

# **Royal National Institute of Blind People**

## **Bye-Laws**

Last amended 2 June 2023

### **Preliminary**

1. The provisions of the Royal Charter incorporating the Institute, the Supplemental Charter granted in the year 1963 and any further Supplemental Charter (hereinafter called 'the Charters') shall be strictly observed and in the event of any inconsistency between the provisions of the Charters and the provisions of these Bye-Laws the provisions of the Charters shall prevail.

2. In these Bye-Laws words and expressions which are defined by the Charters shall have the meaning so defined unless the context otherwise requires and words importing the singular number only shall include the plural number and vice versa and words importing people shall include corporations.

### **Methods of Carrying out Objects**

3. For the purpose of carrying out the objects of the Institute as set out in the Charters the Institute may:

(a) Take any measures to disseminate knowledge as to the causes, treatment and prevention of blindness;

(b) Undertake or assist in research into the causes, treatment and prevention of blindness and take any measures having as their object the prevention of blindness;

(c) Watch over, assist, support and promote legislation or other measures having for their object the treatment and prevention of blindness or otherwise affecting the interests of Blind and partially sighted people;

(d) Diffuse and extend the knowledge and use of BRAILLE and MOON and any other approved systems of embossed or other printing and Writing for Blind and partially sighted people;

(e) Print and manufacture in accordance with any such system embossed or other literature and publications of all descriptions for the use or benefit of Blind and partially sighted people and distribute (gratuitously or otherwise) sell and deal in any such publications;

(f) Manufacture apparatus for reproducing the spoken voice and machines for reproduction of the same and distribute such machines and reproductions (gratuitously or otherwise) to Blind and partially sighted people;

(g) Establish and maintain circulating libraries, reading and writing rooms and reference libraries for Blind and partially sighted people and provide the same or any other libraries with literature and publications of all descriptions suitable for use by Blind and partially sighted people;

(h) Manufacture, distribute (gratuitously or otherwise), sell and deal in goods, apparatus, machinery, appliances and articles of all descriptions useful or suitable for Blind and partially sighted people or required in connection with the manufacture or production of any such articles and articles made by Blind and partially sighted people;

(i) Encourage the discovery and investigate and make known the nature and merits of inventions, systems or techniques which may be considered capable of being applied directly or indirectly for purposes beneficial or advantageous to Blind and partially sighted people or to the prevention of blindness and acquire any patents, licences or other protection covering any such inventions and grant such licences or rights to permit or enable people to use, develop, manufacture or exploit such inventions, systems or techniques upon such terms as the Institute may in its discretion determine and enter into arrangements with any person to facilitate the joint development, manufacture, or exploitation thereof;

(j) Provide facilities for social intercourse between Blind and partially sighted people and for this purpose, if thought fit, establish, maintain and assist financially or otherwise clubs for Blind and partially sighted people;

(k) Establish, maintain and manage colleges and schools for the general, professional or technical education of Blind and partially sighted people and provide for the delivery and holding of lectures, exhibitions, public meetings, classes, concerts and conferences calculated directly or indirectly to advance the cause of such education and assist Blind and partially sighted people financially or otherwise in obtaining general, technical or professional education;

(l) Assist Blind and partially sighted people in obtaining employment or establishing themselves in trades, professions and occupations by

establishing employment bureaux or departments, granting financial assistance or otherwise howsoever;

(m) Establish, maintain and manage homes, hostels and rest houses for the care of infant, aged, suffering or convalescent Blind and partially sighted people and holiday homes or camps for Blind and partially sighted people and assist Blind and partially sighted people financially or otherwise in obtaining medical or surgical advice or treatment;

(n) Co-operate with Government departments and local authorities in the discharge of their statutory duties for the welfare of Blind and partially sighted people and act in an advisory capacity in co-ordinating the efforts and activities of all people and bodies engaged or interested in securing the welfare of Blind and partially sighted people or the prevention of blindness or otherwise furthering the objects of the Institute and enter into arrangements with any such departments or authorities or with any statutory agencies or bodies, associations, societies or institutions to advise or to provide services, facilities or goods to or for the benefit of Blind and partially sighted people upon such terms, whether gratuitous or otherwise, as the Institute shall think fit;

(o) Undertake and carry out propaganda work of all descriptions for making known the objects of the Institute, securing employment for Blind and partially sighted people and making known their capacities and capabilities;

(p) Obtain funds for carrying out the objects of the Institute and enter into agreements for the unification of collections on behalf of Blind and partially sighted people with a view to the elimination of duplication and overlapping;

(q) Make such charges, if any, for the provision of any of the facilities, services or goods which the Institute is hereby authorised to provide at such rates and upon such terms as the Institute may from time to time determine;

(r) Form, capitalise, invest in, lend money or make grants to any company or unincorporated body:

(i) of which the Institute is a shareholder or member and which covenants to pay the whole or a substantial part of its profits to the Institute; or

(ii) the objects or activities of which (whether charitable or not) are or include the manufacturing of goods or the provision of facilities or services, whether gratuitously or otherwise, for the use or benefit of Blind and partially sighted people;

(s) Take any further action which may be calculated to promote the better education, training, employment and well-being of Blind and partially sighted people or to protect their interests including, where in the opinion of the Institute it would encourage Blind people to participate or to be able to participate more fully in the social, economic and cultural life of the community, permitting access to any colleges, schools, homes, clubs and other establishments maintained, managed or assisted by the Institute by sighted people, whether gratuitously or otherwise.

### **Members of the Institute**

4.(a) The members of the Board from time to time shall be the only Members of the Institute and a member of the Board shall become a Member of the Institute upon their appointment to the Board.

4. (b) A Member of the Institute shall cease to be a Member of the Institute once they cease to be a member of the Board.

4. (c) The Institute shall maintain a register of Members.

5. The rights and privileges of a Member shall be personal to them and are not transferable.

6. The Board may appoint any person consenting thereto to be a corresponding or honorary member either under that title or such other title and for such period and with such powers as may be approved by the Board from time to time, provided that no such corresponding or honorary members shall be Members of the Institute for the purposes of the Charters or these Bye-Laws.

### **Meetings of the Institute**

7. The Board may convene a General Meeting of the Institute whenever it thinks fit.

8. At least fourteen days' notice of the General Meeting (exclusive of the day on which the notice is served or deemed to be served but inclusive of

the day for which the notice is given) specifying the day and the hour of the meeting and how and where it will be held, and in the case of special business the general nature of that business shall be given in such manner as is provided by rules which may be made hereunder to such people as under such rules are entitled to receive such notices from the Institute.

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

10. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum shall consist of not less than four or one third of the Members (whichever is the greater) present in person or by proxy. The appointment of a proxy shall be in such form and subject to such requirements as may be prescribed by the Board from time to time.

11. Votes shall be taken on a roll-call, a poll or on such other method of voting as may be determined by the Board from time to time. Every Member present in person or by proxy shall be entitled to one vote.

### **The Board of Trustees**

12. (1) The Board of the Institute shall consist of a minimum of five and a maximum of 15 members, unless at least 80% of the total number of members of the Board agree to increase the maximum number.

12. (2) The Board shall agree procedures for the appointment of members of the Board. These procedures shall be set out in Standing Orders approved from time to time by the Board for the purposes of these Bye-Laws.

12. (3) All members of the Board shall be Members of the Institute.

13. Members of the Board, howsoever they are appointed, shall serve no more than three consecutive terms of three years on the Board. Trustees shall be appointed for a term of three years (or a shorter term of office that is specified at the time of their appointment).

14. After serving for three consecutive terms, a former member of the Board may be appointed to the Board again only after a period of twelve

months has elapsed. A member of the Board who has served for three consecutive terms of office but who is an Honorary Officer as described in Bye-Law 28 may, in exceptional circumstances, remain on the Board for a period of longer than nine years, and the Board shall make rules setting out the circumstances that may be considered exceptional for these purposes.

15. A member of the Board shall vacate office if:

- (a) a Bankruptcy Order is made against them;
- (b) they are removed from office by a resolution duly passed at a General Meeting of the Institute;
- (c) by notice in Writing addressed to the Chair of the Board, they resign their office;
- (d) they are disqualified under the Charities Act 2011 from acting as a charity trustee;
- (e) HMRC finds that they are not a fit and proper person to manage a charity for the purposes of the Finance Act 2010;
- (f) they attend fewer than two meetings of the Board in any calendar year and the Board resolves to remove them and has not given them special leave of absence;
- (g) a resolution is passed at a meeting of the Board by at least 80% of the total number of members of the Board that he or she be removed from office. Such a resolution shall not be passed unless the Board member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either, at the option of the Board member being removed, being heard by or of making Written representations to the Board.

16. The members of the Board shall meet no less than four times a year and meetings of the Board shall be chaired by the Chair of the Institute. Adequate notice will be given of all meetings of the Board.

17. Any member of the Board may validly participate in a meeting of the Board through the medium of telephone or video conference or any other form of electronic communication equipment provided that all people participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present at the meeting and shall accordingly be counted in the quorum and be entitled to vote. A resolution passed at any meeting held in such manner and signed by the Chair of the meeting shall be valid and effective as if it had been passed at a meeting of the Board duly convened and held.

18. Should a decision of the Board be required between meetings of the Board, a resolution in Writing, approved by two thirds of the members of the Board entitled to receive notice of a meeting of the Board shall be as valid and effective as if it had been passed at a meeting of the Board duly convened and held.

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

20. Resolutions of the Board shall be determined by a simple majority of votes, unless the Charter, Bye-laws or Standing Orders require a higher percentage. If the numbers of votes for and against a proposal at a meeting of the Board are equal, the Chair shall have a casting vote in addition to any other vote he or she may have.

## **Conflicts of Interest**

### **Declaration of interests**

21.(1) Unless Bye-Law 21(2) applies, a member of the Board must declare the nature and extent of:

(a) any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Institute; and

(b) any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Institute or his or her duties to the Institute.

21.(2) There is no need to declare any interest or duty of which has already been declared or the other members of the Board are already aware.

### **Participation in decision-making**

21.(3) If a member of the Board's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Institute, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a member of the Board's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other members of the Board taking part in the decision-making process.

21.(4) If a member of the Board's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Institute, he or she shall comply with the procedure in Bye-law 21(5) unless the decision could result in the member of the Board or any person who is Connected with them receiving:

(a) a benefit in their capacity as a beneficiary of the Institute and which is available generally to the beneficiaries of the Institute; or

(b) the benefit of payment of premiums in respect of indemnity insurance effected in accordance with Article 5(f),

in which circumstances, a member of the Board may participate in the decision-making process and may be counted in the quorum and vote.

21.(5) If a member of the Board with a conflict of interest or conflict of duties is required to comply with this Bye-Law 21(5), he or she must:

(a) take part in the decision-making process only to such extent as in the view of the other members of the Board is necessary to inform the debate;

(b) not be counted in the quorum for that part of the process; and

(c) withdraw during the vote and have no vote on the matter.

### **Continuing duties to the Institute**

21.(6) Where a member of the Board or person Connected with them has a conflict of interest or conflict of duties and the member of the Board has complied with their obligations under these Bye-Laws in respect of that conflict:

(a) the member of the Board shall not be in breach of their duties to the Institute by withholding confidential information from the Institute if to disclose it would result in a breach of any other duty or obligation of confidence; and

(b) the member of the Board shall not be accountable to the Institute for any benefit (other than one expressly prohibited by or under these Bye-Laws) which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.



## **Meetings of the Board**

22. The Chair, Vice-Chair, Honorary Treasurer or Chief Executive of the Institute or (in case there shall have been no meeting of the Board for a continuous period of three months) any two members of the Board may at any time summon a meeting of the Board.

23. A meeting of the Board at which a quorum is present shall be competent to exercise all authorities, powers and discretions vested in or exercisable by the Board generally but no business shall be transacted at any such meeting unless a quorum is present at the time when the meeting proceeds to business. The quorum for a decision at a Board meeting is four or one third of the total number of the members of the Board, whichever is the greater.

24. (1) The Board shall have power to prescribe rules (Standing Orders) and to conduct the arrangements for the calling of meetings, and for the appointment, resignation or retirement of members of the Board and (subject to the provisions of the Bye-Laws) any committees thereof in such manner as it thinks fit.

24. (2) At least 80% of all members of the Board must approve any change to the Standing Orders relating to the number of Blind and partially sighted people who shall be on the Board.

25. All acts done by any meeting of the Board or of any committee thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member thereof or that any member had ceased to be a member thereof or was otherwise disqualified, be as valid as if every such member had been duly appointed and was qualified and had continued to be a member thereof.

## **Committees of the Board**

26. The Board shall have power to establish any committees it deems necessary, whether of its own members or other people, to advise the Board or any committee on any matter. The Board may delegate to any committee so appointed such of its powers, duties or functions as it thinks fit (other than the power to appoint the Chief Executive of the Institute) and may revoke or alter any such delegation. In particular it may give any committee so appointed power to appoint sub-committees, and other committees from amongst its members. These committees shall have power to co-opt or to recommend for appointment additional members who need not be members of the Board. Any delegation of powers must

be recorded in the minutes of the Board and the minutes of the committee at which such delegated powers were conferred as well as the Terms of Reference for the committee.

### **Minutes**

27. The Board shall cause to be duly entered in books provided for the purpose minutes of the proceedings at all meetings of the Institute, the Board and the committees as appropriate. Any such minutes, if purporting to be signed by the Chair of such meeting or by the Chair of the next succeeding meeting or by the Chair of the Board, shall constitute prima facie evidence of the matters stated therein.

### **Honorary Officers**

28. The Honorary Officers of the Institute shall be appointed by a process agreed by the Board and shall consist of a Chair, a Vice-Chair, and Honorary Treasurer and such other Honorary Officers as the Board may from time to time appoint to act in any special capacity. Honorary Officers of the Institute shall be appointed for a period of office specified at the time of their election or appointment. Any casual vacancy occurring in the office of Chair, Vice-Chair or Honorary Treasurer shall be filled by the Board at the next meeting of the Board at which it can conveniently do so.

### **The Common Seal**

29. The Board shall provide for the safe custody of the Common Seal of the Institute which shall not be used except by the authority of a resolution of the Board and in the presence of i) two members of the Board; or ii) one member of the Board and the Chief Executive, both of whom shall sign all instruments to which the Seal is so affixed in their presence.

### **Accounts and Report**

30. (1) The Board shall cause true accounts to be kept of the receipts and expenditure of the Institute and the matters in respect of which such receipt and expenditure takes place and of the assets, credits and liabilities of the Institute.

30. (2) The accounts shall be presented to and adopted by the Board each year in accordance with the Standing Orders.

30. (3) At least once per year, the Board shall engage with Stakeholders to review and discuss the key outcomes from Stakeholder engagement activities undertaken by the Institute in that year.

The term “Stakeholders” refers to people who have an interest in the charity including Blind and partially sighted people, supporters, members, staff and funders.

### **Audit**

31. The Auditors shall be appointed and their remuneration (if any) shall be fixed by the Board subject to the provisions of the Charters.

32. It shall be the duty of every officer and servant of the Institute to give to the Auditors such information and explanation as they may require.

### **Notices**

33. Any notice to be given under these Bye-Laws must be in Writing. The Institute may give any notice required under these Bye-Laws by handing it to a relevant person personally or by sending it by post in a pre-paid envelope addressed to the address as may have been provided or by sending it by Electronic Means to an Address specified for the purpose by the intended recipient. Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. Proof that a notice sent or supplied by Electronic Means to an Address specified for the purpose by the intended recipient was properly addressed shall be conclusive evidence that notice was given. A notice shall be deemed to have been given at the expiration of forty eight hours after the envelope containing it was posted, or in the case of a notice sent or supplied by Electronic Means, at the expiration of twenty four hours after the time it was sent or supplied.

### **Advice as to Investments**

34. (1) In relation to the exercise of the powers of investment conferred by the Charters the Board shall from time to time obtain and consider the advice of a person who is reasonably believed by them to be qualified by their ability in and practical experience of financial matters, on the question whether the investments or the proposed investments are satisfactory.

34. (2) Without prejudice to the powers conferred upon it by the general law or otherwise, the Institute shall have power to appoint and remove any person or people authorised to carry on investment business for the purposes of the Financial Services and Markets Act 2000 as an investment manager (hereinafter called ‘the Investment Manager’) on such terms as to remuneration and otherwise as shall from time to time

be agreed between the Institute and the Investment Manager and the Institute has power to delegate or confer upon the Investment Manager such powers and duties in relation to the investment and changes in the investment of the funds of the Institute (including the discretionary management of all or any part thereof) as the Institute shall think fit and in particular but without prejudice to the generality of the foregoing such Investment Manager, if a body corporate, may be empowered to hold any investments in its own name or in that of its nominee or nominees.

## **Indemnity**

35. Every member of the Board of the Institute shall be indemnified by the Institute against all costs, losses and expenses which they may incur or become liable to by reason of any act or thing done or any act or thing omitted to be done by them in the discharge of their duty (including, without limitation, any duty owed by such a person as trustee, director, officer or servant of any other organisation where such position derives from their status as Board member of the Institute) provided always that the Institute shall not indemnify a member of the Board in respect of any costs, losses or expenses that attach to them in connection with:

(i) any negligence, fraud or criminal conduct by a member of the Board in relation to the Institute;

(ii) conduct that a member of the Board knew, or must be assumed to have known, was not in the best interests of the Institute, or which the member of the Board did not care whether it was in the best interests of the Institute or not; and

(iii) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of a member of the Board, and any paid officer or servant shall be similarly indemnified against costs, losses and expenses.

## **General**

36. Subject to the provisions of the Charters and of any Bye-Laws for the time being in force the Board may make rules with respect to the carrying into effect of all or any of the purposes of the Institute or all or any of the provisions of the Charters or the Bye-Laws.

37. Subject to the provisions of the Charters, the Board shall have power to alter these Bye-Laws. An alteration of the Bye-Laws must be approved at a meeting of the Board by a resolution passed by not less than 80% of the total number of members of the Board.