

BRITISH & FOREIGN SCHOOL SOCIETY

BYE-LAWS

Originally adopted on 9th December 2014

and revised at December 2015

and March 2018

PRELIMINARY

1. In these Bye-laws, the words and expressions defined in the Statutes of the Society shall apply and shall have the same meanings unless the context requires otherwise.
2. All the Bye-laws are subject to the provisions of the Charter and the Statutes and, in the case of inconsistency, a Bye-law shall be construed as if it had been expressed in conformity with the Charter and the Statutes.
3. Words denoting any one gender include all genders.

AMENDING THE BYE-LAWS

4. Any Bye-law may from time to time be revoked, added to, varied or amended by the Council by a simple majority of the members of Council voting in favour of such revocation, addition, variation or amendment (whether at a meeting or in Writing).

COUNCIL MEETINGS

5. In accordance with Statute 23, the following additional provisions shall apply to Council meetings.
 - 5.1 If all the Councillors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
 - 5.2 The Chair shall take the chair at meetings of the Council at which he is present and, if he is unable or unwilling to do so, the Vice-Chair shall take the chair. In the absence of both the Chair and Vice-Chair, the members of the Council present may appoint one of their own number to take the chair.
 - 5.3 A meeting of the Council must be called by reasonable notice unless either
 - 5.3.1 all the Councillors agree; or
 - 5.3.2 urgent circumstances require shorter notice.
 - 5.4 Notice of meetings of the Council must be given to each Councillor.
 - 5.5 Every notice calling a meeting of the Council must specify
 - 5.5.1 the place, day and time of the meeting;
 - 5.5.2 the general nature of the business to be considered at such meeting; and

- 5.5.3 if it is anticipated that Councillors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 5.6 Notice of meetings of the Council need not be in Writing.
- 5.7 Notice of meetings of the Council may be sent by electronic means to an address provided by the Councillor for the purpose, or by post.
- 5.8 The Council shall meet at least three times in each calendar year and at intervals not exceeding seven months.
- 5.9 On the request of the Chair, or of the Vice-Chair, or of four Councillors, the Secretary shall at any time summon a special meeting of the Council by notice sent by post or by electronic means to all Councillors resident in the United Kingdom. Such notice shall, except in the case of emergency, give reasonable notice and it shall specify the items to be discussed.
- 5.10 The Council must cause minutes to be made
 - 5.10.1 of all appointments of officers made by the Council;
 - 5.10.2 of all resolutions of the Society and of the Council (including, without limitation, decisions of the Council made without a meeting);
 - 5.10.3 of all proceedings at meetings of the Society and of the Council, and of committees, including the names of the Councillors present at each such meeting; and
 - 5.10.4 any such minute, if purported to be signed (or in the case of minutes of meetings of the Council signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Councillor, be sufficient evidence of the proceedings.

GENERAL AND OTHER MEETINGS OF THE SOCIETY

- 6. In accordance with Statute 41, the following additional provisions shall apply to general and other meetings of the Society.
 - 6.1 The Council shall call a Special General Meeting within three months of receiving a request in writing to do so signed by at least 10% of the total number of current Members.
 - 6.2 The Council will publish a notice on the Society's web-site specifying the place, the day and the hour of any Special General Meeting called under Bye-law 6.1 (and any instructions in relation to proxy voting in accordance with the requirements of Bye-laws 6.11-6.21) within 21 clear days of receiving the duly signed request in order to facilitate the submission of any Members' resolutions for the Special General Meeting in accordance with the requirements of Bye-law 6.5. Members will be notified in Writing of the presence of the notice or document on the website in accordance with the Statutes.

- 6.3. In the case of an Annual General Meeting the Council will publish a notice on the Society's web-site specifying the place, the day and the hour of the meeting (and any instructions in relation to proxy voting in accordance with the requirements of Bye-law 6.11-6.21) at least 56 clear days before the meeting in order to facilitate the submission of any Members' resolutions in accordance with the requirements of Bye-law 6.5. Members will be notified in Writing of the presence of the notice or document on the website in accordance with the Statutes.
- 6.4 Except in cases of emergency declared by the Council or the President, fourteen Clear Days' notice specifying business to be transacted at the Annual General or Special General Meeting, as well as (for completeness) the place, the day and the hour of such meeting (and any instructions in relation to proxy voting in accordance with the requirements of Bye-law 6.11-6.21), shall be given by notice to the Members by post or electronically, in accordance with the Statutes and these Bye-Laws. The omission to give notice to, or the non-receipt of notice by, any Member shall not invalidate any resolutions passed, or proceeding had, at any meeting.
- 6.5 Any Member entitled to attend and vote at a General Meeting may submit any resolution to that meeting, provided that, at least twenty-eight Clear Days before the date of the meeting, he has given the Secretary signed notice in Writing setting out the proposed resolution and seconded by not less than five Members. Any such resolution shall be published in notices convening the meeting.
- 6.6 No other resolution, except amendments to resolutions, may be submitted to a General Meeting without the consent of the Chairman.
- 6.7 If within one hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such time and place as the Council may determine; and if at such adjourned meeting a quorum is not present within one hour from the time appointed for holding the meeting, then the Members present shall be a quorum.
- 6.8 The chair of the meeting may adjourn any meeting from time to time, and from place to place, as the chairman of the meeting shall determine. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
- 6.9 The President or any Vice-President appointed as chair of the meeting by the President shall preside at every General Meeting but, if at any meeting he shall not be present at the time appointed for holding the same or shall be unwilling to act as chair of the meeting, some other Councillor shall be elected to the meeting to act as chair of the meeting.
- 6.10 For the purposes of Bye-laws 6.11 to 6.21, references to 'General Meeting' shall be deemed to include Special General Meetings and Annual General Meetings.
- 6.11 Any Member entitled to attend, speak and vote at a General Meeting may appoint another Member (subject to Bye-law 6.15) as a proxy to exercise all or any of that Member's rights to attend, speak and vote at that General Meeting.
- 6.12 For the purposes of Statute 43, a Member is present at a General Meeting whether they are present in person or by way of a validly appointed proxy.

- 6.13 At a General Meeting at which any individual is required to exercise more than one vote on a particular resolution due to the number of proxies he or she holds, a secret ballot shall be called by the chair of the meeting for that resolution.
- 6.14 Proxies must be appointed by a notice in writing (a "proxy notice") which
 - 6.14.1 states the name and address of the Member appointing the proxy;
 - 6.14.2 (subject to Bye-law 6.15) identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
 - 6.14.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Council may determine; and
 - 6.14.4 is delivered to the Society in accordance with any instructions contained in the notice of the General Meeting to which it relates.
- 6.15 The Council may, in its discretion, require Members who wish to appoint a proxy to appoint the chair of the meeting as their proxy for any given General Meeting. Any such requirement shall be notified to the Members in the instructions relating to proxy voting set out in the Notice of the General Meeting. If such a requirement is in place, no Member may direct the chair of the meeting, as their proxy, to speak on his or her behalf at the relevant meeting.
- 6.16 The Council may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 6.17 Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 6.18 Unless a proxy notice indicates otherwise, it must be treated as
 - 6.18.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 6.18.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the General Meeting itself.
- 6.19 A Member who is entitled to attend, speak or vote (either on a show of hands or on a secret ballot) at a General Meeting remains so entitled in respect of that General Meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that Member.
- 6.20 An appointment under a proxy notice:
 - 6.20.1 may be revoked by delivering to the Society, before the start of the General Meeting or adjourned General Meeting to which it relates, a notice in writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given; and
 - 6.20.2 will be automatically revoked if a Member who has made a proxy appointment under a proxy notice decides to attend the relevant General

Meeting or adjourned General Meeting in person (and such a Member must notify the Council of this decision before the start of the General Meeting or adjourned General Meeting).

- 6.21 If a proxy notice is not signed or authenticated by the Member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that Member's behalf had authority to do so.

Signed: