

At the Council Chamber, Whitehall

THE 10th DAY OF NOVEMBER 2010

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

The Privy Council has approved revised Byelaws for the Royal African Society as set below.

Judith Simpson

SCHEDULE

REVISED BYE-LAWS OF THE ROYAL AFRICAN SOCIETY

MEMBERSHIP OF THE SOCIETY

1. Membership

- (1) The Society is a body corporate composed of the Members, Student Members, Life Members, Honorary Life Members, and individuals nominated by Corporate and Unincorporated Bodies which subscribe to the Society.
- (2) Persons who are in sympathy with the objects of the Society as stated in Article 2 of the Charter may become Members in the manner described in Bye-law 1(3).
- (3) Every applicant for Membership shall apply either in writing to the Secretary on a form prescribed by the Council or electronically in a manner prescribed by the Council.

2. Register of Members

- (1) A Register of Members shall be kept at the Office of the Society and shall be open for inspection by Members during business hours.

3. Subscriptions and Entitlements of Members

- (1) The Council shall require that Members, with the exception of Honorary Life Members, shall pay an annual subscription in accordance with such rates and in such manner as the Council may prescribe from time to time.
- (2) Every Member shall inform the Secretary of his or her permanent address and of changes therein, and the Secretary shall record these particulars in the Register of Members.
- (3) A Member may compound his or her subscription at any time by paying an amount prescribed by the Council for the cost of purchasing Life Membership, and such person shall thereafter be known as a Life Member, provided that at the time of application by the Member it is the policy of the Council to provide for such paid-up Life Membership.
- (4) The subscription for the first year of Membership shall be the full annual subscription except that in the case where a Member joins during the second half of the Society's financial year, payment owing will be half the prescribed annual rate.

- (5) Members of the Society shall be entitled as part of their annual subscription to such benefits of Membership as may prevail at the time, including receipt of the Society's journal, *African Affairs*; attendance at all Royal African Society public meetings and functions, which shall be free of charge to Members except where the Council prescribes otherwise; access to the Society's website, which shall be free of charge to Members except for those sections where the Council prescribes otherwise; and the right to be informed of, attend, speak and vote at the Annual General Meeting, and any Extraordinary General Meeting as may be called from time to time.

4. Cessation of Membership

- (1) An individual's Membership of the Society shall lapse where a Member, despite two reminders sent in accordance with such procedures and timescale as the Council prescribes, fails to pay the annual subscription, falling due.
- (2) The Council shall have the power to refuse or withdraw Membership of the Society where, in the view of the Council, the publicly expressed views of the applicant or Member appear contrary to the Society's aims and objectives, and/or his or her public affiliations might bring the Society into disrepute, provided that in the case of withdrawal of Membership the Council acts in accordance with such procedures as it may have prescribed for due consideration of such cases – such procedures to afford to a Member the right to make representations as to why Membership should not be withdrawn.
- (3) A Member may at any time resign from Membership of the Society by notice in writing or electronically to the Secretary, and the resignation shall take effect on the day when the notice is received by the Secretary.

HONORARY LIFE MEMBERS

5. Honorary Life Members

- (1) The Council shall from time to time prescribe the maximum number of Honorary Life Members of the Society.
- (2) The Council may from time to time elect as an Honorary Life Member of the Society any individual from among the Members of the Society who, by reason of their conspicuous service to the Society or in relation to affairs concerning Africa generally, is deemed by the Council to be suitable.
- (3) Honorary Life Members shall have all the rights and entitlements of Members as prescribed in Article 3(4) above, except that they shall not have the right to stand for election to the Council.
- (4) All persons serving as Vice-Presidents of the Society at the time of the abolition of this post with the adoption of these revised Bye-laws shall become Honorary Life Members of the Society.
- (5) An Honorary Life Member may at any time resign by notice in writing or electronically to the Secretary, and the resignation shall take effect on the day when the notice is received by the Secretary.

PATRONS

6. The Royal Patron and Patrons of the Society

- (1) The Royal Patron of the Society is Her Majesty Queen Elizabeth II.
- (2) The Members of the Society may at an Annual or Extraordinary General Meeting, upon receiving nominations from the Council of a person, whether a Member of the Society or not, elect as Patrons

of the Society any individuals who, by reason of their eminence or any other reason, wish to express their public support for the work of the Society, and are deemed to be suitable for this honorific post.

- (3) A Patron of the Society may resign by notice in writing or electronically to the Secretary, and the resignation shall take effect on the day when the notice is received by the Secretary.

CORPORATE AND UNINCORPORATED MEMBERS

7. Corporate and Unincorporated Members

- (1) Corporate membership of the Society is open to any corporate and unincorporated body, the annual categories and cost of such membership to be prescribed by the Council from time to time.
- (2) A Corporate Member, whether a corporate or unincorporated body, shall not as such be entitled to vote at General Meetings of the Society, but may nominate a representative (hereinafter referred to as a Nominee Member) to become a Member of the Society, and such individual shall have the same rights and entitlements, and be subject to the same liabilities (but not the payment of any subscription), as any other Member of the Society, except that if his or her nomination is revoked and the Secretary of the Society is so informed in writing by the corporate or unincorporated body that nominated the person in question, or if the membership of the corporate or unincorporated body terminates, he or she shall cease to be a Member of the Society as at the date of the revocation or termination.
- (3) The registered office or other permanent address of every Corporate or Unincorporated Member, together with the name and address of the Nominee Member, and any changes therein, shall be notified to the Secretary, who shall record these particulars in a Register of Corporate and Unincorporated Members.
- (4) A Register of Corporate and Unincorporated Members shall be kept at the office of the Society and shall be open to the inspection of Members and Corporate and Unincorporated Members during business hours.
- (5) The Council shall have the power to refuse or withdraw Corporate Membership of the Society where, in the view of the Council, the actions or officially expressed policies of the applicant corporate or unincorporated body or Corporate Member appear contrary to the Society's aims and objectives, provided that in the case of withdrawal of Membership the Council acts in accordance with such procedures as it may have prescribed for due consideration of such cases – such procedures to afford to such bodies the right to make representations as to why Membership should not be withdrawn.
- (6) A Corporate or Unincorporated Member may resign its Membership by notice in writing or electronically to the Secretary, and the resignation shall take effect on the day on which the notice is received by the Secretary.

STUDENT MEMBERS

8. Student Members

- (1) Student Membership of the Society shall be open to all students at such reduced subscription rates as the Council may from time to time prescribe.
- (2) A Register of Student Members shall be kept at the Office of the Society, and shall be open to the inspection of Members and Student Members during business hours.
- (3) The relevant provisions of Bye-laws 1, 3 and 4 relating to Members of the Society shall apply also to Student Members of the Society.

CHAIR AND VICE-CHAIRS

9. The Chair of the Society

- (1) The Chair of the Society shall also serve as the Chair of its Council.
- (2) The Chair shall be elected by the Members of the Society and shall become, *ex officio*, a Member of the Society upon election.
- (3) A person elected as Chair shall hold office for three years from the date of his or her election, and shall be eligible for re-election.
- (4) The Chair may at any time resign by notice in writing to the Secretary.

10. The Vice-Chairs of the Society

- (1) The Vice-Chairs of the Society shall also serve as Vice-Chairs of its Council.
- (2) The Vice-Chairs – up to a maximum of three in number -- shall be elected by the Council from among its members – elected or co-opted -- thereof.
- (3) A person elected as Vice-Chair shall hold office for three years from the date of his or her election, and shall be eligible for re-election.
- (4) A Vice-Chair may at any time resign by notice in writing to the Secretary.

THE HONORARY TREASURER, THE DIRECTOR AND THE SECRETARY

11. The Honorary Treasurer

- (1) The Honorary Treasurer shall be elected at an Annual General Meeting.
- (2) A person elected as Honorary Treasurer shall hold office for three years from the date of his or her election, and shall be eligible for re-election.
- (3) The Honorary Treasurer may at any time resign by notice in writing to the Secretary.

12. The Director

- (1) The right to appoint the Director of the Society shall be vested in the Council.
- (2) The Director shall hold office at the discretion of the Council in accordance with his or her contract of employment.
- (3) The Director shall have responsibility for representing the Society, developing and running its programmes and activities, and managing its affairs.
- (4) The Director shall be responsible to, and take directions from, the Council and its Executive Committee, and shall attend meetings of the Council and Executive Committee.

13. *The Secretary*

- (1) The right to appoint the Secretary of the Society shall be vested in the Council.
- (2) The Secretary shall hold office at the discretion of the Council in accordance with his or her contract of employment.
- (3) The Secretary shall carry out the obligations laid down in the Charter of the Society and its Bye-laws; and such other duties, functions and tasks as shall be allocated to him or her from time to time by the Council, or the Director on its behalf.
- (4) The Secretary shall be responsible to the Council through the Director.

THE COUNCIL

14. *Constitution of the Council*

- (1) The Council of the Society shall consist of the Chair; the Honorary Treasurer; fifteen members (this number to include such Council members as may be or subsequently become Vice-Chairs) elected from among the Members of the Society, hereinafter called “the elected members”; the person or persons appointed by the Council to be Editors of the Society’s journal, *African Affairs*; and up to four co-opted persons.
- (2) All members of Council, except where a Council member is in receipt of some remuneration from the Society, shall *ex officio* act as Trustees of the Society.

15. *Election of members of the Council*

- (1) At every Annual General Meeting one-third of the elected members shall retire from office and, subject to paragraph (5) of this Bye-law, an equivalent number of members shall be elected by the Meeting to fill their places.
- (2) The persons to retire pursuant to paragraph (1) of this Bye-law shall be the five members who have then been elected members for the longest period of time; and if two or more persons have been elected members for the same period of time, those of them to retire shall be determined by lot.
- (3) A candidate for election to the Council in any year shall be proposed by one Member of the Society, and seconded by another Member, on a form prescribed by the Council, and every such form, duly completed, shall be delivered by hand, post or electronically to the Secretary no less than four weeks prior to the date of the next Annual General Meeting.
- (4) A list of the candidates proposed and seconded in accordance with paragraph (3) of this Bye-law shall be sent to the Members of the Society with the notice convening the Meeting.
- (5) Retiring members of the Council shall be eligible for re-election.

16. *Cessation of membership of the Council*

- (1) A member of the Council shall cease to be a member:
 - (i) if they resign their membership of the Council by notice in writing to the Secretary;
 - (ii) if they are elected an Honorary Life Member of the Society;
 - (iii) if they cease to be a Member of the Society;

- (iv) if they are convicted on indictment of any criminal offence;
- (v) if they become bankrupt or make any arrangement or composition with his creditors generally;
- (vi) if they become of unsound mind;
- (vii) if they fail in the course of a continuous period of twelve months to attend two consecutive meetings of the Council, unless the failure was due to some reason accepted by the Council;
- (viii) if they are removed from office by a resolution of a General Meeting of the Society, provided that they have had not less than twenty-one days' notice of the intention to move such a resolution and an opportunity to reply to it personally or in writing.

17. Co-opted Members and Casual Vacancies

- (1) The Council shall have the power to co-opt as members of Council persons, up to a maximum of four in number, who may, or may not, already be Members of the Society, and who will serve for a term of up to a maximum of three years.
- (2) In addition to the power set out in Bye-law 17(1), a casual vacancy among the elected members may also be filled by the Council by co-option, but in this case only until the next Annual General Meeting.
- (3) A person co-opted to fill a casual vacancy shall be eligible for election at the next Annual General Meeting in accordance with Bye-law 15(3).

18. Procedure of the Council

- (1) The affairs and property of the Society shall be controlled by the Council.
- (2) At least two meetings of the Council shall be held in every calendar year; a special meeting of the Council may be summoned at any time by any five members of the Council, by notice in writing to the Secretary.
- (3) Twenty-one days' notice shall be given of every meeting of the Council.
- (4) Five members of the Council shall be a quorum.
- (5) The Chair of the Society, or failing that a Vice-Chair, or failing that a member of the Council elected by the members present at the meeting, shall preside at every meeting of the Council.
- (6) All questions shall be decided by a simple majority; and if there is an equality of votes, the chair of the meeting shall have a second or casting vote.
- (7) Minutes of every meeting of the Council shall be made by the Secretary, or such other person as the Council shall agree, and circulated to Council members promptly thereafter (and in any case, no longer than three weeks after a meeting), and at the next meeting shall be considered for confirmation.
- (8) The Council, or the Director on its behalf, shall present to every Annual General Meeting of the Society a report on the activities of the Society for the previous year.
- (9) The proceedings of the Council shall not be invalidated by any defect in the election of its members or any of them or by any vacancy in its membership.

19. Functions of the Council

The Council shall be the governing body of the Society, responsible for its overall policy and programmes, its property and other financial affairs. In carrying out this role, it will be responsible, *inter alia*, for:

- (1) Electing the Vice-Chairs of the Society;
- (2) Appointment of the Director and the Secretary of the Society and the terms and conditions of their employment;
- (3) Delegating to the Executive Committee the administration of the affairs and property of the Society;
- (4) Formation and terms of reference of such Sub-committees as may be required from time to time;
- (5) Prescribing policy relating to membership of the Society, determining how applications for membership may be submitted, and setting subscriptions for different categories of members;
- (6) Electing the Honorary Life Members of the Society;
- (7) Terminating membership of the Society in accordance with Articles 4(2) and 7(5) of these Bye-laws;
- (8) Receiving and approving the Annual Report and Accounts of the Society and of such charitable trust funds as may exist from time to time to support the work of the Society;
- (9) Appointment of the Trustees of such charitable trust fund or funds as may exist from time to time to support the work of the Society;
- (10) Convening Annual and Extraordinary General Meetings of the Society;
- (11) Consultation of Members electronically in accordance with the exceptional procedure laid down in Bye-law 32.

THE EXECUTIVE COMMITTEE

20. Constitution of the Executive Committee

- (1) The Executive Committee shall consist of the Chair of the Society, the Vice-Chairs, the Honorary Treasurer and a maximum of three other members of the Council appointed by the Council for a three-year term, which can be renewed.
- (2) The Executive Committee may on occasion request one or more other Council members to attend its meetings, in whole or in part.

21. Functions of the Executive Committee

- (1) The administration of the affairs and property of the Society shall be conducted by the Executive Committee through the Director, the Secretary and such other staff as the Society may from time to time engage, and subject to such directions as the Council may give from time to time, such administration to include:
 - a. Long-term and annual financial planning and control;
 - b. Personnel and disciplinary issues relating to the Society's staff;
 - c. Pay and performance of the Director.
- (2) At every meeting of the Council the Chair or, failing that a Vice-Chair, shall report on the activities of the Executive Committee since the last meeting of the Council.

22. Procedure of the Executive Committee

- (1) The Executive Committee shall decide the frequency of meetings to be held in every calendar year, and its manner of conducting business, including the use of electronic means, where appropriate, in addition to meetings.
- (2) A special meeting of the Executive Committee may be summoned at any time by a member of the Executive Committee, with the sanction of the Chair or a Vice-Chair, by notice in writing to the Secretary.
- (3) Seven days' notice to its members shall be given of any meeting of the Executive Committee.
- (4) Three members of the Executive Committee shall be a quorum.
- (5) The Chair of the Society, or failing that a Vice-Chair of the Council, or failing that a member of the Executive Committee elected by the members present at the meeting, shall preside at every meeting of the Executive Committee.
- (6) All questions shall be decided by a simple majority; and if there is an equality of votes, the chair of the meeting shall have a second or casting vote.
- (7) Minutes of every meeting of the Executive Committee shall be made by the Secretary and circulated promptly thereafter (and in any case, no longer than twenty-one days after a meeting), and at the next meeting shall be considered for confirmation.

GENERAL MEETINGS OF THE SOCIETY

23. Classes of General Meetings

- (1) A General Meeting of the Members of the Society, to be called the Annual General Meeting, shall be held once every year.
- (2) Other General Meetings shall be called Extraordinary General Meetings.

24. Convening of Annual General Meetings

- (1) The Annual General Meeting shall be held within six months of the end of the previous financial year and on such day as the Council shall decide.
- (2) The time and place of every Annual General Meeting shall be decided by the Council.
- (3) A notice convening a General Meeting shall be sent by the Secretary in writing and/or electronically to every Member of the Society, Student Members, Corporate Members, Unincorporated Members and Honorary Life Members.
- (4) The convening notice shall state the place, day and time of the meeting and shall set out the Agenda; and if special business (defined in Bye-law 25(3)) is to be transacted, the nature and purpose of that business shall be stated.
- (5) The length of notice of Annual General Meetings shall be twenty-one days.
- (6) The accidental omission to give such notice to, or the non-receipt of such notice by, any person eligible to attend shall not invalidate any resolution passed or proceeding at any such meeting.

- (7) Where a Resolution, Ordinary or Special, is to be considered, the draft Resolution, the arguments in favour of it by its Proposer and Seconder, and the views (if any) of the Council, should be included with the convening notice sent to Members.
- (8) Where an election to an office of the Society is to be conducted, biographical details of each candidate, and the views (if any) of the Council, should be included with the convening notice sent to Members.

25. Proceedings at Annual General Meetings

- (1) The Business to be transacted at Annual General Meetings shall include:
 - (a) reading by the Secretary of the notice convening the meeting;
 - (b) consideration of the minutes of the last Annual General Meeting for confirmation;
 - (c) consideration of the Annual Report of the Council;
 - (d) consideration of the accounts for the period in question;
 - (e) election of Members of the Council;
 - (f) election of the Chair of the Society and Honorary Treasurer;
 - (g) appointment of an auditor or auditors;
- (2) The business described above shall be called ordinary business and a resolution on any such business may be passed as an ordinary resolution in accordance with Bye-law 30(2).
- (3) All other business transacted at an Annual General Meeting shall be called special business, and a resolution on any such business may be passed only as a special resolution in accordance with Bye-law 31(3).

26. Extraordinary General Meetings

- (1) An Extraordinary General Meeting may be convened at any time by the Council of its own motion, and such a meeting shall also be convened by the Council pursuant to a requisition duly made in accordance with paragraph 6 of this Bye-law.
- (2) A notice convening an Extraordinary General Meeting shall be sent by the Secretary in writing and/or electronically to every Member of the Society and to every Corporate and Unincorporated Member.
- (3) The length of notice of Extraordinary General Meetings shall be twenty-one days.
- (4) The notice shall state the general nature of the business to be transacted at the meeting.
- (5) At an Extraordinary General Meeting no business shall be transacted other than that stated in the notice convening the meeting.
- (6) An Extraordinary General Meeting shall be convened by the Council on the written requisition of twenty-five Members of the Society stating the general nature of the business to be transacted at the meeting; and if the Council does not convene such a meeting within twenty-one days after the date of the delivery of the requisition, the said twenty-five Members may themselves convene the meeting in accordance with this Bye-law.

27. Procedure at Annual General and Extraordinary General Meetings

- (1) The Chair of the Society, or failing that a Vice-Chair, or failing that a member of the Council elected by the Members then present at the meeting, shall preside at every General Meeting.
- (2) The quorum for every General Meeting shall be twenty Members of the Society present.

- (3) If within half-an-hour from the time appointed for the holding of the meeting a quorum is not present, the meeting, if convened under Bye-law 26(6), shall be dissolved; and in any other case the meeting shall stand adjourned to the same day in the following week, at such a time and at such place as the chair of the meeting shall appoint; and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the holding of the meeting, the Members present shall be a quorum.
- (4) The Chair of every General Meeting may, with the consent of the meeting, adjourn the same from time to time, and from place to place, as the meeting shall decide; and no business shall be transacted at the adjourned meeting other than the unfinished business of the meeting from which the adjournment took place.

VOTING RIGHTS AT GENERAL MEETINGS

28. *Who May Vote*

Each Member of the Society shall have one vote at General Meetings of the Society.

29. *Giving of Votes*

- (1) Votes by Members present at General Meetings may only be given personally.
- (2) On a show of hands every Member present in person shall have one vote, and on a poll every Member shall have one vote.
- (3) At all General Meetings a proposed resolution, including elections of office-holders of the Society, put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the show of hands) demanded by the chair or by at least three other Members present at the meeting; and unless a poll is so demanded a declaration by the chair as to the result of the show of hands, and an entry to that effect in the minute book of General Meetings, shall be conclusive evidence of that result.
- (4) If a poll is duly demanded it shall be taken forthwith and in such manner as the chair decides, and the result of the poll shall be deemed to be true record of the votes cast by the Members present.
- (5) In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall, whether he or she has already voted or not, have a casting vote.

PASSING OF RESOLUTIONS

30. *Ordinary Resolutions*

- (1) Notice shall be required for the proposing of a resolution on ordinary business (defined in Bye-law 25(2)) at an Annual General Meeting.
- (2) A proposed resolution shall be an ordinary resolution if it is passed in accordance with Bye-law 29.

31. *Special Resolutions*

- (1) Any two Members of the Society may give notice specifying their intention to propose a resolution on special business (defined in Bye-law 25(3)) at an Annual or Extraordinary General Meeting, and such a notice shall be given in writing to the Secretary of the Society not less than fourteen days before the date of the General Meeting at which the resolution is to be proposed.
- (2) The notice shall include, or be accompanied by, a copy of the resolution intended to be proposed; the names of the Proposer and Seconder; and a statement explaining why the resolution is being proposed.
- (3) The items specified in Bye-law 31(2), the views (if any) of the Council, or the Chair where the Council has not been able to convene and discuss the draft resolution, shall be communicated to the Members by means of a separate notice sent by the Secretary as soon as possible after the receipt of the two Members' notice has been received by the Secretary.
- (4) A proposed resolution shall be a special resolution if it is passed at the meeting at which it is submitted, or at any adjournment thereof, in accordance with Bye-law 29.

CONSULTATION OF AND PARTICIPATION BY MEMBERS OF THE SOCIETY

32. *An Exceptional Procedure*

- (1) The Council shall have the power, where in its view an issue of exceptional importance to the activities and/or future of the Society arises, to seek the views of all Members whose electronic address is recorded in the Register of Members; and where the Council judges it appropriate, to put a resolution to the Members and request them to cast their votes.
- (2) The Council, in exercising this power, shall make the necessary arrangements for the secure electronic balloting of the Members.
- (3) The results of any such ballot on a resolution shall be reported to the Members and shall have the same standing as a Special Resolution passed at a General Meeting.

THE SEAL OF THE SOCIETY

33. *Custody of the Seal*

- (1) The Seal of the Society shall be kept by the Secretary in such a manner as the Council shall decide.
- (2) The Seal shall not be affixed to any document except in pursuance of a resolution of the Council relating specifically to the document in question.

34. *Affixing of the Seal*

- (1) The Seal of the Society shall be affixed only in the presence of one member of the Council or the Director, and of the Secretary or such other person as the Council may appoint for the purpose.
- (2) The persons in whose presence the Seal has been validly affixed to any document shall sign the document; and in favour of any person dealing with the Society in good faith, their signatures shall be conclusive evidence that the Seal was validly affixed.

BANKING, ACCOUNTS AND AUDIT

35. Bank Accounts

- (1) Accounts of the Society shall be kept at such bank or banks as the Council, shall from time to time decide.
- (2) Payments made by way of cheques or otherwise on bank accounts maintained in the name of the Society, subject to such limits as the Council may prescribe from time to time, shall, unless otherwise decided by the Council, be authorised by any two of the following: the Chair of the Society, a Vice-Chair of the Council, the Honorary Treasurer, the Director, the Secretary.

36. Accounts to be kept

- (1) The Council shall cause true accounts to be kept of –
 - (a) the assets of the Society
 - (b) the sums of money received and expended by the Society, and the matters in respect of which such receipts and expenditure took place
 - (c) the credits and liabilities of the Society.
- (2) The books of account shall be kept at the Office of the Society or at such other place or places as the Council shall decide.

37. Inspection of Accounts

The Council shall from time to time prescribe conditions as to the time and manner of the inspection of the accounts by Members of the Society; and subject to such conditions the accounts shall be open to the inspection of Members at all reasonable times during business hours.

38. Submission of Annual Accounts

- (1) At every Annual General Meeting of the Society the Council shall lay before the meeting an audited account of the income and expenditure of the Society for the period since the preceding account.
- (2) The Council shall also lay before the meeting a balance sheet as at the date to which the income and expenditure account is made up.
- (3) A copy of the income and expenditure account, and of the balance sheet for the period in question shall be sent, with the notice convening the Annual General Meeting, to every Member of the Society.

39. Audit

- (1) At every Annual General Meeting the Society shall appoint a qualified auditor or auditors who shall hold office until the end of the next Annual General Meeting.
- (2) Once at least every year the accounts of the Society shall be examined by the auditors, and they shall report to the Members on the accounts and on every balance sheet and every income and expenditure account laid during their tenure of office.

- (3) For the purposes of this Bye-law, “a qualified auditor” means a member of a body of accountants established in the United Kingdom.

INDEMNITY

40. *Scope of Indemnity*

- (1) The Chair of the Society, Vice-Chairs of the Society, Honorary Treasurer, Members of the Council, Members of the Executive Committee, auditors, Director, Secretary and other officers of the Society, acting in relation to any of the affairs of the Society, and every of them, and all and every of their personal representatives, shall be indemnified and secured harmless out of the assets of the Society from and against all actions, costs, charges, losses, damages and expenses which they or any of them, or their or any of their personal representatives, shall or may become liable to, incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duties in their respective offices.
- (2) There shall be excepted from the indemnity given by the foregoing paragraph of this Bye-law such actions, costs, charges, losses, damages and expenses (if any) as any of the persons aforesaid shall become liable to, incur or sustain by or through his or their own wilful neglect or default, or through his or their own dishonesty.
- (3) None of the persons aforesaid shall be answerable for the acts, receipts, neglect or defaults of the other or others of them, or for joining in any receipt for the sake of conformity, or for the defaults of any bank or other person with whom any money or effects belonging to the Society or its Members shall or may be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Society shall be invested, or for any other loss, misfortune or damage, which may happen in the execution of their respective offices, or in relation thereto, except the same shall happen by or through his or their own wilful neglect or his or their own dishonesty.

41. *Notices*

Any notice to be given under these Bye-laws shall be valid and effectual if sent by prepaid post to a Member at their place of residence and/or to a Member’s electronic mailing address, as shown in the Register of Members at the time of the communication being sent.

INTERPRETATION, AMENDMENT AND REPEAL

42. *Interpretation*

In these Bye-laws unless the context otherwise requires –

“Bye-laws” means these Bye-laws and any Bye-laws amending them or adding to them, and includes any Bye-laws substituted for any of these Bye-laws.

“Charter” means the Charter granted by Her Majesty Queen Elizabeth the Second in the year 1968 incorporating the Society; and includes any supplementary Charter.

“Corporate” means a corporation created under the law of any country.

“Council” means the Council of the Society.

“Honorary Life Member” means an honorary member of the Society in accordance with Bye-law 5.

“Member” (with a capital M and without any adjective) means one of the individuals who compose the body corporate called “The Royal African Society”, and includes Student Members, Honorary Life Members and Nominee Members; and “Membership” shall be construed accordingly.

“Nominee Member” is a person nominated by a Corporate Member as its representative in accordance with Bye-law 7(2).

“Poll” means the taking of votes by a show of hands, or using written or printed ballot-papers, by Members present at a General Meeting.

“Society” means the Royal African Society incorporated by the Charter.

“Student” means a person who is engaged full- or part-time in studying for a degree or similar qualification.

“Unincorporated body” means any charity, educational establishment, High Commission or Embassy, institution, non-governmental organisation, professional body, or other incorporated group.

“Unincorporated society” means the society that was formed on the twenty-seventh day of June, 1901, with the name of The African Society.

Words denoting the singular shall include the plural and vice versa.

43. Amendment and Repeal

These Bye-laws may be replaced, amended or added to in the manner stated in the Charter.

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