



*At the Council Chamber, Whitehall*

THE 26th DAY OF JANUARY 2024

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

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

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*SCHEDULE*

REVISED BYE-LAWS OF THE ROYAL SOCIETY OF ST. GEORGE

1. The provisions of the Charter of Incorporation of the Society shall be strictly observed and in the event of any inconsistency between the provisions of the Charter and the provisions of the Bye-Laws the provisions of the Charter shall prevail.

*Badge and Motto and Armorial Bearings*

2.
  - (a) The motto of the Royal Society of St. George is "St. George for England" and a representation of St. George and the Dragon shall be the Society's badge for general use.
  - (b) The Society's Armorial Bearings, that is to say, Shield of Arms, Supporters, Crest and Heraldic Device or Badge having been granted under Royal Authority by Patent dated on St. George's Day 1990 belong and pertain to The Royal Society of St. George and any matters concerning them or their use and display by Members or Branches of the Society shall be referred to the Council of the Society for advice and/or decision.
  - (c) The Council shall have power from time to time to determine the design of and which badges or other insignia of the Society may be worn by all or any of the classes of Members and Associates and representatives of Affiliated Bodies and Corporate Bodies.

### *President*

3. The Society may, in accordance with the Charter, elect a President at the Annual General Meeting who will hold that position until the next Annual General Meeting. A retiring President may be eligible for re-election. The President may be a Member of the Society or such other person as shall from time to time accept nominations for that Office upon the invitation of the Council. The maximum term for a President to hold this position will be defined in the Society Regulations.

### *Vice-Presidents*

4. The Vice-Presidents shall be those persons who are at present Vice-Presidents of the Society together with such other persons as shall from time to time accept that Office upon the invitation of the Council in recognition of their work in promoting the objects of the Society. Vice-Presidents shall *ex-officio* be Full Members of the Society but shall be under no obligation to pay any subscription and shall serve a term as defined in the Society Regulations.

### *Members*

5. In addition to the Presidency and Vice-Presidencies there shall be a number of other classes of Members of the Society. These are Life Members, Fellows, Full Members, Joint Full Members, Branch Full Members, Branch Joint Full Members, Honorary Life Members, Junior or Youth Full Members, Junior or Youth Branch Full Members, Affiliated Body and Associated Body. The criteria for each of these classes of membership are defined in the Society Regulations.

Discontinued categories – individuals or bodies admitted to classes of membership that existed under previous Bye-Laws shall have the right to remain as members in that category so long as they fulfil the requirements stipulated at their time of joining even though no new applications to such categories are permitted.

6. Only those individuals who subscribe to the Objects of the Society as specified in Clause 3 of the Charter shall be eligible for membership.
7. Applications for election to Membership of the Society shall be in accordance with the terms defined in the Society Regulations.
8. The Council shall have power from time to time to specify the amount of the subscriptions payable by all or any of the classes of Members, having first sought approval at a General Meeting of the Society.
9. Subscriptions (including single payments due from Life Members) shall be payable under the terms defined in the Society Regulations.

### *General Meetings*

10. All Members, and Fellows, shall be entitled to attend at all General Meetings. In the case of Affiliated Bodies and Associated Bodies a maximum of two persons, shall be entitled to attend.
11. The Annual General Meeting of the Society shall be held once a year at such place and at such time (being not less than two months after the date of such determination) as the Council may determine.
12. The Council shall convene such a General Meeting, whenever so required in writing by the minimum number of Full Members representing the minimum number of Branches, as defined in the prevailing Society Regulations. If the Council does not within 21 days from the date of the deposit of the requisition proceed duly to convene a Meeting, the Members requiring the same, may themselves at the expense of the Society convene a Meeting in accordance in all other respects with the Bye-Laws, to be held not later than the expiration of three months from the said date of deposit.
13. At least 21 days' notice of every General Meeting of the Society (exclusive of the day on which the notice is served but inclusive of the day for which the Meeting is called) specifying the day and hour of the Meeting, and the general nature of the business to be transacted, shall be given by notice to every Member. In exceptional circumstances the Council might resolve that a General Meeting should be conducted by video-conference or a hybrid. In such cases the Council shall determine precisely how the meeting should be conducted so that the spirit of these Bye-Laws may be observed.

### *Proceedings at General Meetings*

14. The ordinary business of the Annual General Meeting of the Society shall be to receive and consider the Annual Report of the Council and the audited accounts, and to elect the President, an Independent Financial Examiner, and Members of the Council as it may choose to do consonant with Bye-Laws. (All other business transacted at any Annual General Meeting, and all business transacted at a General Meeting, shall be deemed special.)
15. Twenty persons entitled to vote, being personally present, shall be a quorum.
16. Any adjournment of the Meeting shall be in accordance with the terms defined in the Society Regulations.
17. Every question submitted to a General Meeting shall be decided in accordance with the terms defined in the Society Regulations.
18. At any General Meeting, a declaration by the Chairman of such Meeting that a Resolution has been carried or carried by a specified majority, or lost or not carried by a specified majority, shall be recorded. This shall be conclusive evidence without

proof of the number or proportion of the votes recorded in favour of or against such Resolution.

*Independent Financial Examiner(s)*

19. The Independent Financial Examiner or Examiners of the Society shall be elected annually at the Annual General Meeting of the Society. A retiring Independent Financial Examiner shall be eligible for re-election.

*The General Secretary*

20. A General Secretary shall be appointed to administer, in accordance with such instructions as are approved by the Council, the day-to-day affairs of the Society and in accordance with the terms defined in the Society Regulations.

*The Council*

21. The management of the affairs of the Society shall be vested in the Council, who, in addition to the powers and authorities by the Bye-Laws or otherwise expressly conferred upon them, may in respect of the affairs of the Society exercise all such powers and do all such things as may conduce to the furtherance of the objects of the Society and which are not by the Charter or by the Bye-Laws expressly directed or required to be exercised or done by the Society in General Meeting. The President shall have the right to attend the Council and to speak, move resolutions, but not to vote, and shall be deemed supernumerary.
22. The Council shall consist otherwise of not less than 15 persons including Officers, and not more than 25 persons.
23. At each Annual General Meeting, those candidates eligible under these Bye-Laws to stand for election to the Council from among Members of the Society shall be voted upon in such manner as the Chairman of the Meeting may approve or the Meeting alternatively resolve and in accordance with the terms defined in the Society Regulations.
24. The Council may also include one Member elected *by* any and each Branch at home or overseas with more than a certain number of Members, in accordance with the terms defined in the Society Regulations.
25. Council Members may serve in accordance with the terms defined in the Society Regulation.
26. The term of office for the Officers of the Society, namely the Chairman, Deputy Chairman, Vice Chairman, Honorary Secretary and Honorary Treasurer shall be in accordance with the terms defined in the Society Regulations.

27. If the Annual General Meeting shall not have elected sufficient members, the Council may make any elections or co-options in accordance with the terms defined in the Society Regulations.

*Vacation of Office by Members of the Council*

28. Members of the Council shall vacate Office and cease to be Members:
- (a) if they become incapable by reason of mental capacity;
  - (b) if they are adjudicated bankrupt or are the subject of a receiving order
  - (c) if by notice in writing to the General Secretary they resign from the Council;
  - (d) if being elected or co-opted they cease to be a Life Member, Fellow or Member;
  - (e) if they have been subject to a resolution that they should resign.
29. No persons (other than retiring Members of the Council) shall be eligible for election as Members of Council unless it is in accordance with the terms defined in the Society Regulations.

*The Executive Committee*

30. The Council shall appoint an Executive Committee to support the Council in the management of the affairs of the Society. The Executive Committee shall consist of the Honorary Officers and of other persons as defined in the Regulations.

*The Charitable Trust*

31. The duties and powers of the Society in relation to the Society's Charitable Trust (established by Declaration of Trust dated 16 August 1971) including the appointment of all Trustees shall be exercised by the Executive Committee.

*Proceedings of the Council and Executive Committee*

32. The Council and the Executive Committee may meet for the dispatch of business and adjourn and otherwise regulate their respective meetings and proceedings as they think fit in accordance with the terms defined in the Society Regulations.
33. Questions arising at any Meeting of the Council or the Executive Committee shall be decided by a majority of votes and in case of an equality of votes the Chairman of the Meeting shall have a second or casting vote.
34. A Meeting of the Council or of the Executive Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Bye-Laws vested in or exercisable by them generally. Policy decisions are the prerogative of the Council only.
35. The Council and the Executive Committee may delegate any of their powers to a Sub-Committee or Committees in accordance with the terms defined in the Society Regulations.

36. All acts done by any Meeting of the Council or the Executive Committee or any Sub-Committee or Committees shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of all or any of the Members thereof be as valid as if every such Member had been duly appointed.

#### *Branches*

37. The Branches of the Society existing on the date on which these Bye-Laws come into force shall continue to be Branches of the Society. New Branches may be established in any part of the world with the sanction of the Council. Each Branch shall have the right to elect a President and Vice-President(s) from time to time, and shall inform the Council of those elections.
38. The Charter, these Bye-Laws and other Rules and Regulations of the Society shall apply to all Branches throughout the United Kingdom. The Rules for overseas Branches shall be consistent with the provisions of the Charter and these Bye-Laws in so far as local law permits.
39. The Rules of a Branch shall prescribe the objects of the Branch which shall include the objects of the Society as stated in the Charter of the Society and also the qualifications for Membership of the Branch which shall correspond to those for membership of the Society and such Rules shall state the subscriptions payable by Members thereof, the rights and obligations of Branch Officers and their mode of election and tenure of office, the mode of management of the affairs of the Branch and in whom the management shall be vested, the keeping and examining of the Branch accounts and such other provisions as may be thought proper. Provided that the Rules of every Branch shall require a copy of its annual accounts to be sent to the General Secretary of the Society as soon as they shall have been adopted or subsequently amended.

#### *Administrative matters*

40. At the Annual General Meeting of the Society in every year the Council shall lay before the Meeting an income and expenditure account and balance sheet made up to the preceding 31st December and examined as required by the Charter and by law.
41. The Council shall present at every Annual General Meeting of the Society a report on the state and condition of the Society and the progress of its work.
42. It shall be the duty of every Officer and servant of the Society and of every Member of Council to provide such information and explanation as the independent Financial Examiner(s) of the Society may require.
43. Notices maybe served on members by post, by inclusion in the journal or electronically and this shall be deemed sufficient.
44. All Members shall from time to time notify the General Secretary of an address and or email to which notices and other information from the Society should be sent.

45. All Officers of the Society and all other Members of the Council, including co-opted Members of Sub-Committees of the Council and the Executive Committee, shall be indemnified by the Society against all costs, expenses and losses for which they may become liable by reason of any act or thing done by them in the proper discharge of their Office or duty, provided that any such expenditure shall have been authorised by the Council before it was incurred.

*Alterations of Bye-Laws*

46. These Bye-Laws or any of them may from time to time only be altered, added to or repealed, by a Resolution passed by a majority of not less than two-thirds of the persons present and voting at a General Meeting of the Society duly convened for that purpose and in accordance with Charter Clause 13 their subsequent approval by the Privy Council.