

The Charter and Bye-Laws of the English-Speaking Union,

5th November 2014

The Royal Charter

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 by their humble Petition the English-Speaking Union of the Commonwealth have represented unto Us:

THAT in the year of our Lord One thousand eight hundred and ninety- seven a Society was established under the style and title of the “Atlantic Union” as a voluntary society of men and women for the purpose of promoting understanding between the peoples of the United Kingdom of Great Britain and Ireland and the United States of America:

THAT in the year One thousand nine hundred and eighteen a further Society was established under the style and title of the “English-Speaking Union” as a voluntary society of men and women of British nationality and United States citizenship and also of corporations established in the Commonwealth and in the United States of America for the purpose (inter alia) of making the English-speaking peoples of the world better known to each other and of engaging in any educational work designed to further that end:

THAT in the year One thousand nine hundred and nineteen the said Atlantic Union united with, and became incorporated in the said English-Speaking Union under the style and title of the “English-Speaking Union”:

THAT in the year One thousand nine hundred and twenty-one the branches of the said English-Speaking Union situate in the United States of America became independent of the said English-Speaking Union and became and are now incorporated under the laws of the State of Delaware in the United States of America under the style and title of the “English-Speaking Union of the United States of America”:

THAT since the year One thousand nine hundred and twenty-one the said English-Speaking Union and the said English-Speaking Union of the United States of America have co-operated together as associated societies and each society has extended privileges to the members of the other:

THAT in the year One thousand nine hundred and twenty-two the said English-Speaking Union was incorporated under the provisions of the Companies Acts, 1908 to 1917, as a company limited by guarantee and without having a share capital:

THAT in the year One thousand nine hundred and forty-one a further Society was established under the style and title of the “American and British Commonwealth Association” as a voluntary society of men and women of British nationality and United States citizenship for the purpose of fostering the spirit of friendship between the peoples of the Commonwealth and the United States of America:

THAT also in the year One thousand nine hundred and forty-one a further Society was established under the style and title of “Books Across the Sea” as a voluntary society of men and women of British nationality and United States citizenship for the purpose of promoting and spreading a knowledge amongst each other of the peoples of the Commonwealth and the United States of America respectively by the means of exchanges of books and other literature:

THAT in the year One thousand nine hundred and forty-six both the two societies known as American and British Commonwealth Association and Books Across the Sea respectively

became united with and incorporated in the said English-Speaking Union under the style and title of the “English-Speaking Union”:

THAT in the year One thousand nine hundred and fifty-two by a special resolution passed by the said English-Speaking Union in general meeting and assented to by Our Board of Trade the said Union changed its name to the “English-Speaking Union of the Commonwealth” under which said style and title it has since been known.

THAT the said English-Speaking Union of the Commonwealth has carried on its work and activities with energy and success and now has over twenty-two thousand Members who are resident in Our United Kingdom and over ten thousand Members who are resident elsewhere in the Commonwealth.

THAT the Commonwealth Headquarters of the said English-Speaking Union of the Commonwealth is situate at Dartmouth House, 37 Charles Street, Berkeley Square in Our County of London and the said Union is in respect of the said Commonwealth Headquarters and otherwise entitled to considerable real and personal property:

THAT it would be for the public advantage and would greatly conduce to the successful prosecution of the objects of the said English-Speaking Union of the Commonwealth if the same were to be incorporated under Our Charter:

THAT at a General Meeting of the English-Speaking Union of the Commonwealth held on the twenty-ninth day of May One thousand nine hundred and fifty-six the Board of Governors of the said Union was authorised and directed to apply for this Charter:

AND WHEREAS the said English-Speaking Union of the Commonwealth have therefore most humbly besought Us to grant them Our Charter of Incorporation.

NOW KNOW YE that We being desirous of encouraging designs so laudable and salutary of Our especial grace, certain knowledge and mere motion have willed, granted and declared and by these Presents Do for Us, Our Heirs and Successors will, grant and declare in manner following, that is to say:-

1. Our trusty and well beloved Sir John Evelyn Leslie Wrench, Knight, Companion of the Most Distinguished Order of Saint Michael and Saint George, (Founder of the English-Speaking Union,) Our right trusty and well beloved Counsellor Sir Winston Leonard Spencer Churchill, Knight of Our Most Noble Order of the Garter, Member of the Order of Merit, Member of the Order of the Companions of Honour, (Deputy-President of the English-Speaking Union of the Commonwealth,) Our right trusty and right well beloved Cousin and Counsellor Clement Richard Earl Attlee, Knight of Our Most Noble Order of the Garter, Member of the Order of the Companions of Honour, (a Vice-President of the English-Speaking Union of the Commonwealth,) Our right trusty and well beloved Counsellor Sir Robert Anthony Eden, Knight of Our Most Noble Order of the Garter, upon whom has been conferred the Decoration of the Military Cross, (a Vice-President of the English-Speaking Union of the Commonwealth,) Our right trusty and well beloved Clive Latham Baron Baillieu, Knight Commander of Our Most Excellent Order of the British Empire, Companion of Our most Distinguished Order of Saint Michael and Saint George, (Chairman of the Board of Governors of the English-Speaking Union of the Commonwealth,) and such other persons as are now members of the said Union or shall from time to time be duly admitted members thereof by the Board of Governors

hereinafter referred to are hereby constituted and shall forever hereafter be, by virtue of these Presents, one body politic and corporate by the name of "The English-Speaking Union of the Commonwealth" and for the purposes hereinafter mentioned and by the name aforesaid shall have perpetual succession and a Common Seal with full power to alter, vary, break and renew the same at discretion and by the same name to sue and be sued in every Court of Us, Our Heirs and Successors and be forever able and capable in the law to purchase, receive, possess, enjoy to them and their successors any goods or chattels whatsoever and to act in all concerns of the body politic and corporate as effectually as any other of Our leige (*sic*) subjects or any other body politic or corporate in Our United Kingdom not being under any disability might do in their respective concerns.

2. In this Charter unless the context otherwise requires:

"Audit" shall include an examination of the accounts in accordance with the Charities Act;

"Auditor" shall include an independent examiner as defined by the Charities Act;

"Charities Act" shall mean the Charities Act 2011 as amended or re-enacted from time to time;

"Special Resolution" shall mean a resolution passed at a general meeting of the members of the Union by a majority of not less than three-quarters of the members present and voting at such meeting of which not less than 21 days notice to include the wording of the proposed resolution shall have been given to all the members of the Union."

"The Union" shall mean the English-Speaking Union of the Commonwealth.

"The English-Speaking peoples" shall mean (a) the peoples irrespective of language of the Commonwealth and of the United States of America; and (b) the peoples of any country whom the Board of Governors have determined have associations with the said peoples by way of descent, history or otherwise.

"The Bye-Laws" shall mean the Bye-laws of the Union for the time being in force under or by virtue of the Our Charter. Words contained therein shall have the same meaning as in this Our Charter.

"The Board of Governors" shall mean the Board of Governors of the Union for the time being appointed under or in accordance with the Bye-Laws

"Commonwealth Headquarters" shall mean Dartmouth House aforesaid or such other place as the Union may from time to time select to be its Commonwealth Headquarters.

"The Seal" shall mean the said Common Seal of the Union.

"Month" shall mean calendar month.

"In Writing" shall mean producing words in any visible form capable of being printed on to paper.

References to the Commonwealth or the United States of America shall include references to any dependencies of any part of the Commonwealth or of the United States of America, as the case may be, and to any country or territory whose citizens enjoy in any part of the Commonwealth or in the United States of America, as the case may be, some or all of the rights and privileges which are enjoyed by citizens of that part of the Commonwealth or of the United States of America by reason of their citizenship.

Words importing the singular number only shall include the plural number and vice versa.

Words including the masculine gender only shall include the female gender; and

Words importing persons shall include corporations

3. The Union shall be entitled and have power to acquire and hold property of any kind, and to let, mortgage or otherwise dispose of any such property (subject only to any restrictions imposed by the Charities Act).

4.—(1) The aims and objects of the Union shall be to promote within Our United Kingdom and other countries of the Commonwealth, the United States of America, Europe and elsewhere the mutual advancement of education of the English-speaking peoples of the world, in particular (but without in any way limiting the generality of the foregoing) respecting their heritage, traditions and aspirations, the events and issues of the day affecting them, their inter-relationships and the use of English as a shared language and means of international communication of knowledge and understanding: provided always that the foregoing aims and objects shall at all times be pursued in a non-political and non-sectarian manner.

(2) In pursuance of the foregoing aims and objects but not further or otherwise the Union shall have the power:

(a) to print, publish, translate and distribute books, pamphlets, periodicals, newspapers and journalistic and literary work of any description;

(b) to provide, produce, re-produce, distribute and transmit by means of radio, television, tapes, cassettes, films, courses, conferences, debates, meetings or otherwise information, talks, lectures, theatrical plays, music, sermons and other transmissible matter of any kind;

(c) to establish, maintain and conduct colleges, schools, classes and courses of instruction of all kinds;

(d) to arrange exchanges of professors, fellows, teachers, preachers, scholars and students and also of persons engaged in business and industry (including agriculture), the press, the professions, the arts, the social services and other vocations, trades and occupations.

(e) to promote and encourage correspondence, debates and visits among universities, colleges, schools and other bodies situate in any part of the Commonwealth, the United States of America and elsewhere in the world.

- (f) to form National Committees, Branches, affiliations and associations in all parts of the Commonwealth and elsewhere in the world.
- (g) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal immovable or movable property, rights or privileges, including lands, buildings, easements, chattels, secret processes, inventions, patents, copyrights, designs and trademarks or all or any of the business assets and liabilities of any individual or company carrying on any business similar to that which the Union is authorised to carry on or possessed of property suitable for the purposes of the Union;
- (h) to provide, erect, alter, repair, maintain and manage buildings and other structures of every kind and to furnish, fit out and equip the same;
- (i) to receive and accept donations, legacies, endowments and gifts of money, lands, hereditaments, stocks, funds, shares or securities and any other assets whatsoever and whether or not subject to any special trusts or conditions for any one or more of the aims and objects of the Union;
- (j) to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Union in the shape of donations, annual subscriptions or otherwise;
- (k) to sell, let, mortgage, dispose of or turn to account (subject to such consents as may be by law required) all or any of the property or assets of the Union as may be thought expedient with the view to the promotion of its objects;
- (l) to draw, make, accept, endorse and execute and execute promissory notes, bills of exchange, cheques and other negotiable instruments;
- (m) to undertake and execute charitable trusts;
- (n) to borrow or raise money for the purposes of the Union on such terms and on such security as may be thought fit;
- (o) to invest the monies of the Union not immediately required for its purposes in the manner authorised in the Bye-Laws, subject nevertheless to such condition (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (p) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Union or calculated to further its objects;
- (q) to co-operate, consult, co-ordinate activities with and make arrangements with other charities and also with other organisations and persons including corporations and departments of Government and Local Authorities.
- (r) to provide, contribute to or assist financially or otherwise any fund for the benefit (whether wholly or partially) of employees or ex-employees of the Union or their dependants;

- (s) 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 Board of Governors;
- (t) to do all or any of the above things in any part of the world and either as principal, agent, contractor, trustee or otherwise and either alone or in conjunction with others, and to procure the formation and registration of a limited liability company in furtherance of any such activities;
- (u) to procure the registration or recognition of the Union in any part of the world;
- (v) to apply for and exercise any powers obtained under any Supplemental Charter or under any enactment of the legislature of any part of the Commonwealth or of the United States of America or elsewhere;
- (w) to do all such other things as are necessary to the attainment of the objects of the Union or any of them:

Provided always that no member of the Union shall be appointed to any salaried office of the Union, or any office of the Union paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Union to any member thereof except:-

- (i) fees for any special services rendered to the Union by a member thereof not being a member of the Board of Governors.
- (ii) fees payable to such professional and other advisers who may be members of the Union (but not members of the Board of Governors) for professional services actually rendered to the Union;
- (iii) repayment of out-of-pocket expenses;
- (iv) interest at a rate per annum not exceeding 2% more than the minimum lending rate prescribed for the time being by the Bank of England;
- (vi) reasonable and proper rent for premises demised to the Union; but this provision shall not apply to any company of which a member may be a member except a company in which a member of the Board of Governors holds not more than one-hundredth part of the capital.

5. There shall be a Patron of the Union. We do hereby reserve to Ourselves to be the First Patron. Subsequent Patrons shall be such persons as may from time to time accept the office of Patron upon the request of the Board of Governors.

There shall be a President of the Union. Our most dearly beloved Husband and most faithful Counsellor His Royal Highness The Prince Philip, Duke of Edinburgh, Knight of Our Most Noble Order of the Garter, Knight of Our Most Ancient and Most Noble Order of the Thistle, Knight Grand Cross of Our Most Excellent Order of the British Empire, shall

be the first President. Subsequent Presidents shall be appointed in such manner as shall be prescribed by or in accordance with the Bye-Laws.

There shall be at any one time not more than two Deputy-Presidents of the Union. The said Sir Winston Leonard Spencer Churchill shall be the first Deputy-President. Further and subsequent Deputy-Presidents shall be appointed in such manner as shall be prescribed by or in accordance with the Bye-Laws.

There shall be at any one time not more than four Vice-Presidents of the Union. The said Clement Richard Earl Attlee and the said Sir Robert Anthony Eden shall be the first Vice-Presidents. Further and subsequent Vice-Presidents shall be appointed in such manner as shall be prescribed by or in accordance with the Bye-Laws.

There shall be a Chairman of the Union. The said Clive Latham Baron Baillieu shall be the first Chairman. Subsequent Chairmen shall be appointed in such manner as shall be prescribed by or in accordance with the Bye-Laws.

There shall be at any one time not more than two Deputy-Chairmen of the Union who shall be appointed in such manner as shall be prescribed by or in accordance with the Bye-Laws.

There shall be at any one time not more than one Honorary Treasurer of the Union. Our trusty and well beloved Reginald Lindsay Benson, Esquire, Companion of Our Distinguished Service Order, Member of Our Royal Victorian Order, upon whom has been conferred the Decoration of the Military Cross, shall be the first Honorary Treasurer. Further and subsequent Honorary Treasurers shall be appointed in such manner as shall be prescribed by or in accordance with the Bye-Laws.

There shall be a Board of Governors consisting of:

- (i) The Chairman of the Union.
- (ii) The Deputy-Chairmen of the Union.
- (iii) The Honorary Treasurer of the Union
- (iv) 10 Governors elected from amongst the Members of the Union in accordance with the Bye-Laws: and
- (v) up to 6 Governors co-opted by the Board of Governors from amongst the Members of the Union in accordance with the Bye-Laws.

The present members of the Board of Governors, namely:

Our trusty and well beloved Herbert Sebastian Agar, Esquire, Our right trusty and right well beloved Cousin Margaret Diana Countess Alexander of Tunis, Dame Grand Cross of Our Most Excellent Order of the British Empire, Our trusty and well beloved Wilfred Andrews, Esquire, Sir William Lawrence Bragg, Knight, Officer of Our Most Excellent Order of the British Empire, upon whom has been conferred the Decoration of the Military Cross, Frank Taylor Brickman, Esquire; Our right trusty and well beloved

Counsellors Sir Alexander George Montagu Cadogan, (commonly called the Honourable Sir Alexander George Montagu Cadogan,) Member of the Order of Merit, Knight Grand Cross of Our Most Distinguished Order of St Michael and Saint George, Knight Commander of Our Most Honourable Order of the Bath, Richard Kidston Baron Coleraine; Our trusty and well beloved Douglas Edgar Cooke, Esquire, upon whom has been conferred the Decoration of the Military Cross, Paul Vycham Emrys Evans, Esquire, Our right trusty and well beloved Counsellor Sir Oliver Shewell Franks, Knight Grand Cross of Our Most Distinguished Order of Saint Michael and Saint George, Knight Commander of Our Most Honourable Order of the Bath, Commander of Our Most Excellent Order of the British Empire, Our trusty and well beloved Brigadier Sir James Frederick Gault, Knight Commander of Our Most Distinguished Order of Saint Michael and Saint George, Officer of Our Most Excellent Order of the British Empire, Member of Our Royal Victorian Order; Charles Harvard Gibbs-Smith, Esquire; Noel Frederick Hall; Carl William Hayden; Cecil James Olaf Moorhouse, Esquires, Mrs. Belinda Norman-Butler, Francis Kennedy Ogden, Esquire; Our right trusty and well beloved Counsellor James Arthur Baron Salter, Knight Grand Cross of Our Most Excellent Order of the British Empire, Knight Commander of Our Most Honourable Order of the Bath; Our trusty and well beloved John Madder Wallace, Esquire; Beatrice Mrs. Warde, Sir Cecil McAlpine Weir, Knight Commander of Our Most Distinguished Order of Saint Michael and St. George, Knight Commander of Our Most Excellent Order of the British Empire, upon whom has been conferred the Decoration of the Military Cross; Joseph Wickham Murray, Esquire, Officer of Our Most Excellent Order of the British Empire,

shall be the first members of the Board of Governors and shall continue in office until an election of officers is made under this Our Charter or the Bye-Laws.

6. The Board of Governors as the trustees of the Union (subject only to the powers herein or within the Bye-Laws reserved to the Members of the Union in General Meeting) shall have the entire Management of and exercise all powers of the Union”.

7. It shall be lawful for the Union 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 Board of Governors may from time to time think necessary, proper or convenient for the purpose of the work of the Union and the work of any other society or body having objects similar either in whole or in part to the objects of the Union to be carried on in unison and not in competition and of effecting and procuring the vesting in the Union or in any Trustee or Trustees for the Union 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 Union 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 any trustee or trustees for any such other society or body as aforesaid by the Union against all or any of the said liabilities or debts.

8. An Annual General Meeting of the Union shall be held once in every year after the year in which the Union is incorporated under this Our Charter at such time and place as shall be prescribed by or in accordance with the Bye-Laws and the Board of Governors shall lay before such Annual General Meeting such accounts and make such reports as may from time to time be prescribed by the Bye-Laws.

9. The Union may by a Special Resolution at any time alter, amend or add to the provisions of this Our Charter and such alterations, amendments or additions shall, when

allowed by Us, our Heirs or Successors in Council become effectual so that this Our Charter shall then continue and operate as though it had been originally and made as so altered, amended or added to.”

10. The Bye-laws set forth in the Schedule hereto shall as from the time when this Our Charter shall take effect become and be the Bye-Laws of the Union and the affairs of the Union shall be managed and regulated in accordance with such Bye-Laws or with such other Bye-Laws as may for the time being be in force under or by virtue of the succeeding provisions of this Article and any of the Bye-laws may from time to time be altered, added to or repealed by the members in General Meeting in accordance with procedures concerning the same contained within the Bye-Laws and any new Bye-Laws may from time to time be made and added in like manner. Provided always and We do hereby order and direct that no Bye-Law made as aforesaid, and no alteration of addition to or repeal of, any of the Bye-Laws of the Union, shall have any force or effect, if it be repugnant to the provisions of this Our Charter or to the laws of Our United Kingdom nor until it shall have been approved by the Lords of Our Privy Council of which approval a Certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence.

AND We do hereby further declare that when the Union shall cease to be an association for the purposes aforesaid and the affairs thereof shall have been fully and completely wound up and its debts and obligations fully discharged this Our Charter shall be absolutely void, and shall be surrendered to Us, Our Heirs or Successors in Council.

AND lastly We do for Us, 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 its true intent and meaning and that the same shall be construed in the most favourable and beneficial sense and for the best advantage of the Union notwithstanding any non-recital, mis-recital, uncertainty or imperfection of this Our Charter.

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

WITNESS Ourselves at Westminster the Third day of October in the Sixth year of Our Reign.

COLDSTREAM

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

THE SCHEDULE

Bye-Laws

(as amended with effect from 10th September 1958; 23rd February 1972 and 16th February 1977)

1. The Union is established for the purposes expressed in the Charter.

Membership

2. The Union shall consist of such persons, corporate bodies and unincorporated body of persons (other than a political party or similar political organisation) as shall be admitted to membership by the Board of Governors in such classes including life membership and upon such terms and subject to such conditions as the Board of Governors may from time to time determine. The Board of Governors may in its absolute discretion and without assigning any reason therefor, decline to accept any person, corporate body or unincorporated association as a member.

3. Every person desirous of admission to the Union must be proposed and recommended on the appropriate application form and in such manner as the Board of Governors may from time to time determine.

4. (a) The first annual subscription and any entrance fee shall be payable on admission to membership and subsequent annual subscriptions on the anniversary in each year of the date of admission to membership.

- (b) The Board of governors shall have power from time to time or at any time to increase the rates applicable in the case of all annual subscriptions whether basic annual subscriptions or annual club subscriptions and entrance fees respectively.

5. No member who shall be in arrear with his subscription for any period exceeding three months shall be permitted to use the premises of the Union or to speak or vote at any general meeting and any member who shall be in arrear with his subscription for any period exceeding three months shall be deemed to have resigned from the Union but the Board of Governors may reinstate him on payment of the amount due. No resolution passed, or proceeding had, at any General Meeting shall be deemed to be invalid merely by reason of the fact that any member whose subscription may be in arrear for any period exceeding three months shall have spoken or voted thereat or otherwise taken part in the proceedings thereof.

6. Any member may at any time resign his membership of the Union by notice in writing to the Secretary, but without prejudice to his liabilities under the provision of Bye-Law 10.

7. The Board of Governors may return any subscriptions or affiliation fee for the year then current or any Life Membership fee, or refuse to allow any subscription or affiliation fee to be

renewed if the Board of Governors in its uncontrolled discretion deem (*sic*) it advisable to do so without being liable to give any explanation or reason therefor. Thereupon, the member whose subscription or life Membership fee shall be so returned or, being a renewal, refused shall cease to be a member irrespective of whether that member is an individual person, a body corporate, an unincorporated association or a representative or affiliate of such a body."

8. If any member shall:-

(i) be adjudicated bankrupt by the law of any country; or

(ii) be sentenced in any country to imprisonment; or

(iii) being an officer in any Navy, Army or Air Force, be cashiered or dismissed the Service, such member shall, unless the Board of Governors otherwise determine, *ipso facto* cease to be a member, and his name shall be removed from the list of members as soon as the Board of Governors shall receive notice of any such disqualification for membership aforesaid. The Board of Governors may in its discretion reinstate any member disqualified under the provisions of this Bye-Law, upon application being made by such member and upon such member giving a satisfactory explanation of the cause of such disqualification, and for the purposes of subscriptions any member so reinstated shall be deemed never to have ceased to have been a member. No resolution passed, or proceedings had, at any general meeting shall be deemed to be invalid merely by reason of the fact that any member disqualified under the provisions of this Bye-Law shall have spoken or voted thereat or otherwise taken part in the proceedings thereof before his name shall have been removed from the list of members.

9. If any member shall be charged with any conduct, whether within the premises of the Union or elsewhere, which shall in the opinion of the Board of Governors be injurious to the character or interests of the Union, the Board of Governors shall consider the case and if, after affording the member concerned a full and fair opportunity to present their case or otherwise explain their conduct, the Board of Governors, in exercise of its absolute discretion, find the charge proved and consider it expedient to do so, may terminate the membership of the Union of such member; provided that no such termination of membership shall be made unless the same shall be agreed by a majority decision of the Members of the Board of Governors present at a meeting specially convened for the purpose of considering the case as above. Should such a decision be made, the Union shall forthwith notify the member of the termination of their membership of the Union and after the date of such notification the member shall not be permitted to use the premises or property of the Union, nor shall they be admitted into the premises of the Union as the guest of any member or for any other purpose.

10. Any member who resigns or is removed from membership during the currency of any year before payment of his annual subscription in respect of such year shall notwithstanding such resignation or removal remain liable to pay his subscription for the year and shall not be entitled to any refund of any part of any subscription already paid.

Honorary and Temporary Honorary Membership

11. (i) The Board of Governors shall have power upon a proposal in writing signed by not less than two members thereof to invite persons of eminence to become Honorary Members of the Union.

(ii) In furtherance of the aims and objects of the Union, the Board of Governors may offer Temporary Honorary Membership of the Union to any person to whom the Board of Governors may deem it right and proper to make such offer and upon such terms and subject to such conditions as the Board of Governors may prescribe.

12. No Honorary or Temporary Honorary Member shall be required to pay any entrance fee or subscription, and the names of all Honorary and Temporary Honorary Members respectively shall be entered on a separate list in the list of members.

13. No Honorary or Temporary Honorary Member shall be entitled to receive notice of or vote at general meetings or on any ballot nor be eligible for election to the Board of Governors, but in all other respects Honorary or Temporary Honorary Members shall be entitled to the same rights and privileges and (except as hereinafter provided) subject to the same duties as ordinary members.

General Meetings

14. The Union shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Governors and shall specify the meeting as such in the notices calling it, provided that every General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting.

15. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

16. The Board of Governors may whenever it thinks fit convene an Extraordinary General Meeting of Members of the Union and such meetings shall also be convened on the requisition in writing of not less than one hundred members of the Union. A meeting convened upon the requisition of members shall be called and held within two calendar months of the date of receipt of the requisition by the Board of Governors.

17. Twenty-one days' notice at the least either by advertisement or in writing as hereinafter provided of every Annual General Meeting and fourteen days' notice at the least either by advertisement or in writing as hereinafter provided of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business, shall be given in manner hereinafter mentioned to every member who shall have given to the Union an address for service within the United Kingdom and also to the Auditors.

18. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

Proceedings at General Meetings.

19. All business shall be deemed special that is transacted at an Extraordinary General meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board of Governors and of the Auditors, the election of members of the Board of Governors and the Honorary Officers in the place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors.

20. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, ten members personally present shall be a quorum.

21. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such place as the Board of Governors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

22. The Chairman, or, failing him, one of the Deputy-Chairmen of the Union shall preside as chairman of the meeting at every General Meeting, but if there be no such Chairman or Deputy-Chairmen, or if at any meeting such Chairman or Deputy-Chairmen shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board of Governors, or if no such member be present, or if all the members of the Board of Governors present decline to take the chair, they shall choose some member of the Union who shall be present to preside.

23. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

24. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the meeting, either for himself or on behalf of the Chairman of the Board of Governors or by at least one-third of the members present with a minimum of ten members present and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Union shall be conclusive evidence of the fact without proof of the

number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

25. Subject to the provisions of Bye-Law 26, if a poll be demanded in manner aforesaid it shall be taken by such fair and democratic means as are allowed for the conduct of elections, not less than twenty-one days nor more than two calendar months subsequent to the meeting, as the chairman of the meeting shall direct, and every member who desires to vote on such poll shall be required to signify "for" and "against" the resolution as the case may be, and return the same to the Union by such means as have been agreed by the Board of Governors within the time prescribed by the chairman of the meeting as aforesaid. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

26. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.

27. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the Meeting shall be entitled to a second or casting vote.

28. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Votes of Members.

29. Subject as hereinafter provided, every member of not less than eighteen years of age and who has paid any required subscription applying to their category of membership shall have one vote.

30. Save as herein expressly provided, no member other than a member duly entered upon the list of members who shall not be in arrear with his subscription for a period exceeding three months shall be entitled to vote on any question at any General Meeting.

31. A body corporate may vote by its duly authorised representative.

The Board of Governors.

32. In accordance with Article 5 of the Charter the number of members of the Board of Governors (the 'Charity trustees') shall be up to twenty individuals as detailed therein.

Elections and other appointments of Governors

33. Elections for Honorary Officers and those members of the Board of Governors to be elected by the members of Union shall be held at three-yearly intervals by such postal, electronic or other means and after nomination by members of the Union by such fair and democratic processes as are agreed by the Board of Governors and the results of such elections shall be announced at the AGM next following the same.

34. The term of office of all serving Honorary Officers and elected members of the Board of Governors shall run until the end of the AGM at which the results of such an election are

announced and the terms of office of continuing or new Honorary Officers or elected members of the Board of Governors shall commence immediately after the end of such AGM.

35. In addition the Board of Governors shall co-opt up to six members of the Union as members of the Board of Governors at such time as they deem appropriate and from time to time provided that they ensure that the number of members of the Union so co-opted shall not exceed six at any one time, in accordance with Article 5(v) of the Charter. The Board of Governors shall ensure that co-options are made in an open and transparent manner and in accordance with procedures concerning same agreed by the Board of Governors from time to time.

36. In accordance with Bye Law 33, Honorary Officers and elected Governors shall be elected by the Members of the Union in accordance with detailed provisions determined by the Board of Governors to serve for a term of office of three years and shall be eligible to be re-elected or co-opted for a further one term of three years. An Honorary Officer or Governor who shall have served six consecutive years as such shall not then be eligible to be nominated for further election until at least three years have elapsed.

37. Notwithstanding the above Bye-Law a governor shall be eligible to be nominated and elected as an Honorary Officer and an Honorary Officer may be nominated and elected to serve in the capacity of another Honorary Officer regardless of any prior period of service but so that no individual shall serve as a member of the Board of Governors for more than twelve years continuously and shall then no longer be eligible to be elected or co-opted in any capacity until such as at least 3 years have elapsed.

38. The Board of Governors may from time to time and at any time elect any member of the Union as a member of the Board of Governors to fill a casual vacancy including that of an Honorary Officer. Any member so elected shall serve only until the next election of governors and Honorary Officers but shall then be eligible for re-election under the relevant Bye-Law above.

39. Not less than fourteen days' notice of any proposal to fill a casual vacancy shall be given to every member of the Board of Governors and the election thereto shall be by secret ballot of those present and such a ballot shall be taken notwithstanding that there may only be one candidate for election to the said casual vacancy. A member of the Board of Governors who is absent from the United Kingdom shall not be entitled to notice of any proposal to fill a casual vacancy.

40. No person who is not a member of the Union shall in any circumstances be eligible to hold office as a member of the Board of Governors nor any of the offices mentioned in Bye-Law 43.

Powers of the Board of Governors

41. The business of the Union shall be managed by the Board of Governors who may exercise all such powers of the Union, and do on behalf of the Union all such acts as may be exercised and done by the Union, and as are not by these Bye-Laws required to be exercised or done by the Union in General Meeting, subject nevertheless to the provisions of the Charter, to any regulations of these Bye-Laws and to such regulations, being not inconsistent with the aforesaid provisions or regulations, as may be prescribed by the Union in General Meeting,

but no regulation made by the Union in General Meeting shall invalidate any prior act of the Board of Governors which would have been valid if such regulations had not been made.

42. The members for the time being of the Board of Governors may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Governors shall at any time be reduced in number to less than ten, it shall be lawful for them to act as the Board of Governors for the purpose of admitting to membership of the Union, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

Honorary Officers

43. The Honorary Officers of the Union shall be as follows:-

- (i) The President (who shall not be a member of the Board of Governors);
- (ii) not more than two Deputy-Presidents (who shall not be members of the Board of Governors);
- (iii) not more than four Vice Presidents (who shall not be members of the Board of Governors);
- (iv) the Chairman;
- (v) not more than two Deputy Chairmen; and
- (vi) one Honorary Treasurer;

44. The President, the Deputy President and the Vice-Presidents respectively, shall be appointed by the Board of Governors from time to time, each to serve for a period of three years from the date of such appointment and shall be eligible for re-appointment.

Director-General

45. The Board of Governors shall have power to appoint a Director-General and such other staff as it may deem necessary for such time, at such remuneration and upon such conditions as it may think fit and any Director-General or other executive official so appointed may be removed by the Board of Governors. The Board of Governors may delegate to the Director-General such powers, including the appointment and removal of such staff, as it shall think fit.

Secretary

46. The Secretary shall be appointed by the Board of Governors for such time at such remuneration, and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board of Governors. The Board of Governors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

The Seal

47. The Board of Governors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board of Governors authorised in that behalf and every instrument to which the Seal shall be affixed shall be signed by a member of the Board of Governors and shall be countersigned by the secretary or by a second member of the Board of Governors, and in favour of any purchaser or person *bona fide* dealing with the Union such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

Disqualification of Members of the Board of Governors

48. The office of a member of the Board of Governors shall be vacated:-

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors in any country:-
- (b) If he becomes of unsound mind:
- (c) If he ceases to be a member of the Union:
- (d) If by notice in writing to the Union he resigns his office:
- (e) If he is removed from office by a resolution duly passed pursuant to Bye-Law 49;
- (f) If he is disqualified from acting as a Charity trustee under the Charities Act; or
- (g) If he is in breach of the code of conduct for members of the Board of Governors of the Union and adopted by them from time to time.

49. The Union may by resolution remove any member of the Board of Governors before the expiration of his period of office, and may by resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

Proceedings of the Board of Governors.

50. The Board of Governors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

51. A member of the Board of Governors may, and on the request of a member of the Board of Governors the Secretary shall, at any time, summon a meeting of the Board of Governors by notice served upon the several members of the Board of Governors. A member of the Board of Governors who is absent from the United Kingdom shall not be entitled to notice of a meeting.

52. The Chairman or, failing him, one of the Deputy-Chairmen of the Union shall preside at all meetings of the Board of Governors at which he or they or any of them shall be present but if at any meeting the Chairman or one of the Deputy Chairmen be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board of Governors present shall choose one of their number to be Chairman of the meeting.

53. A meeting of the Board of Governors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Charter or these Bye-Laws vested in the Board of Governors generally.

54. The Board of Governors may from time to time appoint such committees or sub-committees as it may from time to time deem necessary, and may delegate any of its powers and discretions, including (but without limiting the generality of the foregoing) its powers and discretions relating to the finances of the Union and admission to and conditions of membership thereof. Such committees or sub-committees (except those to whom may be delegated any power or discretion of the Board of Governors relating to admission to and conditions of membership of the Union) may include members of the Union who are not members of the Board of Governors and persons, not being members of the Union, whose co-operation is desired by reason of their special knowledge of any particular subject, provided that the members of any committee or sub-committee appointed pursuant to the provisions of this Bye-Law who are not members of the Union shall in no case exceed in number one-third of the members for the time being of such committee or sub-committee. The Chairman of any such committee or sub-committee shall from time to time be appointed by the Board of Governors and may likewise be removed.

55. The meetings and proceedings of any such committee or sub-committee as aforesaid shall be governed by the provisions of these Bye-Laws for regulating the meetings and proceedings of the Board of Governors so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Governors.

56. All acts *bona fide* done by any meeting of the Board of Governors or of any committee or sub-committee of the Board of Governors or by any person acting as a member of the Board of Governors shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board of Governors.

57. The Board of Governors shall cause proper minutes to be made of all appointments of officers made by the Board of Governors and of the proceedings of all meetings of the Union and of the Board of Governors and of committees and sub-committees of the Board of Governors and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of the next succeeding meeting at the direction of that meeting, shall be sufficient evidence without any further proof of the facts therein stated.

58. A resolution in writing signed by all the members for the time being of the Board of Governors or of any committee or sub-committee of the Board of Governors who are duly entitled to receive notice of a meeting of the Board of Governors or of such committee or

sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Governors or of such committee or sub-committee duly convened and constituted.

Counsellors

59. The Board of Governors shall have power to appoint not more than one hundred Counsellors for such terms not exceeding six years as the Board of Governors shall think fit but upon the expiry of any Counsellor's term of office he may be re-appointed for a further term or terms.

60. The Counsellors shall:-

- (i) receive the Annual Report of the Union and such other reports as the Board of Governors may from time to time wish to lay before them;
- (ii) advise the Board of Governors on all major questions of policy on which the Board of Governors may seek their counsel; and
- (iii) be free to tender advice to the Board of Governors on any matter affecting the interests of the Union but the Counsellors shall have no executive or administrative powers.

61. The Counsellors shall meet from time to time when required by the Board of Governors but shall not be bound to meet at any particular interval of time. Any such meeting of the Counsellors and the proceedings thereof shall be governed by the provisions of these Bye-Laws for regulating the meetings and proceedings of the Board of Governors so far as applicable and so far the same shall not be superseded by any regulations made by the Board of Governors.

National Committees.

62. The Board of Governors shall have power to appoint in any part of the Commonwealth (including the United Kingdom) a National Committee which shall be representative of the country in respect of which it shall be appointed and the Board of Governors may from time to time delegate to such National Committee such powers as it may consider necessary or desirable.

63. The Board of Governors shall have power at its discretion to establish Branches of the Union in the United Kingdom or overseas in any case where it appears to it desirable to do so.

64. Any Branch so established shall consist of such members of the Union as the Board of Governors shall from time to time declare to be attached to such Branch and the Board of Governors shall have power at its discretion to dissolve or suspend all or any such Branches at any time.

65. The Board of Governors shall have power for the purposes of and upon the formation of any new Branch of the Union or for the purposes of and in connection with the carrying on of any existing Branch of the Union, whether in the United Kingdom or overseas, 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 property by any such Branch and generally in relation to the management and direction of the affairs of any such Branch.

Accounts.

66. The Board of Governors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Union and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Union; and
 - (c) the assets and liabilities of the Union.

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

67. The books of account shall be kept at the Commonwealth Headquarters or at such other place or places (within the United Kingdom) as the Board of Governors shall think fit, and shall always be open to the inspection of the Board of Governors.

68. The Union in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Board of Governors, of the accounts and books of the Union, or any of them.

69. At the Annual General Meeting in every year the Board of Governors shall lay before the Union a proper income and expenditure account for the period since the last preceding account made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Governors and the Auditors, and copies of such account, balance sheet and reports shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings (as defined in Bye-Law 17) in any manner allowed by these Bye-Laws. The Auditors' report shall be open to inspection by any member and be read before the Union in General Meeting.

Audit

70. Once at least in every year the accounts of the Union shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

71. The Auditors shall be appointed by the Union at the Annual General Meeting and shall hold office from the conclusion of that, until the conclusion of the next Annual General Meeting. No member of the Board of Governors shall be appointed auditor.

72. The Board of Governors may fill any casual vacancy in the office of Auditors but while any such vacancy continues the surviving or continuing auditor or auditors may act.

73. The remuneration of the Auditors shall be fixed by the Union in general meeting or in such manner as the Union in general meeting may determine.

Investments.

74. The Board of Governors shall have the power to undertake the following in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustee Act 2000:

- (a) deposit or invest funds;
- (b) employ or appoint a professional fund manager; and
- (c) arrange for investments or other property of the Union to be held in the name of a nominee.

Means of Communication to be used

75. Subject to the Charter and these Bye Laws, anything sent or supplied by or to the Union under the Charter and these Bye-Laws may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to a Company and the company communications provisions in the Companies Act 2006 shall apply to anything sent or supplied under the Charter and these Bye-Laws.

76. A communication sent or supplied by the Union shall be deemed to have been received by the intended recipient:

- (a) if it is sent by post, 24 hours after it was posted;
- (b) if it is hand delivered, at the time of such delivery;
- (c) if it is sent by electronic means, immediately upon its being sent; and
- (d) if it is made available on a website, when the notification of the presence of the communication on the website was received by the intended recipient or, if later, on the date on which the communication appeared on the website.

77. In the case of a communication sent or supplied by the Union, the Union may make the documents or information available on a website in accordance with relevant provisions of the Companies Act 2006.

78. Subject to these articles, any notice or document to be sent or supplied to a member of the Board of Governors in connection with the taking of decisions by the Board of Governors may also be sent or supplied by the means by which that individual has asked to be sent or supplied with such notices or documents for the time being.

79. A member of the Board of Governors may agree with the Union that notices or documents sent to that individual in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Indemnity

80. Every member of the Board of Governors or other officer or servant of the Union shall be indemnified by the Union against all costs and losses which he may become liable to or incur by reason of any bona fide act or thing done by him in the discharge of his duty and any officer or servant of the Union shall be similarly indemnified against any costs, losses and expenses which he may incur or become liable to by reason of any bona fide act or

thing done by him in the discharge of any duty performed for and with the authority of the Board of Governors.

Alteration of Bye-Laws.

81. Any repeal, alteration, amendment of or addition to these Bye-Laws may be proposed at the Annual General Meeting or at an Extraordinary General Meeting, either by the Board of Governors or by not less than one hundred members of the Union, due notice thereof having been given in the notice calling any such meeting and, further, at least one copy of the proposed repeal, alteration, amendment or addition shall be exhibited in a conspicuous place in the Commonwealth Headquarters for at least one month immediately prior to the meeting at which it is intended to submit it.
82. No repeal, alteration, amendment or addition to these Bye-Laws shall be valid unless the resolution proposing the same shall have been passed by not less than three-fourths of the members present and voting at the meeting at which the said resolution shall have been submitted and until approved in the manner provided in Article 10 of the Charter.

Transitional Provisions and Clarification

83.
 - (a) Elections for ten elected Governors and all Honorary Officers who are members of the Board of Governors shall be held in time for the results thereof to be announced at the next AGM after these amendments come into effect (the “first new style Elections”).
 - (b) An individual serving as a member of the Board of Governors (including relevant Honorary Officers) at the date upon which the amendments to these Bye-Laws take effect shall only be eligible to be elected in the first new style Elections or subsequently elected, or elected to fill a casual vacancy under Bye-Law 38, or co-opted as a Governor or Honorary Officer if they shall then have served no more than three years in such position AND at the expiry of a further period of three years will not then have exceeded six years in service in total in accordance with Bye-Law 36, or, if an individual seeking election is a former Governor or relevant Honorary Officer, at least one year has elapsed since they last served.
 - (c) At the conclusion of the next AGM after these amendments come into effect all the then members of the Board of Governors (including relevant Honorary Officers, co-opted Governors and Governors filling a casual vacancy under previous Bye-Law 37) will cease to hold office and the newly elected and re-elected Governors and relevant Honorary Offices will take office.
84. For the avoidance of doubt and as a transitional provision only, the period of service referred to in Bye-Law 83(b) above shall not include service pursuant to appointments made under previous Bye-Law 37, and the reference to “years” of service in Bye-Law 83(b) is to be taken as meaning periods from AGM to AGM.