



At the Court at Buckingham Palace

THE 8th DAY OF FEBRUARY 2018

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

The following Report of a Committee of the Privy Council dated 19th January 2018 was today considered:-

“YOUR MAJESTY was pleased, by Your Order of 12th October 2016, to refer to this Committee a Petition on behalf of The Royal Life Saving Society, praying for the grant of a Supplemental Charter:

“THE COMMITTEE have accordingly considered the Petition and have agreed to report it as their opinion that a Supplemental Charter may be granted in terms of the annexed Draft.”

HER MAJESTY, having taken the Report and the Draft Supplemental Charter accompanying it into consideration, was pleased, by and with the advice of Her Privy Council, to approve them. It is accordingly ordered that the Right Honourable the Lord High Chancellor of Great Britain should cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Supplemental Charter in conformity with the annexed Draft.

Richard Tilbrook

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 a humble Petition has been presented unto Us by the Council of The Royal Life Saving Society which was incorporated in the year of our Lord one thousand nine hundred and twenty-four by Royal Charter (the Original Charter) and is presently constituted pursuant to a Supplemental Charter granted by Us in the year of our Lord one thousand nine hundred and sixty (the 1960 Charter) praying that We might be pleased to grant to it a Supplemental Charter for the object of enabling the Society to better carry on and develop its charitable work and for the better discharge of its responsibilities under such regulations and with such powers as to Us might appear meet and expedient:

NOW THEREFORE KNOW YE that We, having taken the said Petition into Our Royal Consideration, have been pleased, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion, to grant and declare, and do hereby for Us, Our Heirs and Successors, grant and declare as follows:

1. Except in so far as they incorporate the Society and confers upon it perpetual succession and authorised it to have a common seal and to sue and be sued, the Original Charter and the 1960 Charter are hereby revoked but nothing in this revocation shall affect the legality or validity of any act, deed or thing lawfully done or executed and affecting or concerning the Society under the provisions thereof.
2. In this Our Charter and in the Bye-Laws unless the context otherwise requires the following words shall have the following meanings:-

“the Society” shall mean The Royal Life Saving Society;

“the Commonwealth Council” shall mean the Council of the Society referred to below and as from time to time constituted in accordance with the Bye-Laws;

“the Board” shall mean the Board of Trustees of the Society referred to below and as from time to time constituted in accordance with the Bye-Laws;

“the Bye-Laws” shall mean the Bye-Laws set out in the Schedule hereto as amended from time to time as provided below;

“the National Branches” shall mean the National Branches of the Society in existence at the date of this Supplemental Charter and any other National Branches of the Society that may hereafter be created or recognised pursuant to the Bye-Laws;

“Special Resolution” shall mean a Resolution passed by not less than three-quarters of the members of the Commonwealth Council present and voting at a meeting of the Commonwealth Council, of which not less than three months’ notice shall have been given to all members clearly specifying the substance of the Resolution proposed.

Words importing the singular number only shall include the plural number and vice versa, words denoting one gender shall encompass all genders and words

importing a reference to a person shall include a reference to any body corporate, unincorporated association or partnership and to that person's legal personal representatives or successors.

3. The objects and intention of the Society shall be the promotion of technical education in swimming, saving life by drowning, electrocution and suffocation by gas or smoke and resuscitation of the apparently drowned, electrocuted or suffocated.
4. For the purpose of attaining the aforesaid objects, the Society shall have power to do any lawful thing and without prejudice to the generality of the foregoing shall have power:
 - (a) to acquire, own, construct, provide, maintain, manage, repair and dispose of any real or other property;
 - (b) to form or assist in the formation of or to recognise national or local branches in any part of the Commonwealth;
 - (c) to organise or promote the organisation of conferences, seminars, classes, course of instruction, demonstrations, lectures and competitions in subjects including swimming, lifesaving, drowning prevention, first aid and water rescue principles and in lifesaving sport;
 - (d) to collect, compile, print, publish and disseminate information and generally to give and exchange information and advice by whatever means for the purpose of stimulating interest in and promoting the objects of the Society;
 - (e) to form or assist in the formation of or to recognise bodies of life savers comprising such persons of all ages and whatever classes of member and to supply (with or without charge) and deal in equipment of all kinds for their use and encourage them to be interested in saving life and preventing the loss of life from drowning, electrocution or suffocation and in lifesaving sport and to provide or assist in the provision of prizes, badges, certificates and other rewards of merit to be competed for or awarded;
 - (f) to solicit, receive, accept and administer donations, grants, endowments, gifts, legacies and loans of any property whatsoever and whether subject to any trusts or conditions or not;
 - (g) to borrow and raise money in any manner in accordance with the Bye-Laws;
 - (h) to pay, apply or use any monies or assets of the Society for any charitable purposes which in the opinion of the Board may tend to promote all or any of the objects of the Society and either to do so directly or to pay or transfer any such money or assets to some other trust or person (whether an individual or corporation) to be applied in the above manner;
 - (i) to work collaboratively with other charities and not-for-profit-bodies and to co-operate and enter into arrangements with any authorities, national, local or otherwise;
 - (j) to enter into any arrangements with any civil, educational, military, or other authorities or any other department (whether national, regional or local) of Government in the Commonwealth or any part thereof;
 - (k) to undertake and execute any charitable trust which may be lawfully undertaken by the Society and may further its objects;
 - (l) to establish and support or aid in the establishment and support of any association or institution having objects similar to those of the Society and, to subscribe or guarantee money for purposes being purposes calculated to further its objects;
 - (m) to insure the property of the Society against any eventuality, risk or liability and take out other insurance policies (including indemnity insurance for members of the Board) to protect the Society;
 - (n) to invest the monies of the Society not immediately required for its purposes or for which the Society may act as trustee in accordance with the Bye-Laws;
 - (o) to delegate upon such terms and with such remuneration as the Society shall think fit to professional investment managers ("the Managers") the exercise of the power contained in the foregoing sub-Article (n) provided always that such delegation is exercised in accordance with the Bye-Laws;
 - (p) to enter into, and to give effect to, agreements or arrangements of any kind with, or to any institutions or societies, whose objects are not repugnant to those of this Our Charter or with the respective members of such institution or society whereby:
 - (i) activities may be carried out in co-operation; or

- (ii) any such institution may be or become recognised for any purpose by the Society;
 - (q) to apply for and exercise any powers obtained under any Supplemental Charter or any Act of Our United Kingdom Parliament or of the Legislature of any part of the Commonwealth;
 - (r) to do such other acts and things as are or may be deemed incidental or conducive to the attainment of any of the objects of the Society.
5. The income and property of the Society, from wherever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Our Supplemental Charter, and no portion of them shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to the members of the Society or to the Trustees provided that nothing herein shall prevent any payment in good faith by the Society:
- (a) of reasonable and proper remuneration to any employee, servant or consultant of the Society (not being a member or a Trustee) for any services rendered to the Society and of reasonable and proper expenses necessarily incurred in carrying out the duties of any such officer, servant or consultant of the Society;
 - (b) of reasonable and proper remuneration to any Trustee (or any person connected to a Trustee whose remuneration might result in a Trustee obtaining a material benefit) who enters into a contract with the Society to supply services in return for a payment or other material benefit provided that:
 - (i) the services are actually required by the Society and the other Trustees are satisfied that it would be in the best interests of the Society for the services to be provided by that person;
 - (i) the nature and level of the remuneration is no more than is reasonable in the circumstances for the provision of the services; is stated in the contract and is set in accordance with the procedure in Article 6 of this Our Charter; and
 - (iii) no more than one half of the Trustees are subject to such a contract (or have a person connected to them who is subject to a contract) in any financial year;
 - (c) of interest on money lent by a Trustee at a rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by a major London Clearing Bank or 3% whichever is the greater;
 - (d) to any Trustee of reasonable and proper out-of-pocket expenses incurred in running the Society;
 - (e) to a company of which a Trustee may be a shareholder holding not more than 1% of the capital of such company;
 - (f) of reasonable and proper rent for premises demised or let by any Trustee; or
 - (g) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Trustees (or any of them) in relation to the Society provided that such insurance shall not extend to indemnification against liability for recklessness wilful or criminal wrongdoing or default.
6. Whenever a Trustee has a personal, financial or organisational interest in a matter to be discussed at a meeting the Trustee concerned must:
- (a) declare an interest at or before discussion begins on the matter;
 - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - (c) not be counted in the quorum for that part of the meeting; and
 - (d) withdraw during the vote and have no vote on the matter.
7. There shall be a Patron of the Society. We do reserve to Ourselves to continue as Patron. Subsequent Patrons from time to time shall be such persons as may accept the office upon the request of the Board.
8. There shall be a Commonwealth President, a Deputy Commonwealth President and a Treasurer of the Society with such functions, tenure and terms of office as may be prescribed by or in accordance with the Bye-Laws and such other officers, staff and employees as the Board may from time to time appoint.
9. The members of the Society shall be the National Branches of the Society at the date of this Supplemental Charter together with such other persons or organisations as have been or may hereafter be admitted to membership upon

- such terms and conditions and in such classes of membership as may be regulated by or in accordance with the Bye-Laws.
10. There shall be a Commonwealth Council of the Society which shall be constituted in accordance with the Bye-Laws and with such powers and duties as may be prescribed by or in accordance with the Bye-Laws.
 11. There shall be a Board of Trustees of the Society which, subject to the provisions of this Our Charter, shall exercise all the powers of the Society, save to the extent that this Our Charter and the Bye-Laws otherwise provide.
 12. Subject to the provisions of this Our Charter, the constitution of the Board, its powers and duties (including the power to delegate and to form and regulate committees), the manner of appointment or election and period of office of its members, the manner of filling vacancies in its membership, the conduct of its meetings and affairs and all other matters relating to the Board shall be as prescribed by or under the Bye-Laws. Notwithstanding the contents of this clause, the Deputy Commonwealth President and Treasurer shall at all times be Trustees and Members of the Board.
 13. The Board shall have custody and control of the Common Seal of the Society and arrangements for its safekeeping and manner of authentication shall be as regulated by the Bye-Laws.
 14. (a) The Bye-Laws may, subject to the provisions of this Our Charter, govern such matters as the Society may deem fit and meet with respect to or for the governance of the Society and the promotion of the objects of this Our Charter.
(b) The Bye-Laws of the Society shall be those set out in the Schedule hereto. They shall remain in force unless and until they shall be amended or revoked in manner hereafter prescribed.
 15. The Commonwealth Council, on the recommendation of the Board, may by Special Resolution in that behalf make Bye-Laws adding to, amending or repealing the Bye-Laws for the time being in force, but no Bye-Laws so made shall have effect until approved by the Lords of Our Most Honourable Privy Council, of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
 16. The Bye-Laws may direct that any matter which pursuant to this Our Charter might be prescribed or regulated in the Bye-Laws may be further prescribed or regulated by Regulations provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or the Bye-Laws. Regulations may be added to, repealed and varied in the manner prescribed from time to time in the Bye-Laws.
 17. Regulations shall be made, amended or repealed by the Board of the Society as provided in the respective Bye-Laws which authorise the making thereof.
 18. The Commonwealth Council may revoke, amend or add to the provisions of this Our Charter by a Special Resolution in that behalf and any such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforth continue and operate as though it had been originally granted and made accordingly. This Article shall apply to this Our Charter as altered, amended or added to in the above manner. Provided that no such revocation, amendment or addition shall be made which shall cause the Society to cease to be a charity in law.
 19. (a) In any case of conflict, the provisions of this Our Charter shall prevail over those of the Bye-Laws and Regulations and the provisions of the Bye-Laws shall prevail over those of the Regulations.
(b) Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the Society and the promotion of the objects of this Our Charter.
 20. The Commonwealth Council may by Special Resolution determine to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and wind up or otherwise deal with the affairs of the Society in such manner as shall be determined by such Special Resolution or in default of such direction as the Commonwealth Council shall think expedient having due regard to the liabilities of the Society for the time being, and if, on the winding up or the dissolution of the Society, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Commonwealth Council or any of them but shall, subject to any special trusts affecting the same, be given and transferred to some other charitable association or associations having objects similar to the objects of the Society

which shall prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on the Society by this Our Charter, such association or associations to be determined by the Commonwealth Council at or before the time of dissolution.

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

WITNESS Ourselves at Westminster the _____ day of _____
in the _____ year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

SCHEDULE

BYE-LAWS OF THE ROYAL LIFE SAVING SOCIETY

INTERPRETATION

1. In these Bye-Laws, unless the context otherwise requires expressions or words used in the Charter shall have the meanings there defined. In the event of any inconsistency between the provisions of the Charter and the provisions of the Bye-Laws, the provisions of the Charter shall prevail.
2. In these Bye-Laws unless the context otherwise requires
 - (a) “the Charter” means the Supplemental Charter of the Society as from time to time revoked, amended or added to;
 - (b) the words “Commonwealth President”, “Deputy Commonwealth President”, “Treasurer” and “Chief Executive Officer” shall mean respectively the persons appointed or elected to these offices pursuant to Bye-Laws 9 and 37;
 - (c) the word “Regulations” shall mean the Regulations (howsoever called) for the time being in force made by the Board pursuant to Bye-Law 33;
 - (d) a reference to a clause without further designation shall be construed as a reference to the clause of these Bye-Laws so numbered as the same may be amended from time to time;
 - (e) headings are for convenience only and shall not be taken into account in the interpretation of these Bye-Laws;
 - (f) a reference to any statute or statutory provision shall include a reference to that provision as amended, re-enacted or replaced from time to time;

- (g) if a period of time is specified and it dates from a given day or the day of an act or event, it shall be calculated exclusive of that day;
- (h) references to writing shall include any modes of reproducing words in a legible and nontransitory form and, for the avoidance of doubt, shall include in electronic form such as facsimile and electronic mail;
- (i) references to electronic form shall include electronic means (for example facsimile or electronic mail) or any other means while in an electronic form (for example, sending a disc through the post);
- (j) any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

MEMBERSHIP

3. The members shall consist of the National Branches of the Society which are admitted to membership by the Commonwealth Council, on recommendation of the Board, from time to time together with such other persons as have been or may hereafter be admitted to membership by the Commonwealth Council pursuant to these Bye-Laws. The National Branches shall be the only classification of members entitled to be represented at the Commonwealth Council.
4. The function of the National Branches shall be to promote and carry on such activities in life saving, the elimination of drowning and their associated fields as they see fit and which are compatible with

the charitable objects of the Society. Each National Branch shall within the limits of the Royal Charters and Bye-Laws be responsible for the form of its own constitution and for the management of its own property and affairs.

5. The Commonwealth Council, on the recommendation of the Board, shall have power at any time and from time to time by resolution to create or recognise other National Branches of the Society or to alter, extend, or diminish the territory over which an existing National Branch has jurisdiction. Provided always that no territory shall be removed from the jurisdiction of an existing National Branch except with the consent of that Branch.
6. The admission criteria and procedures and the rights, duties and obligations of members and the provisions for the termination of membership and the procedures for the nomination of representative (or alternate representative) by the National Branches for the Commonwealth Council shall be prescribed in Regulations.
7. Subject to these Bye-Laws, the Board may establish additional classifications of membership as it sees appropriate from time to time to further the work of the Society.
8. The admission criteria and procedures and the rights, duties and obligations of members and the provisions for the termination of such membership shall be prescribed in Regulations.

OFFICERS OF THE SOCIETY

9. The Officers of the Society shall include the Commonwealth President, the Deputy Commonwealth President and the Treasurer; and

the terms of office shall be defined in Regulations, as shall be the process for election or appointment.

THE COMMONWEALTH COUNCIL

10. The functions of the Commonwealth Council shall be:
 - (a) To keep the Royal Patron of the Society informed concerning the affairs of the Society throughout the Commonwealth.
 - (b) In such manner as the Charter prescribes:
 - (i) To approve, make, add to, amend or repeal, on recommendation of the Board, subject to the provisions of the Charter and Bye-Laws, any changes to the Bye-Laws.
 - (ii) To approve, revoke, amend or add to, on recommendation of the Board, the provisions of the Charter.
 - (c) To admit members to National Branches membership of the Society, on recommendation of the Board, and to review and approve membership requirements, policy and practice.
 - (d) To provide advice and guidance to the Board on the strategic direction, management and good governance and to review the work of the Society.
 - (e) To receive Annual Reports approved by the Board.
 - (f) Receive reports from the Officers of the Society, or from other such personnel or organisations as requested from time to time by the Deputy Commonwealth President.

- (g) To undertake such additional functions as the Council and the Board may agree.

11. The members of the Commonwealth Council shall consist of:
 - (a) The Commonwealth President;
 - (b) The Deputy Commonwealth President;
 - (c) The Treasurer;
 - (d) The President of each National Branch (or his or her alternate).

The Deputy Commonwealth President may, from time to time, invite others to attend meetings of the Commonwealth Council to provide reports or advice but they shall not be voting members.
12. The Commonwealth Council may act notwithstanding any vacancies in their number but if at any time the number of Commonwealth Council members is reduced below five the Commonwealth Council shall act only for the purpose of filling up vacancies in the Commonwealth Council. A quorum for meetings of the Commonwealth Council shall be five voting members.
13. The Commonwealth Council shall meet at least once every 24 months at such time as the Deputy Commonwealth President may determine, the business of the Meeting to include receiving the Annual Reports and Accounts of the Society and any other matters referred to the Commonwealth Council by the Board.
14. At least 28 days' notice, and where a Special Resolution is proposed at least three months' notice, of every Meeting of the Commonwealth Council (inclusive of the day on which the

meeting is called) specifying the place, day and hour of the Meeting and the general nature of the business to be transacted shall be given by notice to every member of the Commonwealth Council.

15. The accidental omission to give notice of a Meeting to any person entitled to receive such notice shall not invalidate anything done at such Meeting.
16. A Meeting may be held by suitable electronic or similar means agreed by the Commonwealth Council in which each participant may communicate with all other participants and participation in such a Meeting shall constitute presence in person at that Meeting.
17. The Commonwealth President shall be entitled to take the chair at every Meeting of the Commonwealth Council and failing the Commonwealth President, the Deputy Commonwealth President shall take the chair and failing the Deputy Commonwealth President, then the Treasurer.
18. Subject to the Charter and these Bye-Laws and any Regulations, every question submitted to a Meeting of the Commonwealth Council shall be decided by a simple majority of votes of members, each member having one vote. In the case of an equality of votes, the chair of the Meeting shall have a second or casting vote.
19. Subject as aforesaid meetings of the Commonwealth Council and the proceedings thereat shall be regulated as the Board sees fit.

THE BOARD

20. Subject to the Charter and these Bye-Laws, the management of the affairs of the Society shall be

vested in the Board, which, in addition to the powers and authorities expressly conferred on it by the Charter, these Bye-Laws or otherwise, may in respect of the affairs of the Society exercise all such powers and do all such things as may lead to the furtherance of the objects of the Society including all such powers and things as may be exercised or done by the Society. No Bye-Law made or thing done by the Board shall invalidate any prior act of the Board which would have been valid if such Bye-Law had not been made or thing had not been done.

21. The Board shall consist of:
 - (a) The Deputy Commonwealth President;
 - (b) The Treasurer;
 - (c) up to nine Trustees appointed or elected on a geographical basis in accordance with Regulations;
 - (d) up to three other Trustees appointed by the Board.
22. All of the above are voting members of the Board and shall during their term of office be the charity trustees of the Society (together hereafter referred to as "the Trustees"). Additional members of the Board may be co-opted by the Board as invited members or as observers but shall not be charity trustees or have votes. The period of office and the manner of election, appointment or co-option and vacation of office shall be prescribed in Regulations.
23. The Board may act notwithstanding any vacancies in their number but if at any time the number of Trustees is reduced below five, the Trustees shall

act only for the purpose of filling up vacancies among the Trustees.

24. The Annual General Meeting of the Board shall be held once in every year at such place and at such time as the Board may determine, the business of the Meeting to include receiving and approving the Annual Report and Accounts of the Society. Not more than 15 months shall elapse between such Meetings.
25. In addition to the Annual General Meeting, the Board shall hold not less than three other Meetings of the Board each year. The Deputy Commonwealth President, the Treasurer, or on the written request of not less than four Trustees the Board may at any time require the Officers of the Society prescribed in the Regulations to so act to convene a Meeting of the Board.
26. Save with the unanimous approval of the Trustees, at least 21 days' notice of every Annual General Meeting and at least 14 days' notice of every other Meeting of the Board (inclusive of the day on which the meeting is called) specifying the place, day and hour of the Meeting and the general nature of the business to be transacted shall be given by notice to every member of the Board.
27. The accidental omission to give notice of a Meeting to any Trustee or person entitled to receive such notice shall not invalidate anything done at such meeting.
28. Until otherwise determined by the Board, the quorum for any Meeting of the Board shall be five Trustees. A Meeting may be held by suitable electronic or similar means agreed by the Board in which each participant may communicate with all

other participants and participation in such a Meeting shall constitute presence in person at that meeting.

29. The Deputy Commonwealth President shall be entitled to take the chair at every Meeting of the Board and failing the Deputy Commonwealth President, the Treasurer shall take the chair and failing the Treasurer, the Trustees attending shall choose one of their number to take the chair or such person as Regulations may prescribe.
 30. Subject to the Charter and these Bye-Laws and any Regulations, every question submitted to a Meeting of the Board shall be decided by a simple majority of votes of Trustees, each Trustee having one vote. In the case of an equality of votes, the chair of the Meeting shall have a second or casting vote.
 31. At any Meeting a declaration by the chair of such Meeting that a resolution has been carried or carried by a specified majority or lost or not carried by a specified majority, and an entry to that effect in the minute books of the Society, shall be conclusive evidence of the fact without proof of the number or relative proportion of the votes recorded in favour of or against such resolution.
 32. Subject as aforesaid Meetings of the Board and the proceedings thereat shall be regulated as the Board sees fit.
- ### REGULATIONS
33. Subject to the provisions of the Charter and of these Bye-Laws, the Board may by resolution from time to time make, alter and repeal such Regulations as it may think fit for regulating generally the affairs of the Society.

DELEGATION OF BOARD POWERS

34. Subject to the Bye-Laws, the Board may establish such councils, standing and ad hoc committees or sub-committees for the purpose of dealing with any subject as it may from time to time determine pursuant to Regulations. The Board shall have power to determine by Regulations the constitution and procedures of such councils, committees or sub-committees. The Board may by resolution delegate all or any of its functions, powers, duties and discretions to anybody, council, committee, sub-committee, Officer or individual upon terms and subject to such conditions as the Board may from time to time, by resolution, determine.

ADVISORY COMMITTEE OF PRESIDENTS

35. There shall be a general advisory committee, to be known as the Advisory Committee of Presidents, whose primary function will be to advise on the work of the Society, membership needs, policy and practice and such other matters as the Board in consultation with the Commonwealth Council may determine. The Presidents of all Branches of the Society (or their nominated delegates) as prescribed in Regulations from time to time shall be the members of the Advisory Committee of Presidents together with the Officers of the Society. The Board may make Regulations consistent with the Charter and these Bye-Laws governing the conduct of the meetings of the Committee. The Committee shall be chaired by the Commonwealth President. If the Commonwealth President is unable to attend any meeting of the Committee, the Deputy Commonwealth President shall act as chair of the Committee.

BONA FIDE ACTS

36. All acts bona fide done by any Meeting of the Board or of any Council committee or sub-committee, or by any person acting as a Trustee or an Officer, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such 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.

CHIEF EXECUTIVE OFFICER

37. The Board may from time to time appoint such a person as they see fit as Chief Executive Officer of the Society to be responsible for delivery of the strategic direction and management of the Society, the supervision and control of the Society's business upon such remuneration and on such terms and conditions, and with such powers as the Board shall from time to time determine. The Chief Executive Officer may attend any Meeting of the Board in an advisory and consultative capacity but shall not have any vote at such Meetings. The Chief Executive Officer shall remain at all times and in all respects subject to the control of the Board and may at any time be removed or suspended from office by the Board.

MINUTES

38. The Board shall cause proper minutes to be made of all appointments of the Trustees and of the proceedings of all General Meetings and meetings of the Board and of Councils, committees and sub-committees, and all business transacted at such meetings, and any such minutes of any meeting, if

purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

ACCOUNTS

39. The Board shall cause to be kept proper and sufficient accounts of the capital funds, receipts and expenditure of the Society so as to give a true and fair view of the Society's affairs in accordance with the Charities Act 2011 and any Regulations made pursuant thereto (or as the same may be hereafter amended or altered) and shall comply with such requirements as to audit or examination as may be prescribed thereunder.

INVESTMENT POWERS

40. In relation to investments, the acquisition or disposal of land, the employment of agents and the appointment of nominees and custodians, the Trustees shall have all the powers given to trustees by the Trustee Act 2000 as if they were trustees for the purposes of that Act.

RAISING OF MONEY

41. Pursuant to the objects of the Society the Board shall, subject to any trust deed, have power to raise money by borrowing it or by selling, converting, calling in, mortgaging or otherwise charging all or any part of the property of the Society, provided that no lender nor any purchaser or mortgagee paying or advancing money on a sale, conversion, calling in, mortgage or charge shall be concerned to see that such money is wanted or that no more than is wanted is raised or otherwise as to the application thereof.

NOTICES

42. Notices to members or any other person entitled to receive such notice may be given by post or other delivery service (with postage or delivery paid), facsimile communication, electronic mail or similar electronic form or by means of the Society's website (provided, in the latter case, that all relevant persons are alerted to the fact that, in a particular case or cases, notice will be given by this means).
43.
 - (a) Any notice sent by post or other delivery service to a member or other person entitled to receive such notice shall be deemed to have been served 5 days following that on which it is posted or given to delivery agents and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed to the member at the member's registered address and posted or given with postage or delivery paid.
 - (b) Any notice sent by facsimile communication, electronic mail or similar electronic form or by means of the Society's website shall be deemed to have been served at the time it was sent or in the case of the Society's website when the notice was first made available on the website or if later when the recipient received (or is deemed to have received) notice of the fact that the notice was available on the website.
44. Every member of the Society shall from time to time notify the person designated at the head office of the Society of a postal or delivery address

and an electronic mailing address any of which may be the member's registered address and unless and until the member has so notified such registered address the member shall not be entitled to receive any notice of Meetings of the Society.

COMMON SEAL

45. The Common Seal of the Society shall be used only by authority of the Board and in such manner as the Board shall prescribe by Regulations.

INDEMNITY

46. Every Trustee, Officer or employee of the Society shall be indemnified by the Society against all losses, costs, claims and expenses which he may incur or become liable for by reason of any act or thing done by such individual in the proper discharge of the office or duty and any liability incurred by such individual in defending any proceedings, whether civil or criminal, in which judgement is given in such individual's favour or in which such individual is acquitted or in connection with any application in which relief is granted to such individual by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.