

At the Council Chamber, Whitehall

THE 9th DAY OF NOVEMBER 1998

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

WHEREAS the Royal Over-Seas League has duly made new Bye-laws in substitution for the existing Bye-laws of the League as set out in the Schedule to this Order:

AND WHEREAS the said Bye-laws have been submitted to the Lords of the Privy Council for approval:

NOW, THEREFORE, Their Lordships, having taken the said Bye-laws into consideration, are pleased to approve the same.

A. K. Galloway

SCHEDULE

NEW BYE-LAWS OF THE ROYAL OVER-SEAS LEAGUE REFERRED TO IN THE FOREGOING ORDER

OBJECTS

1.1 The objects of the Royal Over-Seas League (hereinafter called "the League") are set out in the Royal Charter of Incorporation granted to the League dated 24th March 1922 (hereinafter called "the Charter"). The League aims at promoting an enduring multi-racial fellowship pledged to the support of the Commonwealth and to the service of others and humanity at large. It endeavours to attain its objects by *inter alia*:-

- Fostering interest in the Commonwealth;
- Maintaining social centres in London and at branches in the United Kingdom and overseas;
- Encouraging the arts within the Commonwealth, particularly amongst young people;
- Sponsoring and encouraging projects designed to assist those who are in need;
- Publishing journals;
- Holding social events and lectures and entertaining public men and women; and
- Co-operating with kindred societies working for the welfare of the Commonwealth.

- 1.2 Applicants for membership other than as Affiliated Members shall be required to subscribe to the following statement:-

“I promise to support the aims and objects of the Royal Over-Seas League to the best of my ability by upholding the ideals and principles of the Commonwealth and by service to others.”

ARMORIAL BEARINGS AND BADGE

2. The armorial bearings with supporters and a badge shall be those granted to the League by Letters Patent dated 7th January 1960.

DEFINITIONS

3. In these Bye-laws words and expressions which are defined by the Charter shall have the meaning so defined unless the context otherwise requires and words denoting the singular number shall include the plural number and vice versa, words denoting the masculine gender shall include the feminine gender and words denoting persons shall include corporations.

MEMBERSHIP

- 4.1 The League shall consist of Members (of whom those residing in the United Kingdom are hereinafter referred to as “United Kingdom Members” and those not so residing are referred to as “Overseas Members”) and Honorary, Corporate, Affiliated, Local, Young and Student Members.
- 4.2 Except in the case of Honorary, Corporate and Affiliated Members, only citizens of any Commonwealth country shall be eligible for membership of the League.
- 4.3 All Members of the League shall as a condition of membership register at the Headquarters of the League either directly or through their local branch or Honorary Corresponding Secretary an address other than that of the League to which communications and notices are to be sent and at which they may be usually found. Members shall pay the current rate of subscription according to their place of residence, as laid down for the time being by the Central Council and Corporate, Affiliated, Local, Young and Student Members shall pay the current rate or rates of subscription as from time to time determined for their class of membership by the Central Council.

TERMS OF MEMBERSHIP

- 5.1 In addition to the current rate of subscription branches may levy a local subscription within a prescribed area, subject to the approval of the Central Council. The Central Council shall from time to time also determine the amount of fee to be paid by a Life Member. The Central Council may return the whole or part of any subscription or Life Membership fee, or refuse to allow any subscription to be renewed, if in its absolute discretion it deems it advisable to do so without being liable to give any explanation or reason for such action, and thereupon the Member whose subscription or Life Membership fee has been returned in whole or in part or refused shall cease to

be a Member of the League and shall be precluded from using any premises and amenities of the League in any capacity.

- 5.2 Any Overseas Member coming to the United Kingdom or United Kingdom Member going overseas to reside there permanently shall if he desires to continue to be a Member of the League become a United Kingdom Member or Overseas Member (as the case may be) on payment of the appropriate subscription (less, in the case of the first year, the amount already paid as an Overseas or United Kingdom Member for that year) on 1st January next following his arrival in the United Kingdom or overseas (as the case may be). Failing such additional subscription as aforesaid being paid within three months of notice being given to such Member at his address registered under Bye-law 4.3, or within such extended time as the Central Council may allow, he shall cease to be a Member.
- 5.3 A Member who is residing at a temporary address on 1st January in any year shall if not returning to his permanent address within three months pay for that year the subscription applicable to a Member permanently residing at that temporary address. An Overseas Member who is residing at a temporary address in the United Kingdom on 1st January in any year shall if not leaving the United Kingdom within three months pay such special subscription for that year as the Central Council shall from time to time decide.
- 5.4 All annual subscriptions shall be due and payable on 1st January in each year, except for new Members whose first subscriptions shall become payable on election.
- 5.5 No Member shall be entitled to vote or to enjoy any privilege of the League whose subscription is in arrears for more than three months.
- 5.6 Any Member whose subscription is in arrears for more than three months shall be so informed at his registered or last known address and if his subscription is not paid within the current year he shall cease to be a Member.
- 5.7 No Member may use the address of Headquarters or any other premises of the League as a standing address for business purposes.

ELECTION OF MEMBERS

- 6.1 Every candidate for election as a Member of the League shall be proposed and recommended according to the appropriate application form prescribed for the time being by the Central Council; and such recommendation shall be subscribed by one or more Members or another person of recognised standing.
- 6.2 The election of Members shall be entrusted to the Central Council whose decision shall be final and who shall not be liable to give any explanation of or reason for its decision. The election of a Member shall not be complete and he shall not be entitled to exercise any of the privileges of a Member until an interval of at least two days shall have elapsed since his application for membership. All applications and elections of Members at the Headquarters and any branch of the League with licensed premises shall comply with the licensing regulations for the time being in force.

- 6.3 Any Member may withdraw from the League by signifying his wish to do so by letter addressed to the Director-General at the Headquarters of the League; provided always that such Member shall continue to be liable for the annual subscription for the year in which he signifies his wish to withdraw. He shall further continue to be liable for such annual subscription until he shall have paid all arrears of subscription and other sums due to the League, and shall have returned all books or other property of the League borrowed by him or if not returned shall have made full compensation for the same.

HONORARY MEMBERS

7. The Central Council shall have power to appoint as Honorary Members citizens of any Commonwealth country, or foreigners of distinction, whose association with the League may be considered advantageous or who have rendered a special service to the League. Honorary Members shall be entitled to all the privileges of membership, but if not citizens of any Commonwealth country, shall not be entitled to attend or vote at any General Meeting of the League or fill any office in the League.

CORPORATE MEMBERS

- 8.1 The Central Council shall have power to confer rights of Corporate Membership on the members or employees of any corporate body, organisation, association or group which is approved by the Central Council for the purposes of this Bye-law.
- 8.2 The rights of Corporate Membership shall be as determined by the Central Council in each case and may include the enjoyment of any or all of the privileges conferred on Members by these Bye-laws. Such rights shall, during the period of Corporate Membership, be enjoyed individually by such members of the corporate body, organisation, association or group as the Central Council may from time to time decide and for so long as they are members thereof.
- 8.3 Corporate Membership shall continue for such period and subject to the payment of the corporate body, organisation, association or group or the individual members thereof of such subscriptions as the Central Council may from time to time decide.

AFFILIATED MEMBERS

- 9.1 The following person shall be eligible for election as Affiliated Members of the League:
- (i) British protected persons.
 - (ii) Subjects or citizens of any Foreign State who were citizens of any Commonwealth country at birth or either of whose parents was a Commonwealth citizen at birth.
 - (iii) Subjects or citizens of any Foreign State, where such State has at any time since 1st January 1910 been comprised in or formed part of the British Empire or Commonwealth or has been

connected by Mandate or any other constitutional link with the Commonwealth, whose association with the League shall be considered by the Central Council to be advantageous.

- (iv) Immigrants in a country of the Commonwealth pending their being granted Commonwealth citizenship.
- (v) Non-Commonwealth citizens being the husbands or wives of Members.
- (vi) Such citizens of any country whom the Central Council shall from time to time specify.

9.2 The rate of annual subscription for Affiliated Members may be varied in accordance with the rates of subscription for Local, Young and Student Members or otherwise as the Central Council may from time to time decide.

9.3 Affiliated Members shall not be entitled to attend or vote at any General Meeting of the League.

9.4 Applicants for election as Affiliated Members shall be required to subscribe to the following statement:-

“I promise to support the aims and objects of the Royal Over-Seas League to the best of my ability by upholding the ideals and principles of the Commonwealth and by service to others but without in any manner prejudicing the interests of my own country.”

LOCAL MEMBERS

10.1 The Central Council shall have power to sanction where and when it may think fit the formation of a class of local membership in the United Kingdom consisting (except in the case of Affiliated Members) of citizens of any Commonwealth country, the Members of which class shall be called Local Members.

10.2 Local Members shall be entitled:-

- (i) to use and enjoy the facilities afforded by or on the premises of the branch of the League situated in the locality in which they are ordinarily resident;
- (ii) to attend the meetings of such branch and generally to participate in such local activities of the League as may from time to time be arranged by or for such branch; and
- (iii) to receive the League's periodical journals free of charge;

but shall not be entitled to any other benefits of membership of the League and in particular shall not be entitled:-

- (i) to attend or vote at any General Meeting of the League; nor

- (ii) to enjoy the facilities afforded by or any premises or other property being the Headquarters of the League.

YOUNG MEMBERS

- 11.1 The Central Council shall have power to sanction where and when it may think fit the formation of a class of membership whether at home or overseas consisting (except in the case of Affiliated Members) of citizens of any Commonwealth country of not less than seventeen years of age and not more than twenty-five years of age.
- 11.2 Members of this class may be admitted upon such terms of membership and to the enjoyment of such privileges connected with the League as the Central Council may from time to time determine, but they shall not be entitled to attend or vote at any General Meeting either of the League or of any branch of the League whether at home or overseas. The Members of this class shall be called Young Members and if residing in the area of any branch of the League shall be attached to such branch.
- 11.3 A Young Member shall be entitled to remain a Young Member up to but not beyond 31st December of the year in which he attains the age of twenty-five.
- 11.4 A Young Member on attaining the age of twenty-five shall be eligible for election as a Member of the League without payment of any entrance fee.
- 11.5 The Central Council may delegate the election of Young Members residing in any area of a branch of the League to the local Council or Committee of such branch and such local Council or Committee shall determine subject to the approval of the Central Council the rate of annual subscription and the privileges of the branch to which such Young Member shall be entitled.
- 11.6 The election of Young Members other than those joining a branch of the League shall be entrusted to the Central Council and shall be in conformity with Bye-laws 6.1 and 6.2 save that the application form may be subscribed by one or more Members or Young Members or another person of recognised standing.

STUDENT MEMBERS

- 12.1 The Central Council shall have the power to sanction where and when it may think fit the formation of a class of Student Membership consisting (except in the case of Affiliated Members) of citizens of any Commonwealth country aged not less than seventeen years of age and not more than thirty years who are attending full-time education.
- 12.2 Members of this class may be admitted upon such terms of membership and to the enjoyment of such privileges connected with the League as the Central Council may from time to time determine, but they shall not be entitled to attend or vote at any General Meeting either of the League or of any branch of the League whether at home or overseas. The Members of this class

shall be called Student Members and if residing in the area of any branch of the League shall be attached to such branch.

- 12.3 A Student Member shall be entitled to remain a Student Member up to but not beyond 31st December of the year in which he attains either the age of thirty years or discontinues his full-time educational studies whichever comes first.
- 12.4 A Student Member on attaining the age of thirty or on discontinuing educational studies shall be eligible for election as a Member of the League without payment of any entrance fee.
- 12.5 The Central Council may delegate the election of Student Members residing in any area of a branch of the League to the local Council or Committee of such branch and such local Council or Committee shall determine subject to the approval of the Central Council the rate of annual subscription and the privileges of the branch to which such Student Member shall be entitled.
- 12.6 The election of Student Members other than those joining a branch of the League shall be entrusted to the Central Council and shall be in conformity with Bye-laws 6.1 and 6.2, save that the application form may be subscribed by one or more Members or Student Members or another person of recognised standing.

TEMPORARY MEMBERS

13. Any person eligible for election as a Member or for appointment by the Central Council as an Honorary Member may, on application to the Director-General at the Headquarters of the League or to a local branch Secretary, be admitted as a temporary Member for a period not exceeding one month, unless such period is extended with the approval of the Central Council, subject to the following conditions:-
 - (i) There shall be an interval of at least two days between the application and admission as a temporary Member.
 - (ii) The Central Council may terminate a temporary membership in any case at its discretion without being under any obligation to give any reason for so doing.
 - (iii) No temporary Member shall be entitled to attend or vote at any General Meeting of the League or fill any office in the League.

ANNUAL GENERAL MEETING

- 14.1 The Annual General Meeting shall be held in the month of May.
- 14.2 At least fourteen days before the date of the Meeting notice of the Meeting shall be placed on the notice board at the Headquarters and every branch of the League in the United Kingdom having its own premises.

- 14.3 Notice of the Meeting shall also be inserted in either the issue of the journal of the League immediately preceding the date of the Meeting or in two or more national newspapers at least seven days before the Meeting.
- 14.4 The notice shall state if there is to be a Voting List in accordance with Bye-law 14.6 and a copy of any such list shall be sent on application to any Member with an address in the United Kingdom.
- 14.5 The business which may be transacted at this Meeting shall be to receive and consider the Annual Report of the Central Council, to consider the Accounts, to announce the result of the voting (if any) for the election of Members to fill the vacancies on the Central Council, to elect Auditors for the ensuing year, and to consider such business as shall be brought forward by or with the sanction of the Central Council and which shall have been stated in the notice convening such a meeting.
- 14.6 For the purposes of filling the vacancies in the Central Council annually occurring under the provisions of Bye-laws 20.1 and 20.2, the Central Council shall prepare a List of Members nominated by them, sufficient in number to fill such vacancies, and there shall be added to such list the name of any Member nominated for the office of Councillor since the last Annual General Meeting in writing by not less than thirty United Kingdom Members, the consent in writing of such candidate having been first obtained and forwarded with the nomination to the Secretary not later than 1st February preceding the Annual General Meeting. No United Kingdom Member (who is not a Member of the Central Council) may nominate more than one Member for the office of Councillor in any one year. This list shall be the Voting List for the Annual Election.
- 14.7 If no Member shall be nominated for the office of Councillor as aforesaid in addition to the nominations by the Central Council, the Members nominated by the Central Council to fill the vacancies for that year shall be deemed to be elected on the adoption of the Report of the Central Council without any ballot being necessary.
- 14.8 If there shall be additional nominations for the office of Councillor, the Voting List shall be printed and a copy thereof sent with all requisite instructions for voting, on application, to any Member with an address in the United Kingdom and shall be returned to the Secretary duly completed and signed by such Member at least seven clear days before the Annual General Meeting.
- 14.9 At the Central Council Meeting next but one before each Annual General Meeting two Members of the League, of whom only one may be a Member of the Central Council, shall be chosen to act as scrutineers for the purpose of the voting for the ensuing year. The scrutineers so appointed whenever a ballot takes place shall, prior to the Annual General Meeting, open the envelopes received by the Secretary containing the Voting Lists and count the votes and report in writing to the Central Council the names of those duly elected, together with the names of those, if any, for whom an equality of votes may have been cast. In the event of an equality of votes the result shall be determined by vote of the Central Council prior to the Annual General Meeting. Any Voting List on which a Member has voted for a number more than the necessary number of persons to fill the vacancies shall be rejected by the scrutineers.
- 14.10 The notice of Meeting and the Voting List shall be in the form prescribed for the time being by the Central Council.

EXTRAORDINARY GENERAL MEETING

- 15.1 The Chairman of the Central Council may at any time call an Extraordinary General Meeting of the League and it shall be imperative on the Central Council to convene such a Meeting whenever required in writing to do so by at least thirty Members of the League.
- 15.2 Notice of such Meeting stating the purpose thereof shall be placed on the notice board at the Headquarters and every branch of the League in the United Kingdom having its own premises at least seven days before the date of the Meeting.
- 15.3 Where such Meeting is convened to deal with an amendment to the Bye-laws notice shall be inserted in the issue of the journal of the League immediately preceding the date of the Meeting and in the case of other such Meetings notice shall be so inserted in the said journal when practicable.
- 15.4 No business other than that of which notice has been thus given shall be discussed at such Meeting.

PROCEEDINGS AT MEETINGS OF THE LEAGUE

- 16.1 Fifty Members of the League present in person shall be a quorum at any Annual or Extraordinary General Meeting of the League. If within half an hour after the time appointed for any Meeting a quorum is not present the Meeting shall stand adjourned to such day (not being more than three months thereafter) and at such hour and place as the Chairman thereof shall determine and at such adjourned Meeting a quorum is not present those persons who are there and those present and entitled to vote (being not less than twenty-five) shall be a quorum and may transact the business for which the Meeting was called.
- 16.2 The Chairman of the Central Council or, in his absence, the Deputy Chairman or Vice-Chairman of the Central Council shall be entitled to take the Chair at every Meeting. If neither the Chairman nor the Deputy Chairman or Vice-Chairman shall be present within fifteen minutes after the time appointed for holding such Meeting the Members present shall choose one of their number to take the Chair.
- 16.3 Every question submitted to a Meeting shall be decided by a show of hands. In case of an equality of votes the Chairman shall have a casting vote in addition to any vote to which he is entitled as a Member of the League.
- 16.4 At any Meeting a declaration by the Chairman that a resolution has been carried or carried by a specified majority or lost and not carried by a specified majority and an entry to that effect in the books of the League shall be conclusive evidence of that fact.
- 16.5 Every Member of the League personally present at a Meeting shall have one vote and no more. No vote shall be given by proxy.
- 16.6 The accidental omission to give notice to any Member entitled to receive notice of a Meeting of

the League or the non-receipt of notice by any such Member shall not invalidate anything done at such meeting.

PRESIDENT

17. There shall be a President of the League who shall be appointed by the Central Council subject to the approval of the Patron. The President or some other person may be appointed Grand President by the Central Council subject to the approval of the Patron and the position of the President may subsequently remain vacant or be filled according to the decision of the Central Council subject to the approval of the Patron.

VICE-PRESIDENTS

- 18.1 The Central Council shall have power to appoint from time to time Vice-Presidents and to add to their number and to fill any vacancies occurring in the office of Vice-President, such appointments to be notified at the next Annual General Meeting of the League. Unless a Vice-President shall relinquish his appointment he shall, subject to any rules of the League for the time being in force, hold office for life.
- 18.2 High Commissioners of Commonwealth countries and the Secretary-General of the Commonwealth Secretariat shall be invited to become Vice-Presidents during their terms of office in London.

THE CENTRAL COUNCIL

- 19.1 The government of the League and the management of its concerns shall be vested in the Central Council who, in addition to the powers and authorities by these Bye-laws or otherwise expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the League and are not by the Charter or these Bye-laws expressly directed or required to be exercised or done by General Meetings of the League, but subject, nevertheless, to the provisions of the Charter and of these Bye-laws and to any regulations from time to time made by the League in General Meeting, but so that no regulation so made shall invalidate any prior act of the Central Council which would have been valid if such regulation had not been made.
- 19.2 Without prejudice to the general powers conferred by the last preceding Bye-law or to any other powers conferred by these Bye-laws, the Central Council shall have power:-
 - (i) to purchase or otherwise acquire on behalf of the League any property, rights or privileges which the League is authorised to acquire, at such price and generally on such terms and conditions as it may think fit;
 - (ii) to sell, lease, mortgage or otherwise dispose of any part of the property or rights of the League for such prices or amounts and generally on such terms as it may think fit;

- (iii) to borrow for the purposes of the League such amounts on such terms and giving such security as it may think fit;
- (iv) to invest the funds of the League in such property, stocks, shares, securities and other investments of whatsoever nature and wheresoever and whether involving liability or not as it shall determine. For this purpose, the Central Council may employ the services of or may delegate any or all of the powers of managing the investments of the League to any person, firm or corporation upon such terms and subject to any such conditions as it may from time to time consider expedient. Neither the Central Council nor any officer of the League shall be under any liability for any loss arising from any act or default of such person, firm or corporation;
- (v) to place any of the property of the League (other than real property) in the names of trustees or nominees;
- (vi) to appoint, remove or suspend officers and members of the staff of the League and to determine their powers and duties and fix their salaries, pensions or emoluments;
- (vii) to establish any branch of the League in any part of the world and to make Bye-laws or approve rules for the regulation of such branch and generally to determine its constitution and to appoint and establish such local or district Councils, Boards or Committees for the management of such branch or otherwise for the management of the affairs of the League in any part of the world, and to withdraw official recognition of any branch so formed if in the opinion of the Central Council this shall be necessary;
- (viii) to make, repeal and alter Bye-laws or regulations for the management of conduct of the Headquarters and branches of the League;
- (ix) to appoint wherever and whenever it may seem expedient Members as Honorary Corresponding Secretaries.

19.3 Every Member with a permanent address in the United Kingdom shall be eligible for election as a Member of the Central Council.

19.4 The Central Council shall be chosen from among the Members and shall consist of the Grand President and/or President, not less than twenty or more than thirty-six Councillors (inclusive of the Chairmen of such Branch Councils or Branch Committees as the Central Council may from time to time determine, who shall be *ex-officio* Members of the Central Council during their respective terms of office) of whom three shall be London Members having a permanent address within fifty miles of Charing Cross or such radius as the Central Council may from time to time decide, and an Honorary Treasurer. The Central Council shall have power to add to its number and to fill any vacancy occurring during the interval between the Annual General Meetings, such appointments to be subject to confirmation at the next Annual General Meeting of the League.

- 19.5 Any Member of the Central Council shall cease to be a Member thereof:-
- (i) if (except in the case of the Grand President and/or President) he shall fail to attend the Meetings of the Central Council for six consecutive months except by leave of the Central Council;
 - (ii) if by notice in writing addressed to the Secretary he resigns office;
 - (iii) if the Central Council by a majority of three-fourths of such of its Members as shall be present at a Meeting duly convened for the purpose shall resolve that such Member retire from the Central Council.
- 19.6 The continuing Members of the Central Council may act notwithstanding any vacancies in their body.

RETIREMENT OF MEMBERS OF THE CENTRAL COUNCIL BY ROTATION

- 20.1 The Honorary Treasurer shall retire every third year and one-eighth or the nearest number thereto and not exceeding the same of the Councillors shall retire every year in rotation (exclusive of ex-officio Councillors under Bye-law 19.4); the names of those so retiring to be previously announced by the Central Council as hereinafter provided. Any Councillors who at the time of such retirement by rotation shall be the Chairman, Deputy Chairman or Vice-Chairman of the Council and Honorary Treasurer so retiring shall be eligible for re-election, but the other retiring Councillors shall not be eligible for re-election until one year has elapsed since their retirement.
- 20.2 The Councillors to retire in any year shall be those who have been longest in office. As between two or more Councillors who have been in office an equal length of time, those due to retire shall be determined by lot. The length of time a Councillor has been in office shall be computed from the date of his last election.

PROCEEDINGS OF THE CENTRAL COUNCIL

- 21.1 The Central Council may meet together for the despatch of business and adjourn or otherwise regulate its Meetings and proceedings as it thinks fit, and may determine the quorum necessary for the transaction of business and the notice, if any, which is to be given of any such Meeting. Until otherwise determined six Members of the Central Council shall form a quorum.
- 21.2 Questions arising at any Meetings shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.
- 21.3 The Central Council may annually elect from its number a Chairman, a Deputy Chairman and a Vice-Chairman of its Meetings. If at the time fixed for holding any Meeting no person shall be present, who as Chairman, Deputy Chairman or Vice-Chairman shall be entitled to take the chair under the preceding provisions of this Bye-law, the Members of the Central Council present shall choose one of their number to be Chairman of the Meeting. No Member of the Central Council

shall be eligible for election as Chairman, Deputy Chairman or Vice-Chairman for more than five successive years.

- 21.4 Minutes of the proceedings of every Meeting of the Central Council shall be taken and afterwards copied into a Minute Book to be kept for that purpose, read at the next Meeting of the Central Council and, when approved as correct, signed by the Chairman of such Meeting.
- 21.5 The Accounts of the League shall be from time to time examined by the Central Council who shall present to the Annual General Meeting a complete statement thereof, together with a report on the general affairs of the League during the preceding year.
- 21.6 All proceedings of any Meeting of the Central Council or of any Committee appointed by the Central Council under the provisions hereinafter contained shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of all or any of the Members of the Central Council or of such Committee, be as valid as if every such Member had been duly appointed.

THE EXECUTIVE COMMITTEE

- 22.1 The Central Council shall have power to appoint an Executive Committee to consist of not more than eight Members of the Central Council, exclusive of the Chairman and Honorary Treasurer who shall be ex-officio Members. Three Members of the Executive Committee shall form a quorum at any Meeting thereof. Such Committee shall exercise a general control over the administration and finances of the League and shall examine all Accounts prior to their submission to the Central Council. It shall, however, refer all matters of major importance to the Central Council for decision with such recommendations as it may think fit.
- 22.2 The Executive Committee shall meet at least once a month throughout the year. During any month in which there is no meeting of the Central Council the Executive Committee shall have full power to act on behalf of the Central Council, but shall report its proceedings at the next meeting of the Central Council.
- 22.3 The Chairman of the Central Council shall be ex-officio Chairman of the Executive Committee but may delegate that office to another Member of the Committee.

OTHER COMMITTEES

- 23.1 The Central Council may appoint from time to time such other Committees as it may think fit. Such Committees may include Members who are not Members of the Central Council, or persons, not being Members of the League, whose co-operation is desired on account of their special knowledge on any particular subject.
- 23.2 The Chairman of the Central Council and the Honorary Treasurer shall be ex-officio Members of all Committees. The Director-General shall be an ex-officio Member of all Committees but without the right to vote.

PROCEEDINGS OF COMMITTEES

- 24.1 Every Committee shall in the exercise of the powers delegated to it conform to any regulation which may from time to time be imposed upon it by the Central Council, and no act, order or resolution of any Committee shall bind the League unless it be done by the direction and authority of, or be ratified by, the Central Council.
- 24.2 The meetings and proceedings of any Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Central Council so far as the same are applicable thereto.

THE CHAIRMAN OF THE CENTRAL COUNCIL

- 25 It shall be the duty of the Chairman of the Central Council to ensure that these Bye-laws and the Resolutions of the Central Council are duly carried out; to exercise general authority over the staff of the League; to propose from time to time to the Central Council such measures as shall appear to him to be advisable for the welfare of the League, and to act, if the occasion arises, in the name and on behalf of the League.

THE HONORARY TREASURER

26. The Honorary Treasurer shall be responsible for advising the Central Council on the financial policy of the League. He shall report to the Central Council regularly on the financial progress of the League and shall ensure that the Annual Accounts are presented to the Central Council for its consideration before they are laid before the Annual General Meeting in accordance with Bye-law 30.3.

THE DIRECTOR-GENERAL

27. A Director-General may be appointed by the Central Council at such salary as shall be fixed by it from time to time. He shall be the Chief Executive Officer of the League. He shall be responsible to the Central Council and to the Chairman of the Central Council acting on its behalf. Subject to the authority of the Chairman of the Central Council he shall have full control over all members of the staff of the League. He shall be responsible for implementing the policy of the Central Council and shall prepare proposals for the further development of the League.

THE SECRETARY

- 28.1 The Secretary shall be appointed by the Central Council at such salary as shall be fixed by it from time to time. He shall be ex-officio Secretary of the Central Council and of all Committees for which a special Secretary is not appointed.

- 28.2 All communications relating to the business of the League shall be addressed to the Secretary of the League except in the case of Committees for which a special Secretary has been appointed.

THE SEAL

29. The Central Council shall provide for the safe custody of the seal of the League, which shall only be used by the authority of the Central Council previously given and in the presence of at least two Members of the Central Council who shall sign the instrument to which the seal is affixed, and every such instrument shall be countersigned by the Director-General or some other person appointed by the Central Council and be recorded in the Minute Book of the proceedings of the Central Council.

ACCOUNTS

- 30.1 Annual Accounts shall be prepared which give a true and fair view of the financial state of affairs and income and expenditure of the League. In the preparation of the Annual Accounts:-
- (i) suitable accounting policies shall be selected and applied consistently;
 - (ii) judgements and estimates shall be made that are reasonable and prudent;
 - (iii) a going concern basis shall be adopted unless it is inappropriate to presume that the League will continue in operation.
- 30.2 At the Annual General Meeting of the League in each year the Central Council shall lay before the League the Annual Accounts made up to a date not more than five calendar months before the Meeting and audited as required by the Charter. A copy of the Annual Accounts shall be available for inspection by Members at the Headquarters of the League fourteen days prior to the Annual General Meeting and a copy of the same may be obtained by a Member on making written application.
- 30.3 The Central Council shall lay before every Annual General Meeting of the League the Annual Accounts and a report on the state and condition of the League and the progress of its work.

AUDITS

- 31.1 The Auditors shall be appointed by the Members at the Annual General Meeting and their remuneration shall be fixed by the Central Council subject to the provisions of the Charter.
- 31.2 It shall be the duty of every officer or servant of the League to give to the Auditors such information and explanation as they may require.

NOTICES

32. Any notice may be given to any Member of the League either personally or by sending it by post to the address which he has registered under Bye-law 4.3. Any notice sent by post shall be deemed to have been received if properly addressed, prepaid and posted at the expiration of forty-eight hours after the posting if his registered address is in the United Kingdom or thirty days if it is outside the United Kingdom.

INDEMNITY

33. Every Member of the Central Council or other officer or employee of the League shall be indemnified by the League against all costs and losses which he may become liable to or incur by reason of any act or thing done by him in the discharge of his duty and any officer or employee of the League shall be similarly indemnified against any costs, losses and expenses which he may incur or become liable to by reason of any act or thing done by him in the discharge of any duty performed for and with the authority of the Central Council.

ALTERATION OF BYE-LAWS

- 34.1 Any alteration in these Bye-laws recommended by the Central Council may be proposed at the Annual General Meeting or at an Extraordinary General Meeting, due notice thereof having been given in the notice calling the Meeting, provided that such proposed alteration shall have been exhibited on the notice board at the Headquarters and every branch of the League in the United Kingdom having its own premises for at least one calendar month previous to the Meeting at which it shall be submitted.
- 34.2 Any fifty Members may propose to the Central Council an alteration in these Bye-laws by letter addressed to the Secretary, and, if dissatisfied with the reply of the Central Council, they may require that their proposition be referred to an Extraordinary General Meeting, which the Central Council shall convene for that purpose within six weeks after receiving such requisition.
- 34.3 No alteration in these Bye-laws shall be valid unless approved by a resolution passed by a majority of not less than three-fourths of the Members present and voting at a General Meeting and until approved in the manner provided in Article 13 of the Charter.

INTERPRETATION OF BYE-LAWS

- 35 The Central Council shall be the sole authority for the interpretation of these Bye-laws and the decision of the Central Council upon any question of interpretation or upon any matter affecting the League and not provided for by these Bye-laws shall be final and binding on the Members.