

**LNHS RULES: DRAFT INCORPORATING CHANGES PROPOSED AT 2022 AGM  
(CHANGES SHOWN IN BOLD)**

<b>DRAFT RULES</b>
<b>RULES OF THE LONDON NATURAL HISTORY SOCIETY (Registered Charity No 206228) (“the Society”)</b>
Adopted on the 13 December 2017 and amended 8 December 2022.
<b>PART 1</b>
<b>1. Adoption of the Rules</b> The Society and its property will be administered and managed in accordance with the provisions in parts 1 and 2 of this constitution.
<b>2. The Name</b> The Society’s name is the London Natural History Society
<b>3. The Objects</b> The Society’s objects (‘the objects’) are the study and recording of natural history, archaeology and other kindred subjects especially within twenty miles of St Paul’s Cathedral (‘the London Area’), the promotion of scientific investigations, the appreciation and conservation of the natural environment and the publication in the Society’s journals of scientific and educational papers relating particularly to the London Area.
<b>4. Application of the Income and Property</b> <p><b>(1) The income and property of the Society shall be applied solely towards the promotion of the objects.</b></p> <p><b>(a) A trustee of the Society is entitled to be reimbursed from the property of the Society or may, subject to compliance with such procedures as the trustees may require, pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.</b></p> <p><b>(b) A trustee of the Society may benefit from trustee indemnity insurance cover purchased at the Society’s expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.</b></p> <p><b>(2) None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a trustee from receiving:</b></p> <p><b>(a) a benefit from the Society in the capacity of a beneficiary of the Society;</b></p> <p><b>(b) reasonable and proper remuneration for any goods or services supplied to the Society.</b></p>
<b>5. Benefits and payments to trustees of the Society and connected persons</b> <p><b>(1) General provisions</b></p> <p><b>No trustee of the Society or connected person may:</b></p> <p><b>a) buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;</b></p> <p><b>b) sell goods, services or any interest in land to the Society;</b></p> <p><b>c) be employed by, or receive any remuneration from, the Society;</b></p> <p><b>d) receive any other financial benefit from the Society;</b></p>

unless the payment is permitted under sub-clause (2) of this Rule, or authorised by the court or the Charity Commission (“the Commission”). In this clause, a ‘financial benefit’ means a benefit, direct or indirect, which is either money or has a monetary value.

**(2) Scope and powers permitting trustees’ or connected persons’ benefits**

- (a) A trustee of the Society or connected person may receive a benefit from the Society in the capacity of a beneficiary of the Society provided that a majority of the trustees do not benefit in this way.**
- (b) A trustee of the Society or connected person may enter into a contract for the supply of services, or of goods, that are supplied in connection with the provision of services, to the Society where this is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.**
- (c) Subject to sub-clause (3) of this clause a trustee of the Society or connected person may provide the Society with goods that are not supplied in connection with services provided to the Society by the trustee of the Society or connected person.**
- (d) A trustee of the Society or connected person may receive interest on money lent to the Society at a reasonable and proper rate which must not be more than the Bank of England bank rate (also known as the base rate).**
- (e) A trustee of the Society or connected person may receive rent for premises let by the trustee or connected person to the Society. The amount of rent and the other terms of the lease must be reasonable and proper. The Society trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.**
- (f) A trustee of the Society or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.**

**(3) Payment for supply of goods only - controls**

The Society and the trustees of the Society may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied;

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Society and the trustee of the Society or connected person supplying the goods (‘the supplier’) under which the supplier is to supply the goods in question to or on behalf of the Society.**
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.**
- (c) The other trustees of the Society are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a trustee of the Society or connected person. In reaching that decision the trustees of the Society must balance the**

advantage of contracting with a trustee of the Society or connected person against the disadvantages of doing so.

- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Society.
  - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees of the Society is present at the meeting.
  - (f) The reason for their decision is recorded by the trustees of the Society in the minute book.
  - (g) A majority of the trustees of the Society then in office are not in receipt of remuneration or payments authorised by clause 5.
- (4) In sub-clauses (2) and (3) of this clause:
- (a) 'the Society includes any company in which the Society:
    - i. Holds more than 50% of the shares: or
    - ii. Controls more than 50% of the voting rights attached to the shares; or
    - iii. Has the right to appoint one or more trustees to the board of the company.
  - (b) 'connected person' includes any person within the definition set out in clause 33 (Interpretation).

## **6. Dissolution**

- (1) A motion to dissolve the Society may only be made at a Special General Meeting. A statement of the reasons for advocating dissolution shall be sent to each member with the notice of the meeting. To effect a dissolution at least three-quarters of the members actually present and voting at the meeting shall vote in favour of the dissolution.
- (2) If a motion to dissolve the Society is carried by the said majority the trustees will remain in office as trustees of the Society and be responsible for winding up the affairs of the Society in accordance with this clause.
- (3) The trustees must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society.
- (4) The trustees must apply any remaining property or money:
  - (a) directly for the objects;
  - (b) by transfer to any charity or charities for purposes the same as or similar to those of the Society;
  - (c) in such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance.
- (5) In determining how to dispose of any remaining property or money, the trustees must have due regard to the views of members expressed before or at the Special General Meeting provided they are consistent with paragraphs (a)-(c) inclusive in sub-clause (3) above.
- (6) In no circumstances shall the net assets of the Society be paid to or distributed amongst the members of the Society (except to a member that is itself a charity).
- (7) The trustees must notify the Commission promptly that the Society has been dissolved. If the trustees are obliged to send the Society's accounts to the

**Commission for the accounting period which ended before its dissolution, they must send the Commission the Society's final accounts.**

### **7. Amendment of the Rules**

- (1) The Society may amend any provision in Part 1 of this constitution provided that:**
- (a) no amendment may be made that would have the effect of making the Society cease to be a charity at law;**
  - (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the Society;**
  - (c) no amendment may be made to Rules 4 or 5 without the prior written consent of the Commission;**
  - (d) any resolution to amend a provision of Part 1 of These Rules is passed by not less than two thirds of the members present and voting at a general meeting.**
- (2) Any provision contained in Part 2 of these Rules may be amended, provided that any such amendment is made by resolution passed by a simple majority of members present and voting at a general meeting.**
- (3) No amendment to any resolution proposing an amendment under Rules 7(1) or (2) shall be allowed.**
- (4) A copy of any resolution amending these Rules shall be sent to the Commission within twenty one days of it being passed.**

### **Part 2**

#### **8. Membership**

- (1) Membership is open to individuals or organisations who are approved by the trustees.**
- (2) (a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it in the best interests of the Society to refuse the application.**
- (b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.**
  - (c) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.**
- (3) Membership is not transferable to anyone else.**
- (4) The trustees must keep a register of names and addresses of the members.**

#### **9. Termination of Membership**

Membership is terminated if:

- (1) the member dies, or if it is an organisation, ceases to exist;**
- (2) the member resigns by written notice to the Society unless, after the resignation, there would be less than two members;**
- (3) the sum due from the member of the Society is not paid in full within nine months of it falling due;**
- (4) the member is removed from membership by a resolution of the trustees because he or she has refused or failed to abide by the Society's Rules and Bye-laws. A resolution to remove a member from membership may only be passed if:**

- (a) the member has been given at least twenty-one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
- (b) the member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting;
- (c) the resolution is passed by not less than two-thirds of the trustees present and voting, voting in a secret ballot.

The member concerned shall be informed of the decision within three weeks of the decision being taken and shall forfeit all rights in and claims upon the Society or its property.

### **10. General Meetings**

- (1) The Society shall hold an annual general meeting in each calendar year. This should take place in the month of December. If circumstances beyond the Society's control make it necessary to postpone a scheduled annual general meeting it must be held as soon as possible in the following calendar year.
- (2) All general meetings other than annual general meetings shall be called special general meetings.
- (3) The trustees may call a special general meeting at any time.
- (4) The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so must comply with the provisions of these Rules.
- (5) **Annual general meetings or special general meetings may be held in person, online, by telephone or on a hybrid basis.**

### **11. Notice**

- (1) Unless any amendment of the Rules is proposed, the minimum period of notice required to hold any general meeting of the Society is fourteen clear days from the date on which the notice is deemed to have been given. At least twenty-one clear days' notice must be given if any amendment to the Rules is proposed.
- (2) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. Where amendment of the Rules is proposed, the notice shall state the proposed change or changes. If the meeting is to be an annual general meeting, the notice must say so.
- (3) The notice must be given to all members and to the trustees.

### **12. Quorum**

- (1) No business shall be transacted at any general meeting unless a quorum is present. A quorum is 25 members entitled to vote upon the business to be conducted at the meeting.
- (2) The authorised representative of a member organisation shall be counted in the quorum.
- (3) If:

<p>(a) a quorum is not present within half an hour from the time appointed for the meeting; or</p> <p>(b) during a meeting a quorum ceases to be present,</p> <p>the meeting shall adjourn to such time and place as the trustees shall determine.</p> <p>(4) The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.</p> <p>(5) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.</p>
<p><b>13. Chair</b></p> <p>(1) General meetings shall be chaired by the president.</p> <p>(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees present shall chair the meeting.</p> <p>(3) If there is only one trustee present and willing to act, he or she shall chair the meeting.</p> <p>(4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.</p>
<p><b>14. Votes</b></p> <p>(1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.</p>
<p><b>15. Representatives of other bodies</b></p> <p>(1) Any organisation that is a member of the Society may nominate any person to act as its representative at any meeting of the Society.</p> <p>(2) The organisation must give written notice to the Society of the name of the representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The nominee may continue to represent the organisation until written notice to the contrary is received by the Society.</p> <p>(3) Any notice given to the Society will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Society shall not be required to consider whether the nominee has been properly appointed by the organisation.</p>
<p><b>16. Officers and Trustees</b></p> <p>(1) The Society and its property shall be managed and administered by a Council comprising the three officers listed in Rule 16(2) below and other members elected in accordance with these Rules. The officers and other members of Council shall be the trustees of the Society and in these Rules are together called "the trustees".</p> <p>(2) The Society shall have the following officers:</p> <ul style="list-style-type: none"> <li>• a president (who acts as chair of Council)</li> <li>• a secretary</li> <li>• a treasurer;</li> </ul> <p>none of whom shall be the same person.</p> <p>(3) A trustee must be a member of the Society or the nominated representative of an organisation that is a member of the Society.</p>

- (4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of Rule 19.
- (5) In addition to the three officers listed above and representative trustees nominated by the Society's Sections (one to be nominated by each Section) there shall be up to ten trustees representing the members at large.
- (6) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

#### **17. The Appointment of trustees**

- (1) The Society in general meeting shall elect the officers and the other trustees.
- (2) The trustees may appoint any member who is willing to act as a trustee. Subject to sub-clause (7)(b) of this clause, they may also appoint trustees to act as officers.
- (3) Each of the Society's Sections shall nominate a representative. at the Section's AGM, to serve as a trustee for approval at the annual general meeting of the Society.
- (4) Any member entitled to vote at the general meeting who wishes to nominate a candidate for election, shall submit the nomination to the secretary in writing, signed by him or her self and by the person who is proposed to show his or her willingness to be appointed. This must be received by the secretary at least four weeks before the annual general meeting.
- (5) All trustees must be aged eighteen or over on the day of taking office.
- (6) The president shall hold office for two years. Each of the other trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment. The secretary and treasurer shall be eligible for re-election at that annual general meeting. All the other trustees shall be eligible for re-election until the fifth annual general meeting next ensuing and on retirement shall not be eligible for re-appointment in the same capacity until the annual general meeting one year after that retirement.
- (7)
  - (a) The appointment of a trustee , whether by the Society in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with these Rules as the maximum number of trustees.
  - (b) The trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

#### **18. Powers of trustees**

- (1) The trustees must manage the business of the Society and have the following powers in order to further the objects (but not for any other purpose):
  - (a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - (b) to buy, take on lease or exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
  - (d) to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed. The trustees must

comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;

- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the Society;
- (j) to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (k) to create and disband Sections of the Society specialising in a particular area of interest;
- (l) to make grants to each of the Sections for the day to day running of their affairs;
- (m) to do all such other lawful things as are necessary for the achievement of the objects.

(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.

(3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

### **19. Disqualification and Removal of trustees**

A trustee shall cease to hold office if he or she:

- (1) is disqualified for acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Society;
- (3) in the written opinion, given to the Society, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (4) resigns as a trustee by notice to the Society (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

### **20. Proceedings of trustees**

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of these Rules.
- (2) There shall be no fewer than three meetings of the trustees each year. **Meetings of the trustees may be held in person, online, by telephone or on a hybrid basis.**
- (3) The secretary or the president may call a meeting of the trustees.
- (4) The secretary must call a meeting of the trustees if requested to do so by any three trustees.



- (5) A notice with the agenda for the meeting shall be sent to each trustee at least ten days before the meeting is to take place.
- (6) Questions arising at a meeting must be decided by a majority of votes.
- (7) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (8) No decision may be made by a meeting of the trustees unless a quorum is present at the time that the decision is purported to be made.
- (9) The quorum shall be six or the number nearest to one-third of the total number of trustees, whichever is greater and must include at least one of the three officers.
- (10) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (11) 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.
- (12) The president shall chair meetings of the trustees.
- (13) If the president is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (14) The person appointed to chair the meetings of the trustees shall have no function or powers except those conferred by these Rules or delegated to him or her in writing by the trustees.
- (15) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- (16) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

### **21. Conflicts of interest and conflicts of loyalties**

A trustee of the Society must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared;
- (2) absent himself or herself from any discussions of the trustees of the Society in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

Any trustee of the Society absenting himself or herself from any discussions in accordance with these Rules must not vote or be counted as part of the quorum in any decision of the trustees on the matter.

### **22. Savings provisions**

- (1) Subject to sub-clause (2) of these Rules, all decisions of the trustees of the Society, or of a committee of the trustees of the Society, shall be valid notwithstanding the participation in any vote of a trustee of the Society:
  - (a) who is disqualified from holding office;

(b) who had previously retired or who had been obliged by these Rules to vacate office;

(c) who was not entitled to vote on the matter, whether by reason of conflict of interest or otherwise;

if, without the vote of that trustee of the Society and that trustee of the Society being counted in the quorum, the decision has been made by a majority of the trustees of the Society at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a trustee of the Society to keep any benefit that may have been conferred upon him or her by a resolution of the trustees of the Society or of a committee of trustees of the Society if, but for sub-clause (1) the resolution would have been void, or if the trustee of the Society has not complied with clause 21 (Conflicts of interest and conflicts of loyalties).

### **23. Delegation**

(1) The trustees may delegate any of their powers or functions to a committee which includes two or more trustees or to a specified post-holder but the terms of any such delegation must be recorded in the minutes.

(2) The trustees may impose conditions when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the committee or post-holder to whom they delegate;

(b) no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the trustees.

(3) The trustees may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

### **24. Irregularities in Proceedings**

(1) Subject to sub-clause (2) of this Rule, all acts done by a meeting of trustees or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by these Rules to vacate office;

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without:

(d) the vote of that trustee; and

(e) that trustee being counted in the quorum,

the decision has been made by a majority of the trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees if the resolution would otherwise have been void.

(3) No resolution or act of

(a) the trustees

(b) any committee of the trustees

(c) the Society in general meeting

shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Society.

### **25. Minutes**

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees;
- (2) proceedings at general meetings of the Society;
- (3) meetings of the trustees and committees of the Society including:
  - the names of the trustees present at the meeting;
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions.

### **26. Annual Report and Return and Accounts**

- (1) The trustees must comply with their obligations under the Charities Act 2011 with regard to:
  - (a) the keeping of accounting records for the Society;
  - (b) the preparation of annual statements of account for the Society;
  - (c) the transmission of the statements of account to the Commission;
  - (d) the preparation of an Annual Report and its transmission to the Commission;
  - (e) the preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

### **27. Registered particulars**

The trustees must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

### **28. Property**

- (1) The trustees must ensure the title to:
  - (a) all land held by or in trust for the Society that is not vested in the Official Custodian of Charities; and
  - (b) all investments held by or on behalf of the Society, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and if they do so they will not be liable for the acts and defaults of the trustees or of the members of the Society.
- (3) The trustees may remove the holding trustees at any time.

### **29. Repair and insurance**

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Society (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

### **30. Notices**

- (1) Any notice required by these Rules to be given to or by any person must be:
  - (a) in writing; or
  - (b) given using electronic communications.

- (2) The Society may give any notice to a member either:
- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- (4) A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5) Where the Society gives notice of—
- (a) a general meeting, or
  - (b) a resolution intended to be moved at a general meeting,
- any accidental failure to give notice to one or more persons shall be disregarded for the purpose of determining whether notice of the meeting or resolution (as the case may be) is duly given.
- (6)(a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
  - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

### **31. Bye-laws**

- (1) The trustees may from time to time make bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
- (a) the admission of members to the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;
  - (c) the setting aside of the whole or any part of the Society's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by these Rules;
  - (e) the keeping and authenticating of records. (If regulations made under this Rule permit records of the Society to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated);
  - (f) the management of the Society's Sections
  - (g) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Society in general meeting has the power to alter, add to or repeal the rules or bye-laws.

(4) The trustees must adopt such means as they think sufficient to bring the bye-laws to the notice of members of the Society.

(5) The bye-laws shall be binding on all members of the Society. No bye-law shall be inconsistent with, or shall affect or repeal anything contained in, these Rules.

### **32. Disputes**

If a dispute arises between members of the Society about the validity or propriety of anything done by the members under these Rules, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

### **33. Interpretation**

(1) In these Rules 'connected person' means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (b) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
- (c) a person carrying on a business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (d) an institution which is controlled –
  - i. by the trustee or any connected person falling within sub-clause (1), (2) or (3) above; or
  - ii. by two or more persons falling within sub-clause (4)(a) when taken together.
- (e) a body corporate in which –
  - i. the charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
  - ii. two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- (f) Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Rule.

(2) References in these Rules to the Charities Act 2011 are to that Act as amended, supplemented or re-enacted from time to time.