

**Charter & Bye-laws**  
**of**  
**The Royal Horticultural Society**

Royal Charter granted 10 November 1987  
(Original Royal Charter 1809)

Bye-laws approved at the  
Annual General Meeting  
On 30 June 2005  
(as amended on 1 July 2008, 2 July 2014, 27 June 2016,  
25 June 2019 and 14 June 2022  
and Special General Meeting 19 Feb 2021)



THE ROYAL HORTICULTURAL SOCIETY  
VINCENT SQUARE LONDON  
SW1P 2PE

Reg. Charity No 222879 / SC038262

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## Charter of The Royal Horticultural Society

**E**LIZABETH 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 by a Royal Charter dated the seventeenth day of April One thousand eight hundred and nine there was constituted a body corporate and politic by the name of the Horticultural Society of London with perpetual succession and with power to sue and be sued by the said name and to use a Common Seal:

AND WHEREAS by a new Charter dated the eighth day of May One thousand eight hundred and sixty-one, and by a Supplemental Charter dated the fourteenth day of November One thousand eight hundred and ninety-nine and a new Charter dated the ninth day of July One thousand nine hundred and twenty-eight (hereinafter referred to as "the 1928 Charter"), the Horticultural Society of London was re-incorporated by the name of the Royal Horticultural Society (hereinafter referred to as "the 1928 Society") and various alterations and improvements were made in the powers of the 1928 Society.

AND WHEREAS the 1928 Society has by an humble Petition represented unto Us that the grant of a Supplemental Charter is desirable for the purpose of enabling the objects of the Society to be carried out with greater efficiency and to greater advantage, and application has been made by the 1928 Society for a Supplemental Charter accordingly:

AND WHEREAS, to further the same purpose, the Council of the 1928 Society has made bye-laws which they have submitted with the aforesaid Petition, and which they desire, in the event that We are graciously pleased to accede to the Petition and to grant a Supplemental Charter, should constitute the new bye-laws of the Society and should come into operation on such date or dates as shall enable such a grant to be best given effect:

NOW KNOW YE that We, having taken the said Petition into Our Royal Consideration, of Our especial grace, certain knowledge and mere motion have granted and ordained, and by these Presents for Us, Our Heirs and Successors, do grant and ordain as follows :-

- I. Without prejudice to anything done or suffered thereunder the 1928 Charter shall be and is hereby revoked.
- II. The President, Vice-Presidents and Treasurer, and their successors, and all other persons being now or immediately before the grant of this Our Supplemental Charter Fellows or Member of the 1928 Society and such others as from time to time shall be admitted in accordance with the bye-laws of the Society (hereinafter referred to as "the bye-laws") to membership of the Society in the future, We do hereby constitute and declare to be and remain one body politic and corporate by the name of "The Royal Horticultural Society" (herein referred to as "the Society") with perpetual succession and a Common Seal, with power from time to time to alter the same, and with power to hold, deal with and dispose of all personal property and lands, tenements and hereditaments now or immediately before the grant of this Our Supplemental Charter vested in or belonging to the 1928 Society, and to acquire, hold, deal with, and dispose of other personal property, lands, tenements and hereditaments of whatsoever value and wheresoever situate and with power by the name aforesaid to sue and to be sued and to act and do in all things in as ample manner and form as any other body politic or corporate may or can act and do.

- III. The objects of the Society are the encouragement and improvement of the science, art and practice of horticulture in all its branches.
- IV. The Fellows or Members of the 1928 Society and all persons admitted to membership of the Society in the future shall herein be known collectively and individually as "Members" and "Member" respectively, and the Society shall consist of Members and other classes and designations of persons which may from time to time be prescribed by the bye-laws.
- V. The government of the Society, and of its business and affairs, shall be vested in a Council consisting of not less than twelve and not more than nineteen persons all being Members.
- VI. The officers of the Society shall be a President, one or more Vice-Presidents and a Treasurer, and such other officers as may from time to time be prescribed by the bye-laws. The President and the Treasurer shall be *ex-officio* members of the Council and the President shall be the Chairman of the Council.
- VII. The persons (including the President and the Treasurer) who were immediately before the grant of this Our Supplemental Charter members of the Council or the 1928 Society shall be the original members of the Council of the Society and shall hold office until the Annual General Meeting of the Society in the year 1988.

Subject to the provisions of Article V hereof, the Council shall have power to co-opt any Member who has been a Member for at least three years to serve as member of the Council: provided that the number of co-opted members shall not exceed two at any time. A co-opted member of the Council shall retire at the Annual General Meeting following his or her co-option.

Subject to the provisions of Article V hereof, at the Annual General Meeting in the year 1988, and at the Annual General Meeting in every succeeding year, at least three of the members of the Council (in addition to any co-opted members) shall retire from office, and the places or place of them or any of them together with any other vacancies shall or may be filled by the election of members at the Annual General Meeting, but no person shall be capable of being so elected unless he shall be a Member and shall satisfy such requirements as may from time to time be prescribed by the bye-laws.

The retiring members of the Council in the year 1988 and in each succeeding year shall be those (other than the President and the Treasurer for the time being) who shall have been or who shall have been deemed to have been longest in office since their election or (as the case may be) last re-election (whether as members of the Council of the 1928 Society or as members of the Council of the Society but excluding any term of office as a co-opted member). Subject as aforesaid the number of members of the Council to retire and to be elected respectively at each or any Annual General Meeting shall such as may from time to time be prescribed by the bye-laws.

- VIII. The persons who immediately before the grant of this Our Supplement Charter filled offices of President, Vice-President and Treasurer of the 1928 Society shall hold the same offices in the Society until the Annual General Meeting in the year 1988.

At that Meeting, and at the Annual General Meeting in each succeeding year, a President and a Treasurer shall be elected by the meeting to hold office until the ensuing Annual General Meeting the holders of each of those offices being in all cases eligible for re-election unless disqualified under the bye-laws.

The Council shall have power from time to time to appoint such persons (not being disqualified under the bye-laws) as Vice-Presidents as it shall think fit. Any person so appointed shall retire at the Annual General Meeting following his or her appointment but shall be eligible for re-appointment, unless disqualified under the bye-laws for the time being in force.

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- IX.** The Council shall have power from time to time to make bye-laws for the Society, and from time to time to revoke, add to or amend any bye-laws so made (including the first bye-laws of the Society referred to in Article XII of this Our Supplemental Charter):  
Provided always that:
- a) No such bye-law made after the grant of this Our Supplemental Charter, nor any such revocation, addition or amendment, shall take effect unless and until the same shall have been submitted to and sanctioned (either with or without any modification) by a majority of a meeting of the members duly convened, it being competent for any Member present and entitled to vote at such meeting to propose any such modification as aforesaid on giving such notice (if any) thereof as may from time to time be prescribed by the bye-laws.
  - b) The notice convening such meeting shall contain a notification that such new bye-law, or such revocation, addition or amendment, will be taken into consideration at such meeting.
  - c) The said bye-laws shall comply with the provisions and directions of these Presents, and shall not in any way be repugnant thereto or to the laws and statutes of this Realm
- X.** Subject as aforesaid the bye-laws may provide with respect to all or any of the following matters (namely):-
- a) The carrying out of any of the objects of the Society.
  - b) The qualifications, election, removal, classification, designation, rights and privileges, and duties and obligations of Members of the Society and of such other classes and designations of persons as may from time to time have been prescribed by bye-laws pursuant to Article IV hereof, and the conditions applicable to Membership and to any such other classes and designations as aforesaid including the contributions (if any) to be paid to the funds of the Society.
  - c) The affiliation to the Society of other bodies and societies which in the opinion of the Council have objects similar to the objects of the Society and the voting and other rights and privileges of any such affiliated body or society and the condition attaching to any such affiliation.
  - d) The number, qualifications, election, appointment, removal, continuance in office, eligibility for re-election, and duties of the members of the Council and the mode of filling casual vacancies.
  - e) The qualifications, election, appointment, removal, dismissal and remuneration of the officers of the Society, and the mode of filling casual vacancies.
  - f) The summoning and holding of, and the proceedings at the quorum of, meetings of the Society, including the voting at such meetings, and the rights and duties of Members present thereat.
  - g) The summoning and holding of, and the proceedings at, and the quorum of, meetings of the Council, and its business, powers and duties.
  - h) The appointment of Committees of the Council or of the Society for such purposes as may from time to time be considered desirable for or in connection with the management of any part of the affairs of the Society, or the promotion or execution of any of its objects.
  - i) The investment and management of the funds and property and the conduct of the business and affairs of the Society.
  - j) The publication of or the property or copyright in any papers works, lectures or writings communicated to or delivered or written at the request of the Society.
  - k) Any matters connected with or relating to the affairs, government, funds or property of the Society.

- XI.** The society may by resolution passed by not less than two-thirds of the Members present in person or by proxy and voting at a General Meeting of the Society specially convened for the purpose with at least twenty-one days' notice in writing revoke, amend or add to any of the provisions of this Our Supplemental Charter and such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual and this Our Supplemental Charter shall thenceforth continue to operate as if it had originally been granted and made accordingly. This Article shall apply to this Our Supplemental Charter as revoked, amended or added to in the manner aforesaid:  
Provided that no amendment shall be made which shall cause the Society to cease to be a charity by law.
- XII.** The first bye-laws of the Society shall be those which have been submitted with the aforesaid Petition, and duly certified by the Clerk of Our Most Honourable Privy Council, Such certificate may make provision in regard to the coming into force of the said first bye-laws or any of them.

IN WITNESS WHEREOF We have caused these Our Letters to be made Patent.  
WITNESS Ourselves at Westminster the tenth day of November  
in the thirty-sixth year of Our Reign.  
BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

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**Bye-laws**  
**of**  
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Bye-laws approved at the  
Annual General Meeting  
On 30 June 2005  
(as amended on 1 July 2008, 2 July 2014, 27 June 2016 and 25  
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**Bye-laws of  
The Royal Horticultural Society**

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## **1. Implementation**

- 1.1 All the existing Bye-laws of the Society are now revoked and replaced with these Bye-laws with effect from 1 July 2005 (as amended on 1 July 2008, 2 July 2014, 19 February 2021 [and 14 June 2022]).

## **2. Membership**

### **Eligibility and categories of membership**

- 2.1 Membership of the Society is open to any individual and any corporate body, association or organisation (hereafter referred to as a member organisation) interested in horticulture. Council shall assign members of the Society to different categories of membership as it may agree in Regulations.

### **Application to become a member of the Society and subscriptions**

- 2.2 Council shall from time to time specify the method by which an application for membership should be made and the fees and subscriptions that each category of membership shall be required to pay to become and continue as a member of the Society. Council may within 60 days of receipt of an application for membership reject that application for such reason as it may see fit and shall notify the applicant accordingly.

- 2.3 Council may remit, waive or accept late payment of the whole or any part of any subscription for any reason it considers to be in the interest of the Society.

### **Benefits, rights and obligations of membership**

- 2.4 Every individual member and member organisation shall be entitled to the membership benefits and rights provided in these Bye-laws or agreed from time to time by Council provided that they are not in arrears with the payment of their subscription.

- 2.5 A member shall, when acting in their capacity as a member, act in the interests of the Society and in a manner that contributes to the achievement of the objectives of the Society. Members must abide by decisions that are taken fairly and within the rules of the Society by the membership and by Council.

- 2.6 A member may not use for personal or commercial benefit any trademark or logo of the Society or any statement or initials implying membership of the Society, unless specifically authorised by Council.

### **Voting rights**

- 2.7 Subject to the provisions of Bye-law 2.8, every individual member over the age of 18 and every member organisation is entitled to one vote at any general meeting, election or poll. A member organisation is required to appoint an individual to represent it and to vote on its behalf and to notify The Secretary at the RHS Office of the name of this individual or alternate in the manner required by Regulations.
- 2.8 In the case of an election or poll conducted by postal and / or electronic ballot, only those members eligible to vote on the date that the voting papers are issued or an invitation to vote electronically is offered shall be entitled to vote.

- 2.9 Any vote cast by an eligible individual member or member organisation whose application to renew membership is subsequently rejected shall remain valid as shall any vote cast by a member at an election or poll conducted by postal and / or electronic ballot who ceases to be a member of the Society before the close of voting.

#### **Termination of membership**

- 2.10 The membership of an individual or member organisation shall be terminated:
- (a) on receipt of notification of the death of an individual member or a member organisation ceasing to exist;
  - (b) on receipt of a written notice of resignation from the member;
  - (c) if payment of any membership subscription has not been received within 90 days of the due date;
  - (d) if after considering a complaint concerning the conduct of an individual member, a member organisation or a representative of a member organisation under Bye-law 2.11 Council decides that membership should be terminated.
- 2.11 Council shall consider any complaint concerning the conduct of an individual member, a member organisation or a representative of a member organisation in accordance with Regulations. The Regulations shall provide that complaints must be made in writing and signed by at least ten members of the Society or two members of Council and shall be investigated by a committee appointed by Council if Council decides that there is a case to be heard. Those making the complaint and the member or the representative of a member organisation against whom the complaint relates shall have a right to be heard by the investigating committee before the committee reaches its conclusions and makes recommendations to Council on any action that should be taken. All parties appearing before the investigating committee may elect to be accompanied by another person of their choice. The decision of Council on a complaint shall be final.
- 2.12 A member shall cease to be entitled to any remaining benefits and rights of membership at midnight on the day their membership terminates. A member shall remain liable for any arrears of subscription or other sums due from them and shall not be entitled to the return of any subscription or other fees already paid.

#### **Honorary Members**

- 2.13 Individuals who are granted the Society's Honorary Fellowship or individuals who were granted the Society's Associateship of Honour without the need to pay a subscription shall be granted membership for so long as they hold the title. Any individuals granted the Society's Associateship of Honour on the basis that they are not exempted from paying a subscription shall be required to pay a subscription on the same terms as other members.
- 2.14 Individuals who are granted the Society's Honorary Fellowship or individuals who were granted the Society's Associateship of Honour without the need to pay a subscription shall be entitled to the same benefits and rights and subject to the same obligations of membership as any other member of the Society and Bye-laws 2.10 and 2.12 shall apply to their membership subject to any necessary change.

### **3. Regional or International Branches and Specialist Groups of members**

- 3.1 Council may establish, maintain and dissolve groups of members based on regions, countries or other areas, or specialist interests. These groups shall be constituted and their affairs conducted in accordance with Regulations.

### **4. Governance of the Society - Council**

- 4.1 The governance of the Society shall be vested in Council. The members of Council are the charity trustees of the Society.

- 4.2 Council shall consist of no fewer than 12 members and no more than 19 members, comprising:

- the President;
- the Treasurer;
- up to 15 ordinary members of Council; and
- up to two co-opted members of Council.

- 4.3 The principal role of Council is to agree the future direction of the Society; the investment and disposal of Society assets; and the strategic management and performance of the Society.

#### **Powers of Council**

- 4.4 Council has the power to undertake all lawful things as are necessary to achieve the objects of the Society including, but not limited to power, in the name of the Society:

- (a) to raise funds;
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) subject to any consents required by law, to sell, lease, lend, or dispose of all or any part of the property of the Society;
- (d) subject to any consents required by law, to borrow money and charge all or any part of the property belonging to the Society as security for the repayment of the money borrowed;
- (e) to co-operate and undertake joint ventures with other charities, voluntary bodies, organisations and statutory authorities and to exchange information and advice with them;
- (f) to set aside income as a reserve against future expenditure in accordance with a written policy about reserves;
- (g) to deposit or invest funds, employ a professional fund manager, and arrange for the investments or other property of the Society to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000 or any subsequent legislation;
- (h) to invest in any trading company established by the Society for the purpose of raising funds or income to further the charitable objectives of the Society;
- (i) to employ and remunerate staff to carry out the work of the Society including the provision of insurance and / or contribution to a pension scheme for any employee;
- (j) to make any reasonable and proper payments to former employees of the Society or their families and dependants;
- (k) to provide an indemnity and obtain insurance for any liability, loss or expenditure incurred by any current or former member of staff, or voluntary worker to cover negligence, default, breach of duty or breach of trust in relation to their work for the Society excluding;

- i. fines;
  - ii. the costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud, dishonesty or wilful or reckless misconduct by any individual;
  - iii. liabilities to the Society that result from conduct that the individual know or must have been assumed to know was not in the best interests of the Society;
- (l) in accordance with an Order of the Commissioners granted under Section 26 of the Charities Act 1993 on 20 April 2005, to provide an indemnity and obtain insurance for any liability, loss or expenditure incurred by any member of Council or member of a Decision-making committee to cover negligence, default, breach of duty or breach of trust in relation to their work for the Society – subject to the exclusions set out in Bye-law 4.4 (k);
- (m) to authorise examinations to be held and either alone or jointly with other organisations grant diplomas or certificates on the results of such examinations.

### **Delegation**

- 4.5 Council may, subject to applicable laws, delegate any of its powers or functions to a committee of three or more individuals, including power for that committee to further delegate to a sub-committee. For the purposes of these Bye-laws, any sub-committee exercising powers or functions on behalf of Council shall be treated the same as any committee. Council may also establish committees to provide it with advice and/or assistance in fulfilling the objectives of the Society.
- 4.6 A Decision-making committee may include members who are not members of Council, but the quorum for such a committee shall require a majority of those present to be members of Council. Such a committee must act within the policies, budget or any other guidance set by Council and report to Council on its decisions and activities.
- 4.7 Council and any Decision-making committee may also delegate the implementation of its decisions to staff employed by the Society or to another individual, company or organisation contracted by the Society to undertake activities or provide services on its behalf.
- 4.8 Council shall be responsible for the appointment and dismissal of the Director General and shall support the Director General in appointing Executive Directors. Responsibility for the appointment, direction and dismissal of all other staff employed by the Society shall be delegated to the Director General.

### **Conduct of Business by Council**

- 4.9 Council shall meet at least twice each calendar year at such place, day and time as Council may decide. The President, Vice Chair of Council (if any) or any three members of Council may call additional meetings of Council at any time. The quorum for all meetings of Council shall be six or one third of the serving members of Council, whichever is the greater.
- 4.10 Except where required by law, meetings of Council and any Decision-making committees may be conducted wholly or in part by electronic means including by video conference, internet video facility or telephone conference. For the purpose of the quorum requirements in Bye-laws 4.6 and 4.9, a member of Council or of a Decision-making committee qualifies as being present at a meeting of the Council or the committee (as the case

may be) if they are participating in the meeting by suitable electronic means agreed by the Council in which a participant or participants may communicate with all the other participants.

- 4.11 The President shall so long as they are eligible to serve on Council be the Chair of the Council.
- 4.12 Council may appoint one of its members to act as Vice Chair for the year ending at the close of the Society's AGM.
- 4.13 The President in their capacity as Chair of the Council shall chair meetings of Council and, in their absence, the Vice Chair shall do so. In the event that neither the President nor Vice Chair is present at a meeting of Council, another member of Council present shall be appointed to chair that meeting.
- 4.14 The decision of the majority of members voting at a meeting of Council shall be treated as the decision of Council except where a larger majority is required by law or under these Bye-laws. In the case of an equality of votes, the President (or the chair of the meeting, if different) may use a second or casting vote.
- 4.15 A resolution in writing signed by at least three-quarters of the members of Council or a Decision-making committee shall be treated as if it had been agreed at a meeting of Council or the committee concerned.
- 4.16 All decisions of Council and Decision-making committees shall be recorded in one or more minute books kept for the purpose.
- 4.17 Council shall make Regulations to regulate the conduct of its business.

## **5. The President and Treasurer**

### **Eligibility and election**

- 5.1 The President and Treasurer of the Society shall be elected annually at the AGM by the members of the Society and serve as ex-officio members of Council. No individual may serve as President or Treasurer for more than five elected terms of office unless the members agree (exceptionally) to elect the same individual for up to a maximum of two further terms. No individual may serve as President and Treasurer at the same time.
- 5.2 Those seeking election to the office of President and Treasurer must:
  - (a) be an individual member of the Society at the date of nomination (being the date that the nomination paper is delivered under 5.2(e)) and the date of the election, and must maintain their membership throughout their term of office;
  - (b) be aged over 18 at the date of the AGM at which the election shall take place;
  - (c) not be disqualified from acting as a charity trustee by virtue of section 178 of the Charities Act 2011 or any statutory re-enactment or modification of that provision;
  - (d) be proposed, seconded and supported by a total of eight members;
  - (e) deliver a nomination paper to The Secretary at the RHS Office in the form prescribed by the Regulations for the election by 1 March preceding an AGM (or last working day before this date); and

- (f) be able to complete their proposed term of office without breaching Bye-law 6.11.

Subject to this, the election of the President and Treasurer shall be conducted in accordance with Regulations.

- 5.3 Council may make such enquiries as it deems necessary of those seeking election to the offices of President and Treasurer to ensure eligibility and in order that it may make a recommendation (including the reasons for that recommendation) to the members at the AGM of any contested election as to which of the candidates it considers shall best serve the interests of the Society.
- 5.4 Where there are two or more candidates nominated for election as President or Treasurer there shall be an election for that office. If only one candidate is nominated, that candidate shall be deemed elected unopposed.

#### **Vacancy not filled at an election**

- 5.5 In the event of a vacancy for the offices of President or Treasurer not being filled at an election, a casual vacancy shall be deemed to have arisen.

#### **Filling a casual vacancy**

- 5.6 If a casual vacancy for the office of President or Treasurer arises for any reason, Council shall appoint an individual member of the Society to fill that vacancy until the end of the next AGM. Such a member must satisfy the requirements of Bye-laws 5.2 (b), (c) and (f), and maintain their membership throughout their term of office.

#### **Term of Office**

- 5.7 An elected President and Treasurer shall take office from the end of the AGM at which they are elected. The President and Treasurer shall hold office until the end of the AGM in the year following their election.

#### **Termination of office**

- 5.8 The President and Treasurer shall cease to hold office if any of the provisions of Bye-law 6.10 (a) – (d) and (g) – (k) apply.

### **6. Election and Appointment of Ordinary Members of Council**

- 6.1 Ordinary members of Council shall be elected at the AGM by the members of the Society.

#### **Vacancies to be filled**

- 6.2 Vacancies among the ordinary members of Council are to be filled at an AGM as set out in this Bye-law.
- (a) Each year at least three ordinary members of Council shall retire from office at the close of the AGM and the resulting vacancies may be filled by election. The ordinary members of Council to retire shall be those at the end of their elected term of office and, if the number of such ordinary members of Council is less than three, those ordinary members of Council who have the longest service as an ordinary member of Council. Subject always to the requirement in the Charter as to the minimum and maximum size of Council, Council alone shall have discretion to determine the number of such vacancies which may be filled at the AGM. Regulations shall set out the obligations of Council in determining the number of vacancies to be filled at an AGM. Council shall give notice to the members of the Society of the

- number of vacancies it has in its discretion determined may be filled at an AGM, in accordance with Bye-law 7.1(a).
- (b) Any election required to fill a casual vacancy for an ordinary member of Council shall also take place at an AGM.

### **Eligibility and Election**

- 6.3 Those seeking election as an ordinary member of Council must:
- (a) have been an individual member of the Society for three years prior to the date of nomination (being the date that the nomination paper is delivered under 6.3(f)) and remain a member at the date of nomination, the date of election and throughout their term of office but Council may waive the requirement for a person seeking election as an ordinary member of Council to have been an individual member of the Society for three years prior to the date of nomination where all of the following conditions are met:
    - i. there are circumstances regarded by Council as exceptional which justify the requirement being waived;
    - ii. Council includes in the notice of the election a written statement outlining the reasons why it is satisfied that there are exceptional circumstances which justify the requirement being waived; and
    - iii. if the individual in question is elected, at least two-thirds of the ordinary members of Council remain individuals who had been RHS members for three years at the time of their nomination;
  - (b) be aged over 18 at the date of the AGM at which the election shall take place;
  - (c) not have already completed 10 years' service as a member of Council (whether as a result of co-option, appointment, election as an ordinary member of Council or as serving as President or Treasurer) unless at least five years have elapsed since the completion of the 10 years previous service and Council has agreed that it is in the interests of the Society that the individual be made eligible to serve for one further term of up to five years maximum. For the purposes of this Bye-law, any exceptional further terms of a President or Treasurer under Bye-law 5.1 shall not be taken into account. If a member made eligible to seek re-election under this Bye-law is not re-elected, they shall not be eligible to seek re-election to Council for a further term of office in any circumstances;
  - (d) not be disqualified from acting as a charity trustee by virtue of section 178 of the Charities Act 2011 or any statutory re-enactment or modification of that provision;
  - (e) be proposed, seconded and supported by a total of eight members;
  - (f) deliver a nomination paper to The Secretary at the RHS Office in the form prescribed by the Regulations for the election by 1 March preceding an AGM (or last working day before this day);
  - (g) be able to complete their proposed term of office without breaching Bye-law 6.11.

Subject to this, the election of ordinary members of Council shall be conducted in accordance with Regulations.

- 6.4 Council may make such enquiries as it deems necessary of those seeking election as an ordinary member of Council to ensure eligibility and in order that it may make a recommendation (including the reasons for that recommendation) to the members at any contested election as to which of the candidates it considers shall best serve the interests of the Society.

- 6.5 Where the number of candidates exceeds the number of vacancies there shall be an election. Where the number of candidates is the same or less than the number of vacancies, all candidates shall be deemed elected unopposed.

**Vacancy not filled at an election**

- 6.6 In the event of one or more vacancies not being filled at an election or a member ceasing to hold office for any reason other than the end of their elected term, a casual vacancy shall be deemed to exist.

**Filling a casual vacancy**

- 6.7 If a casual vacancy for an ordinary member of Council arises for any reason, Council may appoint an individual member of the Society to fill that vacancy until the end of the next AGM when the vacancy shall then be filled by election. However, if the vacancy arises between 1 February and the date of the AGM in the same year and the position that is vacant is not due to be filled by election at that Meeting, Council may fill the vacancy by appointment until the end of the AGM the following year.

- 6.8 A member of the Society appointed to Council under Bye-law 6.7 must satisfy the requirements of Bye-laws 6.3 (a), (b), (d) and (g).

**Term of office**

- 6.9 Subject to Bye-law 6.2, ordinary members of Council shall serve for a term expiring at the end of the AGM in the fifth year following their election to Council. A newly elected member of Council shall take office from the end of the AGM at which they are declared elected. However, members appointed to fill a casual vacancy under Bye-law 6.7 shall, assuming that they are elected at a succeeding AGM as provided in Bye-law 6.7, serve for a term expiring at the end of the AGM in the fifth year following their appointment under Bye-law 6.7.

**Termination of membership of an ordinary member of Council**

- 6.10 An ordinary member of Council shall cease to hold office:
- (a) at the end of their elected term of office;
  - (b) immediately if they become disqualified from acting as a charity trustee by virtue of section 178 of the Charities Act 2011 or any statutory re-enactment or modification of that provision;
  - (c) immediately if they cease to be a member of the Society;
  - (d) immediately on death;
  - (e) immediately on election or appointment to the office of President or Treasurer of the Society, save that they shall then serve as an ex-officio member of Council while holding either one of those offices;
  - (f) at the date of an AGM if they have completed a total of 10 years' service as a member of Council (whether as a result of co-option, appointment, election as an ordinary member or as President or Treasurer) irrespective of whether they were elected or appointed to serve for a longer period of time unless they are serving a further term for which they were made eligible under Bye-law 6.3(c). This Bye-law shall not prevent an individual elected as President or Treasurer from being re-elected to complete the maximum number of terms of office for that role as set out at Bye-law 5.1;
  - (g) immediately upon receipt of their resignation;
  - (h) if they are absent from all meetings of Council held within a period of six months and Council resolves that their office be vacated;
  - (i) if, in the written opinion of a registered medical practitioner treating that person, they have become physically or mentally incapable of

acting as a charity trustee and may remain so for more than three months;

- (j) if they become a paid employee of the Society;
- (k) if at least two thirds of the members of Council resolve that they have conducted themselves in a manner unworthy of the character of the Society or prejudicial to its interests, provided that they or their representative shall first have an opportunity to address Council before such a decision is taken.

#### **Total term of office**

- 6.11 A person may serve as a member of Council in a particular capacity and subsequently in a different capacity. However, notwithstanding any other provision in these Bye-laws, no person may serve on the Council for more than a total of 17 years.

### **7. General Provisions relating to the election of President, Treasurer and ordinary members of Council**

- 7.1 Regulations for the conduct of elections to the office of President and Treasurer and for ordinary members of Council shall provide for:
- (a) a notice of election to be given in accordance with Bye-law 22 before 31 December of the year prior to the AGM including details of the vacancies to be filled by election the following year (meaning vacancies which the Council in its discretion has determined may be filled pursuant to Bye-law 6.2(a) and casual vacancies required to be filled pursuant to Bye-law 6.7), the requirements for nomination and the closing date for nominations;
  - (b) a notice of persons validly nominated for election to be issued to all members with the notice of the AGM;
  - (c) voting to be conducted by such means as Council may decide, including by postal and/or electronic ballot of members;
  - (d) the arrangements for members, if they so wish, to appoint the President to act as their proxy at elections for ordinary members of Council; and
  - (e) the declaration of the result of the election at the AGM.
- 7.2 The accidental failure to issue any document relating to the election or the non-receipt of a ballot document shall not invalidate any ballot or the result of any election declared following that ballot.

### **8. Co-opted Members of Council**

- 8.1 Council may co-opt up to two individual members of the Society to serve on Council. The term of office of a co-opted member of Council shall be from the date of appointment until the end of the AGM following appointment. No individual may be co-opted for more than three terms of office in total.
- 8.2 To be considered eligible for co-option to Council, an individual member of the Society must:
- (a) have been a member of the Society for at least three years prior to the date of co-option;
  - (b) remain a member throughout their period of office;
  - (c) be aged over 18;
  - (d) not have already served on Council for 10 years in any capacity (save that any exceptional further terms of a President or Treasurer under Bye-law 5.1 shall not be taken into account) unless at least five years have elapsed since the completion of the 10 years previous service;

- and
- (e) not be disqualified as acting as a charity trustee by virtue of section 178 of the Charities Act 2011 or any statutory re-enactment or modification of that provision.

8.3 The term of office of a co-opted member of Council shall cease if any of the provisions at Bye-law 6.10 (b) – (e) and (g) – (k) apply.

8.4 An individual who completes their term of office as a co-opted member of Council at an AGM is eligible for election at that meeting as an ordinary member of Council provided that they satisfy the eligibility requirements in Bye-law 6.3.

## **9. Vice Presidents**

9.1 Council may appoint any individual member of the Society to serve as Vice President. This office is honorary and all office holders shall retire at the next following AGM. An individual who has retired as a Vice President may be re-appointed by Council for a further term of office. There is no restriction on the number of occasions on which a Vice President may be re-appointed.

9.2 Council may remove a Vice President from office at any time if it considers that they have conducted themselves in an inappropriate manner, contrary to the interests and/or objects of the Society.

9.3 The names of the Society's Vice President(s) shall be reported annually to the membership at the AGM.

## **10. Annual General Meeting (AGM)**

10.1 An AGM of the members of the Society shall be held every year in the fifth or sixth month following the end of the Society's financial year on a day and at a time and place to be decided by Council.

10.2 The business to be dealt with at an AGM shall include:

- (a) approval of the minutes of the previous AGM and any Special General Meetings in the intervening period;
- (b) receipt and consideration of Council's report for the year (the trustees' report) and the annual financial statements of account;
- (c) declaration of the results of election to the office of President and Treasurer and of the election of ordinary members of Council;
- (d) appointment of the Society's auditors;
- (e) receipt of the names of the Society's Vice Presidents for the following year;
- (f) member resolutions;
- (g) any other business relating to the affairs of the Society as determined by Council.

## **11. Special General Meetings**

11.1 A Special General Meeting may be called by Council at any time and must be called within 60 days of receipt by The Secretary at the RHS Office of a requisition signed by not less than 500 members. The requisition may comprise a number of separate documents, but the name and membership number of each signatory must be shown against each signature. The requisition must also specify the business to be transacted.

**12. Notice of General Meetings**

- 12.1 The Secretary shall provide every member with at least 21 clear days' notice of the day, time and place of the AGM together with the details of the business to be conducted, in the manner prescribed in Bye-law 22.
- 12.2 The Secretary shall provide every member with at least 21 clear days' notice of the day, time and place of any Special General Meeting together with details of the business to be conducted. No other business may be dealt with other than that contained in the notice of the General Meeting.
- 12.3 The notice of the meeting shall include Council's direction as to the method of voting where a vote is necessary (see Bye-law 13.9) and the manner in which members may participate in the meeting (see Bye-law 13.2).

**13. Proceedings at Annual General Meeting and Special General Meetings****Attendance**

- 13.1 Only individual members or their appointed proxies, and representatives of member organisations, are entitled to attend a General Meeting unless the President, or Chair of the meeting where different, agrees that some other person may attend.
- 13.2 A General Meeting may be held by suitable electronic means agreed by Council in which each participant may communicate with all the other participants. Any individual or the representative of a member organisation participating at a General Meeting by such electronic means shall qualify as being present at the meeting.

**Quorum**

- 13.3 No business may be conducted at a General Meeting unless a quorum of 100 members is present.
- 13.4 If a quorum is not present within half an hour from the time the meeting is due to start or if a quorum ceases to exist during a meeting, the meeting shall stand adjourned to a place, day and time determined by the Chair (which may not be less than half an hour from the start time of the adjourned meeting) but otherwise in accordance with Bye-law 13.22. At a meeting reconvened following an adjournment due to the absence of a quorum, the quorum shall be the number of members present.

**Chair**

- 13.5 General Meetings shall be chaired by the President or, in his or her absence, the Vice Chair of Council. If neither the President nor Vice Chair is present, the meeting shall appoint another member of Council present at the meeting to chair the meeting. In this Bye-law 13, "Chair" means the person chairing the General Meeting.

**Voting – General**

- 13.6 All decisions, whether on a show of hands or by poll, shall be determined by a majority of those voting except where a larger majority is required under the Society's Charter.

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- 13.7 In the case of an equality of votes, whether on a show of hands or on a poll, the President, or Chair of the meeting where different, may use a second or casting vote.
- 13.8 Objections and questions about the validity of any vote or poll must be raised with the President, or Chair of the meeting if different, before the result of the vote or poll is declared. The President or Chair's ruling on the objection or question shall be final.
- 13.9 Except as may be required by the Charter, Council shall direct the method of voting on any resolution to be determined at a meeting. Voting on matters to be decided at a meeting may be by a show of hands at the meeting or by poll. A poll may be taken at the meeting, in advance of a meeting, or a combination of the two. A poll may be taken in such manner as Council decides, including by postal and electronic ballot.
- 13.10 Where voting takes place by show of hands it shall be conducted in a manner that shall enable the Chair to ascertain the sense of the majority of those present and voting and to determine whether a resolution is carried or lost. Where voting takes place by poll it shall be conducted so as to enable the counting of all the votes cast and to determine the number of votes by which a resolution is carried or lost.
- 13.11 In the event that a decision as to the method of voting has to be taken at the meeting itself, this decision shall be taken by the Chair.
- 13.12 All polls shall be conducted in accordance with Regulations.

**Requests for a poll**

- 13.13 Prior to a vote by show of hands or before the result of the vote is declared at any meeting, the Chair, or 20 members present in person or by proxy, may request that a poll be taken. In such a situation, the Chair shall ask The Secretary to make arrangements for a poll to be taken:
- (a) immediately; or
  - (b) at a reconvened meeting to be held at a place, day and time fixed by the Chair; or
  - (c) by a postal and/or electronic ballot of all members of the Society (which shall be in accordance with Bye-law 13.16).
- A decision to take a poll at a reconvened meeting or by ballot of the membership shall not prevent other business specified in the notice of the meeting from being completed. The request for a poll may be withdrawn at any time up to when the poll is taken or, in the case of a poll conducted by postal and/or electronic ballot, at any time up to the issue of voting papers or an invitation to vote.
- 13.14 No poll may be taken on any question affecting the Chair of the meeting or any adjournment of the meeting.

**Postal and/or electronic ballots**

- 13.15 In the case of any poll conducted by postal and/or electronic ballot of the members, Council may appoint an independent scrutineer to ensure the proper conduct of the ballot. Council may also send a note to accompany the voting paper or invitation to vote to explain the meaning and effect of any proposal.

- 13.16 Where the Chair at a meeting decides that a poll should take place by postal and/or electronic ballot in accordance with Bye-law 13.13, the voting papers or an invitation to vote must be issued within 60 days of the date of the meeting. The result of such a poll shall be declared by the President at such place, date and time as they fix as if it had been declared at the meeting itself.

**Voting by show of hands and at a poll called to be held at a meeting or at a reconvened meeting**

- 13.17 Only individual members or their appointed proxies, and the appointed representatives of member organisations, are entitled to vote on a show of hands at a meeting or at any poll arising from a decision taken at a meeting that is held immediately or at a reconvened meeting in accordance with Bye-law 13.13.
- 13.18
- (a) Where the notice of the meeting provides that a poll shall be taken at a meeting, an individual member or representative of a member organisation may cast their own vote or appoint a proxy to vote on their behalf. Proxies must be appointed in accordance with the Regulations for the conduct of the poll. Those Regulations shall provide that the proxy may be;
- i. another individual member of the Society;
  - ii. an alternative appointed representative of a member organisation; or
  - iii. the President of the Society or Chair of the meeting where different,
- and must be notified to The Secretary at the RHS Office or such other address as they may provide not later than mid-day on the Friday preceding the day of the meeting.
- (b) Where the notice of the meeting provides that a poll shall be taken by postal ballot and/or electronic ballot prior to the Meeting, or the Chair at a meeting calls for a poll to be taken by postal and/or electronic ballot under Bye-law 13.13 (c), an individual member or representative of a member organisation may cast their own vote or appoint the President of the Society to act as their proxy in accordance with Regulations for the conduct of the poll.

**Appointment of proxies**

- 13.19 Regulations shall provide that the appointment of proxy must be notified to The Secretary at the RHS Office or such other address as they may provide not later than the day on which the poll closes.
- 13.20 The appointment of a proxy may not be revoked once notification has been delivered to the RHS Office.
- 13.21 A vote given by proxy shall be valid notwithstanding the death of the individual member or a member organisation ceasing to exist before the date of the General Meeting or the close of the poll.

**Adjournment**

- 13.22 The Chair may adjourn any meeting to a different place, day and time, but no business shall be conducted at the reconvened meeting other than the business left unfinished at the meeting from which the adjournment took place. If a meeting is adjourned for more than 21 days, notice of the reconvened meeting shall be given to the whole membership of the Society in accordance with Bye-law 12.

**Minutes**

- 13.23 Minutes of the meeting shall be taken and kept in a book kept for the purpose.

**Validity of a General Meeting**

- 13.24 No defect in the convening or conduct of a General Meeting shall invalidate the proceedings at that meeting.

**14. Member Resolutions**

- 14.1 Any member wishing to propose a resolution at an AGM must deliver written notice ("**Notice of Resolution**") of this to The Secretary at the RHS Office by 1 March (or the last working day before that day) preceding the date of the AGM. The Notice of Resolution must contain the words of the resolution and may also contain a signed statement from the member in support of the resolution. The Notice of Resolution must be signed by at least 24 other members of the Society indicating their support for the resolution, one of whom must also be shown as seconding the motion.
- 14.2 Only members of the Society that have held continuous membership for 12 months prior to the date for submission of a member resolution may sign a Notice of Resolution.
- 14.3 The Secretary shall arrange for the member's resolution and the statement in support of the resolution to be included in the notice of the AGM. However, Council shall have the right to refuse to permit a proposed resolution to be included in that notice if, in the reasonable opinion of Council, it;
- (a) does not address or reflect a matter that is relevant or applicable to the Society;
  - (b) is similar in effect to a resolution proposed at any of the three AGMs prior to the date for submission of notice;
  - (c) is so ambiguous as to be incapable of being carried into effect; or
  - (d) is defamatory or proposed in bad faith.
- 14.4 Council may also refuse to accept a statement in support of a resolution if it exceeds 500 words in length.
- 14.5 Council may itself despatch a statement of up to 500 words commenting on the resolution with the notice of the AGM; this statement may include guidance on how Council considers members should cast their vote on the resolution.
- 14.6 A member's resolution must be formally proposed and seconded at the AGM by the members shown in the Notice of Resolution as proposing and seconding the resolution or, in their absence, another member of the Society. No member resolution other than those formally proposed shall be dealt with at an AGM.

14.7 Except as provided by Bye-law 23.3 (Alteration of Bye-laws) a written Notice of Resolution is not required if a member is seeking to move an amendment to a proposed resolution already appearing in the notice of an AGM.

14.8 The decision of a General Meeting on a member's resolution is only binding on Council where the resolution relates to a matter that the Charter or these Bye-laws require to be determined at a General Meeting.

## **15. Member Statements**

15.1 A member may send a statement on any matter relevant to the objects of the Society or to the conduct of its business to the President. In the event that the member does not receive a response to their statement within three months or is dissatisfied with the response received, they shall have the right to publish a Written Statement on the matter in the Society's Journal provided it is signed by the member and 99 other members of the Society. All members signing a Written Statement must have been members of the Society for at least 12 months prior to the date the statement was delivered. The Written Statement must be delivered to The Secretary at the RHS Office who, subject to the provisions of Bye-law 15.2, shall arrange for its publication within three months of receipt.

15.2 Council shall have the right to refuse publication of the Written Statement if it:

- (a) deals with a different matter from that previously raised by the member;
- (b) exceeds 500 words in length;
- (c) is defamatory or submitted in bad faith.

15.3 Council shall also have the right to publish a response to the Written Statement of up to 500 words in the same edition of the Journal.

## **16. Auditors**

16.1 On the recommendation of Council, a firm of chartered accountants shall be appointed at each AGM to act as the Society's auditors for the following financial year.

16.2 Council shall determine the remuneration of the auditors.

16.3 In the event of the position of auditor becoming vacant for any reason, Council shall have the power to appoint another auditor to serve until the date of the next AGM.

## **17. Property of the Society**

17.1 The Society's property and funds may only be used to secure or further the objects of the Society.

17.2 However, this Bye-law shall not prevent members from competing for and receiving from the Society prizes in money or other awards or medals or from receiving a bursary, seeds, plants, publications etc. This Bye-law shall also not prevent Council from making payments to any members for expenses incurred in connection with the business of the Society or work done for or services provided to the Society.

17.3 Council may produce Regulations for the financial management of the Society.

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## **18. Payment of Members of Council**

- 18.1 Members of Council may not be paid for their work as a charity trustee of the Society.
- 18.2 Members of Council may receive the same benefits as those generally enjoyed by other members of the Society.
- 18.3 In accordance with an Order of the Commissioners granted under Section 26 of the Charities Act 1993 on 20 April 2005, Council may grant a member of Council a benefit from the Society in his or her capacity as a beneficiary of the Society provided;
- (a) the individual concerned is not present when a decision is taken to grant or award a benefit and does not seek to influence the grant, award or review of a benefit in any manner whatsoever;
  - (b) the decision to grant or award a benefit is recorded in the minutes of the meeting at which the decision is taken or in some other record kept for the purpose; and
  - (c) the existence and value of the benefit is recorded in the Society's register of interests and disclosed in the Society's annual report and accounts.
- 18.4 In accordance with an Order of the Commissioners granted under Section 26 of the Charities Act 1993 on 20 April 2005, Council may also pay remuneration to any individual member of Council for work undertaken by them for the Society provided;
- (a) it is necessary to ensure good administration of the Society;
  - (b) the remuneration is reasonable in relation to the services to the Society and the income of the Society;
  - (c) before doing so, Council is satisfied that it is in the interests of the Society to contract with that individual rather than someone who has no connection with the Society;
  - (d) in reaching its decision, Council balances the advantages and disadvantages of contracting with the individual and is satisfied that the remuneration or other sum to be paid is reasonable in all the circumstances;
  - (e) the member of Council seeking to provide goods or services is not present when a decision is taken to award a contract or when performance under that contract is reviewed and does not seek to influence the decision to award a contract or the review or performance in any manner whatsoever;
  - (f) the decision to grant or award a contract is recorded in the minutes of the meeting at which the decision is taken or in some other record kept for the purpose; and
  - (g) the existence and value of the benefit is recorded in the Society's register of interests and disclosed in the Society's annual report and accounts.
- 18.5 For the purpose of Bye-laws 18.3 and 18.4 "member of Council" includes any person, firm or company connected to the member of Council seeking benefit from the Society or being invited to supply goods or services to the Society.

The requirements of Bye-law 18.4 also include contracts for the supply of goods or services to any company in which the Society:

- i. holds more than 50% of the shares; or
- ii. controls more than 50% of the voting rights; or

iii. has the right to appoint one or more directors to the Board of the company.

18.6 Council may from time to time agree standard terms and conditions for the supply of goods and/or services from a third party (who may also be a Council member or someone connected to that member, provided that the conditions in Bye-law 18.4 are satisfied). Once agreed, Council may grant authority to a Decision-making committee for this purpose which may execute any number of individual contracts within the agreed terms and conditions provided.

18.7 A decision on any other benefit that may be granted or awarded to a member of Council in their capacity as a beneficiary of the Society under this Bye-law shall be reserved to Council.

18.8 Bye-law 18.3 does not limit Council's power to use the Society's funds to meet any necessary and reasonable expenses that members of Council incur in the course of carrying out their responsibilities as trustees of the Society.

## **19. Financial Statements and Accounting**

19.1 Council shall be responsible for:

- (a) keeping accounting records for the Society;
- (b) the preparation of an annual report and financial statements of account;
- (c) the auditing of the financial statements

19.2 A summary of the annual financial statements shall be sent to every member of the Society together with details of how a full copy of the financial statements can be obtained. The full financial statements shall be presented to members at the AGM.

## **20. The Seal**

20.1 Every deed or document to which the Seal needs to be applied must be sealed in the presence of, and if necessary signed by, one or more members of Council or the Director General, the Director of Finance or The Secretary as may be required.

## **21. Regulations**

21.1 Council has power to make Regulations for the management of the Society and for the conduct of Society business, including, but not limited to:

- (a) application to become a member of the Society;
- (b) membership rights and benefits and different categories of membership;
- (c) consideration of complaints about the conduct of members;
- (d) admission to and use of the Society's Garden's, Halls, Libraries, Conferences and Shows;
- (e) the conduct and administration of elections to the office of President, Treasurer and Council;
- (f) the conduct and administration of polls including postal and/or electronic ballots on resolutions to be determined at an AGM or a Special General Meeting;
- (g) the conduct of meetings of Council and committees;
- (h) methods of making decisions in order to deal with cases of urgency when meeting of Council is impractical;
- (i) the custody of documents including the authentication of documents;

- (j) the delegation of powers to committees and to staff and the preparation of job descriptions and person specifications for the President, Treasurer, members of Council and of the committees reporting to Council;
- (k) financial management;
- (l) the establishment of regional and international branches and specialist groups and the manner in which their business shall be conducted; and
- (m) other matters described throughout these Bye-laws including Bye-laws where the use of Regulations is expressly specified.

21.2 Copies of all Regulations shall be published on the Society's website and made available to members in written form on request.

21.3 Council may not make Regulations that are inconsistent with anything in the Charter and Bye-laws of the Society.

## **22. Notices**

22.1 Unless provided otherwise in the Charter or these Bye-laws, in any case where a notice of a meeting or an event is required to be given to members, this may be delivered in person, sent by post or electronic communication to the member's last notified address, or posted on the Society's website. In all cases, a member shall be deemed to have received any notice sent by the Society on the third day after it is delivered in person, sent or posted on the Society's website. If the issue of notices is spread over a number of days, notice shall be deemed to have been received on the third day after the final day of issue.

22.2 The accidental failure to provide a member with a notice of a meeting or the non-receipt of such a notice by any member shall not invalidate anything done at the meeting to which the notice related.

22.3 Where a member is required to submit a notice to the Society, including a requisition or nomination paper, this may be delivered in person, sent by post, delivered by email or such other method of electronic communications as the Council may from time to time decide.

## **23. Alteration of the Society's Bye-laws**

23.1 Council may revoke, amend or add to the Society's Bye-laws at any time. However, no changes shall take effect until they have been confirmed (either with or without modification) at an AGM or Special General Meeting.

23.2 Notification of Council's proposed changes to the Bye-laws must be provided to all members at least 49 clear days prior to a proposed AGM or Special General Meeting where it is intended such changes will be considered ("**Initial Change Notice**"). The Initial Change Notice must contain the deadline by which any member may propose amendments to the proposed changes, which shall be at least 14 days from when the Initial Change Notice is issued.

23.3 Any member wishing to make an amendment to the changes to the Bye-laws proposed by Council must submit details of the amendment in writing to The Secretary at the RHS Office by the deadline specified in the Initial Change Notice and any amendments received after the deadline shall not be considered.

- 23.4 Notification of Council's proposed changes, together with details of any suggested member amendments, must be provided to all members with the notice of the AGM or Special General Meeting, stating that the proposed changes and amendments will be considered at the meeting.
- 23.5 A majority of those present (in person or by proxy) and voting at the AGM or Special General Meeting must approve all changes to the Bye-laws.

## **24. Definitions and Note**

In these Bye-laws the following terms shall have the meanings shown:

### **address**

In relation to electronic communications includes any number or address provided by a member for such communications.

### **AGM**

The Society's Annual General Meeting.

### **Bye-laws**

These Bye-laws.

### **casual vacancy**

A vacancy that arises in the office of President or Treasurer or for an ordinary member of Council before the completion of the expected term for which the individual holder of the position was elected, or where the office of President or Treasurer or a vacancy among the ordinary members of Council which Council has determined may be filled by election at an AGM is not filled at an AGM.

### **Charter**

The Royal Charter and Supplemental Charter of the Society

### **clear days**

Calendar days and, where referring to clear days prior to a meeting, excluding the day of the meeting and the day that a notice is deemed to be received by a member or the Society.

### **Co-opted Member**

An individual member of the Society whom Council co-opts to serve on Council.

### **Council**

The body in which the governance of the Society is vested in accordance with the Charter and Bye-laws.

### **Decision-making committee**

Includes any committee to which Council has delegated decision-making powers or sub-committee to which the committee has further delegated those powers.

### **Director General**

The person appointed by Council to perform the duties of the Director General of the Society whether temporary or otherwise and by whatever name called from time to time.

### **electronic communication**

A communication transmitted by means of a telecommunications system within the means of the Telecommunications Act 1984 or by other means while in an electronic form, including without limitation by email.

### **Executive Director(s)**

Executive Director(s) of the Society whether temporary or otherwise and by whatever name called from time to time.

### **financial statements**

The Society's accounts

**General Meeting**

A meeting of the Members, being either an AGM or a Special General Meeting

**Journal**

*The Garden* or any successor publication

**member**

Any individual, corporate body, association or organisation who or which is a member of the Society in accordance with these Bye-laws (and referring to any categories of Membership as may be established by Council in Regulations).

and **members** shall mean the members collectively.

**member of Council**

A member of the Council. For the purposes of Bye-laws 18.1 and 18.2 only, a member of Council includes any child, parent, grandchild, grandparent, brother, sister or spouse of the member of Council or any person living with the member of Council as his or her partner.

**member organisation**

Any corporate body, association or organisation that is a member of the Society.

**member resolution**

A proposal or recommendation that the Society should adopt a particular course of action or stance on an issue and submitted to an Annual General Meeting in accordance with the requirements of Bye-law 14.

**notice**

Any notice that is required to be sent to a member or to the Society by these Bye-laws or Regulations.

**ordinary member of Council**

A member of the Society elected by the members or appointed by the Council from time to time as a member of the Council in accordance with Bye-law 6.

**person, firm or company “connected with” a member of Council**

A firm or company of which a member of Council is a partner, an employee, a consultant, a director, or a shareholder, unless the shares of the company are listed on a recognised stock exchange and the trustee holds less than 1% of the issued capital.

**President**

The person elected or appointed to the office of President of the Society in accordance with Bye-law 5

**Quorum**

The minimum number of persons entitled to be at a meeting that must be present for the meeting validly to take place.

**Regulations**

Regulations for the management and conduct of Society business made by Council under Bye-law 21.

**RHS Office**

The principal administrative office of the Society which at the time of adoption of these Bye-laws is 80 Vincent Square, London, SW1P 2PE.

**Seal**

The common Seal of the Society.

**The Secretary**

The person appointed by the Council to perform the duties of The Secretary of the Society whether temporary or otherwise and by whatever name called from time to time.

**sign or signed or signature**

Except in Bye-law 20.1, sign or signed or signature means a person indicating their agreement with the contents of a document by identifying the document, clearly signifying their agreement, and confirming their identity in a manner specified by the Society accompanied by a statement of that person's identity which the Society has no reason to doubt, and includes agreement indicated in this manner by means of electronic communications.

**Society**

The Royal Horticultural Society

**Special General Meeting**

A meeting of the members of the Society other than the Annual General Meeting.

**Treasurer**

The person elected or appointed to the office of Treasurer in accordance with Bye-law 5.

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