



**THE ROYAL UNITED SERVICES INSTITUTE FOR DEFENCE AND SECURITY STUDIES**

Whitehall, London

**MISSION STATEMENT & BYE-LAWS**

**As submitted to the Council of Trustees and the Annual General Meeting, July 2021.**

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## I. THE MISSION STATEMENT OF THE INSTITUTE

1. RUSI was founded in 1831 by the Duke of Wellington and his senior colleagues.
2. The Charter of Incorporation of 22 February 1860 for the Royal United Services Institute for Defence and Security Studies states that the purpose of the Institute is:

### **The Promotion and Advancement of Naval and Military Science and Literature**

The mission statement below explains this purpose for a modern setting.

3. As an independent charity, RUSI produces evidence-based research and convenes events on defence, security and international affairs to help build a safer UK and a more secure, equitable and stable world. RUSI scholars debate and discuss critical issues, anticipate future trends and promote practical solutions for complex policy challenges. Through its convening power and membership, RUSI brings together a diverse range of actors from the public and private sectors, as well as individual members, to contribute to the public benefit by addressing national and global concerns.

## II. BYE-LAWS

### **CHAPTER 1: THE PATRON, PRESIDENT, VICE-PRESIDENTS, MEMBERS, AND SUBSCRIPTIONS**

1. The Sovereign is the Patron of the Institute.
2. The President shall assume and retire from office on the invitation of the Council of Trustees.
3. The Vice-Presidents shall assume office on the invitation of the Council of Trustees, and shall normally serve a term of five years.
4. The appointments of President and Vice-Presidents are recommended by the Chair. The Council of Trustees can approve or reject the person or persons so proposed.

#### **Members of the Institute: Individual**

5. Applications for Membership shall be open to all, but shall be subject to acceptance by the Council of Trustees. The Council of Trustees shall delegate this function to the Director-General, other than by exception. Neither the Council of Trustees nor the Director-General shall be under any obligation to disclose their reasons for rejecting an application.
6. All individual members shall normally pay an annual subscription, on the scale established by the Council of Trustees. An exception to this rule will be made for those who were already Life Members as of 1 January 2016 and others at the discretion of the Director-General.
7. Individual Members shall have the right to vote at a General Meeting so long as their subscription dues are up to date.

## **Members of the Institute: Corporate and Diplomatic**

8. Any organisation or company (other than the diplomatic bodies covered by paragraph 10 below) may apply for Corporate Membership on terms and conditions as laid down by the Council of Trustees. Corporate Members may appoint nominees at their discretion, up to the number of nominees to which they are entitled by their annual subscription.
9. Corporate Members shall have the right to vote at a General Meeting. Each Corporate Member shall have the right to cast a single vote at a General Meeting irrespective of the number of nominees allocated to it.
10. Diplomatic Membership may be granted by the Trustees to Embassies, High Commissions and international organisations in the United Kingdom.
11. Diplomatic Members shall not have the right to vote at a General Meeting.
12. All Corporate and Diplomatic Members shall pay an annual subscription, on the scale established by the Council of Trustees.

## **Expulsion of Members and Revocation of Titles**

13. If any Member of the Institute shall contravene these Bye-Laws, or behave in a manner that, in the opinion of the Director-General, means that it is no longer desirable that the membership continues, the Director-General shall have the power to terminate the membership. The Director-General shall be under no obligation to disclose the reasons for such a decision.
14. Decisions on removal shall be made by the Director-General with the member in question retaining the right of appeal to the Council of Trustees for a period of three months.
15. Any Member so expelled shall forfeit all claims on the Institute.
16. The Council of Trustees may review decisions of the Director-General to revoke any honorific titles of the Institute that have previously been granted by the Director-General. The review should be triggered either by an appeal from the person concerned, or by a request from the Director-General.

## **Subscriptions**

17. Membership will commence on receipt of the first membership subscription.
18. Annual Membership subscriptions shall be payable on joining, and thereafter on the first of the month immediately following the anniversary of the member joining. The rates shall be published on the website and, on alteration, by special notice on the website. Any member failing to pay the subscription on time may have their name removed from the List of Members but may be reinstated on paying such arrears of subscription as may be determined.

## **CHAPTER 2: GOVERNANCE OF THE INSTITUTE**

## General Meetings

1. The General Meetings of Members shall have the entire direction and management of the concerns of the Institute, which will be delegated to the Council of Trustees and/or the Director-General subject to the terms laid down in the Charter of Incorporation and Bye-Laws.
2. General Meetings shall be Annual General Meetings or Special General Meetings.
3. The Annual General Meeting and a Special General Meeting may make resolutions respecting the affairs of the Institute, subject to the provisions of the Charter of Incorporation and Bye-Laws.

## Annual General Meeting

4. An Annual General Meeting, at which the Annual Report and Statement of Accounts shall be presented for adoption by the Members of the Institute, shall be held early in each fiscal year, normally not later than the end of the fourth month following the close of the prior fiscal year. The Director-General shall give at least two months' published notice of the date of the Annual General Meeting, which shall be posted on the website of the Institute and distributed to members through electronic and other appropriate media.
5. The Annual General Meeting shall from time to time make and establish a Mission Statement and such Bye-Laws as it shall deem useful and may vary or revoke them as necessary, always providing that such Bye-Laws are consistent with the Charter of Incorporation.
6. No business shall be transacted at the Annual General Meeting, other than that submitted by the Council of Trustees, unless notice of such business is given in writing to the Director-General at least 28 days prior to the date appointed for such meeting.
7. A notice of all business to be transacted at the meeting shall be posted at the Offices of the Institute, and on its website and other electronic and appropriate media, at least 14 days before the date of the Meeting and a copy may be obtained on application to the Director-General.
8. Any resolution, or proposal made by a Member of the Institute to vary or revoke any existing Bye-Law or resolutions (other than those proposals made by the Council of Trustees), must be signed by the proposer and at least three seconders, all of whom shall be Members.

## Special General Meetings

9. The Council of Trustees may call a Special General Meeting on giving not less than 21 days notice. A copy of this notice shall be posted on the website of the Institute and distributed to members through electronic and other appropriate media. The subject to be brought forward shall be specified in the notice, and matters considered shall be strictly limited to the specified subject or subjects.
10. The Council of Trustees shall call a Special General Meeting on the written requisition of at least twenty-four (24) Members of the Institute within one calendar month from the date of receipt of such requisition. The subject to be brought forward shall be

specified in the requisition, and matters considered shall be strictly limited to the specified subject or subjects.

11. A proposal to vary or revoke a Bye-Law at a Special General Meeting may be put forward only by the Council of Trustees.
12. The General Meeting may be held with or without a physical location designated as the place of the meeting. Any Member participating in person or by virtual means shall be deemed present at such meeting.

## Procedure

13. The Chair at an Annual or Special General Meeting shall be taken by the Chair or the Vice-Chair of the Council of Trustees. If neither is present, the Chair may nominate another member of the Council of Trustees to act as Chair of the Meeting.
14. The quorum for a General Meeting shall be fifteen (15) Members of the Institute who are eligible to vote.
15. Except as provided in other paragraphs, all questions shall be decided by simple majority of those present and by a show of hands, unless a secret ballot is demanded by not less than two-thirds of the members present and entitled to vote at a General Meeting.
16. In case of an equality of votes, the Chair of the Meeting shall have a second or casting vote or may defer the matter for further consideration.
17. No proposal to vary or revoke a Bye-Law shall be effective unless carried by a majority of at least two-thirds of the members present and entitled to vote at a General Meeting.
18. Any Member of the Institute in arrears with his or her subscription shall be disqualified from attending the proceedings of a General Meeting.
19. A General Meeting may adjourn to any future day until the business shall be concluded. The Chairman shall set the date for the resumption of the Meeting.

## CHAPTER 3: COUNCIL OF TRUSTEES, COMMITTEES AND STAFF

### Council of Trustees

1. The Council of Trustees performs the following functions within the Institute:
  - a. To bear the legal responsibility for the oversight of the Institute and its finances as defined in UK Law and the Institute's Charter of Incorporation, Bye-Laws and resolutions.
  - b. To appoint the Director-General, after receiving the advice of a Nominating Committee, which it shall create for this purpose.
  - c. To approve the appointment of the Chief Finance Officer, on the recommendation of the Director-General.
  - d. To advise and direct the Director-General on matters relevant to the strategy and management of the Institute.
2. The Council of Trustees is accountable to the Membership of the Institute, and all its members are elected at the Annual General Meeting or Special General Meeting.

Voting will take place on an 'accept' or 'reject' basis for each individual nominee. Those Nominees who receive more 'accept' than 'reject' votes will be elected.

3. The Council of Trustees shall appoint a Nominating Committee in order to provide advice to it in relation to its own nominations and co-options for the positions of Chair, Vice-Chair and elected members. The Council of Trustees will be responsible for deciding on the number of vacancies which are to be filled at each Annual General Meeting, taking into account the provisions of paragraph 17 below. The Nominating Committee will be responsible for reviewing the diversity, skills and experience needed for these positions and recommending those individuals who, in the opinion of the Committee, would best fulfil those needs.
4. The Nominating Committee will prepare a List of Nominees for each vacant position (Chair, Vice Chair and other elected members of the Council of Trustees). The List, together with a CV for each person, will be sent to members of the Council of Trustees at least one week before the meeting at which they will discuss what recommendations to make in relation to co-option and nomination for these positions.
5. The Chair and Vice-Chair of the Council of Trustees can only be elected at the Annual General Meeting or Special General Meeting.
6. Notice of nominations for new members of the Council of Trustees, including nominations from the Council of Trustees, shall be given in writing to the Director-General at least 28 days prior to the date appointed for the Annual General Meeting or Special General Meeting. Nominations (other than those from the Council of Trustees) should be signed by a proposer and at least three seconders, all of whom shall be individual Members.
7. A notice of all nominations for election to the position of member of the Council of Trustees shall be posted on the website of the Institute at least 14 days before the date of the Meeting at which an election is to be held, and will include a short CV for each person who has been nominated. The notice will also be posted at the Office of the Institute and be distributed to members through electronic and other appropriate media, and a copy made available on application to the Director-General.
8. The Council of Trustees shall have the sole authority to recommend appointments to the positions of Chair and Vice-Chair of the Council of Trustees. These appointments will be subject to confirmation by a majority vote at the Annual General Meeting or Special General Meeting, and they shall serve for five years from the date of that meeting.
9. After receiving the List of Nominees from the Nominating Committee, the Council of Trustees may decide to co-opt new elected members to the Council of Trustees between Annual General Meetings on a *pro tem* basis. Such appointments will be subject to confirmation by a majority vote at the Annual General Meeting following their co-option, and they shall serve until the first Annual General Meeting that takes place four years after the date of that confirmation.
10. All members of the Council of Trustees shall be individual members of the Institute, and as such shall pay the appropriate individual subscription.
11. The membership of the Council of Trustees shall be as follows:
  - a. The Chair.
  - b. The Vice-Chair.
  - c. Other elected members.

12. The Council of Trustees shall meet at least four (4) times per year but may meet more often if called to do so by the Chair of the Council of Trustees or the Chair of the Audit and Risk Committee.
13. At their meetings the Council of Trustees should:
  - a. Receive the reports of the Director-General and the Committees.
  - b. Agree the annual budget as recommended by the Audit and Risk Committee
  - c. Review the performance of the business.
  - d. Approve the strategic plan.
  - e. Ensure compliance with the Law, including Charity Commission regulations.

Trustee meetings may take place at the offices of the Institute, at another location agreed by the Council of Trustees, or by virtual means. It is incumbent on Trustees who are prevented from attending in person to make every possible effort to join the meeting through virtual means.

### Terms of Office for Council of Trustees

14. The Term of Office for Trustees (other than the Chair and Vice-Chair) shall be four years. Terms of Office shall commence upon the date of election to office at an Annual General Meeting and they shall end with the date of the Annual General Meeting that takes place four years after their confirmation as members of the Council of Trustees.
15. The term of the Chair and Vice-Chair shall be five years each, with their terms staggered, when possible.
16. To the extent practicable, Terms of Office of all other Trustees shall also be staggered. Therefore, in any given year an equal proportion of these Trustees will end their terms, and it will be the responsibility of the Council of Trustees to manage this process and to establish the number of vacancies to be filled in any given year on this basis. If required to create such balance, the Council of Trustees, by a two-thirds majority, can modify the term of office of individual trustees by an increase or decrease of their individual term by one or two years.
17. Extensions of the terms of office or renewal of terms set out above may be made in extraordinary circumstances by the Annual General Meeting (or a Special General Meeting) when the Chair and the Council of Trustees have recommended that it is in the best interests of the Institute.

~~18. The Chair or Vice-Chair shall not be eligible for re-election to the same office for at least one (1) year after the end of their Term in Office.~~

### Removal of Trustees

- ~~19.~~18. The Council of Trustees may, at their discretion and by a two-thirds majority of Trustees, remove from office any member of the Council of Trustees who has contravened these Bye-Laws or failed to carry out his or her duties in an appropriate manner.
- ~~20.~~19. Any member of the Council of Trustees who fails to attend three consecutive meetings of the Council of Trustees, without providing reasonable grounds to the Chair for failing to do so, shall be deemed to have resigned his or her position.

~~21.~~20. Any Trustee, who has been convicted of a crime or has been found culpable by any regulatory authority of any other action which would make him or her ineligible to serve as a Company Director or Trustee under UK Law, will be removed from office automatically with immediate effect.

## Committees

~~22.~~21. The Council of Trustees may have the following Committees:

- a. Audit and Risk, which reviews the finances, performance, risk management, audit and reporting of the Institute and all of its subsidiaries.
- b. Remuneration, which decides on salary increases for the Director-General and Deputy Director-General, and reviews overall salary structure of all staff.
- c. Nominating, which is responsible for vetting nominations of individuals to the Council of Trustees to serve in the offices and roles as set out in these Bye-Laws.
- d. Philanthropy/fundraising, which is responsible for building the financial strength of the Institute through philanthropic support.
- e. Research Funding and Membership Sources, which reviews all potential supporters of research and membership from individuals, corporates, governments and other.
- f. Cyber Security, which is responsible for over-seeing the cyber security of the Institute.
- g. Other ad hoc committees for the fulfilment of specific tasks as the Council of Trustees may deem appropriate.

~~23.~~22. The Council of Trustees may delegate authority to a Committee for particular matters but maintains ultimate responsibility for all matters within its remit.

~~24.~~23. The Chairs of the Committees shall normally be members of the Council of Trustees.

~~25.~~24. Other members of the Committees will be appointed by the Council of Trustees, or as in the case of the Audit and Risk Committee, recommended by the Chair of the Audit and Risk Committee.

~~26.~~25. Members of Committee may serve for three years, renewable at the discretion of the Council without any upper limit. The appointments of the Committee Chairs and Committee members shall be confirmed annually by the Council of Trustees.

## Committee Reporting

~~27.~~26. All Committees are accountable to the Council of Trustees to whom they shall report.

~~28.~~27. The Director-General's office is responsible for the maintenance, safe storage and archiving of the minutes of the meetings.

## Chairing Meetings

~~29.~~28. The Chair or Vice-Chair shall preside at all meetings of the Council of Trustees. In the absence of either of these office holders, the Council of Trustees shall elect a temporary Chair for the Meeting.

## Decisions of the Council of Trustees

~~30.~~29. Decisions by the Council of Trustees shall be taken by simple majority vote unless specified otherwise in these Bye-Laws.

## Quorum

- ~~31-30.~~ The quorum for meetings of the Council of Trustees shall be five (5) members or a half of the voting membership, whichever is greatest.
- ~~32-31.~~ The quorum for Committee meetings shall be two-thirds of the membership of that Committee, including at least one Trustee.

## The Seal

- ~~33-32.~~ The Council of Trustees shall have the Custody of the Common Seal of the Institute. This shall usually be delegated to the Director-General and the Deputy Director-General.

## Procedure

- ~~34-33.~~ In all cases where votes are equal the Chairman shall have the second or casting vote or may defer the matter for further consideration.
- ~~35-34.~~ The proceedings of the Council of Trustees and of all Committees shall be entered in a Minute Book. At each meeting the minutes of the last meeting shall first be considered and, when approved, signed by the Chair. The process should also be followed for the Advisory Board, as described in Chapter 4.
- ~~36-35.~~ The Director-General should maintain a record of matters arising and their progress and completion, which should become part of the minute record and available for review by Council of Trustees.

## The Director-General

- ~~37-36.~~ The Director-General shall be the Chief Executive of the Institute and the Secretary to the Council of Trustees. Subject only to the direction of the Council of Trustees, he or she shall be responsible for the activities and current business of the Institute including RUSI Trading Limited and any other subsidiaries established by the Council.
- ~~38-37.~~ By virtue of his or her appointment, the Director-General is an Ex-Officio non-voting member of the Council of Trustees.
- ~~39-38.~~ He or she shall also be responsible for the appointment and management of the Staff of the Institute and shall delegate to them duties which shall be indicated in their letters of appointment.

## CHAPTER 4: THE ADVISORY BOARD

1. The purpose of the Advisory Board is to provide advice to the Director-General on the development of the Institute's programmes and agenda, including fundraising for the long-term benefit of the Institute.
2. The Advisory Board shall meet at least two (2) times per year, but may meet more often if called to do so by the Chair or the Director-General acting on behalf of the Chair.

3. Advisory Board meetings may take place at the offices of the Institute or another location, or by virtual means.
4. Members of the Advisory Board will be called upon from time to time by the Director-General or the Chair to contribute in other ways relevant to their areas of expertise and experience.
5. The Advisory Board shall consist of the following:
  - a. The Chair of the Advisory Board, who is also the Chair of the Council of Trustees. The Vice-Chair can also attend.
  - b. Distinguished figures with an interest in the work of the Institute, who are not otherwise members of the Council of Trustees, become members for a renewable term of three years on the nomination of the Director-General, in consultation with the Chair.
  - c. Ex-Officio Advisory Board Members, who are members during their tenure in office:
    - i. Chief of Defence of Australia, Canada, France, Germany, New Zealand, and the United States, as represented by their Defence Attaché.
6. New members can join the Advisory Board at any time. The total number of members will not normally exceed thirty.

## CHAPTER 5: FINANCE

### Management

1. The Audit and Risk Committee shall advise the Council of Trustees on the finances of the Institute and its wholly owned trading subsidiary, RUSI Trading Limited, and for such other subsidiaries as may be formed by the Council of Trustees from time to time and for such other duties as the Council of Trustees may assign to it.
  - a. The Committee shall meet at least four (4) times a year.
  - b. Its quorum shall be three (3), to include a Trustee but not counting the Chair or Vice-Chair of the Council of Trustees if present.
2. The Institute must apply all income and assets in fulfilment of its statutory purposes and must not permit any of its income or assets to be distributed or applied for the benefit of a private person or non-charitable organisation other than pursuant to the conduct of its charitable activities.
3. In the event of the Institute's dissolution, all assets shall be transferred to another organisation with similar charitable purposes.

### Annual Budget

4. In the last quarter of each fiscal year the Audit and Risk Committee shall submit for approval by the Council of Trustees a budget for the following year of the income, expenditure, cash flow and capital expenditure of the Institute.

5. Actual income, expenditure, cash flow, and a variance report, shall be reviewed at least quarterly by the Committee in a timely manner after the close of each quarter. The Committee shall report on progress to the Council of Trustees at their next meeting.
6. Material variations from the annual budget shall be reported to the Committee.
7. The Director-General, through the Chief Finance Officer, shall administer the finances of the Institute in accordance with the approved budget. Should an urgent need arise for unforeseen expenditure, which cannot be met within any authorised discretionary limit, he or she shall obtain the approval of the Audit and Risk Committee before incurring any commitment. In the event of funds being made available from an external source for a designated activity, the Director-General may initiate the activity provided it is consistent with the policies and programme for the Institute approved by the Council of Trustees.
8. The funds of the Institute shall be invested in a manner recommended by the Audit and Risk Committee, subject to the direction of the Council of Trustees.
9. The Institute's fiscal year shall end on 31 March.

#### **Performance Measurement**

10. The Audit and Risk Committee shall monitor measurable elements of the Institution's performance through the various means and techniques at their disposal. As a result of their scrutiny, they may wish to draw the attention of the Council of Trustees, and/or the Director-General, to questions with policy implications that may arise.

#### **Subscription Rates**

11. The Audit and Risk Committee shall review proposals for new membership subscription rates and shall recommend appropriate rates for adoption by the Council of Trustees.

#### **Trading Company**

12. A trading company, entitled RUSI Trading Limited, is established to undertake the non-charitable income-raising business of the Institute. The trading company is a wholly owned subsidiary of the Institute and the Directors of the Company shall be accountable to the Council of Trustees through the Audit and Risk Committee.
13. The Directors of the Company shall be nominated by the Council of Trustees, who shall review their nominations from time to time. One of the Directors shall be the Chair of the Audit and Risk Committee. The objective of the Company is to maximise its contribution to the income of the Institute.
14. Board Meetings of the Company should be held at least once a year.

#### **Disbursements and Signatures**

15. Monies received by the Institute shall be paid into the bank account of the Institute or the bank account of one of its subsidiary companies. This duty shall be performed by a member of staff nominated by the Director-General.
16. Payments from the bank accounts should be authorised in accordance with paragraphs 2 and 3 above. The Director-General, the Deputy Director-General and the Chief Finance Officer, the Head of Finance, the Chair of the Council of Trustees and the Chair of the Audit and Risk Committee may each hold payment authority, where so delegated by the Council of Trustees. The authorisation limits for payments shall be agreed and reviewed annually by the Audit and Risk Committee.
17. For contracts entered into by the Institute, not requiring the Seal, the Director-General, the Deputy Director-General and/or the Chief Finance Officer have authority to sign on behalf of the Institute. This authority may be delegated by them to other members of the Institute staff, subject to appropriate limits on contract values as approved by the Audit and Risk Committee.

#### **Auditors**

18. The Accounts shall be audited by a firm of Chartered Accountants, appointed at the Annual General Meeting, who shall report in June each year to the Council of Trustees through the Audit and Risk Committee.
19. The Audit and Risk Committee shall review the audited financial statements annually and, if satisfied, recommend their approval to the Council of Trustees.

#### **Policies and Insurance**

20. All insurance policies and cover shall be reviewed annually by the Audit and Risk Committee. At the same time the Institute's Risk Register should be reviewed and any newly identified risks should be considered, along with the Business Continuity Plan.

#### **Loans, Borrowings and Investments**

21. The Council of Trustees may authorise the borrowing of money, secured or unsecured, by way of loans or overdrafts from banks and other financial institutions, or from individuals of good standing, in order to further the Institute's charter and purposes.
22. The Audit and Risk Committee shall review the purpose for any such borrowings, the renewal of such borrowings and the requirements set by the lender and make recommendations to the Council of Trustees before the Council of Trustees undertakes to secure any loan or overdraft facilities.
23. The Audit and Risk Committee shall be responsible for monitoring management's use of borrowing and its compliance with lender requirements and the committee shall report on these matters to the Council of Trustees.
24. The funds of the Institute shall be invested in a manner recommended by the Audit and Risk Committee, subject to the direction of the Council of Trustees.