THE ROYAL SOCIETY FOR THE PROTECTION OF BIRDS

SUPPLEMENTAL CHARTER

dated 1 April 1957

amended 24 April 1996

amended 16 July 2014

amended 13 February 2019

together with

STATUTES

as amended 13 February 2019

and

BYE-LAWS

as amended 22 Oct 2024

THE ROYAL SOCIETY FOR THE PROTECTION OF BIRDS

SUPPLEMENTAL CHARTER

dated 1 April 1957

amended 24 April 1996

amended 16 July 2014

amended 13 February 2019

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 late Majesty King Edward the Seventh did by Royal Charter granted on the 3rd day of November 1904 (hereinafter referred to as 'the original Charter') incorporate a body corporate and politic by the name of 'the Royal Society for the Protection of Birds' (hereinafter referred to as 'the Society'):

AND WHEREAS We were pleased by Supplemental Charter granted on 1st day of April 1957 (hereinafter referred to as 'the Supplemental Charter') to replace provisions of the original Charter:

AND WHEREAS the Society have by their humble Petition prayed that we would be graciously pleased to grant to it a further Supplemental Charter:

NOW THEREFORE KNOW YE that We, having taken the said Petition into our Royal Consideration and being minded to accede thereto, do hereby, for Us, Our Heirs and Successors, will, grant and declare as follows:

1. The Supplemental Charter, except in so far as it preserved provisions of the original Charter incorporating the Society and conferring upon it perpetual succession and a Common Seal, and the power to sue and be sued, shall be and is hereby revoked, but nothing in this revocation shall affect the validity or legality of any act, deed or thing done or executed thereunder.

2. Any person who supports the Objects of the Society (hereinafter referred to as ‘the Objects’) and who wishes to support the work of the Society shall be eligible to apply to become a Member of the Society in the manner prescribed in the Statutes.

Objects of the Society

3. The Objects shall be:

    1) To promote the conservation of biological diversity and the natural environment for the public benefit, in particular but not exclusively by:

        a. conserving wild birds and other wildlife, and the environment on which they depend;

        b. protecting, restoring and re-creating habitats.

        And, in furtherance of that primary objective, to raise public understanding and awareness of, and to provide information on, such matters.

    2) To advance education of the public in conservation of the natural environment.

Manner of delivering the Objects

4. In pursuing these Objects the Society shall:

        a. undertake activities in Our United Kingdom, in the Channel Islands and the Isle of Man, the UK Overseas Territories and anywhere else in the world; and

b. by so doing seek to persuade the public not only that the beauty of birds and nature enriches the lives of many people but also that nature conservation is fundamental to a healthy environment upon which the survival of the human race depends.

The Society shall take no part in the question of the killing of game birds and legitimate sport of that character except when such practices have an impact on the Objects.

Powers of the Society

5. The Society shall have the power to do anything that is legal for a natural person to do within the laws of Our United Kingdom that is in furtherance of its Objects. Without prejudice to the generality of the foregoing and by way of illustration, the Society shall have the power:

a. To seek support from any body or person by promoting its Objects to anyone who may be prepared to support the Society, and

to receive from them any form of financial or other support (whether by way of gift or otherwise).

b. To take a grant of representation, and

to act as trustee of Charitable trusts jointly with one or more other trustees or, where it may legally do so, as sole trustee.

c. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Society.

d. To borrow and raise money, with or without security, including through financial instruments, bonds and other forms of indebtedness, and

to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Acts), and

to lend money, with or without security and with or without the payment of interest, and

to guarantee the performance of obligations of any person or organisation and to give any warranties, indemnities, guarantees or undertakings on account of any covenants, promises, pledges, assurances or trusts that might be undertaken by the Society or in connection with any agreement or arrangement whatsoever, whether or not the Society is a party to the same.

e. To hold or invest any surplus money not immediately required for the Objects, and

to deposit or invest its funds in any manner as may be thought fit (including, but not limited to, the establishment of trading or other subsidiaries or entities of any kind), but only after obtaining such advice from a Financial Expert (as defined in the Statutes) as the Council considers necessary and having regard to the suitability of investments and the need for diversification. In doing so, the Council may take into

account any environmental and/or other socially responsible considerations, and

to delegate the management of investments to a Financial Expert, on such terms that the Council consider appropriate including that:

(i) the investment policy is set down in writing for the Financial Expert by the Council;

(ii) the performance of the investments is reviewed regularly with the Council;

(iii) the Council is entitled to cancel the delegation arrangement at any time;

(iv) the investment policy and the delegation arrangement are regularly reviewed by the Council; and

(v) the Financial Expert must not do anything outside the powers of the Society, and

to arrange for investments or other property of the Society to be held in the name of a Nominee Company (as defined in the Statutes) acting under the direction of the Council or of a Financial Expert acting under their instructions, and to pay any reasonable fee required, and

to deposit documents and physical assets with any company registered or having a place of business in England or Wales as Custodian, and to pay any reasonable fee required, and

to set aside funds for special purposes or as reserves against future expenditure, and

to make Social Investments (as defined in the Statutes) in accordance with section 292B Charities Act 2011, as if that section applied to the Society. In carrying out Social Investments, the Council will comply with the duties set out in section 292C Charities Act 2011 as if that section applied to the Society.

f. To enter into contracts and any other arrangements with any other parties.

g. To employ or otherwise contract for the services of agents, staff or advisers (upon such terms and conditions as may be thought fit) and, in accordance with the Statutes, to remunerate any person, firm or company rendering services to the Society and provide and contribute to pension and other death-in-service or other benefits for employees and former employees of the Society and their dependants.

h. To acquire, lease, hire or charge property and/or any interest in, or relating to, land of such kind and on such terms and to appoint such advisers, surveyors, managers and builders and other contractors on such terms as the Council shall determine, and

to let, license or dispose of any interest in property of any kind (but only in accordance with the restrictions imposed by the Charities Acts), and

to insure the property of the Charity (including, for the avoidance of doubt, any property not owned by the Charity but under its control) against any foreseeable risk and to take out other insurance policies to protect the Charity when required, and

to alter, improve, mortgage, charge, sell, transfer, grant, assign, demise, surrender, exchange or otherwise dispose of or deal with all or any part of interest in property.

i. To undertake and/or provide financial support for agricultural activities, including farming, fishing, forestry and woodland management that is in furtherance of the Objects.

j. To promote scientific and other studies by providing grants to individuals and institutions, sponsoring of competitions and exhibitions and in any other manner that might be appropriate.

k. To promote an interest in and a knowledge of conservation, biological diversity and the natural environment among the general public by promoting local groups, organisations for young people and people of all ages, the provision of information and in any other appropriate way, and

to support the work of schools, universities and other educational establishments by the provision of information, training and in any other fashion, and

to conduct research and educational activities on the Society's nature reserves and elsewhere.

l. To encourage others to practise the conservation of wild birds, other wildlife and the environment on which they depend and to protect, restore and re-create habitats.

m. To publish books, journals and other written, visual, audio or electronic and digital material.

n. To advocate and campaign to influence changes in the law or public policy.

o. To collaborate with others, to exchange information and advice and to participate in joint projects.

p. To support, financially and/or in other ways, the development of organisations or to fund the salaries and expenses of individuals where the work of such organisations or individuals further the Objects, and to be a member of regional, national or international organisations that further the Objects and to pay membership dues.

q. To indemnify and pay the cost of insuring the members of Council (as charity trustees), directors, employees and volunteers against personal liability arising from acts properly undertaken in the administration of the Society to the extent permitted by law.

r. To form or acquire companies or other legal bodies or other such entities (hereinafter all referred to as ‘entities’), and

to invest in such entities and to advance funds and to administer such entities with or without payment and with or without security, and

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.

s. To compromise any disputes or any actual or contemplated legal, regulatory or administrative proceedings between the Society and any other party or parties.

t. To make Ex Gratia Payments subject to the Charities Acts.

Council as Trustees

6. The business of the Society shall be managed by the Council, whose members shall be the charity trustees and who shall be elected or appointed in accordance with the procedures prescribed in the Statutes.

Income and Property of the Society

7. The income and property of the Society shall be applied solely towards the furtherance of its Objects: provided that in the event that the Society is wound up or dissolved then any surplus assets shall be passed to a suitable organisation that has objects similar to the Objects of the Society and that precludes any distribution of its assets to its members.

Insolvency

8. In the event of the insolvency of the Society, no liability shall fall upon the Members to contribute to the assets.

Alterations to the Supplemental Charter

9. Petitions praying for the grant of further Supplemental Charters amending repealing or adding to this Our Supplemental Charter may from time to time be submitted to Us, Our Heirs or Successors in Council after such amendments, repeals or additions shall have been passed by a Special Resolution (as defined in the Statutes). The Society may also by a Special Resolution amend, repeal or add to the provisions of this Our Supplemental Charter and any further Supplemental Charters and such amendment repeal or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that the said Supplemental Charters shall thenceforward continue to operate as though they had originally been granted and made accordingly. This provision shall apply to the said Supplemental Charters, as amended, repealed or added to in manner aforesaid. Provided always that no such amendments repeals or additions shall cause the Society to cease to be a charity at law.

Power to Make Statutes

10. The Council shall have full power and authority to make, from time to time, Statutes for the regulation of all matters not expressly regulated by these Presents. Such Statutes shall be binding upon the Members. The existing Statutes of the Society are hereby revoked and the Statutes in the Schedule to these Presents shall henceforth be the Statutes of the Society until the same shall have been repealed, altered or added to in the manner hereinafter described.

The Statutes may at any time be repealed, altered or added to by the Council. Provided always that no repeal, alteration or addition shall be unreasonable or repugnant or contrary to the provisions of these Presents or to the laws or statutes of Our Realm or shall have any force or validity until the same shall have been approved

by the Lords of Our Most Honourable Privy Council. A certificate under the hand of the Clerk of Our Most Honourable Privy Council shall be conclusive evidence of such approval.

Power to Make Bye-Laws

11. Subject to the provisions of this Charter and the Statutes, the Council may make such Bye-Laws as it considers necessary or desirable for the purpose of carrying out the Objects of the Society and the good administration of the Society and shall specify when such Bye-Laws shall come into effect. Such Bye-Laws may revoke, amend or add to the Bye-Laws from time to time in force. The manner in which such Bye-Laws shall be adopted shall be set out in the Statutes.

Closing Remarks

12. And lastly, We do by these Presents for Us, Our Heirs and Successors grant and declare that these Our Letters shall be in all things valid and effectual in law according to the true intent and meaning thereof and shall be taken construed and adjudged in the most favourable and beneficial sense for the best advantage of the Society as well in Our Courts of Record as elsewhere by all Judges, Justices, Officers, Ministers and other Subjects whatsoever of Us, Our Heirs, and Successors, any non-recital, mis-recital or other omission defect or thing to the contrary notwithstanding.

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

THE ROYAL SOCIETY FOR THE PROTECTION OF BIRDS

STATUTES

as amended 13 February 2019

THE ROYAL SOCIETY FOR THE PROTECTION OF BIRDS
STATUTES

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1. Interpretation

In these Statutes and the Charter:

Words importing the singular include the plural and vice versa. Words used in the Charter shall have the same meaning when used in these Statutes. References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

'**Bye-Laws**' means any Bye-Laws adopted by the Council in accordance with Statute 4.2.2.

'**Charitable**' means exclusively charitable under the laws of England and Wales provided that it does not include any purpose which is not charitable in accordance with the laws of Scotland and Northern Ireland.

'**Charities Acts**' means the Charities Act 1992 and the Charities Act 2011.

'**Charter**' means the Supplemental Charter granted on 1st April 1957, as amended on 24th April 1996 and further amended on 16th July 2014 and on 13th February 2019.

'**Clear Days**' does not include the day on which notice is given or the day of the meeting or other event.

'**Conflicted Council Member**' means a Council Member in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Council Member or a Connected Person is receiving or stands to receive a benefit from the Society (other than those referred to in Statute 5.9.2) or has some separate interest or duty in a matter to be decided or in relation to information which is confidential to the Society.

'**Connected Person**' as defined in section 188 of the Charities Act 2011.

'Council' means the governing body of the Society, whose members are the charity trustees of the Society.

'Council Member' means such person as is appointed to the post of member of the Council, in accordance with the provisions of the Statutes and Bye-Laws and who is a charity trustee.

'**Custodian**' means a person or body who undertakes safe custody of assets or documents or records relating to them.

'**Directors**' means such persons as are appointed to the executive office of director, in accordance with the provisions of the Bye-Laws.

'**electronic means**' refers to communications addressed to specified individuals by fax or email or, in relation to meetings, by telephone conference call, video conference or other electronic platform.

'**Ex Gratia Payments**' means a payment or otherwise as defined by section 106 of the Charities Act 2011.

'**Financial Expert**' means an individual person, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000.

'**Material Benefit**' means a benefit, direct or indirect, which may not be financial but has a monetary value.

'**Member**' means a person who is eligible, qualifies and has been accepted as a Member of the Society or has been declared an honorary Member of the Society in accordance with the provisions of Statute 2.2.

'Membership' refers to constitutional membership of the Society.

'Membership Contribution' means the minimum level of donation, whether in cash or in kind, to the Society necessary to become or to remain in a particular class of membership (voting or non-voting), as prescribed by the Council.

'**Nominee Company**' means a corporate body which holds title to property for another.

'**RSPB Website**' means the internet website operated by the Society with URL www.rspb.org.uk and/or such other website as determined by the Council.

'**Social Investment'** as defined in section 292A Charities Act 2011.

'Special Resolution' means a resolution considered at a meeting of the Members, convened as prescribed in the Statutes, which has been approved by not less than three quarters (¾) of the Members present (or by proxy, where permitted) and voting at that meeting.

'**Wildlife Crime**' means an offence under legislation governing the protection of wild animals, the environment, plants and habitat.

2. Members

2.1 Eligibility for Membership

2.1.1 Membership is open for application to any natural person who supports the Objects, who is interested in furthering the work of the Society and who has made any Membership Contribution or other arrangement approved from time to time by the Council.

2.1.2 The support of incorporated and unincorporated bodies and entities will be welcome through appropriate affiliation schemes promoted by the Society and agreed by the Council from time to time.

2.2 Membership of the Society

2.2.1 A natural person wishing to become a Member must submit an application for Membership to join the Society. The application may be made by a person for himself/herself and/or jointly for another person and/or for his/her family or for some other person or persons that he/she wishes to sponsor as a Member ('the Applicants'). Such application shall be made in the form prescribed by the Society and shall contain such information as the Society shall prescribe. The Applicants shall each become Members upon acceptance of the application by the Society.

2.2.2 The Society may decline to accept an application for Membership at its absolute discretion and without being required to state a reason.

2.2.3 The Council may by resolution elect any person an honorary Member. An honorary Member shall have the same voting rights as any other Member but shall not be required to apply for Membership in accordance with Statute 2.2.1.

2.2.4 The Society shall maintain a register of Members. Entry on the register of Members shall be conclusive evidence of Membership, subject to the provisions of the Statutes and Bye-Laws.

2.3 Classes of Membership

The Council shall from time to time create such different classes of membership as appear to it to be desirable and shall from time to time decide the Membership Contributions and the rights and privileges (if any) for each such class and the conditions for admission to and termination of any such class. This information shall be made available on the RSPB Website. Such class(es) may include non-voting memberships. Other references to 'Members' and 'Membership' do not (unless otherwise stated) apply to non-voting members and non-voting members do not qualify as Members for any purpose under these Statutes.

2.4 Termination of Membership

2.4.1 A person may cease to be a Member by giving notice (which may be in writing, by electronic mail or by telephone) to the Society. No refund or return of Membership Contributions shall be due to the former Member, unless so determined at the discretion of the Society.

2.4.2 A person shall cease to be a Member if the Membership Contribution is not paid or satisfied and after due reminder remains unpaid or unsatisfied unless otherwise determined by the Society.

2.4.3 A person shall cease to be a Member on his/her death. The Membership of any family Member(s) or other joint Member of the deceased Member shall not be affected.

2.4.4 If the Society becomes aware that a Member has an unspent conviction or caution for a Wildlife Crime, then the matter shall be referred to Council, who shall review whether to terminate that Member's Membership using its power in Statute 2.4.5 below.

2.4.5 The Council may, by a vote of not less than three-quarters (¾) of the Council Members present and voting, terminate the Membership of any Member if in the reasonable opinion of Council he/she has acted in a way that is contrary to the interests of the Society or the Objects or is harmful to the Society.

(i) Prior to Council taking such a vote, the Society shall notify the Member concerned, setting out the actions complained of and giving the Member the opportunity to put forward any written representation within a pre-determined time frame.

(ii) The Society shall then write to the Member concerned as soon as reasonably possible after the vote by Council to communicate the decision taken.

2.4.6 A person whose Membership is terminated under Statute 2.4.5 shall not be eligible to re-apply to become a Member without the specific consent of the Council and shall not be entitled to any refund or return of Membership Contributions except at the discretion of the Society.

3. Members' meetings

3.1 Types of Members' meetings

There shall be two types of Members' meetings of the Society: annual Members' meetings and other Members' meetings.

3.2 Annual Members' meetings

3.2.1 There shall be an annual Members' meeting of the Members to be held once every calendar year at such time and place (including via electronic platforms) as the Council shall decide.

3.2.2 The business transacted at the annual Members' meeting shall be to receive a report from the Council, to receive the accounts for the previous financial year, to elect the President, to elect or declare as elected the new Council Members from those nominated in accordance with the Statutes and Bye-Laws, to elect auditors and to conduct any other business as the Council may decide.

3.3 Other Members' meetings

3.3.1 Other Members' meetings of the Society may be convened by resolution of the Council.

3.3.2 Such a meeting may be requested in writing, signed by not less than half a percent (½%) of the Members entitled to vote. The request shall be addressed to the Council and shall state the proposed business of the meeting, and:

(i) Such a request shall be deemed valid by Council unless, in the opinion of at least three-quarters (¾) of the Council, the proposed business specified in the request, or the matter to which it relates, is not relevant to any material extent to the Objects of the Society.

(ii) If Council deems such a request valid, Council may elect to hold such business over until the following annual Members' meeting if Council determines that it is in the best interests of the Society.

3.3.3 The only business which may be dealt with at other Members' meetings is the business of which notice has been given in the notice convening the meeting.

3.4 Forum for Members' meetings

3.4.1 Council may resolve to enable persons to attend a Members' meeting by way of:

(i) physical meeting either in one location only or by simultaneous attendance and participation at a satellite meeting place or places anywhere in the United Kingdom; and/or

(ii) simultaneous attendance by electronic means with no Member necessarily in physical attendance (an "electronic Members' meeting").

3.4.2 Nothing in these Statutes prevents a Members' meeting being held both physically and electronically.

3.5 Notice of Members' meetings

3.5.1 The notice of a Members' meeting shall specify the business to be transacted and whether the meeting shall be a physical and/or electronic Members' meeting and:

(i) for physical Members' meetings, the time, date and place of the meeting (including without limitation any satellite meeting place arranged, which shall be identified as such in the notice);

(ii) for electronic Members' meetings, the time, date and electronic platform for the meeting, which electronic platform may vary from time to time and from meeting to meeting as the Council, in its sole discretion, sees fit; and

(iii) for Members' meetings to be held as both a physical Members' meeting and electronic Members' meeting, the notice shall specify the information in both (i) and (ii).

3.5.2 The notice of an annual Members' meeting shall contain brief details of Members who are being proposed for election to the Council and details of the Council's recommendation (if any). If a candidate is being nominated by Council to serve as Chair of Council, this shall also be specified in the notice.

3.5.3 Notice of every Members' meeting shall be sent to the Members (by post or by electronic means) not less than twenty-one (21) Clear Days before the date of the meeting. The notice shall specify the business to be transacted.

3.5.4 The notice of a Members' meeting may, instead of being sent to the Members and if the Council so determines, be given:

(i) in a national newspaper; and/or

(ii) on the RSPB Website; and/or

(iii) incorporated into the magazine or other publication sent to Members and such publication may be dispatched by the most appropriate method.

Where Council has determined that notice of a Members' meeting be incorporated into the magazine or other publication sent to Members periodically and one or more Members have notified the Society that they do not want to receive such a publication, the Council may determine that notice should be sent to those Members (including by electronic means), notwithstanding that all other Members are given notice in accordance with 3.5.4(iii).

3.5.5 The accidental omission to give notice of Members' meetings to, or the non-receipt of notice of a meeting by, any Member shall not invalidate the proceedings at that meeting. A technical fault in the appointment of a Member of which the Members and Council are unaware at the time does not invalidate a decision taken at a Members' meeting.

3.6 Quorum for Members' meetings

3.6.1 At Members' meetings of the Society fifty (50) Members present shall constitute a quorum.

3.6.2 If within one (1) hour after the time appointed for an annual Members' meeting a quorum is not present, the only business that may be dealt with is the consideration of the report from Council and the accounts for the previous financial year and the election of the auditors.

3.6.3 If within one (1) hour after the time appointed for another Members' meeting a quorum is not present, the meeting shall be abandoned.

3.7 Chairing of Members' meetings

Members' meetings shall be chaired by any person who is a Member, Council Member, President or Vice President as the Council shall decide.

3.8 Voting at Members’ meetings

3.8.1 At Members' meetings, each Member over the age of eighteen (18) shall have one (1) vote.

3.8.2 Voting at a physical Members' meeting shall be by a show of hands of those Members present in person (or by proxy where permitted) unless the Chair of the meeting, prior to a show of hands vote being taken, requires that votes be recorded by means of a poll taken at the meeting. If a poll is required, votes may be cast on a poll by such means as the Chair of the meeting determines.

3.8.3 Voting at a Members’ meeting held electronically or both physically and electronically shall be conducted as the Council in its sole discretion deems appropriate for the purposes of the meeting.

3.8.4 All resolutions shall be decided by a simple majority of the votes cast, except where provided otherwise in the Charter or Statutes.

3.8.5 In the event of an equality of votes, the Chair of the meeting shall have a casting vote. The declaration by the Chair of the meeting of the result of the vote is final.

3.9 Logistics of Members' meetings

3.9.1 The Members present in person (or by proxy where permitted) at satellite meeting places shall be counted in the quorum for, and entitled to vote at, the Members' meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chair of the Members' meeting is satisfied that adequate facilities are available throughout the Members' meeting to ensure that Members attending at all the meeting places are able to:

(i) participate in the business for which the meeting has been convened;

(ii) hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual equipment or otherwise) in the principal meeting place and any satellite meeting place; and

(iii) be heard by all other persons so present in the same way.

3.9.2 At a Members' meeting held in multiple physical locations, the Chair of the Members' meeting shall be present at, and the meeting shall be deemed to take place at, the principal meeting place.

3.9.3 The Members present at an electronic Members' meeting or at a meeting held both electronically and physically shall be counted in the quorum for, and entitled to vote at, the Members' meeting in question and that meeting shall be duly constituted and its proceedings valid if the Chair of the Members' meeting is satisfied that adequate facilities are available throughout the meeting to ensure that Members attending who are not present together at the same place may, by electronic means, attend and speak and vote at it.

3.9.4 If it appears to the Chair of the Members' meeting that:

(i) the facilities at the principal meeting place or any satellite meeting place, or

(ii) the electronic platform, facilities or security at the electronic Members' meeting,

have become inadequate for the purposes referred to in Statutes 3.9.1 or 3.9.3, the Chair of the Members' meeting may, without the consent of the meeting, interrupt or adjourn the Members' meeting. All business conducted at that Members' meeting up to the time of that adjournment shall be valid.

3.9.5 If it appears to the Chair of the Members' meeting that the facilities at any satellite meeting place have become inadequate for the purposes referred to in Statutes 3.9.1 or 3.9.3, but the facilities at the principal meeting place continue to be adequate and the meeting fulfils quorum without reference to the satellite office in question, then the Chair may in his/her absolute discretion determine that the meeting shall continue and all business conducted at that meeting shall be valid despite the inability of that satellite office to participate.

3.9.6 If after the sending of notice of a Members' meeting but before the meeting is held or after the adjournment of a Members' meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Council decides that it is impracticable or unreasonable, for a reason beyond its control, to hold:

(i) the physical Members' meeting at the declared place (or any of the declared places in case of a meeting to which Statute 3.9.1 applies); or

(ii) the electronic Members' meeting on the electronic platform specified in the notice;

it may change the place (or any of the places, in the case of a meeting to which Bye-Law 3.9.1 applies) or the electronic platform and/or postpone the time again if it decides it is reasonable to do so. In either case no new notice of the meeting need be sent, but the Council shall, if practicable, advertise the date, time and place of, or electronic platform for, the meeting (i) in a national newspaper or (ii) on the RSPB Website.

3.10 Proxies

3.10.1 Council may at its complete discretion resolve to permit the Members to appoint proxies to represent them at a Members' meeting held physically, or at the physical part of a Members' meeting held both electronically and physically. Only where Council passes such a resolution shall the provisions of these Statutes 3.10 to 3.12 apply, and Council shall then specify in the notice of the Members' meeting how the right to appoint a proxy may be exercised.

3.10.2 A Member is entitled to appoint one other person as his/her proxy to exercise all or any of his/her rights to attend, speak and vote at the Members' meeting. A proxy must vote in accordance with any instructions given by the Member by whom the proxy is appointed.

3.10.3 A proxy:

(i) must be a natural person over the age of eighteen (18);

(ii) may be a Member or not a Member; and

(iii) shall count towards the quorum.

3.10.4 Where an appointment of proxy is made, the Society may require reasonable evidence of:

(i) the identity of the Member and of the proxy,

(ii) the Member's instructions (if any) as to how the proxy is to vote, and

(iii) where the proxy is appointed by a person acting on behalf of the Member, authority of that person to make the appointment.

3.10.5 Council may resolve that a proxy may only vote on behalf of one individual Member (including themselves if the proxy is also a Member) and if Council resolves as such then this shall be specified in the notice of the meeting.

3.11 Content of proxy notices

3.11.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

(i) states the name and address of the Member appointing the proxy;

(ii) identifies the person appointed to be that Member's proxy and the Members' meeting in relation to which that person is appointed;

(iii) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Society may determine; and

(iv) is delivered to the Society in accordance with these Statutes and any instructions contained in the notice of the Members' meeting to which they relate.

3.11.2 In addition the Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

3.11.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

3.11.4 Unless a proxy notice indicates otherwise, it must be treated as:

(i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the Members' meeting, and

(ii) appointing that person as a proxy in relation to any adjournment of the Members' meeting to which it relates as well as the meeting itself.

3.12 Delivery of proxy notices

3.12.1 The notice of a Members' meeting must specify the address or addresses ("proxy notification address") at which the Society or its agents will receive proxy notices relating to that Members' meeting, or any adjournment of it, delivered in hard copy or electronic form.

3.12.2 A person who is entitled to attend, speak or vote at a Members' meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that person.

3.12.3 A proxy notice must be delivered to the proxy notification address not less than seven (7) days before the Members' meeting or adjourned meeting to which it relates.

3.12.4 An appointment under a proxy notice may be revoked by delivering a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given to the proxy notification address.

3.12.5 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the Members' meeting or adjourned meeting to which it relates.

3.12.6 If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

3.13 Other resolutions

3.13.1 At Members' meetings of the Society, a ballot of the Members may be demanded on any resolution, other than a Special Resolution, by the Chairman of the meeting or by at least fifty (50) Members present in person at the meeting, at any time after the result of a vote on the resolution has been declared, under the provisions of Statute 3.8, and before the conclusion of the meeting. If such a ballot is so demanded, then the Council shall determine how the ballot will be conducted. The Council shall make the appropriate arrangements to send the resolution to every Member, provided that (i) the proposal is not frivolous or vexatious and does not include the publication of defamatory material, (ii) the proposal is stated with sufficient clarity to enable effect to be given to it if agreed by the Members and (iii) the effect can lawfully be given to the proposal if it is so agreed.

3.13.2 Subject to Statute 3.13.1 together with the text of the resolution to be voted upon, the Council shall arrange for a summary of the arguments in favour of and against the resolution to be sent to the Members, not later than ninety (90) days after the date of the general meeting at which the ballot was demanded. Each Member over the age of eighteen (18) shall be

entitled to vote. A Member shall register his/her vote, indicating whether he/she wishes to vote in favour of or against the resolution. A Member's vote shall not be valid unless it is returned to the Society within the time specified, being not less than twenty eight (28) days after despatch by the Society, and unless it is validated in a manner prescribed by the Council. The Chief Executive shall appoint scrutineers who shall be responsible for the technical supervision of the ballot and whose decision in such matters shall be final. The result of the ballot shall be published on the RSPB Website.

4. Management

4.1 Council

The Council shall manage the business of the Society and may for that purpose exercise all the powers of the Society that are not required by the Charter or these Statutes to be exercised by the Members.

4.2 Delegation by Council and Bye-Laws

4.2.1 The Council has the power to delegate any of its functions.

4.2.2 Subject to the provisions of the Charter and these Statutes, the Council may make such Bye-Laws as it considers necessary or desirable for the purpose of carrying out the Objects of the Society and the good administration of the Society and shall specify when such Bye- Laws are to come into effect. Such Bye-Laws may revoke, amend or add to the Bye-Laws from time to time in force.

5. Council

5.1 Composition

5.1.1 There are two (2) categories of Council Members. Both categories shall have the same powers and responsibilities, but are differentiated by the nomination process and the qualifications required.

5.1.2 The Council shall comprise a maximum of eighteen (18) Council Members, ten (10) of whom may be Category A Council Members and eight (8) of whom may be Category B Council Members.

5.1.3 Council Members shall be required to be Members of the Society and maintain their Membership throughout their term of office.

5.2 Chair of Council

5.2.1 The Chair of Council shall be nominated by Council as one of the Category B Council Members.

5.2.2 Pursuant to Statute 5.4.1, the candidate for Chair of Council shall be offered for election by the Members at an annual Members' meeting, and the Members shall be asked to approve a single resolution to appoint the candidate both as Chair of Council and for a full term as a Council Member.

5.2.3 If the Chair of Council chooses to resign from his/her duties as Chair, he/she shall also be deemed to have resigned as Council Member, unless Council approves that he/she may continue as a Council Member for the remainder of his/her term.

5.2.4 If no Chair of Council is successfully appointed at the annual Members' meeting, or if the Chair of Council resigns or is removed as a Council Member or chooses to resign from

his/her duties as Chair, then Council may appoint an interim Chair from their number to undertake the duties of Chair until the following annual Members' meeting.

5.3 Nominations

5.3.1 Those standing as Council Members must be current Members of the Society.

5.3.2 Those standing as Category A Council Members may be nominated by either the Membership or the Council.

5.3.3 Those standing as Category B Council Members shall be nominated by the Council.

5.3.4 A candidate shall be deemed as nominated by the Membership if he/she has been a Member for at least the two (2) continuous years immediately preceding the time of nomination and has the endorsement of at least fourteen (14) Members, such endorsement to be verified and submitted in the manner determined by Council from time to time.

5.3.5 Council shall publicise the vacancies for all Council Members.

5.3.6 All candidates for nomination to Council, including those persons nominated by the Membership, shall be subject to background checks agreed by Council from time to time. A person shall not be permitted to stand for election if he/she:

(i) does not submit to such background checks;

(ii) is found to be disqualified by law from acting as a charity trustee; or

(iii) has an unspent conviction or caution for Wildlife Crime and Council determines, by a vote of three-quarters (¾) of those Council Members present and voting, that he/she should therefore not be permitted to stand for election.

5.4 Election of the Council Members

5.4.1 Subject to 5.4.2, each of those nominated as Council Members shall be offered for election by the Members at an annual Members' meeting, and declared elected if the resolution for their election is approved by a vote of the Members.

5.4.2 If the number of Members nominated for election as Category A Council Members in accordance with Statute 5.3 exceeds the number of vacancies, then Council may decide that a ballot of the Members shall be conducted in advance of the annual Members' meeting, instead of a vote at the meeting. The ballot shall be conducted as follows:

(i) Each Member over the age of eighteen (18) shall be entitled to cast one (1) vote for each of one (1) or more candidates but so that the total number of votes cast for the candidates by each Member shall not exceed the number of vacancies to be filled.

(ii) Voting papers shall be sent or made available to Members with the notice of the Members' meeting required under Statute 3.5.

(iii) A Member's vote(s) shall not be valid unless so received by the deadline set by the Council and validated in a manner prescribed by the Council (which may include by electronic means).

(iv) The appropriate number of candidates who receive the most votes shall be announced at the annual Members' meeting and declared elected. Their names shall be published on the RSPB Website.

(v) If, during the election process, a candidate should die or otherwise become unavailable for office, then the votes cast for that candidate will not be counted.

(vi) The Chief Executive may appoint scrutineers who shall be responsible for the technical supervision of the ballot and whose decision in such matters shall be final.

5.5 Casual Vacancies and Contingent Appointments

5.5.1 In the event of a casual vacancy arising on the Council, the Council may fill the vacancy. The Member so appointed shall serve until the next annual Members' meeting when he/she may be nominated for election. The period of time from appointment to the next annual Members' meeting shall be disregarded in defining a term of office in Statute 5.7.1.

5.5.2 In the event that the election of one or more Council Members ('the incoming Council Member(s)') at the Society's annual Members' Meeting may give rise to a vacancy on the Council following approval of the resolution(s) for his/her/their appointment(s) at that Annual Members' Meeting and in accordance with the provisions of Statute 3.8, Council may either nominate for election by the Members or invite the Members to elect replacement Council Member(s) at that Annual Members' Meeting, such appointment(s) to take effect only if the election of the incoming Council Member(s) is approved. Details of the proposed replacement Council Member(s) will be contained in the notice of the Annual Members' Meeting referred to in Statute 3.5.1.

5.6 Transitional Provisions

5.6.1 By way of transitional provision only, the Council Members in place at the time that these Statutes are adopted shall be deemed as follows for the remainder of their term in office, and the references to "General Council Members" and "Ordinary Council Members" below are as defined in the former Statutes of the Society as amended on 16th July 2014:

(i) The Chairs of Council, the Finance and Audit Committee and the Country Advisory Committees for Wales, England, Scotland and Northern Ireland, shall be deemed to be Category B Council Members. This shall be the case even if they resign from the position of Chair during the course of their term.

(ii) The General Council Members shall be deemed to be Category B Council Members.

(iii) The Ordinary Council Members shall be deemed to be Category A Council Members.

5.6.2 In the event of a conflict between the provisions of Statute 5.6.1 (i), (ii) and (iii) in relation to a particular Council Member, Council shall in its discretion determine whether that Council Member shall be classed as a Category A or Category B Council Member for the remainder of his/her term.

5.7 Terms of Office

5.7.1 Council Members shall hold office from the close of the annual Members' meeting at which he/she is elected until the close of the annual Members' meeting in the fifth year following that of his/her appointment.

5.7.2 Council Members who have served one (1) term of office as a Council Member shall normally retire but shall be eligible to stand for a second consecutive term of five (5) years.

5.7.3 Subject to Statute 5.7.4, a Council Member who has served the maximum of two (2) five (5) year consecutive terms must retire and may not again be elected to Council until the annual Members' meeting in the second calendar year following his/her retirement.

5.7.4 A Council Member who has served two (2) consecutive terms may serve a third consecutive term only if Council determines, by a vote of three-quarters (¾) of those Council

Members present and voting, that he/she should be nominated or conditionally nominated for a third term due to her/him having exceptional skills or experience that it would be very detrimental to lose from Council. After the third consecutive term such Council Member must step down and may not again be elected to Council until the annual Members' meeting in the second calendar year following his/her retirement.

5.7.5 For the purposes of 5.7.3 and 5.7.4, a "consecutive term" shall be deemed to include a term that would begin before the annual Members' meeting in the second calendar year following a person's retirement from Council after serving one or more terms.

5.8 Removal of Council Members

5.8.1 Any Council Member ceases to hold office if he/she:

(i) retires by notifying the Council in writing (but only if enough Council Members will remain in office when the notice of resignation takes effect to form a quorum for Council meetings); or

(ii) is absent without the permission of the Council Members from four (4) consecutive meetings of the Council and the Council Members resolve that his/her office be vacated; or

(iii) dies; or

(iv) is disqualified by law from acting; or

(v) is removed in accordance with the Bye-Laws by a vote of not less than three-quarters (¾) of the Council Members present and voting at a meeting of Council if in the reasonable opinion of Council he/she has acted in a way that is contrary to the interests of the Society or the Objects, his/her membership of Council is harmful to the Society, or he/she is unable to carry out properly the duties of a Council Member.

5.9 Council Expenses and benefits

5.9.1 The Council Members shall receive no payment for their services to the Society, neither shall they be eligible for appointment to any office of the Society that is remunerated in any way.

5.9.2 Notwithstanding the above, a Council Member:

(i) shall be reimbursed from the property of the Society or may be paid out of such property reasonable expenses properly incurred by him/her when acting on behalf of the Society, subject to the Bye-Laws and internal policies of the Society;

(ii) may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

(iii) may benefit from an indemnity in respect of liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings);

(iv) may receive Charitable benefits on the same terms as any other person; and

(v) may receive benefits afforded to the Society's volunteers commensurate with the contribution made to the Society.

5.9.3 Nothing in this Statute 5.9 shall prevent a Council Member receiving any benefit or payment which is authorised by Statute 5.10.

5.10 Payments to Council

5.10.1 Apart from those benefits permitted by Statute 5.9.2, Council Members and Connected Persons must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Society except for the following and subject to the Conflicts of Interest procedure in 5.11:

(i) interest at a reasonable rate on money lent to the Society;

(ii) a reasonable rent or hiring fee for property let or hired to the Society;

(iii) payment or other Material Benefit in return for the supply of goods or services to the Society but only if:

> (a) the amount or maximum amount of the remuneration is set out in an agreement in writing between the Society and the Council Member or Connected Person under which the services in question are to be provided to or on behalf of the Society, and does not exceed what is reasonable in the circumstances for the provision of the services in question; and
>
> (b) before entering into that agreement, Council decided that it was satisfied that it would be in the best interests of the Society for the services to be provided by the Council Member or Connected Person to or on behalf of the Society for the amount or maximum amount of remuneration set out in the agreement; and

(iv) payment for employment by the Society, in the case of Connected Persons.

5.11 Conflicts of Interest

5.11.1 Subject to Statute 5.11.2, any Council Member who becomes a Conflicted Council Member in relation to any matter must:

(i) declare the nature and extent of his/her interest before discussion begins on the matter;

(ii) withdraw from the meeting for that item after providing any information requested by the Council;

(iii) not be counted in the quorum for that part of the meeting; and

(iv) be absent during the vote and have no vote on the matter.

5.11.2 When a Conflicted Council Member or Connected Person does not stand to receive a Material Benefit, the Council Members who are not Conflicted Council Members, if they form a quorum without counting the Conflicted Council Member and are satisfied that it is in the best interests of the Society to do so, may by resolution passed in the absence of the Conflicted Council Member authorise the Conflicted Council Member, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Council Member, to:

(i) continue to participate in discussions leading to the making of a decision and/or to vote;

(ii) disclose to a third party information confidential to the Society;

(iii) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Council Member or a Connected Person of any payment or Material Benefit from the Charity; or

(iv) refrain from taking any step required to remove the conflict.

5.11.3 Where Council considers matters relating to a company wholly owned or controlled by the Society, a Council Member who is also a director of that company shall not automatically be considered a Conflicted Council Member, unless there is a substantive risk that he/she could be prevented from making a decision in the best interests of the Society.

6. Honorary Officers

6.1 President and Vice Presidents

The Council may nominate any person to the honorary office of President and appoint any person as Vice President. The President and Vice Presidents will hold office for a period of three (3) years, each from the date of their appointment or until he/she resigns the office before the expiry of their term of office. Retiring Presidents or Vice Presidents shall be eligible for appointment for a further term or terms of office. The President and Vice President(s) shall not be Council Members by virtue of holding the office of President or Vice President but shall be eligible for election to Council.

6.2 Life Vice Presidents

The Council may appoint any person who has rendered exceptional service to the Society to the honorary office of Life Vice President.

6.3 Termination of Office

6.3.1 A President, Vice President and Life Vice President will cease to hold office if:

(i) their term of office expires;

(ii) he/she resigns;

(iii) he/she dies; or

(iv) he/she is removed by Council under Statute 6.3.2.

6.3.2 The Council may, by a vote of not less than three-quarters (¾) of the Council Members present and voting, remove a President, Vice President or Life Vice President if in the reasonable opinion of Council he/she has acted in a way that is contrary to the interests of the Society or the Objects, his/her appointment is harmful to the Society and/or he/she is unable to carry out properly the duties of a President, Vice President or Life Vice President or to devote sufficient time to such duties.

6.3.3 Prior to considering such a resolution, the Chair of Council shall notify the individual concerned, setting out the actions complained of and giving the individual the opportunity to make representations in writing or in person, including attendance at a meeting of the Council or of a sub-committee of Council at which the resolution to terminate his/her role as President, Vice President or Life Vice President shall be put.

6.3.4 The Council may, by the same resolution, terminate the individual's Membership of the Society. A person whose role as President, Vice President or Life Vice President is thus terminated shall not be eligible to re-apply to become a Member without the specific consent of the Council.

THE ROYAL SOCIETY FOR THE PROTECTION OF BIRDS

BYE - LAWS

as amended 22 October 2024

THE ROYAL SOCIETY FOR THE PROTECTION OF BIRDS

BYE-LAWS

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1. Interpretation

In these Bye-Laws:

Words importing the singular include the plural and vice versa. Words used in the Charter and Statutes shall have the same meaning when used in these Bye-Laws. References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

'**Chief Executive**' means such person as is appointed to the post of Chief Executive, in accordance with the provisions of Bye-Law 5.1.

'Scheme of Delegation' means the document or documents that shall be approved by Council from time to time which summarises which of Council's powers have been delegated, to whom those powers have been delegated, and the limits on those delegated powers.

2. Council

2.1 Decision-making by Council

Any decision of the Council may be taken either:

(i) at a meeting of the Council Members in person;

(ii) at a meeting conducted wholly or partly by electronic means; or

(iii) by resolution in writing;

and in each case in accordance with the Bye-Laws.

2.2 Procedure of Council meetings

2.2.1 The Council shall meet not less than three (3) times each year, of which, at least two (2) shall be held face to face.

2.2.2 A Council Member or an officer of the Society delegated to do so may call a meeting and twenty-eight (28) Clear Days' notice shall be required unless a simple majority of all of the Council Members agree to waive the right to this notice.

2.2.3 Six (6) Council Members shall constitute a quorum.

2.2.4 In the event that the Chair of Council is absent or unable to chair the meeting for any reason, the Chair of Council may nominate a replacement chair for that meeting, subject to approval of the Council Members, or the Council Members present shall agree a chair of the meeting. Any replacement chair shall be nominated from among the Council Members who are present.

2.2.5 As appropriate, members of staff attend meetings of Council and its committees. Council retains the right to meet in private, in private with the external and/or internal auditor, or in private with invited members of staff.

2.2.6 Council may allow additional observers at its meetings where it determines this will be appropriate and beneficial and only for the duration of the relevant agenda items.

2.3 Voting by Council

2.3.1 Each Council Member shall have one (1) vote and the Chair of the meeting shall, in addition, have a casting vote in the event of an equality of votes.

2.3.2 Resolutions shall be determined on a simple majority of votes cast by those Council Members who are present except where provided otherwise in these Bye-Laws, the Statutes or the Charter.

2.4 Electronic Meetings

In relation to any meetings of the Council that are not held wholly face-to-face, any or all of the Council Members may participate in the meeting by electronic means that allow all persons participating in the meeting to hear each other. Council Members participating in this way shall be treated as if present and shall be counted for the purpose of determining whether a quorum is present. Meetings held by electronic means must comply with the rules on meetings, including the chairing and taking of minutes.

2.5 Written resolutions of Council

2.5.1 A resolution in writing signed by all of the Council Members entitled to receive notice of a meeting of the Council (other than a Conflicted Council Member who has not been authorised to vote) shall be as valid and effective as if it had been passed at a meeting of the Council duly convened and held.

2.5.2 Any such resolution may consist of several documents in like form each signed or approved on behalf of one or more Council Members (including by email or electronic means) and will be passed on the date of the last signature, email or other electronic confirmation.

2.6 Validity of Council decisions

2.6.1 Subject to Statute 5.11, all decisions of Council, or of a committee of Council, shall be valid notwithstanding the participation in any vote of a Council Member:

(i) who was disqualified from holding office; or

(ii) who had previously retired or who had been obliged by the constitution to vacate his/her office; or

(iii) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that Council Member and that Council Member being counted in the quorum, the decision has been made by the requisite majority of the Council Members at a quorate meeting.

2.6.2 Bye-Law 2.6.1 does not permit a Council Member to keep any benefit that may be conferred upon him/her by a resolution of the Council Members or of a committee of the Council Members if, but for Bye-Law 2.6.1, the resolution would have been void, or if the Council Member has not complied with Statute 5.11 (Conflicts of Interest).

2.6.3 A procedural defect of which the Council is unaware at the time does not invalidate decisions taken at a meeting of Council (including, but not limited to, a technical defect in relation to the service of any notice).

2.7 Conflicted Council Member

Where a Council Member is conflicted in relation to a matter in accordance with the Statutes, he/she may receive copies of minutes/board papers to allow him/her to participate in other Council matters, which shall be redacted as appropriate in the circumstances.

2.8 Removal from Council

2.8.1 If a Council Member is to be removed by Council in accordance with Statute 5.8.1 (v), prior to considering such a resolution, the Chair of Council (or in the case of the Chair of Council, the Treasurer) shall notify the Council Member concerned, setting out the actions complained of and giving the Council Member the reasonable opportunity to make representations in writing or in person, including attendance at a meeting of the Council or of a sub-committee of Council at which the resolution to terminate his/her Membership of Council shall be put. Council may resolve to suspend the relevant Council Member from participating

in Council business while Council is in the process of considering whether to remove him/her from office.

2.8.2 The Council may, by the same resolution passed under Statute 5.8.1 (v), terminate the Council Member's Membership of the Society. A person whose role as Council Member is thus terminated shall not be eligible to re-apply to become a Member or a Council Member without the specific consent of the Council and shall not be entitled to any refund or return of Membership Contributions.

2.9 Nomination to Council by Membership

Nominations by the Membership for prospective Council Members in accordance with Statute 5.3.4 must be received by a date to be determined by Council and publicised at the same time as nominations are sought, in order for the Society to accommodate that nomination for appointment in that same year. Nominations received after that date may be considered for appointment in the following year.

3. Committees

3.1 The Council may from time to time establish and dissolve committees, including standing, ad hoc, Country Advisory Committees and advisory panels, provided that the proceedings of such committees are fully and promptly reported to the Council. The Council may delegate any of its functions to any committee established under this Bye-Law.

3.2 A committee established under this Bye-Law may consist of two (2) or more persons and may include persons who are not Council Members, provided that every committee must be chaired by a Council Member and all committees must have a majority of Council Members unless otherwise determined in terms of reference approved by the Council.

3.3 The Council shall be responsible for appointing a Chair and approving the members of each of the committees established by the Council, and shall have the right to dismiss the same**.**

3.4 Terms of reference for these committees shall be prescribed by the Council and included in the Scheme of Delegation.

3.5 The Statutes and Bye-Laws relating to conduct of Council meetings, decision-making by Council and conflicts of interest shall apply to the proceedings of committees and sub-committees as they apply to the proceedings of the Council.

3.6 Committees shall have power to delegate the implementation of decisions and shall, in the exercise of that power, conform to any directions imposed on them by the Council.

3.7 Country Advisory Committees shall be established for England, Scotland, Wales and Northern Ireland.

3.8 The Council Member who is appointed as the Chair of the Finance, Audit and Risk Committee shall be known as the Treasurer of Council.

4. Operation of Council

Council may appoint from among their number a person who shall act as a sounding board and support for the Chair of Council and as an intermediary for the other Council Members if needed.

5. Management

5.1 Chief Executive

The Council will appoint and may remove a Chief Executive and the Chief Executive shall appoint and may remove the Directors in consultation with the Chair of Council. The Council may delegate to the Chief Executive the exercise of all the powers of the Society except for those powers that are reserved to the Council under the Society's Scheme of Delegation. Any such delegation of powers may be withdrawn or modified at the discretion of the Council. The Chief Executive may delegate any of his/her duties, functions or tasks to Directors or staff of the Society, except that the Chief Executive may not delegate his/her power to appoint or remove Directors.

5.2 Directors

Directors appointed in accordance with Bye-Law 5.1 shall manage the day to day affairs of the Society in accordance with the authority delegated to them by the Chief Executive.

6. Records, Accounts and Annual Report

6.1 The Society shall maintain accounting records, prepare annual accounts and cause them to be audited and prepare an annual report as required by the Charities Acts.

6.2 The Society shall make available a summary of the Annual Report and Annual Accounts in a form approved by the Auditors to every Member without charge. Such summary will normally be incorporated into the magazine or publication sent to the Members periodically or published on the RSPB Website. A full copy of the Annual Report and Accounts shall be available to any person upon request and upon payment of such fee (if any) as shall be prescribed.

6.3 Minutes shall be kept of all Members' meetings of the Society and of meetings of the Council and of its committees and sub-committees.

7. Volunteer Groups

With the approval of the Council, Members may establish volunteer or local groups to support the work of the Society and to increase their knowledge of wild birds and other wildlife and the environment on which they depend. Each such group will be required to operate within guidelines laid down by the Council for the protection both of the Members in the group and of the good name of the Society.

8. Finance

The fees of any Financial Expert contracted by the Society shall be notified to Council on an annual basis.

9. Execution of documents

9.1 The Society may execute Deeds by affixing its Seal, and the Seal shall be affixed in the presence of and signed by:

9.1.1 two (2) Council Members; or

9.1.2 one (1) Council Member and one (1) Director/the Chief Executive; or

9.1.3 one (1) Director and the Chief Executive; or

9.1.4 two (2) Directors; or

9.1.5 (save for deeds to be registered at the Land Registry for Northern Ireland) one (1) Council Member or one (1) Executive Director, Director or Deputy Director or the Chief Executive, in each case in the presence of a witness; or

9.1.6 persons otherwise designated in the Scheme of Delegation.

For the avoidance of doubt, the delegations in the Scheme to officers to execute deeds is not intended to override the alternative signing methods set out in the Bye-Laws.

9.2 Details of documents sealed shall be recorded in a sealing register that shall be open to inspection by Council Members at each meeting of the Council.

9.3 A document is validly executed on behalf of the Society by signature if it is signed by any Director or officer of the Society in accordance with the Scheme of Delegation.

10. Code non-compliance

10.1 A Code of Conduct applies to Council Members.

10.2 Non-compliance with the Code of Conduct may result in action being taken as follows:

10.2.1 where misconduct takes place, the Chair may be authorised to take such action as may be immediately required, including the exclusion of the Council Member concerned from a meeting.

10.2.2 where such misconduct is alleged, it shall be open to the Council to decide, by simple majority of those in attendance, to lay a formal charge of misconduct. In such instances it will be the responsibility of the Council to:

(i) inform the Council Member in writing of the nature of the allegation of the breach, detailing the specific action or behaviour considered to be detrimental to the Society, and inviting and considering their response within a defined timescale.

(ii) inviting the Council Member to address the Council in person if the matter cannot be resolved satisfactorily through correspondence.

(iii) deciding, by simple majority of those present and voting, whether to uphold the charge of the breach and conduct detrimental to the RSPB.

(iv) impose such sanctions as shall be deemed appropriate. Sanctions will range from the issuing of a written warning as to the Member's future conduct and consequences, and the removal of the Council Members from office (note that removal from office requires the agreement by vote of not less than three-quarters of the Council members present, in accordance with the Statutes).

11 Appointment of Chair of Council

11.1 If a new Chair is to be elected, the outgoing Chair, if he/she is not a candidate – or else the Treasurer, or then the most senior Council Member by date of appointment – shall lead the process but will recuse him/herself from decisions and votes: henceforth known as "The Convenor".

11.2 The process must conclude in time for the second full Council meeting of the relevant calendar year (normally July) in order to provide sufficient time for handover and induction meetings to take place prior to the RSPB annual Members' meeting, so that the Chair can be appointed at the annual Members' meeting in accordance with Statute 5.

11.3 Stage One of the process (on establishing the requirement for a new Chair) shall be as follows:

11.3.1 This stage of the process shall take place in autumn, following the annual Members' meeting, if it is foreseen at that point that an appointment of a new Chair shall be required in the following year.

11.3.2 RSPB staff will consider any fresh relevant regulatory guidance and other recent developments and will compile a paper setting out the qualities and skills required of the new Chair and recommending any changes to be made to the role description for the Chair. The paper will be reviewed initially with Nominations Committee prior to submission to Council.

11.3.3 Council will discuss the paper, making suggestions for change as appropriate.

11.3.4 When considering the paper, Council will also be asked for a view on whether it would be desirable to secure applications from candidates who are not current or former Council Members, although candidates will normally be current or recent members of Council. If external candidates are to be sought, Council should consider the methods set out in stage Three at this point.

11.3.5 Following the discussion by Council, a final paper, including the role description, required qualities and skills and recruitment method will then be circulated to all Council Members and will also be made available to any candidates who subsequently apply to be Chair.

11.4 Stage Two of the process (on inviting nominations) shall take place as follows:

11.4.1 This stage of the process shall normally take place by the spring Council meeting in the year that the appointment is to take place.

11.4.2 Individuals who wish to be considered for the role will make themselves known to the Convenor; Council Members may also suggest other nominees and the Convenor will contact such individuals to determine their willingness to be considered.

11.4.3 Candidates who wish to be considered will provide all the material normally requested from candidates for Council roles, and in addition they will supply a short statement (no more than 750 words) in support of their candidacy, including how they meet the requirements established during stage One and thoughts on the future vision for Council and the RSPB.

11.4.4 Candidates may withdraw their nomination at any point in the process prior to the final vote.

11.4.5 Candidates' eligibility to stand as a trustee will be established at this point.

11.4.6 If there are more than six candidates at this stage, a shortlist of six or fewer candidates will be prepared based on the criteria previously agreed by Council, which will be reviewed by non-conflicted members of Nominations Committee with support from the People Director.

11.4.7 A document listing each eligible/shortlisted candidate alphabetically together with their supporting statement will be prepared for Council (see Stage Four).

11.4.8 Council Members and RSPB senior management will be invited to express their views to the Convenor on the future responsibilities and attributes of the Chair during the next period, but a full candidate list will not be disclosed at this point.

11.4.9 By exception, if there is only one candidate at this stage, this information together with the details of the candidate will at this point be provided to Council, to provide sufficient time for trustees to consider whether a second nomination should be sought.

11.4.10 There will be no proactive canvassing of any kind during the process, by the candidates, Council Members or members of staff.

11.5 Stage Three of the process (on identifying candidates) shall take place as follows:

11.5.1 This Stage Three will take place if no candidates have come forward during Stage Two (or if, in the opinion of the Convenor, the available candidates do not sufficiently satisfy the defined requirements of the role), the Convenor will arrange for the role to be publicised externally and/or provide a brief to a trustee recruitment agency, to identify other potential candidates: the recruitment agency may be asked to consider in addition any individuals put forward by the Council.

11.5.2 This stage of the process shall normally take place by the spring Council meeting in the year that the appointment is to take place.

11.5.3 Individuals identified and shortlisted by the agency will meet the Convenor and the Chief Executive prior to formal nomination, in order to clarify matters relating to the role and assess each candidate's suitability.

11.5.4 A list of confirmed candidates together with their supporting statements will be provided to Council Members as described in stage two.

11.6 Stage Four of the process shall take place as follows:

11.6.1 This stage of the process shall normally take place by early summer in the year that the appointment is to take place.

11.6.2 Council Members will meet (in the course of a normal Council meeting): each will be given a copy of the candidate list at least two weeks prior to the start of the meeting (see stage Two). An election will take place at the close of the meeting.

11.6.3 At the start of the meeting, there will be a brief (optional) Q&A session held separately for each candidate able and wishing to attend the meeting, so that all the electors may hear the questions and the answers.

11.6.4 Following this, also at the start of the meeting, and with no candidates present, the Chair will support a brief discussion, so that summary views can be shared.

11.6.5 If there is more than one nomination, a vote will take place:

i. Each Council Member (including those who are candidates) will express their candidate preferences on a ballot paper, with ‘1’ being their preferred candidate, ‘2’ being their next preferred etc.

ii. Council Members who are unable to be present at the meeting should express their preference in the same way, in advance of the meeting, to the Council Coordinator or to the Convenor. Council Members who attend remotely via electronic means should express their preferences to the Council Coordinator or the Convenor by telephone or email during the course of the meeting.

iii. Council Members may choose to abstain but should also note that all are equally accountable for the outcome.

iv. The Convenor will count the votes (supported as necessary by the Council Coordinator or other staff): these will maintain secrecy as to how each individual Council Member voted. Votes of the candidate receiving the smallest number of votes will be reallocated according to the preferences expressed on the ballot over successive rounds of counting (or discarded in the event of no alternative preference), until one candidate receives at least half of the votes cast plus one: that candidate shall be declared elected as Chair and will be nominated as a candidate for election to Council as Chair at the forthcoming annual Members’ meeting.

v. Only one round of voting will take place.

vi. In the event of a tie or stalemate, the Convenor will have a casting vote.

11.6.6 If there is only one nomination, a vote will take place following the procedure set out in 11.6.5, with the addition of a ballot option to re-open the nomination process.

11.7 Stage Five of the process shall take place as follows:

11.7.1 This stage of the process shall normally take place by early summer in the year that the appointment is to take place.

11.7.2 The Convenor, with support from the Council Coordinator, will inform each candidate of the result as soon as possible following the meeting: once each candidate has been informed, the Convenor will then formally notify Council of the result, which will also be reported at the next available Council meeting.

THE FOLLOWING BYE-LAWS HAVE BEEN DEEMED AS RESTRICTED BY RSPB'S COUNCIL:

NONE