

**THE LONDON LIBRARY**

FOUNDED 1841 ✧ INCORPORATED 1933

**Royal Charter  
and  
Byelaws**

**July 2004**

**As amended by Order of the Privy Council  
dated 16 December 2013**

**14 ST JAMES'S SQUARE, LONDON SW1Y 4LG**

# *The Royal Charter*

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

*TO ALL TO WHOM THESE PRESENTS SHALL COME*

*Greeting!*

**WHEREAS** **The London Library** ("the Library") is a charity constituted by a Royal Charter granted by His Majesty King George the Fifth dated the 13th day of June 1933 ("the Original Charter") by which the Library was constituted a body politic and corporate by the name of The London Library with perpetual succession and a Common Seal;

AND WHEREAS by a Supplemental Charter granted on the 21st day of October 1968 We were pleased to amend the provisions of the original Charter;

AND WHEREAS the Library has by an humble Petition represented to Us that it is desirable for the better government of the Library and the furtherance of its charitable object that the original Charter (except in so far as it incorporates the Library and confers upon it perpetual succession and a Common Seal with the power to sue and be sued in the name of the Library and hold lands for the purposes of the Library) and the Supplemental Charter should be revoked and replaced by a new Charter appropriate to the current needs of the Library;

**NOW THEREFORE KNOW YE** that We, having taken the said Petition into Our Royal Consideration, and being minded to accede thereto, by virtue of Our Royal Prerogative in that behalf and of all other powers enabling Us so to do, have been pleased of Our especial grace, certain knowledge and mere motion to grant and declare, and do by these Presents for Us, Our Heirs and Successors grant and declare as follows:

## *Revocation of Original Charter*

**1.** THE PROVISIONS of the Original Charter (except in so far as they incorporate the Library and confer upon it perpetual succession and a Common Seal with the power to sue and be sued in the name of the Library and to take, hold, grant, demise, exchange or otherwise dispose of real or personal property and to do all other lawful acts whatsoever for the purposes of the Library) and the Supplemental Charter shall be and are hereby revoked, but nothing in this revocation shall affect the validity or legality of any Act, Deed or thing already done or executed thereunder.

*Interpretation*

2. IN THIS OUR CHARTER

- (a) "The Library" means The London Library.
- (b) "The Librarian" means the Librarian and Chief Executive of the Library for the time being.
- (c) "The Trustees" means the Trustees of the Library for the time being.
- (d) "The Members of the Library" means all persons who have been admitted to full or restricted Membership of the Library.
- (e) "The Full Members of the Library" means all persons who have been admitted to full Membership of the Library without restrictions on the exercise of their rights and privileges of Membership.
- (f) "General Meeting" means a meeting of the Members of the Library convened and held in accordance with the Byelaws.
- (g) "The Seal" means the Common Seal of the Library.
- (h) "The Chair of Trustees" means such person as may be elected under the Byelaws to act as Chair for the time being of the Trustees.
- (i) "The Vice-Chair of Trustees" means such person (if any) as may be appointed under the Byelaws to act as Vice-Chair for the time being of the Trustees.

*Charitable Object*

3. THE CHARITABLE OBJECT for which the Library is established and incorporated is the advancement of education, learning and knowledge by the provision and maintenance in London of a library embracing the arts and humanities for all persons desiring to make bona fide use thereof for the said charitable object subject only to the payment of such sums (if any) by way of fees and other charges as are necessary to defray the expenses of the provision and maintenance thereof.

In furtherance of the charitable object aforesaid but not further or otherwise the Library may:

- (a) continue to hold the expendable endowments of the Library, and of the charitable trusts administered in connection therewith and be responsible for the charitable activities currently undertaken by the Library as presently constituted and the Trusteeship of the permanent endowments of the Library as presently constituted and of the charitable trusts administered in connection therewith; and
- (b) exercise all or any of the powers lawfully exercisable by a natural person and do all such lawful things as may from time to time be conducive or incidental to the object aforesaid.

*The Trustees*

4. THERE SHALL BE TRUSTEES of the Library ("the Trustees") who shall be elected in accordance with the Byelaws of the Library and subject to the provisions of this Our Charter and of the Byelaws of the Library the government and control of the Library and its affairs shall be vested in the Trustees who may exercise all the powers of the Library.

## *Application of the Library's Property*

5. THE INCOME AND PROPERTY of the Library whencesoever derived shall be applied solely towards the promotion of the object of the Library and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the Members of the Library or the Trustees or any of them. Provided that nothing herein contained shall prevent any Member of the Library receiving a benefit from the Library in the capacity of a beneficiary of the Library, or the holding and investment of income which may be surplus to immediate requirements, or the payment in good faith of:-

- (a) reasonable out of pocket expenses necessarily and lawfully incurred by any of the Trustees in the interests of the Library when acting on behalf of the Library; or
- (b) interest at a reasonable and proper rate on money borrowed for the purposes of this Our Charter from any Member of the Library or any Trustee; or
- (c) reasonable and proper rent for premises demised or let to the Library by any Member of the Library or any Trustee; or
- (d) reasonable and proper remuneration for any goods or services supplied to the Library by a Member of the Library who is not a Trustee; or
- (e) reasonable and proper professional charges to any Trustee or any partner of his or hers for any services rendered to the Library in a professional capacity, where thought by the Trustees to be necessary in the interests of the Library. Provided that
  - (i) this power shall be exercised only in circumstances which the Trustees consider to be exceptional; and
  - (ii) a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion and shall not be counted in the quorum or vote upon the matter; and
  - (iii) only a minority of Trustees shall benefit under this provision at any time; or
- (f) the premium on any policy of insurance taken out to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Library. Provided that such insurance shall not extend to any liability:
  - (i) resulting from conduct which the Trustees knew, or must be assumed to have known, was not in the best interests of the Library, or as to which the Trustees did not care whether it was in the best interests of the Library or not;
  - (ii) to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees;
  - (iii) to pay a fine; or
- (g) fees, remuneration or other benefit for services rendered to the Library to any company of which a Trustee is a member holding no more than 5% of the issued share capital.

## *Byelaws*

**6.** SUBJECT TO the provisions of this Our Charter the Trustees shall have full power from time to time to make and when made to amend, add to or revoke any Byelaws governing the election and retirement of Trustees, the conduct of meetings, the giving of notices of meetings, the establishment of committees and advisory groups, the appointment of a President and Vice-Presidents, the appointment of investment managers, and such other matters as the Trustees shall deem fit for the conduct of the business of the Library, and for any matters whatsoever relating to the management or administration of the Library and its affairs. The Byelaws at the date hereof are set out in the Schedule hereto.

No new Byelaw or amendment, addition to or revocation of any Byelaw shall come into operation until it has been approved by a resolution of the Members at an Extraordinary General Meeting and has been approved by Our Privy Council of which approval a Certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence.

## *Rules*

**7.** SUBJECT TO the provisions of this Our Charter the Trustees shall have full power from time to time to make and when made to amend, add to or revoke any Rules for the use of books and such other matters relating to the working of the Library as they shall think fit.

## *Delegation*

**8.** THE TRUSTEES may delegate any of their powers to one or more committees composed of two or more Trustees and such Members or other persons as they shall think fit. The Trustees shall prescribe the terms of reference of any such committee which shall, in the exercise of the powers so delegated, conform to any directions that may be imposed upon it by the Trustees and report all its acts and proceedings back to the Trustees fully and promptly. A quorum shall not be deemed to be present at a meeting of any such committee unless at least two Trustees are present.

The Trustees may authorise the Chair of Trustees or, in his or her absence, the Vice-Chair (if any) of Trustees to take such executive decisions as he or she may consider necessary in the interests of the Library when it is impractical to hold a meeting of the Trustees provided that such decisions shall only be taken subject to conditions and in such circumstances as the Trustees may from time to time direct.

The Trustees may delegate to the Librarian all such matters in relation to the running of the Library as they think fit including, but not limited to, the appointment and dismissal of staff, financial management within budgets laid down by the Trustees, the purchase of furniture and equipment, the admission of Members, the purchase of books, periodicals, pamphlets and documents and the acquisition of other library materials, the engagement of professional, legal or

other assistance in connection with the business of the Library, the maintenance and development of all services and facilities provided by the Library and the determination of the conditions for the printing and publishing of such reports, catalogues, lists, bibliographies or other books, pamphlets or periodicals as may be considered desirable in promoting the object of the Library.

The Trustees may at any time or times terminate the powers conferred by them upon any committee, the Chair or Vice-Chair of Trustees or the Librarian.

### *Investment*

**9.** MONEYS AVAILABLE FOR INVESTMENT by the Library may be invested in the purchase or upon mortgage of freehold or leasehold property or in or upon such shares, stocks, funds, securities, units of unit trusts and other investments whatsoever and wheresoever and whether involving liability or not as the Trustees (or any committee of Trustees to which the Trustees may delegate the matter) shall in their absolute discretion think fit and whether in the name of the Library or of Trustees or nominees for the Library as the Trustees (or such committee of Trustees) shall decide in their absolute discretion to the intent that the Trustees (or such Trustees) shall have the same full and unrestricted powers of investing and transposing investments in all respects as if they were absolutely entitled thereto beneficially.

### *Interests of Trustees*

**10.** NO TRUSTEE shall take or hold any interest in property belonging to the Library otherwise than as a Trustee for the purposes thereof, and no Trustee shall receive any remuneration or be interested in the supply of work or goods at the cost of the Library, except as provided in Article 5 hereof.

### *Seal*

**11.** THE LIBRARY shall have a Common Seal which shall be provided by the Trustees and shall bear such device as the Trustees may from time to time determine. The Trustees shall provide for the safe custody of the Seal and the Seal shall not be used save by the authority of the Trustees and in the presence of two Trustees and the Librarian or in his or her absence the Deputy Librarian who shall sign every instrument to which this Seal is affixed.

### *Limit of Liability*

**12.** NO TRUSTEE of the Library shall be liable for the acts, neglects or default of any other Trustee of the Library, or for any loss or expense happening to the Library whether through the deficiency of title to any property acquired by the direction of the Trustees on behalf of the Library or otherwise. Nor shall any Trustee of the Library be liable for any loss or deficiency or damages arising out of the negligence or bankruptcy or tortious act of any other person, or for any loss or damage occasioned by any error or misfortune whatever which shall happen in the execution of the duties of the office of Trustee of the Library, or in relation thereto, unless the same shall happen through the fraud, reckless misconduct, dishonesty or wilful default of such Trustee.

Every Trustee of the Library shall be indemnified out of the assets of the Library against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Library.

### *Amendment of Charter*

**13.** THE MEMBERS of the Library, by resolution passed by a majority of not less than two-thirds of the eligible votes at an Extraordinary General Meeting of the Library, of which not less than twenty-one clear days notice shall have been given specifying clearly the resolution that is to be proposed, may amend, add to, or revoke any of the provisions of this Our Charter, and such amendment or addition to or revocation of this Our Charter shall, when allowed by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforth continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as amended, added to or revoked in manner aforesaid.

### *Dissolution*

**14.** THE MEMBERS of the Library may by resolution passed in the manner referred to in Article 13 determine to surrender this our Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Library as the Members of the Library shall think expedient having due regard to the liabilities of the Library for the time being. If upon the dissolution of the Library there shall remain after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Library but shall be given or transferred to such other charitable institution or institutions having the same or similar objects as the Library as the Members of the Library may determine in a general meeting at or before the time of dissolution.

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

WITNESS Ourselves at Westminster the sixth day of July in the fifty-third year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

*PHILLIPS*

THE GREAT SEAL

# The Schedule

## BYELAWS

### *Interpretation*

**1.** IN THESE BYELAWS:

“The Chair of Trustees” means the person for the time being elected by the Trustees to serve as Chair of the Trustees who may be styled “Chair” or “Chairman” according to his or her personal preference;

“The Charter” means the Royal Charter to which these Byelaws are annexed as amended or added to from time to time and all Supplemental Charters for the time being in force;

“Clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and on which it is to take effect;

“The Librarian” means the Librarian and Chief Executive of the Library for the time being;

“The Library” means The London Library constituted by the Charter;

“Member” means a person who has been admitted to full or restricted Membership of the Library;

“Full Member” means a person who has been admitted to full Membership of the Library without restrictions on the exercise of the rights and privileges of Membership;

“Restricted Member” means a person who has been admitted to Membership of the Library subject to restrictions on the exercise of the rights and privileges of Membership;

“Institutional Member” means an institution, association, organisation or other body which has been admitted to Membership of the Library;

“Representative” means a person whose name has been notified to the Library as the designated representative of an Institutional Member;

“The President” means the President for the time being of the Library;

“Vice-President” means such person as is a Vice-President for the time being of the Library;

“The Rules” means the Rules made from time to time by the Trustees under and subject to the Charter;

“The Trustees” means the Trustees for the time being of the Library;

“The Vice-Chair of Trustees” means such person (if any) as may be appointed by the Chair of Trustees to act as Vice-Chair for the time being of the Trustees.

### *Membership*

**2.** THE MEMBERS of the Library on the date on which this Our Charter takes effect and such other persons as are admitted to Membership in accordance with these Byelaws shall be Members of the Library.

**3.** Different categories of full and restricted Membership may from time to time be established in the Rules of the Library which shall specify the rights and privileges of each category of Member.

**4.** Membership of the Library shall be open to any person who wishes to make use of the Library for the purpose of the advancement of education, learning or knowledge and who makes a declaration, in such form as the Trustees may from time to time approve, that he or she will be bound by the Rules of the Library and will pay such charges as are for the time being prescribed by the Trustees under Byelaw 6.

**5.** On receipt from any person of the declaration referred to in Byelaw 4 and of such payment as may be due and of such other information as the Librarian may either generally or in any particular case require, the Librarian shall, if satisfied that the applicant desires to make bona fide use of the Library for the advancement of education, learning, or knowledge, admit the applicant as a Member of the Library.

**6.** All Membership fees, subscriptions and charges payable by Members shall be prescribed from time to time by the Trustees as they consider necessary in the interests of the Library subject to confirmation by the Members at a general meeting.

**7.** Membership shall be terminated in the case of any Member who:

- (1) gives notice to the Librarian of his or her or its wish to resign at the expiry of his or her or its subscription;
- (2) is in arrears in paying his or her or its subscription for such period as may be specified in the Rules, being not less than two months, provided that any such Member may be reinstated on payment of the full amount due;
- (3) is removed from membership under the provisions of Byelaw 8 below;
- (4) dies.

**8.** Any Member who makes use of the Library for purposes other than the advancement of education, learning or knowledge or commits a breach of the Rules of the Library may be removed from membership by the Librarian. Such Member shall have a right of appeal to the Trustees whose decision shall be final and until the appeal is heard the Membership rights and privileges of the Member concerned shall be suspended.

**9.** The Trustees may authorise the Librarian to remit in whole or in part any fees payable to the Library, provided that he or she is satisfied that the person from whom they are due desires to use the Library for the advancement of education, learning or knowledge and that special circumstances exist which make such remission desirable.

**10.** The rights of all Members shall be personal and may not be assigned or shared except that:

(1) The Representative of an Institutional Member shall exercise the Membership rights for the benefit of the Institutional Member that he or she represents to the extent permitted by the Rules (and, to this end, any rights of and powers exercisable by Institutional Members under these Byelaws shall be treated as being held by or exercisable by the Representative for the benefit of their Institutional Member); and

(2) The Librarian may authorise such arrangements as he or she thinks are appropriate in the case of illness or incapacity of a Member or other exceptional circumstances.

### *General Meetings*

**11.** An annual general meeting of the Members of the Library shall be held each year in addition to any other meetings in that year and the notices calling it shall specify the meeting as such. A copy of the Annual Report and Accounts shall be sent either in hard copy or electronic form or otherwise made available (on the Library's website or otherwise) to every member with the notice. Not more than fifteen months shall elapse between the date of one annual general meeting of the Library and that of the next. The annual general meeting shall be held at such times and places as the Trustees shall appoint. The business of an annual general meeting shall be:

- (1) to receive from the Trustees and, if approved, to adopt the Annual Report and Accounts;
- (2) to elect Trustees;
- (3) to appoint an auditor;
- (4) to consider and, if approved, confirm such proposals (if any) as the Trustees may put forward as being necessary in the interests of the Library for changes to any Membership fees, subscriptions and charges payable by Members;
- (5) to discuss (but not to pass a resolution on) any topic concerning the affairs of the Library proposed by a Full Member under Byelaw 14.

All general meetings other than annual general meetings shall be called extraordinary general meetings.

**12.** The Trustees may call general meetings and, on the requisition of fifty Full Members, the Trustees shall forthwith proceed to convene an extraordinary general meeting for any purpose stated in the requisition, such purpose being within the object of the Library. The date of the meeting shall be not later than twelve weeks after receipt of the requisition. The business of an extraordinary general meeting shall be:

- (1) to consider such proposals (if any) as the Trustees may put forward as being in the interests of the Library; and if so desired by the Trustees, to approve such proposals;
- (2) to discuss (but not pass a resolution on) any topic concerning the affairs of the Library of which notice has been given in the Members' requisition;
- (3) to enable the Members to exercise their powers under Article 13 and 14 of the Charter, by resolution.

**13.** An annual general meeting and an extraordinary general meeting shall be called by at least twenty-one clear days' notice. The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at the meeting and, in the case of an annual general meeting, shall specify the meeting as such.

**14.** Any Full Member of the Library who wishes to propose a topic concerning the affairs of the Library for discussion at an annual general meeting shall give the Trustees notice including details of the topic to be discussed at least two calendar months before the date of the meeting. The Trustees shall include a brief outline of any such topic in the notice convening the meeting.

**15.** The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### *Proceedings at General Meetings*

**16.** NO BUSINESS shall be transacted at any general meeting of the Library unless a quorum is present. Fifty persons entitled to vote upon the business to be transacted shall constitute a quorum.

**17.** If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the person chairing the meeting may determine.

**18.** The Chair of Trustees or, in the absence of the Chair of Trustees, the Vice-Chair of Trustees or some other Trustee nominated by the Trustees shall take the chair. If neither the Chair of Trustees, Vice-Chair of Trustees nor such other Trustee (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to take the chair and, if there is only one Trustee present and willing to act, that Trustee shall take the chair.

**19.** In the absence of the Chair of Trustees and Vice-Chair of Trustees and if no Trustee is willing to take the chair at the meeting, or no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the meeting shall stand adjourned to such time and place as the Trustees may determine.

**20.** The person chairing the meeting may, with the consent of a meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place

of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

**21.** A resolution put to the vote of a meeting shall be decided by a majority vote on a show of hands. A ballot of those present may be demanded before, or on the declaration of the result of, the vote:

(1) by the person chairing the meeting; or

(2) by at least ten Full Members entitled to vote at the meeting

and if so demanded it shall be taken at such time and in such manner as the person chairing the meeting may appoint.

**22.** Unless a ballot is duly demanded a declaration by the person chairing the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

**23.** In the case of an equality of votes, whether on a show of hands or on a ballot, the person chairing the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

**24.** The decision of the person chairing a meeting upon any point of order or on the interpretation of the Byelaws and the Rules shall be final.

### *Votes of Members*

**25.** SUBJECT TO Byelaw 23, every Full Member (or the Representative on behalf of an Institutional Member which is a Full Member) shall have one vote unless his or her membership privileges have been suspended for the time being under Byelaw 8 or under the Rules.

**26.** No objections shall be raised to the qualification of any voter attending a meeting in person except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the person chairing the meeting whose decision shall be final and conclusive.

### *Trustees*

**27.** There shall be a Chair of Trustees, a Treasurer and not less than ten or more than fourteen elected Trustees who together shall be the Trustees of the Library.

**28.** The Trustees, Chair of Trustees, and Treasurer shall be elected as provided subsequently in these Byelaws.

### *Election and Retirement of Trustees*

**29.** EVERY TRUSTEE other than the Chair of Trustees and the Treasurer shall hold office for a term expiring at the fourth annual general meeting following their last election as a Trustee.

**30.** Trustees due to retire under the preceding Byelaw shall be eligible for immediate re-election provided that the total term served (including any under Byelaw 36) as Trustee shall not exceed eight consecutive years. If a period of one year has elapsed since a former Trustee last served in that capacity, he or she shall be eligible for election as a Trustee to the same extent as any Member who has not previously served as a Trustee.

**31.** The Trustees shall establish a committee (the Nominations Committee) under Article 8 of the Charter which shall be responsible for recommending to the Trustees the most appropriately qualified candidates for election as Trustees.

**32.** Candidates for the office of Trustee must be persons who:

- (1) have attained the age of 18 years; and
- (2) are not disqualified from acting under the provisions of Byelaw 38; and
- (3) are Full Members of the Library (or the Representative of an Institutional Member which is a Full Member) who have paid all outstanding charges; and
- (4) have been recommended to the Trustees by the Nominations Committee as appropriately qualified candidates.

**33.** Full Members (or the Representative of an Institutional Member which is a Full Member) who wish to be considered for election or re-election as a Trustee shall give notice to the Nominations Committee that they are willing to be considered for the office of Trustee on a form which has been approved and provided by the Trustees.

**34.** At least three months before an annual general meeting the Nominations Committee shall consider the qualifications of the candidates who have given such notice and shall recommend to the Trustees one or more appropriately qualified candidates for election to the office of Trustee for each vacancy which occurs.

**35.** The notice convening the annual general meeting shall include the names of all those persons who have been recommended by the Nominations Committee and shall give such information about them as the Trustees shall in their discretion think fit. A person whose name is included in the notice may be elected to be a Trustee of the Library by the Full Members of the Library at an annual general meeting. Where the number of candidates for the office of Trustee does not exceed the number of vacancies a candidate shall be elected to be a Trustee by a simple majority of those voting. Where the number of candidates for the office of Trustee is greater than the number of vacancies those candidates who receive the

highest number of votes shall be elected. The procedure for holding contested elections shall be prescribed in the Rules.

**36.** The Trustees may from time to time appoint a Full Member (or the Representative of an Institutional Member which is a Full Member) who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Byelaws as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting but shall be then eligible for election in accordance with these Byelaws. If not elected at such annual general meeting, such Trustee shall vacate office at the conclusion of the meeting.

### *The Chair of Trustees and Treasurer*

**37.** THE TRUSTEES shall from time to time elect from among the Full Members (including the Representative of an Institutional Member which is a Full Member) suitably qualified persons (who need not already be Trustees) by secret ballot to be the Chair of Trustees and the Treasurer. The Chair of Trustees and the Treasurer shall hold office for a term of up to four years and each may be re-elected for further terms of up to four years, provided that the total term which he or she may serve in the capacity of Chair of Trustees or Treasurer shall not exceed eight consecutive years (and, where a Trustee was, at the time of his or her appointment as Chair of Trustees or Treasurer already a Trustee, the total term which he or she may serve in the capacity of any of Trustee, Chair of Trustees or Treasurer shall not exceed ten consecutive years). If a period of one year has elapsed since a former Chair of Trustees or Treasurer last served as a Trustee, Chair of Trustees or Treasurer, he or she shall be eligible for election as a Trustee, Chair of Trustees or Treasurer to the same extent as any Member who has not previously served as Trustee or Chair of Trustees or Treasurer.

### *Disqualification and Removal of Trustees*

- 38.** A TRUSTEE shall cease to hold office if he or she:
- (1) is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
  - (2) becomes in the opinion of the Trustees incapable by reason of mental disorder, illness or injury of managing his or her own affairs;
  - (3) resigns office by written notice to the Library (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
  - (4) is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that the Trustee in question shall vacate office;
  - (5) ceases to be a Full Member (or, in the case of a Trustee who is the Representative of an Institutional Member which is a Full Member, the

- Institutional Member ceases to be a Full Member), and the Trustees resolve that the Trustee in question shall vacate office;
- (6) is a Trustee whose continuance in that office is, in the opinion of the Trustees, not in the best interests of the Library and whose removal as a Trustee has been approved by the Members in a General Meeting.

### *Proceedings of Trustees*

**39.** SUBJECT TO the provisions of the Byelaws, the Trustees may regulate their proceedings as they think fit. Meetings may be held in whole or in part in person or by telephone, televisual or other electronic or virtual means agreed by the Trustees in which all participants may communicate simultaneously with all other participants. A Trustee may, and the Librarian at the request of a Trustee shall, call a meeting of the Trustees. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the person chairing the meeting shall have a second or casting vote.

**40.** The Chair of Trustees shall preside at meetings of the Trustees. The Chair of Trustees may subject to the approval of the Trustees appoint a Vice-Chair of Trustees from among the Trustees who, in his or her absence, shall preside at meetings of the Trustees. If the Chair of Trustees and the Vice-Chair of Trustees (if any) are unwilling to preside or are not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair the meeting.

**41.** The quorum for the transaction of the business of the Trustees shall be five Trustees or one third of the number of Trustees (whichever is the less). The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

### *Decisions without a Meeting*

**42.** Except as otherwise required, the Trustees may take a unanimous decision without a meeting by indicating to each other by any means including by email that they share a common view on a matter. Such a decision may, but need not, take the form of a written resolution passed in accordance with Byelaw 43.

**43.** A written resolution signed by all the Trustees shall be as valid and effectual as if it had been passed at a Trustees' meeting duly convened and held. A written resolution may be contained in more than one document and will be treated as passed on the date of the last signature or date of the last agreement received by email from a Trustee's usual email address. A Trustee signifies agreement to a proposed written resolution either by signing it in hard copy form or by indicating his or her agreement by email sent from his or her usual email address.

### *Delegation of Investment Management*

**44.** THE TRUSTEES may delegate to an investment manager whom they in their discretion consider to be competent to act in that capacity decisions as to the

investment of the property of the Library in accordance with the investment policy laid down by the Trustees from time to time. Provided that where the Trustees make any such delegation they shall:

- (1) inform the investment manager in writing of the extent of the Library's investment powers and the terms of the delegation;
- (2) lay down a detailed investment policy for the Library and immediately inform the investment manager in writing of it and of any changes to it;
- (3) ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by him or her of his or her delegated authority;
- (4) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
- (5) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Trustees shall decide provided that such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Trustees.

### *Nominees*

**45.** THE TRUSTEES may:

- (1) make such arrangements as they think fit for any investments of the Library or income from those investments to be held by a corporate body as the Library's nominee; and
- (2) pay reasonable and proper remuneration to any corporate body acting as the Library's nominee in pursuance of this Byelaw.

### *Bank Accounts*

**46.** ANY BANK ACCOUNT in which any part of the assets of the Library is deposited shall be operated by the Trustees and shall indicate the name of the Library. All cheques and orders for the payment of money from such account shall be signed or authorised by at least two persons nominated by the Trustees.

### *The Librarian*

**47.** THE TRUSTEES shall employ a Librarian on such terms as they think fit to be the chief executive of the Library and to undertake the management and administration of the Library.

### *Minutes*

**48.** THE TRUSTEES shall keep proper records of all proceedings at general meetings of the Members of the Library and at meetings of the Trustees and of committees of Trustees including the names of the Trustees present at each such meeting.

### *Accounts*

**49.** ACCOUNTS shall be prepared in accordance with the provisions of Part 8 of the Charities Act 2011 (as amended or re-enacted from time to time).

### *Annual Reports and Returns*

**50.** THE TRUSTEES shall comply with their obligations under the Charities Act 2011 (as amended or re-enacted from time to time) with regard to the preparation of an annual report and an annual return.

### *President and Vice-Presidents*

**51.** THE TRUSTEES may appoint a President and one or more Vice-Presidents of the Library subject to confirmation at the next annual general meeting of the Library. The office of President or Vice-President shall be honorary only.

**52.** The President and every Vice-President shall hold office for such period as the Trustees may determine but may at any time resign their office by giving notice to the Chair of Trustees. The President or any Vice-President may be removed from office by a resolution of the Trustees if the Trustees are of the opinion that he or she has acted in a manner which may be prejudicial to the interests of the Library.

### *Notices*

**53.** ANY NOTICE to be given to or by any person pursuant to the Charter or Byelaws except a notice calling a meeting of the Trustees must be given in writing or by using electronic communications.

**54.** Any written notice may only be given to a Member (or to the Representative of an Institutional Member) personally or by sending it by post in a prepaid envelope to his or her registered postal address or by leaving it at that address. Any notice given by electronic communications shall be sent to the Member's or the Representative's registered electronic address.

**55.** A Member present in person at any meeting of the Library shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

### *Rules*

**56.** THE TRUSTEES may from time to time make, alter, add to, or repeal such Rules as may be deemed necessary or expedient or convenient for the proper conduct and management of the Library and for the purposes of prescribing classes of and conditions of Membership, and in particular but without prejudice to the generality of the foregoing, such Rules may regulate:

- (1) the admission and classification of Members of the Library (including the admission of organisations to Membership) and the rights and privileges of such Members and the conditions of Membership and the terms on which Members may resign or have their Membership terminated;

- (2) the conduct of Members of the Library in relation to one another and to the Library's staff;
- (3) the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Byelaws.

The Trustees shall adopt such means as they think sufficient to bring to the notice of Members of the Library all such Rules which shall be binding on all Members of the Library. Provided that no Rule shall be inconsistent with, or shall affect or repeal anything contained in, the Charter or the Byelaws.