

CHAPTER 3: COUNCIL, COMMITTEES AND STAFF

1. The Council shall be responsible for the management of the Institute in accordance with the Charter of Incorporation and the Bye-Laws and resolutions.
2. The Council shall consist of the President of the Institute and the Vice-Presidents, and elected, ex-officio and honorary members.
3. The Council shall not exceed 24 elected members nor be less than 12.
4. The Vice Presidents and elected members of the Council shall be the Trustees of the Institute.
5. The Council shall meet at least 4 times a year, but may meet more often if called to do so by the Chairman. One of its meetings shall usually take place after the Annual General Meeting. At that meeting, the Council should invite the President to assume office and elect the Vice Presidents, Chairman and Vice Chairman of the Institute.
6. Members of the Council shall be elected at the Annual General Meeting. The Chairman of the Council and the Chairman of the Finance and Performance Committee (Paragraph 7), the ex-officio and honorary members and the Director shall serve for the duration of their appointments. Other Members of the Council shall normally serve for a term of four years .The Council may however in exceptional circumstances invite a Member to remain in office for a period of up to a further two years.
7. The Chairman of the Council shall normally serve for a period not exceeding five years from the assumption of his or her appointment. The Council may however in exceptional circumstances invite the Chairman to remain in office for a period of up to a further twelve months. The Chairman of the Finance and Performance Committee shall serve for whatever period the Council judges appropriate. Vice Presidents, who shall not exceed 8 in number, shall serve a term of 5 years, but this may be renewed at the invitation of the Council.
8. The Defence Attaches in London of France, Germany and the United States shall be invited to be honorary members of the Council. They shall not be under the legal obligations of a Trustee of the Institute.
9. Members of the Council may draw up a list of names proposed to fill vacancies on the Council in the succeeding year. Similarly, any member may propose a name to fill a vacancy on the Council. Proposers shall be responsible for ensuring that their nominees will consent to serve if elected and for securing seconders. Proposals shall be sent in writing to the Director at least 14 days before the date of the Annual General Meeting together with brief Curricula Vita of the nominees.
10. The Council may at any time invite the holders of certain specific appointments to become Members. These Members shall be in the Council "ex-officio". Like the Defence Attaches they shall not be under the legal obligations of a Trustee of the

Institute."

11. Elections to the Council from the list of candidates shall rest with the members present and entitled to vote at the Annual General Meeting. In the event of there being more candidates than vacancies on the Council, the election shall be by ballot.
12. The names of candidates and of the members proposing and seconding them shall be posted by the Director on the notice board in the entrance hall of the Institute's premises at least 14 days before the date of the Annual General Meeting.

Vacancies on the Council and the Vacation of Seats

13. The duty of filling vacancies on the Council occurring between Annual General Meetings shall devolve on to the Council, providing that any vacancy occurring after 31 December, shall remain unfilled until the next Annual General Meeting. Any member so co-opted by Council shall stand for election at the next Annual General Meeting.

Chairman and Vice-Chairman

14. The Chairman and Vice-Chairman of Council for the ensuing year shall be elected by the Council, normally from the elected members, at their meeting immediately after the Annual General Meeting. These appointments shall have immediate effect.
15. The Chairman, Vice-Chairman or a Vice-President shall preside at all Council Meetings, except when the President of the Institute attends. In their absence the Council shall elect a temporary Chairman for the Meeting.

Decisions of the Council

16. Decisions by the Council shall be taken by simple majority vote.

Quorum

17. For meetings of the Council the quorum shall be five members.

The Seal

18. The Council shall have the Custody of the Common Seal of the Institute. This shall usually be delegated to the Director.

Finance and Performance Committee

19. The Finance and Performance Committee shall be the only standing Committee. Its members shall be appointed by the Council, approximately half being serving members of the Council. Members may serve for three years, renewable at the discretion of the Council without any upper limit. The Chairman shall also be appointed by the Council, of which he shall be a member. The appointments of the Chairman and members shall be confirmed annually by the Council.

20. The Finance and Performance Committee shall be responsible for the finances of the Institute and its wholly owned trading subsidiary, RUSI Trading Limited, for such other subsidiaries as may be formed by Council from time to time and for such other duties as the Council may assign to it.
21. The Committee shall meet at least three times a year. Its quorum shall be three, to include one serving member of the Council, but not counting the Chairman or Vice-Chairman of the Council if present.

Ad Hoc Committees

22. The Council may establish such Ad Hoc Committees for the fulfilment of specific tasks as it may deem appropriate.

Procedure

23. In all cases where votes are equal the Chairman shall have the second or casting vote.
24. The proceedings of the Council and of all Committees shall be entered in a Minute Book. At each meeting of the Council and Committees the minutes of the last meeting shall first be read and, when approved, signed by the Chairman.

The Staff of the Institute

25. The Council shall appoint a Director and such other senior staff as it shall think necessary. Other staff appointments shall be within the discretion of the Director subject to endorsement by the Council. Staff shall be given a letter of appointment in accordance with the Consolidation Act 1978.

The Director

26. The Director shall be the Chief Executive of the Institute and the Secretary to the Council. Subject only to the direction of the Council, 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 Council. He or she shall also be responsible for management of the Staff of the Institute and shall delegate to them duties which shall be generally indicated in their letters of appointment. He or she may set up Study Groups to advise him or her on the activities of the Institute at his or her discretion.