



ROYAL
ACADEMY
OF
DANCE

Supplemental Charter and Bye-Laws

Incorporated by Royal Charter on the 17th January 1936

Supplemental Charter granted 19th November 1996.

Amended 10th December 2008 and 10th July 2019.

At the Court of Buckingham Palace

THE 19th DAY OF NOVEMBER 1996

PRESENT

THE QUEEN'S MOST EXCELLENT MAJESTY IN COUNCIL

WHEREAS there was this day read at the Board a Report of a Committee of the Lords of Her Majesty's Most Honourable Privy Council, dated the 14th day of November 1996, in the words following, viz:-

"YOUR MAJESTY having been pleased, by Your Order of the 14th day of February 1996, to refer unto this Committee the humble Petition of the Royal Academy of Dancing, praying for the grant of a Supplemental Charter:

'THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's said Order of Reference, have taken the said Petition into consideration and to this day agreed humbly to report, as their opinion, to Your Majesty, that a Supplemental Charter may be granted by Your Majesty in terms of the Draft hereto annexed.'

HER MAJESTY, having taken into consideration the said Report and the Draft Supplemental Charter accompanying it, was pleased, by and with the advice of Her Privy Council, to approve thereof and to order, as it is hereby ordered, that the Right Honourable Michael Howard, one of Her Majesty's Principal Secretaries of State, do 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 said Draft which is hereto annexed.

N.H. Nicholls

Supplemental Charter

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS His Majesty King George the Fifth by Royal Charter (hereinafter called the '**original Charter**') dated the seventeenth day of January in the year of our Lord one thousand nine hundred and thirty-six constituted a body politic and corporate by the name of '**The Royal Academy of Dancing**' (hereinafter referred to as the '**Academy**') with perpetual succession and a Common Seal:

AND WHEREAS WE on the nineteenth day of November one thousand nine hundred and ninety-six were graciously pleased to grant to the Academy a Supplemental Charter (hereinafter called the '**Supplemental Charter of 1996**'):

AND WHEREAS the Academy has presented unto Us an humble Petition praying for the grant of a further Supplemental Charter:

NOW THEREFORE KNOW YE that We, having taken the said Petition into consideration and being minded to accede thereto, have of Our especial grace, certain knowledge and mere motion granted and ordained and do by these Presents for Us, Our Heirs and Successors, grant and ordain as follows:

1. 1.1 In this Our Supplemental Charter unless the context otherwise requires:

'Board' shall mean the Board of Trustees of the Academy as from time to time constituted in accordance with the Bye-Laws;

'Bye-Laws' shall mean the Bye-Laws for the time being of the Academy;

'charitable purpose' means a purpose that is exclusively charitable under the laws of England and Wales provided that it shall not include any purpose that is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005, and **'charitable'** shall be construed accordingly. For the avoidance of doubt, the system of law governing the constitution of the Academy is the law of England and Wales;

'clear days' shall mean, in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

'Code of Conduct' shall mean the Academy's code of conduct or any third party's code of conduct adopted or recognised by the Board from time to time;

'Connected Party' shall mean a Trustee's spouse, civil partner, child or stepchild; a body corporate with which the Trustee is associated (i.e. if that Trustee and persons connected with him together are interested in shares comprising at least one fifth of the share capital of the company or are entitled to exercise more than one fifth of the voting power at any general meeting of that company); or a person acting in his capacity as trustee of any trust the beneficiaries of which include the Trustee, his spouse, civil partner or any children or stepchildren of his or a body corporate with which he is associated;

'Advisory Council' shall mean the Advisory Council of the Academy as from time to time constituted in accordance with the Bye-Laws;

'database' shall mean the information stored in a computer or other similar electronic machines which can process it and from which particular information can be retrieved when required;

'electronic communication' shall have the same meaning as in the Electronic Communications Act 2000;

'Financial Year' shall mean 1 August to 31 July;

'Members' shall mean members of the Academy;

'Objects' shall mean the objects of the Academy as defined in Article 4;

'Trustee' shall mean a member of the Board of Trustees of the Academy. The Trustees are 'charity trustees' as defined by section 97 of the Charities Act 1993.
- 1.2 The Interpretation Act 1978 shall apply to these Bye-Laws as it applies to an Act of Parliament.
- 1.3 Words and expressions defined in this Our Supplemental Charter shall have the same meanings in the Bye-Laws.
2. The Supplemental Charter of 1977, save in so far as it preserved Article 1 of the original Charter, is hereby revoked provided that nothing in this revocation shall affect the legality or validity of any act, deed or thing lawfully done or executed thereunder.
3. Article 1 of the original Charter shall be modified as follows -

by the deletion of the existing words:

'a Body Politic and Corporate by the name of "The Royal Academy of Dancing"'.
and the substitution therefor of the words:

'a Body Politic and Corporate by the name of "Royal Academy of Dance"'.

4. The objects of the Academy shall be:
 - 4.1 to elevate and advance the art of dance by promoting the correct tuition of dance in its highest forms;
 - 4.2 to advance education in the art of dance, in particular:
 - (a) by providing facilities for dance, dance education and training;
 - (b) by setting up and maintaining programmes of study for the education and training of dancers, teachers and notators of dance (such programmes to include, but not be limited to, the study of Benesh Movement Notation, whenever appropriate);
 - (c) by setting and conducting examinations in dance and the teaching of dance;
 - (d) by educating, training, assessing, registering, licensing and chartering teachers of dance who meet standards determined by the Board from time to time; and
 - (e) by promoting teaching of dance.
5. In furtherance of the Objects, but not further or otherwise, the Academy shall have power:
 - 5.1 to purchase, take on lease or hire or otherwise acquire and hold any lands, buildings, easements or hereditaments of any tenure and any other real or personal property and to construct, provide, maintain, repair and alter any buildings, works, stores, plant and things which may from time to time be deemed requisite in any part of the world for any of the purposes of the Academy either in the name of the Academy or in the name of any branch, office, committee or body corporate established by the Academy to which such power has been duly delegated without any limit to the annual value of the lands, tenements and hereditaments for the time being held by the Academy;
 - 5.2 to establish or incorporate branches, representative offices, committees or charitable bodies corporate in, or in respect of, any part or parts of the world (including the United Kingdom) and to delegate to any branch, office, committee or body so established or incorporated such of the powers of the Academy (including but not by way of limitation the powers to purchase any land, building or hereditaments and to erect buildings) as may seem necessary for the establishment and maintenance of an efficient organisation to further the Objects in that part or those parts of the world (and for the above purposes in a jurisdiction which does not have a concept of a charitable body or a concept similar thereto, a body shall be considered charitable if it would be charitable were it established or incorporated in the United Kingdom);
 - 5.3 to organise meetings and publish and sell or distribute papers, books of instruction, pamphlets, information and any other items for the purpose of stimulating interest in and promoting the Objects and to take all other measures which may seem necessary for providing and maintaining an efficient organisation for the purpose of the Academy;
 - 5.4 to receive and accept donations, endowments and gifts of money, lands, hereditaments, stocks, funds, shares, securities and any other assets whatsoever and either subject or not subject to any special trusts or conditions and in particular to accept and take by way of gift and absorb upon any terms the undertaking and assets of any society or body (whether incorporated or not) carrying on work similar to any work for the time being carried on by the Academy and to undertake all or any of the liabilities of any such other society or body which is a charity;
 - 5.5 to borrow or raise money with or without security for any of the purposes of the Academy provided that no money shall be raised by mortgage of any real or leasehold property of the Academy situated in Our United Kingdom without such consent or approval (if any) as may be by law required therefor;

- 5.6 to make and carry out any arrangement for joint working or co-operation with any other association, society or body (whether incorporated or not) carrying on work similar to any work for the time being carried on by the Academy;
- 5.7 to seek accreditation and be accredited by any government authority, university or similar body and to introduce any rules or regulations or to take other action necessary for or relevant to such accreditation;
- 5.8 to acquire and take over to such an extent as may be thought fit (and permitted by law) the assets, liabilities and undertakings of any person or body whatsoever;
- 5.9 to amalgamate with any other bodies which have objects similar to all or any of the Objects and which prohibit the payment of any dividend or profit to, and the distribution of assets amongst, their members at least to the same extent as is the case in this Supplemental Charter; provided that if such amalgamation were to be with a body which was not charitable, the assets of the Academy would be held for the Objects or given and transferred to some other charitable organisation or organisations having objects similar to the Objects;
- 5.10 to grant official recognition to or adoption of any association, school, society, or body (whether incorporated or not) promoting the art of dance and having objects similar or in part similar to the Objects and to grant financial or other assistance to any such association, society, school or body for the promotion of such objects and to grant official recognition and accreditation to examinations held by, certificates issued by and awards made by other such bodies;
- 5.11 to undertake, execute and perform any charitable trusts or conditions affecting any real or personal property of any description acquired by the Academy;
- 5.12 to pay or apply any moneys or assets of the Academy for any charitable purpose which in the opinion of the Board may tend to promote all or any of the Objects and either to do so directly or to pay or transfer any such moneys or assets to some other person to be applied in the manner aforesaid;
- 5.13 to apply for any Supplemental Charter or any Act of Our United Kingdom Parliament or any act or decree of any overseas legislature and exercise any powers obtained thereby;
- 5.14 to accumulate, sell, improve, manage, develop, exchange, lease, mortgage or otherwise dispose of or deal with or turn to account all or any property or rights of the Academy, provided that no disposition of any real or leasehold property situate in Our United Kingdom shall be made without such consent or approval (if any) as may be by law required therefor;
- 5.15 to establish subsidiary companies to further any of the Objects or to carry on any trade or business for the purpose of raising funds for the Academy;
- 5.16 to deposit or invest the monies of the Academy not immediately required for its operations in any manner as may be thought fit (including but not limited to the establishment of trading or other subsidiaries of any kind), subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 5.17 to delegate the management of investments to an individual, company or firm who is an authorised person or exempted person within the meaning of the Financial Services and Markets Act 2000 (a 'Financial Expert'), on such terms as the Board thinks fit;
- 5.18 to arrange for investments or other trusts to be held in the name of a nominee and under the control of the Board or of a Financial Expert acting under their instructions and to pay any reasonable fee required;

- 5.19 to appoint and employ a Chief Executive and such other officers or employees and engage the services of such other persons as the Board may from time to time determine and upon such conditions of employment or service as the Board may determine and to grant, continue and pay such pensions, gratuities and other sums to or on behalf of such officers and employees (and former officers and employees) and their widows and other dependants as the Board may from time to time think proper;
 - 5.20 to make grants and to provide finance for programmes, courses, classes or other tuition and to establish scholarships, award bursaries and give prizes;
 - 5.21 to organise and maintain and deliver programmes, schemes and arrangements for the granting of certificates, diplomas, degrees and other awards and titles (with or without prior examination);
 - 5.22 to provide for the use of descriptive terms and designatory letters by persons granted such titles, certificates, diplomas, degrees and awards and titles;
 - 5.23 to designate any person as an Honorary Fellow of the Academy and to grant to any Member the right to use such designations, or initials after his name, as may be provided from time to time in the Bye-Laws, and subject to such conditions as may be specified therein;
 - 5.24 to educate, train, assess, develop, register, licence, charter and include in a register of teachers of dance who meet standards determined from time to time by the Board and to maintain a register of such teachers;
 - 5.25 to assess and take decisions, in accordance with relevant European Union's directives relating to professional recognition, and regulations made in pursuance of such directives, and, where appropriate, the European Economic Area Agreement and the European Economic Area Act 1993 (as amended), on applications for registration from nationals of member states of the European Union (or of states which are part of the European Economic Area), who hold appropriate professional qualifications;
 - 5.26 to assess and take decisions on applications for registration from nationals of states outside the European Union (or of states which are not part of the European Economic Area) who hold professional qualifications which the Board deems to be equivalent to those referred to in 5.25 above; and
 - 5.27 to do all such other acts and things as may be incidental or conducive to the attainment of any of the purposes of the Academy or the exercise of any of its said powers.
6. The income and property of the Academy shall be applied solely towards the promotion of the Objects as set forth in this Our Supplemental Charter and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Members, and no Trustee shall be appointed to any office of the Academy paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Academy.
- Provided that nothing herein shall prevent any payment in good faith by the Academy:-
- 6.1 of reasonable and proper remuneration to any Member, officer or employee of the Academy (not being a Trustee) for any services rendered to the Academy;
 - 6.2 of interest on money lent by any Member or Trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base rate of a clearing bank to be selected by the Board;
 - 6.3 of reasonable and proper rent for premises demised or let by any Member, Trustee or Connected Party;

- 6.4 of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the capital of that company;
 - 6.5 subject to Bye-Law 49, of reasonable out-of-pocket expenses to any Trustee;
 - 6.6 of reasonable and proper remuneration, fees or royalties in return for any goods or services provided by any Trustee (or Connected Party) to the Academy: provided that the conditions set out in Article 10.2 below are satisfied;
 - 6.7 of the premium (whether paid directly or by way of reimbursement) for a policy of insurance which covers the Trustees (or any of them), the Chief Executive and the Academy's officers and employees against personal liability for acts or omissions properly done or made in connection with the administration or management of the Academy or done or made in breach of trust but under an honest mistake.
- 7. There shall be a President of the Academy who shall be a Member elected by the Academy in general meeting in such manner and shall hold office for such periods and on such terms as may be prescribed by the Bye-Laws.
 - 8. The Academy in general meeting may elect such Members to be Vice-Presidents of the Academy as it may think fit. The Bye-Laws may prescribe the maximum number of Vice-Presidents to be in office at any time, the manner and terms upon which they are elected and the period for which they shall hold office.
 - 9.
 - 9.1 There shall be a Board of the Academy and subject to the provisions hereof and of the Bye-Laws, the governance and control of the affairs of the Academy shall be vested in the Board which, in addition to the powers and authorities by this Our Supplemental Charter or otherwise expressly conferred on it, may exercise all such powers and do all such acts and things as may be exercised or done by the Academy as are not hereby or by the Bye-Laws required to be exercised or done by the Academy in general meeting.
 - 9.2 The Board shall consist of such Trustees, with such qualifications and appointed or elected in such manner and shall hold office for such periods and on such terms as may be prescribed by the Bye-Laws.
 - 9.3 The Board in the exercise of its powers shall be subject to the control, regulation and direction of the Academy in general meeting but no resolution of the Academy (including a resolution varying the Bye-Laws) shall invalidate any previous act or proceeding of the Board and no act or proceeding of the Board shall be deemed invalid or illegal by reason of there being any vacancy on the Board at the time or any irregularity in the appointment or election of any Trustee.
 - 9.4 Subject to this Charter and the Bye-Laws, any of the powers of the Board may be delegated. Any such delegate shall, in the exercise of the powers so delegated, conform to any regulations which may from time to time be made by the Board. Save as otherwise expressly provided by or pursuant to the Bye-Laws a delegate need not be a Trustee or a Member.
 - 10.
 - 10.1 The Trustees shall be entitled to:
 - (a) subject to Bye-Law 49 reimbursement of reasonable expenses as provided in or under the Bye-Laws; and
 - (b) subject to the conditions set out in Article 10.2 below (and not otherwise), payment of emoluments (as defined in Article 6.6).
 - 10.2 The conditions referred to in Article 10.1(b) above are as follows:
 - (a) the goods or services are actually required by the Academy;
 - (b) the nature and level of remuneration is no more than is reasonable in relation to the value of the goods or services;

- (c) that at no time during any one Financial Year, shall more than one half of the Trustees (as from time to time constituted) have received payment of an emolument from the Academy;
 - (d) that no Trustee shall take part in a discussion or vote at a meeting of the Board considering emoluments (whether generally or in specific cases), if during the twelve months preceding the date of that meeting, he has received payment of an emolument from the Academy;
 - (e) that no Trustee shall be present at a meeting during discussion of or vote on a resolution relating to emoluments payable to him or his appointment to a position for which he may receive emoluments; and
 - (f) that, at the time that a Trustee is appointed to a position for which he may receive emoluments, the Board is satisfied that his appointment is advantageous to the charitable purposes of the Academy.
- 10.3 In determining for the purposes of Article 10.2(c) above whether one half of the Board as from time to time constituted have received payment of an emolument, there shall be disregarded any period not exceeding three months where, by reason of a casual vacancy, the proportion of the Board who have received payment of an emolument is greater than one half.
11. 11.1 There shall be an Advisory Council of the Academy which shall act in a consultative and advisory capacity which shall meet in the manner and for the purposes prescribed by the Bye-Laws.
- 11.2 The Advisory Council shall consist of such persons appointed by the Board in such manner and holding office for such periods and on such terms as may be prescribed by the Bye-Laws.
12. 12.1 The Members shall consist of the existing Members at the date of this Our Supplemental Charter and such other persons as may be admitted to membership in accordance with the Bye-Laws.
- 12.2 The classification and categorisation, conditions and requirements for, mode of admission or election to, and renewal or termination of membership and rights, privileges and obligations of Members shall, subject as herein provided, be as prescribed by and variable in the manner provided in the Bye-Laws.
- 12.3 The Academy may require payment of fees, subscriptions, and other sums as from time to time prescribed and in the manner provided in the Bye-Laws and the Board shall have power from time to time to vary these within any limits prescribed by the Bye-Laws.
- 12.4 Members shall be entitled to notice of and be present and vote at every general meeting of the Academy save as provided by the Bye-Laws, which may qualify restrict or deny their rights.
- 12.5 All decisions of the Board pursuant to the Bye-Laws referred to in this Article shall be conclusive and binding.
13. 13.1 The Academy shall hold an annual general meeting once in every calendar year and may hold special general meetings in the manner at the times and for the purposes prescribed by the Bye-Laws.
- 13.2 A general meeting shall have such Members as may be prescribed by the Bye-Laws and may, subject to the Bye-Laws, regulate its own procedure.
14. 14.1 The affairs of the Academy shall be regulated in accordance with the Bye-Laws.
- 14.2 The Bye-Laws scheduled hereto shall replace the existing Bye-Laws.
- 14.3 Any of the Bye-Laws may from time to time be altered, added to or repealed by a resolution passed by not less than three-quarters of the Members present (in

person or by proxy, subject to the Academy's Bye-Laws) at a general meeting convened for such purpose with at least twenty-one days notice in writing and any new Bye-Laws may from time to time be made in the like manner.

- 14.4 No new Bye-Law and no such alteration, addition or repeal as referred to above shall have any force or effect if it be contrary to any of the provisions of this Our Supplemental Charter or until the same shall have been allowed by the Lords of Our Most Honourable Privy Council, of which allowance a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
15. The Board may from time to time make such regulations as it thinks fit for the purpose of carrying into effect any provision of this Our Supplemental Charter or of the Bye-Laws or otherwise for regulating the affairs of the Academy, and may alter, add to or repeal any such regulations provided always that no such regulation shall be inconsistent with the express provisions of this Our Supplemental Charter or of the Bye-Laws.
16. The Academy may revoke, amend or add to the provisions of the original Charter, this Our Supplemental Charter or of any supplemental charter which may hereafter be granted to the Academy by a resolution passed by not less than three-quarters of the Members present (in person or by proxy, subject to the Academy's Bye-Laws) and voting at a general meeting duly convened for the purpose, and any such revocation, amendment or addition shall when approved by Us, Our Heirs or Successors in Council, become effectual so that the original Charter, this Our Supplemental Charter and any further supplemental charter shall thenceforth continue and operate as though it had been originally granted and made accordingly. The provisions of this Article shall apply to the original Charter, this Our Supplemental Charter and any further supplemental charter as revoked, amended or added to in the manner aforesaid.
- Provided that no such revocation, amendment or addition shall be made which would have the effect of causing the Academy to cease to be a charity in law.
17. The Academy may with the sanction of a resolution passed by not less than three-quarters of the Members present (in person or by proxy, subject to the Academy's Bye-Laws) and voting at a general meeting convened for the purpose surrender the original Charter, this Our Supplemental Charter and any further supplemental 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 Academy in such manner as shall be directed by such general meeting or in default of such direction as the Board shall think expedient having due regard to the liabilities of the Academy for the time being and if, on the winding up or dissolution of the Academy, 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 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, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Academy under Article 6 hereof, such association or associations being determined by the Academy in general meeting at or before the time of dissolution, or in default thereof to some other charitable object.
18. Lastly We do hereby for Us, Our Heirs and Successors grant and declare that this Our Supplemental Charter or the enrolment thereof shall be in all things valid and effectual in law according to the true intent and meaning of the same and shall be taken, construed and adjudged in the most favourable and beneficial sense and for the best advantage of the Academy as well in Our Courts of Record as elsewhere notwithstanding any non-recital, mis-recital, uncertainty or imperfection whatsoever.

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

WITNESS Ourselves at Westminster the 10th day of July, 2019 in the 68 year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL.

Schedule

These are the Bye-Laws referred to at Article 14.2 of the Royal Charter

BYE-LAWS OF THE ROYAL ACADEMY OF DANCE

Members

1. Classes of Members

- 1.1 There shall be two classes of Members: full Members and affiliate Members.
- 1.2 The Board may, for descriptive, administrative and subscription purposes, designate categories of Members within each class of Members.

2. Membership conditions

- 2.1 All applicants for membership shall:
 - (a) satisfy the Board that they fulfil any conditions and requirements for membership from time to time determined by the Board; and
 - (b) be elected by the Board as full Members or affiliate Members.

3. Membership regulations

The Board may make regulations as to membership and any aspects thereof (or of either class thereof) including:

- 3.1 conditions, requirements or qualifications for membership;
- 3.2 mode of admission and election to membership;
- 3.3 rights, privileges and obligations of membership; and
- 3.4 categories of members.

4. Documentation on becoming a Member

On becoming a Member, a Member shall be sent a membership card (which is to remain the property of the Academy). A copy of the Royal Charter, these Bye-Laws and any regulations then in force can be obtained on request from the Board or may be accessed through the Academy's website.

Conditions of membership

5. Subscriptions

- 5.1 Every Member (other than a Member in respect of whom the Board has determined there should be no subscription) shall pay to the Academy such subscription at such date as the Board from time to time determines.
- 5.2 The Board may charge subscriptions to Members within the same class of membership which differ according to:
 - (a) their category of membership;
 - (b) the conditions or requirements fulfilled by them on becoming a Member; or
 - (c) their place of residence.
- 5.3 Any person who for any reason ceases to be a Member shall remain liable to pay and shall forthwith pay to the Academy any arrears of subscription and other sums due from him to the Academy.

- 5.4 Any person who has for any reason ceased to be a Member may at the discretion of the Board be re-elected a Member upon such terms as the Board may think fit.

Rights and privileges of membership

6. Rights of Members

- 6.1 Subject to Bye-Law 6.2 full Members shall have the following rights:
- (a) to be sent notice of, to attend in person or by proxy and to vote at general meetings;
 - (b) such other rights as may be conferred by these Bye-Laws; and
 - (c) such further rights as the Board may from time to time determine.
- 6.2 A full Member who is in arrears with his subscription shall not be entitled:
- (a) to the rights referred to or arising under Bye-Law 6.1(a);
 - (b) to take any other steps or to receive any documents relating to or to be counted for any purpose in connection with the business or proposed business of a general meeting; or
 - (c) to stand as a candidate for election or be appointed or co-opted to the Board.
- 6.3 An affiliate Member shall not have the right to receive notice of a general meeting or to attend or vote thereat but shall have (unless in arrears with subscription):
- (a) such rights as may be conferred by these Bye-Laws; and
 - (b) such further rights as the Board may from time to time determine.
- 6.4 The rights of membership of the Academy shall be personal to each Member, shall not be transferable and shall cease upon death or resignation (or as otherwise provided by Bye-Law 10).

7. Award of titles

- 7.1 Recognition of membership status
- In accordance with Article 5.22 of the Royal Charter, a full Member who applies to the Board in a form prescribed by the Board to be designated as an Associate of the Royal Academy of Dance and who:
- (a) passes (or is exempted from) such examinations as the Board from time to time determines; and
 - (b) satisfies any other conditions or requirements from time to time determined by the Board;
- may use the title Associate of the Royal Academy of Dance and may use after his name the initial letters 'ARAD'.
- 7.2 Recognition of professional status
- (a) In accordance with Article 5.22 of the Royal Charter, a full Member who applies to the Board in a form prescribed by the Board to be designated as a Registered Teacher of the Royal Academy of Dance and who:
 - (1) passes (or is exempted from) such examinations as the Board from time to time determines; and
 - (2) satisfies any other conditions or requirements from time to time determined by the Board;may describe himself as a Registered Teacher of the Royal Academy of Dance and may use after his name the initial letters 'RTRAD'.

- (b) In accordance with Article 5.22 of the Royal Charter, a full Member who applies to the Board in a form prescribed by the Board to be designated as a Licensed Teacher of the Royal Academy of Dance and who:
 - (1) passes (or is exempted from) such examinations as the Board from time to time determines; and
 - (2) satisfies any other conditions or requirements from time to time determined by the Board;
 may use the title Licensed Teacher of the Royal Academy of Dance and may use after his name the initial letters 'LTRAD'.
- (c) In accordance with Article 5.22 of the Royal Charter, a full Member who applies to the Board in a form prescribed by the Board to be designated as a Chartered Teacher of the Royal Academy of Dance and who:
 - (1) passes (or is exempted from) such examinations as the Board from time to time determines; and
 - (2) satisfies any other conditions or requirements from time to time determined by the Board;
 may use the title Chartered Teacher of the Royal Academy of Dance and may use after his name the initial letters 'CTRAD'.

8. Honorary Fellows

The Board may from time to time designate as an Honorary Fellow of the Royal Academy of Dance any person who in the opinion of the Board has made an outstanding contribution to the art of dance or rendered exceptionally meritorious service to the Academy or for any other reason which it determines is good and sufficient. A person so designated may use the title Fellow of the Royal Academy of Dance and may use after his name the initial letters 'FRAD'.

9. Register of teachers

- 9.1 A full or affiliate Member who:
 - (a) applies on a form prescribed by the Board; and
 - (b) fulfils and continues to fulfil any conditions and standards from time to time determined by the Board including but not limited to requirements in relation to continuing professional development;
 shall, upon his application being granted and upon fulfilment of any conditions and standards required for the grant of the application, have his name entered in a register of teachers.
- 9.2 Subject to the following provisions of this Bye-Law the name of a teacher may be removed from the register of teachers if the teacher:
 - (a) does not continue to fulfil or has not fulfilled any conditions or standards referred to at Bye-Law 9.1(b); or
 - (b) has failed to comply with a material requirement of the Code of Conduct.
- 9.3 The Board may make regulations in relation to registration of teachers, the removal of teachers and any matter relating thereto including, in particular:
 - (a) any conditions and standards to be fulfilled by teachers who apply to be or are registered as teachers;
 - (b) rights and privileges of teachers who are registered;
 - (c) the procedure to be followed in determining the matters referred to in Bye-Law 9.2 including the removal of the name of a teacher from the register of teachers; and

- (d) the recognition (by entry on a list or register or otherwise) of the status of teachers who are associated or registered with another organisation rather than entered on the Academy's register of teachers.
- 9.4 Any regulations made under Bye-Law 9.3 shall provide that the disciplinary action shall comply with the precepts of natural justice and, in particular, shall provide that the teacher involved shall:
- (a) receive adequate notice of any allegations;
 - (b) have an opportunity to refute such allegations;
 - (c) be allowed to be represented at any hearing;
 - (d) be entitled to call and cross-examine witnesses; and
 - (e) be able to appeal against any decision that is made
- 9.5 If a teacher is suspended or expelled from membership under Bye-Law 10, he shall automatically be suspended from or as the case may be removed from the register of teachers.
- 9.6 Bye-Law 9 shall only apply if and so far as a register of teachers is maintained.

Cessation and suspension of membership

10. Unfitting conduct and termination of affiliate membership

- 10.1 The Board shall have the power to make regulations as to the manner in which and the reasons for which a Member may be suspended or expelled from membership or should otherwise be censured. Such regulations shall provide that the disciplinary action shall comply with the precepts of natural justice and, in particular, shall provide that the Member involved shall:
- (a) receive adequate notice of any allegations;
 - (b) have an opportunity to refute such allegations;
 - (c) be allowed to be represented at any hearing;
 - (d) be entitled to call and cross-examine witnesses; and
 - (e) be able to appeal against any decision that is made.
- 10.2 For the purposes of this Bye-Law a Member may be guilty of unfitting conduct (without limiting the conduct that may render a Member unfit) if:
- (a) he describes himself as an Associate or Fellow of the Royal Academy of Dance or uses the initial 'ARAD', or 'FRAD' when not entitled to do so;
 - (b) he describes himself as a Registered Teacher, Licensed Teacher or Chartered Teacher of the Royal Academy of Dance or uses the initials 'RTRAD', 'LTRAD' or 'CTRAD' when not entitled to do so, or he represents himself as on the register of teachers when his name is not entered therein;
 - (c) he describes himself as holding any title, certificate, diploma, degree or other award or title granted by the Academy or uses any initials indicating the grant of the same when not entitled so to do;
 - (d) he is convicted of a criminal offence for which he is liable to be sentenced to a term of imprisonment of three months or more;
 - (e) he is held by the Board on the complaint of any Member or of any person aggrieved to have been guilty of conduct or other malpractice which may discredit the Academy;
 - (f) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- (g) he engages in any occupation or conduct which in the opinion of the Board is inconsistent with his remaining a Member.

10.3 The Board may decide at the end of any subscription period to terminate the membership of an affiliate Member, but, in that event, shall give notice to the affiliate Member of that decision as soon as reasonably practicable.

11. Arrears of subscription

11.1 If a Member fails to pay his subscription or any other sum payable by him to the Academy in connection with membership within a time period from its due date specified by the Board from time to time, the Board may expel him from membership or suspend his membership for any period not exceeding two years provided that:

- (a) he has been sent a notice reminding him to pay such subscription or sum and warning him that a failure to pay may result in expulsion or suspension; and
- (b) he has failed to pay such subscription or sum within 28 days from the date of the notice or such further period as the Board may allow.

11.2 The Board may delegate any power exercisable under this Bye-Law to a department of the Academy.

11.3 Any sanction imposed by the Board under this Bye-Law may be revoked or modified by the Board subject to such terms and conditions (including a requirement to pay arrears of subscription) as the Board may think fit.

12. Database of Members

12.1 The Board shall ensure that a database of the Academy's Members is maintained and there is entered on the database the particulars required by this Bye-Law.

12.2 There shall be entered on the database:

- (a) the name and address of each Member;
- (b) the class (and any category) of membership held by each Member;
- (c) the date on which each person was enrolled as a Member;
- (d) the date at which any person ceased to be a Member; and
- (e) any other information which is reasonably necessary to allow the Academy to carry out its functions in relation to its Members.

12.3 The Board may arrange for the database to be kept at more than one location and may delegate to any international branch of the Academy the keeping of such part of the database as relates to Members resident in the territory of that branch.

12.4 A Member shall give notice to the Academy of any changes to their details contained in the database.

12.5 The database shall be deemed to contain a correct list of the Members and of their addresses.

12.6 The Academy will collect and process the above data in accordance with the provisions of the Data Protection Act 1998.

13. Effect of suspension and expulsion

13.1 A person who has for any reason ceased to be a Member shall not, after the date on which he ceased to be a Member:

- (a) describe or represent himself orally or in writing as a Member of the Academy or as having his name entered on the register of teachers; or
- (b) use any words or letters representing himself to be a Member of the Academy or a registered teacher of the Academy.

- 13.2 During any period when a Member is suspended from membership, Bye-Law 13.1 shall apply to that Member as if he had ceased to be a Member.
- 13.3 A Member who is expelled or suspended shall remain liable for any outstanding subscription unless otherwise determined by the Board.

Annual general meetings

14. Business of annual general meetings

The annual general meeting of the Academy shall be held in each calendar year (not more than 15 months elapsing between annual general meetings) in London (or such other place as the Board may determine) for the transaction of the ordinary annual business of the Academy, including:

- 14.1 election of the President and any Vice-Presidents;
- 14.2 election of the auditors;
- 14.3 election of Trustees;
- 14.4 reception of the accounts and report of the auditor;
- 14.5 reception of the annual report; and
- 14.6 any business introduced by the Board and any other business which may, consistent with the Royal Charter and the Bye-Laws, be introduced.

15. Notice of annual general meeting

- 15.1 At least sixty clear days before the date of an annual general meeting, a notice giving the proposed date shall be posted on a notice board at the Academy's premises in London, on the Academy's website and, if and for so long as the Academy sends to full Members a periodical magazine or newsletter, information regarding the proposed date shall be published in such magazine or newsletter.
- 15.2 At least twenty-one clear days before the date of the meeting, a notice of an annual general meeting shall be sent to all full Members specifying the place, the day and the hour of the meeting. A copy of the annual report and accounts of the Academy can be obtained on request from the Board or may be accessed through the Academy's website.

16. Member's motion

A full Member may bring before the annual general meeting any motion, not relating to the ordinary annual business of the Academy as set out in Bye-Law 14 by giving to the Academy at least fifty-six clear days' notice setting out the terms of the motion. No motion shall be placed before the meeting by a Member unless notice thereof has been so given. Notice of such motion shall be signed by the full Member giving notice and by at least twenty other full Members.

Special general meetings

17. Special general meetings

All general meetings other than the annual general meeting shall be called special general meetings.

18. Requisition of a special general meeting

The Board may call a special general meeting at any time and shall do so within thirty-five clear days from the receipt by it of a requisition in writing:

- 18.1 signed by not less than forty full Members; and

18.2 requiring the Board to call a special general meeting to consider a motion set out in the requisition.

A requisition may consist of several documents in like form each signed by one or more requisitionists.

19. Procedure if Board refuses to call special general meeting

In the event of a requisition in accordance with Bye-Law 18, the following provisions shall have effect:

19.1 If the Board does not call a special general meeting within thirty-five clear days from the date that the requisition is received, the requisitionists or a majority of them may themselves convene a meeting provided that it is convened not later than three calendar months from the date that the Board received the requisition.

19.2 If at any such meeting a resolution requiring confirmation at another meeting is passed, the Board shall forthwith convene a further special general meeting for the purpose of considering the resolution, and if thought fit, confirming it. If the Board does not convene the meeting within ten days from the date of the passing of the resolution requiring confirmation, the requisitionists or a majority of them may themselves convene the meeting.

19.3 Any meeting convened under this Bye-Law by the requisitionists shall be convened in as nearly as possible the same manner as that in which meetings are to be convened by the Board.

20. Notice of special general meetings

Notice of a special general meeting shall be sent to all full Members specifying the place, the day and the hour of the meeting on whose requisition (if any) the meeting is called, the purpose of the meeting and any motion to be proposed at the meeting at least twenty-one clear days before the date of the meeting.

Provisions common to all general meetings

21. Chairman of general meetings

At all general meetings of the Academy the Chairman of the Board shall take the chair. In the absence of the Chairman of the Board, a chairman shall be elected from among the Trustees present or, in the absence of all of them, from among those full Members who are present.

22. Quorum at general meetings

22.1 Unless forty full Members are present in person or by proxy at an annual general meeting within half an hour after the time appointed for the meeting, the meeting shall stand adjourned for twenty one days, to be then held at the same hour and place or, if that is not, for any reason, practicable, at such hour and place as shall be notified to full Members by notice sent at least fourteen clear days before the date of the adjourned meeting. At the adjourned meeting those full Members that are present whatever their number shall be a quorum for the purposes of conducting the ordinary annual business of the Academy.

22.2 At a special general meeting, unless forty full Members are present in person or by proxy within half an hour after the time appointed for the meeting, the meeting shall be dissolved.

23. Adjournments

Subject to the provisions of Bye-Law 22 (quorum at general meetings), the Chairman of any general meeting may, with the consent of the meeting, adjourn the meeting from

time to time and from place to place. No business shall be transacted at any adjourned meeting other than business left unfinished or undisposed of at the meeting from which the adjournment took place. No notice need be given of an adjourned meeting unless specified in the resolution for adjournment.

24. Voting rights at general meetings

24.1 The voting rights of Members at general meetings shall be as set out at Bye-Law 6.

24.2 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the form determined by the Board from time to time, provided that such instrument shall stipulate whether the person appointed by proxy is to vote in the manner as instructed by the Member or according to the discretion of the person appointed by proxy.

24.3 A person appointed as a proxy must be either the Chairman or an existing Member.

24.4 A person appointed as a proxy will be entitled to vote on a show of hands as well as on a poll.

24.5 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the members of the Board, and a vote given by proxy shall:

- (a) in the case of an instrument in writing be deposited at the Academy's principal offices in London or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Academy in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purposes of receiving electronic communications –
 - (1) in the notice convening the meeting, or
 - (2) in the instrument of proxy sent out by the Academy in relation to the meeting, or
 - (3) in any invitation contained in an electronic communication to appoint a proxy issued by the Academy in relation to the meeting,be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the Chief Executive or to any member of the Board;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

24.6 A vote given or poll demanded by proxy or by the duly authorised representative of a Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Academy at the Academy's principal offices in London or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or

the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

25. Resolutions by show of hands unless poll demanded

Subject to the provisions of Bye-Laws 35 and 52 (election of Trustees and of the President and Vice-Presidents) every resolution and amendment proposed and seconded at a meeting of the Academy shall be put to the meeting by the Chairman and decided upon by show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. A poll may be demanded:

25.1 by the Chairman; or

25.2 by at least forty full Members present at the meeting (or, if fewer than eighty full Members are present at the meeting, by the majority of full Members present at the meeting).

No poll may be demanded on the election of a chairman, the appointment of scrutineers or the adjournment of a meeting.

26. In absence of poll, Chairman's declaration final

Unless a poll is duly demanded, declarations by the Chairman that a resolution has been carried or lost and as to the majority by which a resolution has been carried or lost shall be final.

27. Other business to continue

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

28. Chairman's casting vote

In the event of an equality of votes whether on a show of hands or a poll, the Chairman may give a second or casting vote.

29. Procedure on poll

If a poll is demanded it shall be taken in such manner as the Chairman, acting reasonably, directs. A poll may be held during or after the meeting at which it was demanded and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The declaration by the Chairman of the result of the poll shall be conclusive.

30. Appointment of scrutineers

Whenever, at a meeting of the Academy, there are proxy votes to be counted in relation to a resolution or amendment put to the meeting or whenever a poll is demanded, five scrutineers shall be appointed, any three of whom shall be competent to act. The Chairman shall determine, in relation to each such poll or resolution or amendment, whether all or any of the scrutineers shall be Members, and whether all or any of any scrutineers who are not Members shall be independent of the Academy.

31. Determination of result of a vote by scrutineers

31.1 In relation to each resolution or amendment put to the meeting, whether it is to be decided by show of hands or poll, the scrutineers shall count the number of votes cast by proxy in favour of and against the resolution or amendment and report the same to the Chairman.

31.2 Where a poll is taken at the meeting at which it is demanded, the scrutineers shall in addition count the votes cast by Members present and voting at the meeting in favour of and against the resolution or amendment and report the same to the Chairman and state reasons for rejection of any voting papers (which may include rejection (wholly or in part) for non-observance of the notes and directions thereon).

- 31.3 Where a poll is taken after the meeting at which it is called, the scrutineers shall meet not less than forty-two days after the date of that meeting. The scrutineers or any three of them shall draw up a report of the result of the voting, stating (among other things) the reasons for rejection of any voting papers (which may include rejection (wholly or in part) for non-observance of the notes and directions thereon) and the number of votes cast by proxy in favour of and against the resolution. Such report shall as speedily as possible be forwarded to full Members.
- 31.4 The voting shall take effect from the date of the report of the scrutineers, except in the case of a meeting adjourned to receive the report of the scrutineers when the report shall be presented to such adjourned meeting and the voting thereupon take effect. Such report shall be conclusive as to the result of the voting.

32. Procedural defects

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate the proceedings at any meeting.

Board of Trustees

33. Board

- 33.1 Subject to clause 33.2, the Board shall comprise no more than 20 Trustees and shall include:
- (a) up to 10 positions which shall be held by full Members of the Academy;
 - (b) up to 10 positions which shall be held by persons (who may or may not be full Members) who are recommended by the Board as persons likely to bring skills or experience to the Board other than dance or education; and
 - (c) such other persons as may be co-opted pursuant to Bye-Law 37.
- 33.2 Those who were Trustees at the date on which these Bye-Laws became effective in relation to the Academy shall continue as Trustees until they vacate their office in accordance with these Bye-Laws and the President incumbent on that date shall be additional to the maximum number of Trustees specified in clause 33.1.
- 33.3 In addition the Board may, from time to time, appoint up to 5 International Advisers whose ordinary residence is overseas. The International Advisers shall be full Members or deemed to be full Members once appointed as International Advisers. An International Adviser shall not be a member of the Board but may, unless the Board in any particular case decides to the contrary, attend in an advisory capacity and speak at (but not vote at) such meetings of the Board as the Board may from time to time designate in each year.

34. Eligibility for Board: general

A person shall not be eligible for election or co-option to the Board:

- 34.1 if he is, at the time of election or co-option, under 18 years of age; or
- 34.2 if, at any time during the twelve years immediately preceding the date when the election or co-option would (or may) have taken effect, he has been a Trustee for nine or more consecutive years.

The Board may, acting reasonably and in the best interests of the Academy, waive, in relation to a particular Trustee or Trustees or from time to time, the maximum term limit set out in Bye-Law 34.2, provided that, on each such occasion, at least three-quarters of the Trustees, other than those directly affected, are in favour.

35. Election of Trustees

- 35.1 Subject to Bye-Law 34, a person is eligible to stand as a candidate for election as a Trustee, if:
- (a) he is retiring as a Trustee in accordance with Bye-Law 36 provided that he is not ineligible by reason of Bye-Law 34; or
 - (b) he is recommended by the Board; or
 - (c) his nomination as a candidate has been received by the Chief Executive not less than fifty-six clear days before the meeting at which he is to stand for election accompanied by the signatures of at least twenty full Members who support the nomination.
- 35.2 Subject to Bye-Law 33, at any general meeting at which an election of Trustees is to be held the meeting may determine the number of vacancies for Trustees.
- 35.3 If, at any general meeting at which an election of Trustees is to be held, the number of persons standing for election exceeds the number of vacancies for which they are eligible, voting shall be by secret ballot of those Members present.
- 35.4 The ballot shall take place in such manner as the Chairman may determine and the declaration of the Chairman of the meeting as to the result shall be conclusive. In the event of a tie between two or more candidates for the last vacancy to be filled, the candidate to be elected shall be determined by lot.
- 35.5 The election of a Trustee shall take effect from the end of the meeting at which he was elected.

36. Term of office of Trustees

- 36.1 At each annual general meeting one-third of the Trustees shall retire (or the nearest whole number thereto). Such retirement shall have effect from the end of the meeting. Trustees who retire shall, subject to Bye-Law 34, be eligible for re-election.
- 36.2 Subject to Bye-Law 36.3, the Trustees to retire shall be those who have been longest in office since their last election and, as between those elected on the same day, the Trustees to retire shall (unless otherwise agreed) be determined by lot. In the case of persons who hold office as a Trustee immediately prior to the adoption of these Bye-Laws, the prior period during which they have held such office shall be taken into account for the purposes of this Bye-Law.

37. Co-option of Trustees

- 37.1 Subject to Bye-Laws 33 and 34, the Board may from time to time co-opt persons to the Board:
- (a) to fill any casual vacancies on the Board; or
 - (b) if the number of Trustees is less than 20.
- 37.2 Any person co-opted to the Board shall hold office from the moment of co-option until the end of the following Annual General Meeting or the Board ending the co-option (whichever is the earlier) and shall, subject to Bye-Law 34, be eligible for further co-option.

38. Vacation of office by Trustees

Any Trustee shall vacate office if he:

- 38.1 has been convicted of any offence involving dishonesty or deception which is not a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974;
- 38.2 has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he has not been discharged;

- 38.3 has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;
- 38.4 has been removed from the office of charity trustee or trustee for a charity by an order made in the circumstances set out in sections 72(1)(d) or (e) of the Charities Act 1993;
- 38.5 is subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order);
- 38.6 resigns his office by notice in writing to the Academy;
- 38.7 is required to resign by a resolution of the Board passed by a two-thirds majority of the Trustees present at a meeting of which at least fourteen days notice in writing indicating the intention to propose such resolution shall have been given;
- 38.8 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- 38.9 being a full Member at the time of election appointment or co-option to the Board ceases to be a full Member; or
- 38.10 is absent without the permission of the Chairman of the Board or of the Trustees from all the meetings of the Board held within a period of twelve months and the Board resolves that his office be vacated.

International advisers

39. International Advisers

- 39.1 The appointment by the Board of an International Adviser (referred to in Bye-Law 33 above) shall take effect from the end of the meeting of the Board at, or from the date of the written resolution of the Board by, which he was appointed.
- 39.2 No-one shall be eligible for appointment as an International Adviser if, during the four years immediately preceding the date of the meeting considering such an appointment, he has been an International Adviser for two or more consecutive years.
- 39.3 An International Adviser shall hold office until the end of the third annual general meeting following appointment or the Board ending his appointment (whichever is earlier).
- 39.4 Subject to such financial or other limits as the Board may from time to time determine, the Academy may pay the travelling, accommodation and out of pocket expenses of an International Adviser attending a meeting of the Board which is designated as provided in Bye-Law 33 above.

Delegation of the Board of Trustees' powers

40. Sub-committees

- 40.1 The Board may appoint sub-committees for such purposes as the Board may think fit and may delegate to any such sub-committee any of the powers of the Board. Any such delegation may be made subject to any conditions the Board may impose, and may be revoked or altered. The business of any such sub-committee shall be conducted in such manner as the Board shall determine.
- 40.2 The Chairman of the Board shall be an ex-officio member of all sub-committees.
- 40.3 In addition to the ex-officio member, each sub-committee shall consist of three or more persons at least one of whom must be a Trustee.

- 40.4 Unless the Board resolves in any particular case to the contrary, no Trustee shall be entitled to attend or speak at a meeting of a sub-committee unless he is a member of that sub-committee or invited to attend or speak by that sub-committee.
- 40.5 The Board may delegate any of its powers to a body or committee with a constitution approved by the Board.
- 40.6 The Board may make regulations as to sub-committees (or any aspect thereof) including:
- (a) the number of, terms of reference of and powers of sub-committees;
 - (b) appointments and co-options to sub-committees; and
 - (c) proceedings of sub-committees.

Meetings of the Board of Trustees

41. Calling a meeting

Subject to the provisions of the Bye-Laws, the Trustees may regulate their own procedure as they think fit. The Chairman may at any time, and the Chief Executive, on the requisition of four Trustees, call a meeting of the Board.

42. Frequency of meetings

The Board shall meet not less than two times in each calendar year.

43. Chairman of the Board

The Board shall at its first meeting after each annual general meeting elect one of its number to be its chairman. He shall take the chair at all meetings of the Board. The Chairman shall be eligible for re-election. In the absence of the Chairman from any meeting of the Board the Trustees present shall elect one of their number to take the chair at that meeting.

44. Voting

Each Trustee shall have one vote. In the event of an equality of votes, the Chairman or a person elected to preside may at his discretion either give a second or casting vote or adjourn the question under discussion to a subsequent meeting.

45. Defects in appointment

All acts done by any meeting of the Board or any sub-committee thereof shall, notwithstanding that it shall afterwards be discovered that there was a defect in the appointment of any member of such committee or that any Trustee had vacated office, be as valid as if every such member had been duly appointed and had continued to be a Trustee.

46. Trustees below quorum

The continuing Trustees may act notwithstanding any vacancies but if the number of Trustees is less than the number fixed as quorum they may act only for the purpose of filling vacancies or of calling a general meeting.

47. Quorum

A quorum shall consist of five Trustees.

48. Minutes

Minutes of every meeting of the Board and any sub-committees shall be taken and shall be signed by the Chairman of that or the next meeting.

49. Expenses of Trustees

- 49.1 In accordance with Article 6.5 of the Royal Charter but subject to Bye-Law 49.2 Trustees shall be paid all reasonable travelling, accommodation and other out of pocket expenses properly incurred by them in connection with their attendance at meetings of the Board or its sub-committees or otherwise in connection with their duties.
- 49.2 'Travelling expenses' referred to in Bye-Law 49.1 shall be limited to those relating to travel within the United Kingdom and Northern Ireland. Where Trustees travel from overseas to attend a meeting of the Board or its sub-committees or otherwise in connection with their duties the Board shall from time to time determine what additional (if any) travelling, accommodation and other out of pocket expenses the Academy may pay.

50. Written resolutions

A resolution in writing which has been consented to either by letter, telex, cable, electronic mail or facsimile by all Trustees or all the members of a sub-committee shall be as effective as if it had been duly passed at a meeting of the Board or, as the case may be, that subcommittee and may consist of several documents in the same terms each consented to by one or more such members.

51. Remote meetings

All or any of the Trustees or members of a sub-committee may participate in a meeting of the Board by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting is present.

President and Vice-Presidents

52. Election and term of President and Vice-Presidents

- 52.1 The President shall be elected by full Members in general meeting.
- 52.2 The President shall be a full Member or deemed to be a full Member once elected.
- 52.3 An election for the office of President shall be held at:
- (a) any annual general meeting at the end of which the incumbent President's term of office ends;
 - (b) the next annual general meeting after a casual vacancy in the office of President has arisen (whether or not the office has been filled by the Board pursuant to Bye-Law 52.7).
- 52.4 An individual, whether a full Member or not, shall be eligible to stand as a candidate for election to the office of President if:
- (a) he is the incumbent President;
 - (b) he is recommended by the Board; or
 - (c) his nomination as a candidate has been received in writing by the Chief Executive not less than fifty-six clear days before the meeting at which he is to stand for election accompanied by the signatures of at least twenty full Members who support the nomination.
- 52.5 A President shall hold office until the end of the fifth annual general meeting following his election unless:

- (a) he was appointed by the Board to fill a casual vacancy in which case he shall hold office until the end of the annual general meeting following his appointment; or
 - (b) he gives written notice of resignation as President to the Chairman of the Board in which case he shall immediately cease to hold the office of President.
- 52.6 A President shall be eligible for re-election and shall be deemed re-elected if he has offered himself for re-election and no other person has been nominated for the office of President.
- 52.7 With effect from the retirement of the President in office at the date of the adoption of these Bye-Laws a President shall only be eligible for re-election for one further term of five years and shall be deemed re-elected if he has offered himself for re-election and no other person has been nominated for the office of President.
- 52.8 The Board may, acting reasonably and in the best interests of the Academy, waive the limit upon the maximum term which a person may serve as President under Bye-Law 52.7 provided that it is agreed by three-quarters of the Trustees.
- 52.9 Any casual vacancy in the office of President may be filled by the Board.
- 52.10 The full Members in general meeting may elect up to nine Vice-Presidents and, in relation thereto, the preceding provisions of this Bye-Law shall apply as if references to President were to Vice-President.
- 52.11 The Vice-Presidents shall be full Members or deemed to be full Members on election.

Advisory Council

53. Meetings of the Advisory Council

- 53.1 At such times, places and dates as the Board may decide, the Board may put before the Advisory Council matters upon which the Board decides to consult or seek the advice of the Advisory Council.
- 53.2 The Advisory Council shall give the Board such advice as it thinks fit.
- 53.3 The members of the Advisory Council shall be:
- (a) the President;
 - (b) the Vice-Presidents;
 - (c) such other persons as may be appointed from time to time by the Board.
- 53.4 Any member of the Advisory Council shall vacate office and cease to be a member if any of the conditions set out in Bye-Law 38 (vacation of office by Trustees) is satisfied.
- 53.5 The Advisory Council shall appoint from their number such person to chair their meetings as they think fit upon such terms as they shall determine from time to time.
- 53.6 Ten members of the Advisory Council shall constitute a quorum.

Chief Executive and other staff

54. Chief Executive and other staff

- 54.1 The Board may appoint a Chief Executive, officers and other employees and may delegate thereto such duties and functions as the Board shall from time to time think fit.
- 54.2 The Board may delegate to the Chief Executive or other officer or employee the appointment of other officers or employees.
- 54.3 The Board shall define and regulate (or authorise the Chief Executive to define and regulate) the terms and conditions of employment of such officers and employees.

Minutes

55. Minute books

The Board shall cause minutes to be made in books kept for the purpose of all resolutions and proceedings at general meetings, of meetings of the Advisory Council, of meetings of the Board and sub-committees thereof (including meetings of any local, regional or international branch or committee). Every minute signed by the Chairman of the meeting to which it relates, or by the Chairman of a subsequent general meeting or, as the case may be, Advisory Council, Board or sub-committee meeting shall be conclusive evidence of the facts therein stated.

Seal

56. Common seal

The seal shall only be used by the authority of the Board. The Board may determine who shall sign any instrument to which the seal is affixed and, unless so determined, it shall be signed by a Trustee and by the Chief Executive or a second Trustee.

Notices

57. Notices

- 57.1 Any notice shall be in writing or shall be given using electronic communication to an address for the time being notified for that purpose to the person giving the notice.
- 57.2 The Academy may give notice to a Member either by hand (delivery by courier shall be deemed to be delivery by hand) or by sending it through the post in a pre-paid envelope addressed to the addressee at the address entered on the database or by giving it using electronic communication to an address for the time being notified to the Academy by the Member. Notices to the Academy shall be addressed to the Chief Executive (or such other person as the Board may from time to time delegate for receipt of notices) at the Academy's principal offices in London.

58. Proof of service

- 58.1 Any notice delivered by hand shall be deemed to have been served at the time of delivery.
- 58.2 Any notice sent by post or other delivery service from the United Kingdom to an address in the United Kingdom, Republic of Ireland, Channel Islands or Isle of Man shall be deemed to have been served on the fourth day after the envelope containing it was posted.
- 58.3 Any notice sent by post or other delivery service to an address in the same country as that in which it is posted shall be deemed to have been served on the fourth day after the envelope containing it was posted.
- 58.4 Any notice sent by post or other delivery service from the United Kingdom to an address in any country other than those referred to in Bye-Law 58.2 shall, provided that it is posted by airmail, be deemed to have been served on the tenth day after the envelope containing it was posted.
- 58.5 Any notice sent using electronic communications shall be deemed to have been given at the expiration of 48 hours after the time it was sent.
- 58.6 In proving service it shall be sufficient to prove that the envelope containing the notice was:
- (a) in the case of a notice sent in the circumstances set out in Bye-Law 58.1, delivered;

- (b) in the case of a notice sent in the circumstances set out in Bye-Laws 58.2 and 58.3 properly addressed pre-paid and posted;
 - (c) in the case of a notice sent in the circumstances set out in Bye-Law 58.4 properly addressed, pre-paid and posted by airmail; and
 - (d) in the case of a notice sent by a delivery service, if it was given to the delivery agents with postage or delivery paid.
- 58.7 In proving service where notice was sent in the circumstances set out in Bye-Law 58.5 proof that the notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that notice was given.
- 58.8 A certificate in writing signed by the Chief Executive or other officer of the Academy that the envelope containing a notice was properly addressed, pre-paid, posted and, if relevant, posted by airmail shall be conclusive evidence that notice was served.

Accounts and annual report

59. Accounts and annual report

The Board shall cause proper books of accounts to be kept and reports to be made to comply with the Academy's obligations under the laws of England and Wales and in respect of the Academy's international branches and offices shall comply with any obligations arising under the law of the relevant jurisdictions.

Audit

60. Audit

- 60.1 The accounts of the Academy shall be audited each year by an auditor elected by the full Members at each annual general meeting. It shall be the duty of the auditor to prepare a report on the annual statement of account to be submitted for approval to the annual general meeting. The report shall, so far as relevant, contain statements as to the matters mentioned in section 235 of the Companies Act 1985.
- 60.2 For the purposes of Bye-Law 60.1 above, 'auditor' shall mean any person authorised to audit the accounts of a charity under section 43 of the Charities Act 1993.

Accountability of officers

61. Indemnification of Trustee etc

The Trustee, the Chief Executive and other officers shall be indemnified by the Academy from all losses and expenses incurred by them in or about the discharge of their respective duties, except such as are attributable to their own negligence, breach of duty or breach of trust.

62. No liability for others

No Trustee, the Chief Executive or other officer shall be liable for the acts of any other Trustees, the Chief Executive or other officer, or for joining in any receipt or document, or for any act of conformity, or for any loss or expense happening to the Academy, unless the same occurs as a result of his own negligence, breach of duty or breach of trust.

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