Bye-laws or repeal, alter or add to any of the Bye-laws in any manner which is not inconsistent with the express provisions of this Our Charter. But no new Bye-law and no repeal, alteration or addition of or to the Bye-laws shall take effect unless and until the same shall have been approved by a resolution of not less than two thirds of the Council members and until it shall have been approved by the Lords of Our Most Honourable Privy Council of which approval a certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence.
12. The Bye-laws may direct that any matter which pursuant to this Our Charter might be prescribed or regulated in the Bye-laws may be further prescribed or regulated by Regulations, provided that such Regulations shall not be repugnant to the provisions of this Our Charter or the Bye-laws.
13. The Bye-laws scheduled to this Our Charter shall constitute the Bye-laws of the Society until the same shall have been repealed, altered or added to in manner aforesaid.

#### SURRENDER OF CHARTER

- 14.1 The Society may in pursuance of a Special Resolution surrender this Our Charter and any Supplemental Charters subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and wind up or otherwise deal with the affairs of the Society (in particular the termination of contracts of employment of and all necessary consequential payments to persons employed for the purposes of the Society) and settle all liabilities lawfully incurred by the Society in such manner as shall be directed by such General Meeting or in the default of such directions as the Council shall

think fit having due regard to the liabilities of the Society for the time being, and the members shall to the extent that funds available from other sources are insufficient for the purpose provide the Council with any necessary funds out of the property of the Society.

- 14.2 If upon the winding up or a dissolution of the Society there remains after the satisfaction of all debts or liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Society but shall be given to or transferred to such other charitable institution or institutions in Wales as the members shall decide, having objects in regard to education similar to the objects of the Society and having provisions or regulations prohibiting the distribution of its or their income and property amongst its or their members to an extent at least as great as that imposed by Article 4 hereof, and if and so far as effect cannot be given to this provision then to some other charitable object or purpose in Wales or relating to Wales.

#### CONCLUSION

And We do hereby for Us Our Heirs and Successors grant and declare that this Our Charter shall be in all things good firm valid and effectual according to the true intent and meaning of the same and shall be taken construed and adjudged in all Our Courts of law and elsewhere in the most favourable and beneficial sense and for the best advantage of the Society any mis-recital, non-recital, omission, defect, imperfection, matter, or thing whatsoever notwithstanding.

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

WITNESS Ourselves at Westminster the \_\_\_\_\_ day of

\_\_\_\_\_ in the \_\_\_\_\_ year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

# SCHEDULE

## Bye-laws of the Learned Society of Wales

### 1. Interpretation

1.1 In the Charter and these Bye-laws the singular shall include the plural and vice versa and unless the context otherwise requires:

“Annual General Meeting” has the meaning given in Bye-law 13.1.

“Charter Fellows” means the persons appointed in accordance with Article 5.1 of this Our Charter.

“Clerk” means the person appointed under Bye-law 16 as the clerk to the Council.

“Committee” means a committee of the Council created in accordance with Bye-law 5.4.

“Council” means the governing body of the Society.

“Council member” means any person elected or otherwise appointed to the Council in accordance with Bye-law 3 and Regulations made thereunder.

“Fellows” mean all categories of Fellows of the Society appointed or elected in accordance with this Our Charter, the Bye-laws and Regulations made thereunder.

“General Meeting” means a meeting convened in accordance with Bye-law 13.

“In writing” means written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including electronic form.

“Members” means the Fellows of the Society except those elected in accordance with Bye-laws 11.1 and 11.2 and Regulations made thereunder.

“Officers” means the Officers of the Society appointed in accordance with Bye-law 9 and Regulations thereunder.

“Ordinary Resolution” means a resolution passed by a simple majority of the members present and voting at a General Meeting.

“Regulations” means Regulations made by the Council in accordance with this Our Charter and the Bye-laws.

“Special Notice” means notice of the intention to move a resolution given to the Society at least 28 days before the General Meeting at which the resolution is moved.

“Special Resolution” means a resolution passed by not less than two thirds of the members present and voting at a General Meeting.

“Bye-laws” mean the Bye-laws set out in the Schedule hereto as amended from time to time.

Unless the context otherwise requires, words defined in this Our Charter and in the Bye-laws shall have the same meaning in Regulations.

### 2. Membership

2.1 All Fellows except those elected in accordance with Bye-laws 11.1 and 11.2 shall be members of the Society.

2.2 Every person who is entitled or has been admitted to membership of the Society shall either give his or her written consent to act as a member beforehand or sign the register of members on becoming a member.

2.3 A person shall cease to be a member on ceasing to be a Fellow, and vice versa.

### 3. Council

3.1 The Council members shall initially be the persons who at the date of this Our Charter are members of the Council of the Current Society. The Council members shall thereafter be such as are nominated, elected, co-opted, appointed and re-appointed in accordance with the Regulations.

3.2 The Council shall consist of:

- (i) no fewer than ten members; and
- (ii) such persons as the Council may co-opt in accordance with Regulations.

3.3 No defect in the qualification, appointment, election or continuance in office of any Council member shall invalidate any proceedings or decision of the Council or of any Committee in which he or she participated, unless it can be established that any decision of the Council would have been different had he or she not participated in it or proceedings relating to it.

### 4. Tenure of Office of Council Members

4.1 At its first meeting the Council shall adopt Regulations for determining the terms of office of the initial Council members, so as to ensure that their terms of office are staggered, with no initial Council member having a term of office which exceeds four years.

4.2 Council members shall thereafter hold office for such term as may be determined by the Regulations (but which shall expire not later than the end of the fourth Annual General Meeting after that during which they were appointed).

4.3 No person shall be eligible for appointment as a Council member if, on the date of the

appointment taking effect, the person in question is under the age of 18.

4.4 A Council member shall cease to be a Council member if he or she:

- (i) ceases to be a Fellow; or
- (ii) resigns his or her office as Council member by one month's notice in writing to the Clerk, such resignation being effective from the date of receipt of the notice or date of resignation specified therein whichever shall be the latter; or
- (iii) becomes a patient as defined in the Mental Health Act 1983; or
- (iv) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (v) is absent from attendance at meetings of the Council continuously for a period of twelve months without special leave of absence from the Council, and the Council passes a resolution that he or she has by reason of such absence vacated office; or
- (vi) is unable or unfit to discharge the functions of a Council member, and the Council passes a resolution that he or she is, by reason of being unable or unfit to discharge the functions of a Council member, removed from office; or
- (vii) is removed from office by Special Resolution at a General Meeting provided that Special Notice of the Special Resolution has been given.

4.5 Subject to the Regulations, the Council may appoint an individual to fill a casual vacancy in the office of Council member.

## **5. Powers and Duties of the Council**

5.1 Subject to the other provisions of these Bye-laws, the Council has responsibility for the entire control and management of the Society.

5.2 The functions and duties of the Council shall (without limitation) include:

- (i) the determination of the educational activities of the Society;
- (ii) approving the annual estimates of income and expenditure and the annual accounts of the Society;
- (iii) the supervision of the Society's activities;
- (iv) the effective and efficient use of resources, the solvency of the Society and safeguarding its assets;
- (v) approving plans and formulating policy of the Society;
- (vi) the creation and dissolution of such appointments of the Society as it may consider appropriate in connection with the exercise of its functions, and the determination of the grading, pay and conditions of such staff.

5.3 No decision made by the Council in respect of any of the matters provided for under Bye-laws 5.2(i) and (ii) shall take effect unless it shall have been approved by a resolution passed by not less than two thirds of the Council members present and voting. All other decisions made by the Council

may be approved by a resolution passed by a simple majority of the Council members present and voting.

5.4 Subject to the other provisions of these Bye-laws, the Council may create, dissolve and set terms of reference for such Committees of the Council as it sees fit, which may include persons who are not Council members.

5.5 Subject to Bye-laws 5.6 and 5.7 and to any other restrictions on delegation imposed by these Bye-laws or by law, the Council may delegate to any Committee of the Council, to the President and Chair or Vice-President of the Council, to the Clerk or to another Officer or member of staff, and on such terms and conditions as it shall from time to time think fit, the exercise of all or any of the powers and duties conferred upon it by these Bye-laws.

5.6 The Council shall not delegate any matter relating to:

- (i) changes to the Charter of the Society, including its objects and name;
- (ii) the distribution of any surplus following dissolution of the Society;
- (iii) the determination of the educational character and mission of the Society;
- (iv) the removal of a Fellow or Council member;
- (v) the approval of the annual estimates of income and expenditure of the Society and the approval of the annual accounts for submission to the Society in General Meeting and all matters referred to in Bye-law 18.2;

- (vi) ensuring the solvency of the Society and the safeguarding of its assets;
  - (vii) the approval, revoking, amendment or variation of Regulations or any of them;
  - (viii) any act or thing which under or by law cannot be delegated.
- 5.7 The Council shall not delegate to any person who is not a Council member or to any body or Committee that does not consist of a majority of Council members the authorisation of expenditure of any moneys or the disposal of any assets of the Society except in accordance with such procedures and within such limits as the Council deems reasonably necessary for the proper performance by such person or body of the functions assigned to that person or body and notified to them accordingly.

## **6. Council Regulations**

- 6.1 Regulations may be made by the Council and the power to make Regulations shall include the power to amend, alter, repeal or add to any Regulation.
- 6.2 All Regulations shall be subject to the provisions of this Our Charter and the Bye-law. In the event of any conflict between: (a) the Regulations, and (b) the provisions of this Our Charter and the Bye-laws, the latter shall prevail.
- 6.3 No Regulation made by the Council in respect of any of the matters provided for under Bye-laws 5.2(i) and 5.2(ii) shall take effect unless it shall have been approved by a resolution passed by not less than two thirds of the Council members present and voting. All other Regulations may be approved

by a resolution passed by a simple majority of the Council members present and voting.

## **7. Proceedings of the Council**

- 7.1 The Council shall meet in person, or, by agreement, using electronic communication.
- 7.2 The quorum for meetings of the Council shall be the lesser of eight Council members or one third (or the next higher whole number) of the Council members but in any event no fewer than four Council members. No business shall be transacted at any meeting of the Council unless a quorum is present.
- 7.3 If no quorum is present within half an hour from the time for which the meeting was called or if a quorum ceases to be present at any time during the meeting, the meeting shall be adjourned to a date to be determined by the Chair.
- 7.4 The Council shall cause minutes to be made for the purpose of recording all proceedings, resolutions and decisions of the Council and of its Committees.
- 7.5 Questions arising at a meeting of the Council shall be decided by a majority of votes and in the case of an equality of votes the Chair of the meeting shall have a second and casting vote.
- 7.6 Proceedings of the Council shall be as determined by the Council in Regulations from time to time.
- 7.7 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed, or proceeding had, at any meeting.

## **8. Code of Conduct and Interests of Council Members**

- 8.1 The Council shall maintain, publish and keep under review a code of conduct for Council members. The code of conduct shall (without limitation and without prejudice to Bye-law 8.2 or any Regulations made under it) include provisions for securing that the governance of the Society and the proceedings of the Council are conducted in accordance with the law, with integrity and in an accountable manner, and that any conflicts of interest are identified, and appropriately dealt with. Each Council member shall adhere to the code of conduct.
- 8.2 The Council may make such Regulations relating to conflicts of interest or other matters contained in the code of conduct as it determines from time to time.

## **9. Officers of the Society**

- 9.1 President and Chair of Council
- (i) The Council shall from time to time make Regulations for the nomination, election, appointment and re-appointment of the President and Chair of Council who shall be *ex officio* a Council member and who shall ordinarily preside at meetings of the Council and at General Meetings.
  - (ii) The President and Chair of Council shall be elected by the members of the Society from amongst their number.
  - (iii) Under procedures which shall be determined by Regulations, the members of the Society may remove the President and Chair of Council from office.

## 9.2 Vice-President(s)

- (i) The Council shall from time to time make Regulations for the nomination, election, appointment and re-appointment of one or more Vice-President(s).
- (ii) Vice President(s) shall be elected by the Council from amongst its numbers (other than the President and Chair of Council).
- (iii) Under procedures which shall be determined by Regulations, the Council may remove any Vice-President(s) from office.

## 9.3 Other Officers

- (i) The Council may make Regulations for the appointment, re-appointment and removal of the Treasurer, the General Secretary and such other Officers as it considers appropriate.

## 10. Fellows

10.1 Fellows shall be persons resident in Wales, persons of Welsh birth who are resident elsewhere and others with a particular connection with Wales; in each case, having a demonstrable record of excellence and achievement in one of the academic disciplines or, being members of the professions, the arts, industry, commerce or public service, having made a distinguished contribution to the world of learning.

10.2 Each year, such persons may be elected to be Fellows in a number to be determined by Regulations and under procedures to be determined by Regulations. Such Regulations shall include procedures for the removal of Fellows

in General Meeting and provisions regarding the privileges of Fellows.

## 11. Other Categories of Fellows and Affiliates

### 11.1 Honorary Fellows

- (i) Such persons may be elected to be Honorary Fellows whose excellence and achievement mean that their election to be Honorary Fellows is deemed to be of benefit to the reputation and activities of the Society.
- (ii) Honorary Fellows shall not be members or be entitled to vote at General Meetings or on any other Society business, but shall otherwise be entitled to all the privileges of being a Fellow.
- (iii) The procedure for the election and removal of Honorary Fellows shall be as set out in Regulations.

### 11.2 Further Categories of Fellows

- (i) The Council may by Regulations make provision for further categories of Fellows subject to such conditions as shall be set out in such Regulations.
- (ii) Such Regulations shall include procedures for the election and removal of such persons as Fellows and provisions relating to the privileges of such Fellows.
- (iii) Such Fellows shall not be members or be entitled to vote at General Meetings or on any other Society business, but shall have such privileges as shall be set out in Regulations.

### 11.3 Affiliates

- (i) The Council may by Regulations make provision for persons who are not Fellows or for corporate bodies to become Affiliates of the Society, subject to such conditions as shall be set out in such Regulations.
- (ii) Such Regulations shall include procedures for the election and removal of such persons or corporate bodies as Affiliates.
- (iii) An Affiliate shall not be a member or be entitled to vote at General Meetings or on any other Society business, but shall have such privileges as shall be set out in Regulations.

## 12. The Selection and Privileges of Fellows and Affiliates

12.1 The Council shall make and from time to time review Regulations determining the method of selecting appropriate candidates for election as Fellows and Affiliates and for their removal.

12.2 The Council shall make and from time to time review Regulations determining the privileges of being a Fellow or an Affiliate, including (but without limitation) such matters as what titles or other descriptions Fellows may adopt.

## 13. General Meetings

13.1 The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Society and

that of the next. The Annual General Meeting shall be held at such time and place in Wales as the Council shall determine.

13.2 The Council, any ten Fellows or the President and Chair of Council may call a General Meeting at any time by notice in writing to the Clerk, who shall convene a meeting as soon as possible.

13.3 The business of General Meetings shall include:

- (i) any repeal, alteration or addition to this Our Charter (including its dissolution and change of name);
- (ii) the removal of any Fellows and Affiliates or Council members;
- (iii) such other business as is specified in the notice.

13.4 No defect in the qualification, appointment, election or continuance in office of any member shall invalidate any decision of any General Meeting, unless it can be established that any decision of the General Meeting would have been different had he or she not participated in it or proceedings relating to it.

13.5 All members shall be entitled to be present at all General Meetings and to take part in the discussions and vote thereat.

#### **14. Notices**

14.1 A notice may be served by the Society upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at the registered address as appearing in the list of members or by electronic means as agreed by the member.

14.2 Any member described in the list of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served, shall be entitled to have notices served by post at such address, but, save as aforesaid, only those members who are described in the list of members by an address within the United Kingdom shall be entitled to receive notices from the Company unless they are to be served electronically.

14.3 Any notice, if served by first-class 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 certify that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice served electronically shall be deemed to have been served within twenty four hours of despatch.

14.4 Unless Special Notice is required, an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by at least 21 clear days' notice in writing, and all other General Meetings shall be called by at least 14 clear days' notice in writing. Each notice shall be inclusive both of the day on which it is served or deemed to be served and of the day for which it is given. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and shall be given to all members and the Society's auditors, each of whom shall be entitled to attend.

14.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a

meeting by, any person entitled to receive notice shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### **15. Proceedings at General Meetings**

15.1 The President and Chair of Council or, if absent, a Vice-President shall take the chair at a General Meeting, but if none of these is present within fifteen minutes after the time appointed for holding the same, the members present shall choose a Chair from amongst the members present.

15.2 The quorum for a General Meeting shall be the lesser of twenty or one third (or the next higher whole number) of the members, who shall be present in person or by proxy.

15.3 Except in the case of a General Meeting that shall have been adjourned in accordance with Bye-law 15.4, no business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business.

15.4 If no quorum is present within half an hour from the time for which a General Meeting was called, or if a quorum ceases to be present at any time during the meeting, the meeting shall be adjourned for a period of no more than 42 and no less than 28 days.

15.5 Questions arising at a General Meeting shall be decided by a majority of votes and in the case of an equality of votes the Chair of the meeting shall have a second and casting vote.

15.6 A General Meeting which shall have been adjourned and re-convened in accordance with Bye-law 15.4 may proceed to business in the absence of a quorum.

15.7 Subject to the other provisions of this Bye-law 15, proceedings at General Meetings shall be as determined by the Council in Regulations from time to time.

#### **16. The Clerk**

16.1 The Council shall appoint a Clerk to the Council, who shall act as secretary of the Society and undertake such other duties as the Council may determine, and may suspend or remove such person from that appointment. If required, the Council may from time to time appoint an Assistant Clerk or Clerks to act in the absence of the Clerk and may suspend or remove such person or persons from that appointment.

#### **17. Auditors or Independent Examiners**

17.1 The accounts of the Society shall be audited annually by auditors or independent examiners who shall be appointed by and whose duties shall be regulated by the Council.

17.2 No persons shall be appointed as auditors or independent examiners unless suitably qualified.

17.3 None of the following shall be eligible for appointment as auditors or independent examiners:

- (i) Fellows;
- (ii) Affiliates;
- (iii) staff of the Society;
- (iv) a person who is a business partner of or in the employment of any person described in (i) to (iii), above.

#### **18. Accounts and Financial Procedures**

18.1 The Council shall ensure that all matters relating to accounts and financial procedures shall be conducted in accordance with the law and such Regulations as the Council may make from time to time.

18.2 The Council shall cause to be prepared and to be laid before the Society in General Meeting such income and expenditure accounts, balance sheets, cash flow statements, group accounts (if any) and reports as are referred to in these Bye-laws or the Regulations.

18.3 Except as provided by law or authorised by the Council or an Ordinary Resolution, no member is entitled to inspect any of the Society's accounting or other records or documents merely by virtue of being a member.

#### **19. The Custody and Use of the Common Seal**

19.1 The Common Seal of the Society shall be in custody of such person as the Council may direct and shall not be affixed to any document save by the authority of the Council.

19.2 The use, authentication of use and reporting of use of the Common Seal of the Society shall be in the manner prescribed by Regulation.