



*At the Council Chamber, Whitehall*

THE 20th DAY OF APRIL 2022

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

The Privy Council has approved the revised Byelaws of The Printing Charity as set out in the Schedule to this Order.

*Ceri King*

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*SCHEDULE*

REVISED BYELAWS OF THE PRINTING CHARITY

**DEFINITIONS**

1. In this Charter and these Bye-laws, if not inconsistent with the context, the words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column:

**The Council:** The Board of Trustees of the Charity and the governing body of the Corporation for the time being constituted in accordance with the Charter and these Bye-laws and the Charity legislation.

**Casual vacancies:** Vacancies which arise where a member of a committee ceases to be a member during the period of service and should be filled for the remainder of that period.

**In person/present:** A person is present physically or by electronic means so that all persons in the meeting shall be able to communicate with each other at all times.

**The printing and publishing and allied trades:** As defined within the Charter

Words importing the singular shall include the plural and vice versa and words importing the masculine gender shall include all genders and use of person shall include corporation.

## **MEMBERSHIP**

2. Printers who contribute to the Corporation's charitable fund a sum of money determined by the Council from time to time and published in the Regulations may become members of the Corporation on application. The categories of membership shall be as shown below. Life and Subscribing Members, hereinafter referred to as Members, shall have the right to vote at any General Meeting on such matters as these Bye-laws shall provide.
  - (i) The Life Members shall be those persons who at the date of this Supplemental Charter were life subscribers to the Corporation.
  - (ii) Members are individuals who, on completion of an application and payment of a membership fee, have been accepted by Council. The former category of Life Members is now closed.
  - (iii) Every person wishing to become a Member, who shall pay an admission fee as determined by the Council from time to time, shall submit to the Secretary an application in such form as shall from time to time be prescribed by the Council.
  - (iv) Such applications shall be considered by the Council. The Council may, at its discretion, accept the application.
  - (v) No applicants shall become Members until they have paid their subscription respectively
  - (vi) Any Member may by written notice to the Secretary resign their membership. A resignation once tendered shall not be withdrawn except by permission of the Council.

## **OFFICERS OF THE CORPORATION**

3.
  - (i) The following Officers of the Corporation shall be members of Council and therefore be members of the Board of Trustees:
    - the Chair ;
    - Vice Chair ;
    - the Treasurer.
  - (ii) The Advisers to the Council, the Secretary and such other Officers (if any) as the Council may determine shall also be entitled to attend, and speak at, Board meetings but shall not be Trustees and therefore shall not have a vote.
  - (iii) There may also be a Patron and Vice Presidents who shall be neither officers nor trustees but who shall be appointed by the Council according

to criteria that it shall decide from time to time and may publish in the Regulations.

4. (i) The President shall be appointed by the Council to hold Office for one year, but the same person may be President for more than one year, either successively or otherwise. The President shall not be a trustee and therefore shall not have a vote at Council meetings although invitations to attend them may be issued.
- (ii) The Vice-Presidents shall be persons who have been President of the Corporation and such other persons as shall accept the invitation of the Council. Vice-Presidents shall hold Office for life but may resign by written notice to the Council.
5. The Treasurer shall be appointed annually by members of the Council from amongst its number or from other Members. The Treasurer shall always be a Trustee for the period of Office and shall hold office until the conclusion of the next Annual General Meeting unless resigning in the meantime by notice in writing to the Council or is dismissed. A Treasurer retiring at an Annual General Meeting shall always be eligible for re-election if remaining a Member.
6. Not more than 13 nor fewer than 6 members shall be elected to serve as Council members. This election will take place at the Annual General Meeting of the Corporation and will be by and from amongst the Members. In addition, the Chair and Vice Chair shall be elected at the said Annual General Meeting by and from amongst the Members and upon their election will automatically be members of the Council.
7. (i) At every Annual General Meeting one-third of the other elected members of the Council or, if the number of the other elected members is not a multiple of three, then the number nearest one-third, shall retire. The elected members to retire shall be those who have been longest in continuous Office but as between persons who became elected members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Members of Council may stand for re-election after serving a first and a second term of Office each of three years but, in line with best practice, must retire from Office after a maximum of three terms..
- (ii) Auditors are appointed by Council for a period in line with best practice. Advisors may be appointed by Council from time to time depending on the needs of the Charity. Members are required to approve the Charity's annual report and accounts and may raise questions about the selection and appointment of advisers at the AGM.
8. Nominations of candidates for election to vacant Offices arising by retirements or otherwise at an Annual General Meeting shall be notified to the Secretary in writing so as to reach him at least fourteen days before the day on which the

Annual General Meeting at which the elections are to take place is to be held. Nominations shall be signed by the candidates being nominated for election and by Member making the nomination. A retiring member of the Council shall be eligible for re-election without nomination but a retiring member of the Council who has not attended any meeting of the Council in the preceding year shall not be eligible for re-election to the Council for the ensuing year..

9. The election, by Members, of candidates for service on the Council at any Annual General Meeting shall be by a show of hands, receipt of proxy votes or postal votes. In the event of an equality of votes the Chair of the meeting shall have a second and casting vote. Any Member may demand a poll when the result is declared and the Chair shall then decide how the poll shall be conducted. The Offices of Chair and Vice Chair shall be voted upon in a similar manner although the Vice Chair shall take the Chair while the election for the Chair is taking place.
10. Every Member shall be entitled to nominate one candidate for the Office of Treasurer and one candidate for the Office of elected member of the Council.
11. The Chair, the Vice Chair or any member of the Council may be subject to a motion of 'no confidence' at a General Meeting which, if passed by a majority vote shall require the immediate resignation of the subject of the resolution.
12. Casual vacancies in the Office of Treasurer or of an elected member of the Council may be filled by the Council. Any person so appointed shall retire at the conclusion of the term of Office of the person causing the vacancy.
13. Elected members of the Council will retire automatically if they become bankrupt or remain out of the United Kingdom for twelve months or desire to be discharged or if in the view of the Council refuse to act or if in the view of Council become incapable of managing their affairs or cease to be fit and proper persons for the purposes of trusteeship.

## **THE COUNCIL**

14. The management of the Corporation shall be vested in the Council which shall be the Board of Trustees and the powers of the Corporation shall be vested in and exercisable by the Council except in so far as the same are by this Our Charter or by the Bye-laws expressly required to be exercised by the Corporation in General Meeting.
15. The Council shall consist of at least six but not more than eleven members, excluding the above Officer members.
16. One-third of the number of elected members of the Council or, if their number is not a multiple of three, then the number nearest to, and higher than one-third who are present (in person or by electronic means) shall form a quorum of the Council.

17. The Council may act notwithstanding the existence of vacancies in its number provided always that if the number of members of the Council shall fall below six the surviving members shall act only for the purpose of co-opting additional members.
18. All acts done by the Council or by any member of the Council acting under the authority of the Council shall, notwithstanding that it be afterwards discovered that there was some defect in that appointment or that the member was disqualified from acting, be as valid as if that member had been duly appointed and qualified to act.
19. The Chair or if absent the Vice Chair shall preside at all meetings of the Council but if both are absent from any meeting, the members of the Council present shall elect a Chair for that meeting from amongst their own number.
20. The Council shall meet on a minimum of four occasions each year in person and/or electronically, and at such time and place as the Secretary of the Council shall appoint. The Chair of the meeting may adjourn the meeting for not less than seven days and not more than twenty-one days from the date of the said meeting. No new business shall be conducted at the adjourned meeting unless notice of such business shall have been given. At the request at any time of the Chair or of any three members of the Council the Secretary shall call a meeting of the Council.
21. For meetings of the Council, at least seven clear days' notice shall be given to every member of the Council. The accidental omission of notice to any member of the Council shall not invalidate any proceedings or resolutions passed at such meeting.
22. Matters arising at a meeting of the Council shall be decided by a majority of votes, each member of the Board having one vote and in case of an equality of votes the Chair of the meeting having a second and casting vote.
23. The Council may regulate its own proceedings and such other governance matters as it shall think fit and for that purpose may make Regulations which it and may at any time repeal, alter or add to as long as such Regulations do not conflict with the Charter and Bye-laws.
24. The services of the members of the Council shall be honorary, and it shall not be lawful for any of them, to receive any payment for their attendances or other services for the Corporation, provided that the foregoing shall in no way preclude any member of the Council from being reimbursed for reasonable out-of-pocket expenses and proper disbursements whilst acting in the course of duties as a member of the Council.

## **BENEFITS TO TRUSTEES**

25. (i) No Trustee or connected person may receive any payment of money or other material benefit (whether direct or indirect) from the Charity except:
- (ii) under these Bye-laws (contractual payments) reasonable remuneration for services or services and associated goods in accordance with the Charities Acts;
  - (iii) reimbursement of reasonable out-of-pocket expenses (including authorised hotel and travel costs) actually incurred in the administration of the Charity;
  - (iv) an indemnity in respect of any liabilities properly incurred in the running of the Charity (including the costs of a successful defence to criminal proceedings);
  - (v) payment to a company in which a Trustee has no more than a 1 per cent shareholding;
  - (vi) the benefit of indemnity insurance;
  - (vii) in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance).

## **CONFLICTS OF INTEREST**

26. (i) A Trustee may not be an employee of the Charity but a Trustee or connected person may enter into a contract with the Charity to supply goods or services in return for a payment of other material benefit if;
- (ii) the goods or services are actually required for the Charity and the Trustees decide that it is in the best interests of the Charity to enter into the contract;
  - (iii) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with these Bye-laws; and
  - (iv) no more than four of the Trustees are interested in such a contract in any financial year.
27. (i) Whenever a Trustee or a connected person has a personal interest in a matter to be discussed at a meeting of the Trustees or any committee, the Trustee concerned must:
- (ii) declare the nature and extent of the interest before the meeting or at the meeting discussion on the matter begins;

- (iii) be absent from the meeting for that item unless expressly invited to remain in order to provide information;
- (iv) not be counted in the quorum for that part of the meeting;
- (v) be absent during the vote and have no vote on the matter.

#### **THE SECRETARY**

- 28. The Secretary shall be appointed by the Council for such term, at such salary and on such conditions as the Council may think fit and following best HR practice.
- 29. The Secretary shall be responsible for the management of the affairs of the Corporation subject to the direction of the Council.
- 30. At each meeting of the Council the Secretary shall produce financial and such other information as Council may require to ascertain the general state of the accounts of the Corporation.

#### **AUDIT AND FINANCE**

- 31. The Corporation in General Meeting, on the advice of Council, shall appoint qualified auditors to be the Auditors of the Corporation to hold Office until the conclusion of the next General Meeting at which accounts are laid.
- 32. The Auditors shall audit the accounts each year and report on them to the Council. The Council shall determine the remuneration of the Auditors.
- 33. The Council may from time to time make reasonable conditions and regulations as to the time and manner of inspection by the Members of financial records of the Corporation.

#### **FINANCIAL ACCOUNTS**

- 34. The Council shall cause accounting records to be kept at such place or places as the Council shall think fit, and shall always be open to the inspection of the Council at any reasonable time.
- 35. The Council shall from time to time determine whether and to what extent and at what times places and under what conditions or regulations the accounts and books of the Corporation or any of them shall be opened to the inspection of members not being Trustees.
- 36. At the Annual General Meeting the Council shall place before the Corporation such financial statements and by reports of the Council and the Auditors and of any other documents required by law to be attached thereto. The documents

shall be sent not less than twenty-one clear days before the date of the meeting to the Auditors and to all other persons entitled to receive notices of General Meetings by post or electronically as may be agreed by the Members and included on the Charity's website.

## **NOTICES**

37. A notice may be served by the Corporation upon any Member, either personally or by sending it through the post in a pre-paid letter, addressed to such Member at the Member's registered address or by electronic means as agreed by the Member.
38. Any Member described in the list of Members by an address not within the United Kingdom, who shall from time to time give the Corporation an address within the United Kingdom at which notices may be served, shall be entitled to have notices served by post at such address, but, save as aforesaid, only those members who are described in the list of members by an address within the United Kingdom shall be entitled to receive notices from the Corporation unless they are to be served electronically.
39. Any notice, if served by first-class post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to certify that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice served electronically shall be deemed to have been served within twelve hours of despatch.

## **GENERAL MEETINGS**

40. The Corporation shall hold an Annual General Meeting in each year on a date and at a time and place (including virtually) to be fixed by the Council. Not more than fifteen months shall elapse between one Annual General Meeting and the next.
41. For an Annual General Meeting at least twenty-one clear days' notice shall be given, specifying the place (including virtually), the day and time of the meeting and motions to be considered. Notice shall be sent to every Member whose address is known to the Corporation but the omission of personal notice to any Member shall not invalidate any proceedings or resolutions passed at the meeting, which shall be sufficiently convened, if the notice of it is sent or purportedly sent as above and placed on the Corporation website.
42. The Council Chair shall preside at all Annual General Meetings of the Corporation unless absent when the Vice Chair shall preside. In the absence of the Vice Chair, the trustee present with the longest service will preside as Chair
43. Ten Members present in person and entitled to vote shall be a quorum for the Annual General Meeting.



44. The business at the Annual General Meeting shall include the election of any candidates to vacancies among the Council members and the consideration of the Annual Report of the Council, the accounts of the Corporation and the Auditors' Report.
45. A Member wishing to propose any motion at an Annual General Meeting shall give to the Council twenty-eight clear days' written notice thereof prior to the meeting.
46. At the Annual General Meeting a motion put to the vote shall be decided by votes of Members exercised in person, by electronic means, or by receipt of postal or proxy votes. In the event of an equality of votes the Chair of the meeting shall have a second and casting vote. Each Member shall have one vote on each matter being voted upon.
47. The Chair of the meeting may adjourn the Annual General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Unless the meeting is adjourned for thirty days or more it shall not be necessary to give any notice of that adjournment or of the business to be transacted at that adjourned meeting and an adjourned meeting shall not be deemed to be closed until the end of the only or last adjournment thereof.
48. The order and manner of conducting the business and any other matter relating to the Annual General Meeting not provided for in the Charter or these Bye-laws shall be determined by the Chair of the meeting.
49. The Council may at any time call a Special General Meeting.
50. Any five members of the Council or any fifty members of the Corporation may call upon the Council to convene a Special General Meeting by addressing to the Council a requisition in writing specifying the object for which such meeting is required. The Council shall thereupon fix the same to be held not less than twenty-eight nor more than fifty-six days from the receipt of such requisition and the Secretary shall issue notices accordingly. When a meeting is called by a requisition no business other than that stated in the requisition shall be discussed or transacted. If the Council fails to fix the date for the meeting then those requisitioning the meeting may themselves do so and the Secretary shall issue notices accordingly at their request.
51. Conduct of a Special General Meeting shall follow that provided within these Bye-laws and any Regulations for Annual General Meetings.

## **BENEFICIARIES**

52. The selection of beneficiaries and the awarding and allocation of benefits of the Corporation shall be in the discretion of the Council subject always to the provisions of the Charter and these Bye-laws.
53. If it is proved to the reasonable satisfaction of the Council that the benefit received by any beneficiary was paid or obtained through misrepresentation or non-disclosure to the Corporation of financial circumstances of the beneficiary or a dependant or a person whose expenses are met out of a source shared with the beneficiary or other misrepresentation or non-disclosure material to his selection as a beneficiary or the award or allocation of any benefit of the Corporation to that person whether at the time that the application for benefit was made, or during the time when the benefit was in issue, the Council may cancel, suspend or discontinue the benefit and take such steps as are considered necessary to recover from the beneficiary or the beneficiary's estate any such benefit improperly paid or obtained, or the value thereof. The terms of this provision of this Bye-law shall be clearly communicated to all applicants.
54. Successful candidates for admission to any home or other accommodation of the Corporation shall be required, prior to or on admission, to sign a declaration that they will conform to the rules and regulations of the Corporation in force from time to time concerning the management of the home or accommodation to which they are admitted.
55. The Council in its discretion may cancel, suspend or discontinue the benefit of any beneficiary whose circumstances change.
56. Beneficiaries may be asked to appear before the Council on occasions.

## **COMMON SEAL**

57. The Seal of the Corporation shall not be affixed to any instrument except by the authority of a resolution of the Council. Every instrument to which the Seal of the Corporation is affixed shall be signed by:-
  - (i) two of the Council members; or
  - (ii) the Secretary and one Council member.