

Constitution of the British Mycological Society

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PART 1

1 Adoption of the Constitution

The association and its property shall be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2 The Name

The association's name is the British Mycological Society (and in this document it is called the Society).

3 The Objects

The Society's objects are to promote mycology in all its aspects by supporting scientific research, conservation issues, publications, meetings, and such other activities as it shall deem appropriate.

4 Application of the Income and Property

(1) The income and property of the Society shall be applied solely towards the promotion of the Objects.

(2) A Trustee may pay out of, or be reimbursed from the property of the Society, any reasonable expenses properly incurred by him or her when acting on behalf of the Society.

(3) 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) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Society;

(b) a Trustee from:

(i) buying goods or services from the Society upon the same terms as other members or members of the public;

(ii) receiving a benefit from the Society in the capacity of a beneficiary of the Society, provided that the Trustees comply with the provisions of sub-clause (6) of this clause, or as a member of the Society and upon the same terms as other members;

(c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Society but excluding:

(i) fines;

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;

(iii) liabilities to the Society that result from conduct which the Trustee or other officer knew or ought to have known was not in the best interests of the Society or in respect of which the person concerned did not care whether that conduct was in the best interests of the Society or not.

(4) No Trustee may be paid or receive any other benefit for being a Trustee.

(5) A Trustee may:

- (a) sell goods, services or any interest in land to the Society;
- (b) be employed by or receive any remuneration from the Society;
- (c) receive any other financial benefit from the Society,

if:

- (d) he or she is not prevented from so doing by sub-clause (4) of this clause; and
- (e) the benefit is permitted by sub-clause (3) of this clause; or
- (f) the benefit is authorised by the Trustees in accordance with the conditions in sub-clause (6) of this clause.

(6) (a) If it is proposed that a Trustee should receive a benefit from the Society that is not already permitted under sub-clause (3) of this clause, he or she must:

- (i) declare his or her interest in the proposal;
- (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
- (iii) not be counted in determining whether the meeting is quorate;
- (iv) not vote on the proposal.

(b) In cases covered by sub-clause (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Society to contract with or employ that Trustee rather than with someone who is not a Trustee, and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).

(c) The Trustees may only authorise a transaction falling within paragraphs 5(a-c) of this clause if the trustee body comprises a majority of Trustees who have not received any such benefit.

(d) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Society the value of any benefit received by the Trustee from the Society.

(7) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict 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) and take no part in the voting upon the matter.

(8) In Clause 4, "Trustee" shall include any person, firm or company connected with the Trustee.

5 Dissolution

(1) If Council decides that it is necessary or advisable to dissolve the Society it shall call a quorate General Meeting of all members of the Society, for which not less than twenty-one days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Trustees will remain in office as Society Trustees and will be responsible for winding up the affairs of the Society in accordance with this clause.

(2) The Trustees must collect all the assets of the Society and must pay or make provision for all the liabilities of the Society.

(3) The Trustees must apply any remaining property or money:

(a) directly for the Objects;

(b) by transfer to any Society or charities for purposes the same as or similar to those of the Society;

(c) in such other manner as the Charity Commissioners for England and Wales ("the Commission") may approve in writing in advance.

(4) The members may pass a resolution before or at the same time as the resolution to dissolve the Society, specifying the manner in which the Trustees are to apply the remaining property or assets of the Society; and the Trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.

(5) In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society (except to a member that is itself a Society).

(6) 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 that ended before its dissolution, they must send to the Commission the Society's final accounts.

6 Amendments

(1) Any provision contained in Part 1 of this constitution may be amended 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 not be within the reasonable contemplation of the members of (or donors to) the Society;

(c) no amendment may be made to clause 4 without the prior written consent of the Commission;

(d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a quorate General Meeting.

(2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a quorate General Meeting.

(3) A copy of any resolution amending this constitution must be sent to the Commission within twenty-one days of it being passed.

(4) Any agreed amendments to Part 1 or Part 2 of the Constitution shall be notified to all members.

PART 2

7 Membership

(1) Membership of the Society shall be open to:

- (a) individuals who are interested in furthering the work of the Society and who have paid the appropriate annual subscription laid down by Council, and
- (b) any body, corporate or unincorporated association interested in furthering the Society's work and that has paid the appropriate annual subscription laid down by Council (any such body being called in this Constitution a "member organisation").

(2) Individual membership of the Society shall consist of Members, Life Members, Honorary Members, Undergraduate Student Members and Postgraduate Student Members. Centenary Fellows elected on the occasion of the Society's centenary in 1996 are to be treated as and have the privileges of Honorary Members and are hereafter in this Constitution included as such under the term 'Honorary Member'.

(3) Honorary Members shall be persons of pre-eminence in mycology and/or who have given outstanding service to the Society. Honorary Membership shall not normally exceed two per cent of the Membership at any one time.

(4) The entitlements of membership of the Society are as follows:

- (a) all members may attend and participate in the activities of the Society for each category of membership as set out by Council provided that they have paid such fees additional to the annual membership subscription as are deemed necessary;
- (b) all members may purchase for their personal use such publications that are produced by the Society at the time whether in printed or electronic form. Publications issued as personal copies must not be displayed in or donated to institutions or libraries or resold within five years of the date of publication. Infringement of this will be sufficient grounds for withdrawing membership.
- (c) Members, Life Members, Honorary Members and Postgraduate Student Members may stand for election to Council and may vote at any General Meeting of the Society.
- (d) Undergraduate Members are not entitled to stand for election to Council nor vote at General Meetings of the Society.

(6) Joining the Society.

- (a) Individuals and bodies as defined in sub-clause (1) may join the Society by completing the relevant registration form and paying the required annual membership subscription fee as set out by Council.
- (b) Honorary Members shall be proposed by members and approved by Council and approved at a quorate Annual General Meeting of the Society by a majority of the members present.
- (c) A copy of the Constitution and any bye-laws shall be made available to each member. By joining the Society, and paying the required membership subscription for that membership, each member consents to abide by the Constitution and any bye-laws.

(7) Refusal of membership.

- (a) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be 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.

(8) Subscriptions.

- (a) Each Member, Postgraduate Member, Undergraduate Member and Member Organisation shall pay the annual subscription. Honorary Members shall be exempt from any such payment.
- (b) The values of the annual subscriptions shall be determined by Council and reported at the Annual General Meeting preceding the year to which they apply.
- (b) Subscriptions are due on 1st January each year.
- (c) Any Member of at least twenty-five years standing who is over sixty-five years of age (sixty if already in retirement) may become a Life Member by making a single payment equal to seven years subscription, and as determined by Council at that time.
- (d) Individuals taking Undergraduate Student or Postgraduate Student membership of the Society must be registered as an undergraduate or postgraduate student with a recognised institution, in any country. Council may take action to verify this status to ensure eligibility.

(9) Termination of Membership. Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member or member organisation resigns by written notice to the Society. All such resignations shall be effective from the date of their acknowledgement by the Society but no member or member organisation so resigning shall be entitled to any rebate in respect of the annual subscription due in the year of resignation;
- (3) any sum due from the member or member organisation to the Society is not paid in full within three months of it falling due;
- (4) the member or member organisation is removed from membership by a resolution of the Trustees that it is in the best interests of the Society that the membership is terminated. A resolution to remove a member or member organisation from membership may only be passed if:
 - (a) the member or member organisation 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 member organisation, or their representative (who need not be a member of the Society) has been allowed to make representations to the meeting.

(10) Membership is not transferable.

(11) The Trustees must keep a register of names and contact details of all members and member organisations.

(12) The Society offers affiliation to local fungus recording groups, together forming the BMS Recording Network, whose objects reflect those of the Society.

- (a) The terms and benefits of affiliation are determined by Council and shall be communicated to all local fungus recording groups.
- (b) Affiliation does not confer membership of the Society to the group, the group's officers or the group's members.

8 General Meetings

(1) The Society must hold a General Meeting within twelve months of the date of the adoption of this constitution.

(2) There shall be an Annual General Meeting of the Society in each subsequent year, the date and venue being decided by Council, and not more than eighteen months may elapse between successive Annual General Meetings.

- (a) The date of the Annual General Meeting shall be communicated to members with at least four months' notice.

- (b) The business of the Annual General Meeting shall include:

- (i) the election of members of Council, who shall hold office from January 1st of the following year;
- (ii) the presentation of reports on finances and subscriptions, membership, events, publications, and any other significant activities of the Society;
- (iii) any other appropriate business.

- (c) Council shall make the agenda for the Annual General Meeting available to each member at least twenty-one days before the meeting.

- (d) Any member wishing to raise a substantial matter for inclusion in the business of the Annual General Meeting shall notify the General Secretary at least three months before the meeting. Any urgent matters arising after this deadline should be communicated to the General Secretary for inclusion in the meeting under Any Other Business.

(3) Special General Meetings may be held for the consideration of non-recurring business that requires approval by the members between Annual General Meetings.

- (a) The Trustees may call a Special General Meeting of the Society at any time subject to the notice periods defined in Clause 8(5).

- (b) Members of the Society may request that the Trustees call a Special General Meeting.

- (i) The request must be delivered to the Trustees in writing by at least ten members, or one tenth of the membership, whichever is the greater.
- (ii) The request must state the nature of the business that is to be discussed.
- (iii) If the Trustees fail to hold a Special General Meeting within twenty-eight days of the request, the members may proceed to call a Special General Meeting, in compliance with the provisions of this constitution.

(4) Any organisation that is a member of the Society may nominate any person to act as its representative at any meeting of the Society.

- (a) The organisation must give written notice to the Society of the name of its 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.

(b) Any notice given to the Society shall 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.

(5) Notice of General Meetings

- (a) The minimum period of notice required to hold any General Meeting of the Society is fourteen days clear from the date on which the notice is deemed to have been given.
- (b) A General Meeting may be called by shorter notice, if it is so agreed by those members entitled to attend and vote.
- (c) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. The method of voting must also be stated. If the meeting is to be an Annual General Meeting, the notice must state this.
- (d) The notice must be given to all those holding membership of the Society at that time

(6) Quorum of General Meetings

- (a) No business shall be transacted at any General Meeting unless a quorum is present.
- (b) A quorum is thirty members, which shall include at least two Trustees, entitled to vote upon the business to be conducted at the meeting.
- (c) The authorised representative of any member organisation shall be counted in the quorum.
- (d) If a quorum is not present within thirty minutes from the time appointed for the meeting or if during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine.
- (e) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (f) If no quorum is present at the reconvened 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.

(7) General Meetings shall be chaired by the President or, in their absence, the Vice-President. If neither the President nor Vice-President is present within 15 minutes of the start of the meeting, the meeting shall be chaired by a Trustee nominated by the Trustees.

(8) Votes at General Meetings

- (a) Each member and each member organisation shall have one vote on each issue.
- (b) If there is an equality of votes, the Chair shall have a casting vote in addition to any other vote they may have.
- (c) Voting shall normally take place at the meeting by show of hands or other method defined by the Chair. In the case where voting is required or requested in advance of the meeting, the method shall be communicated to all voting members and member organisations within the Notice of the meeting.

(9) Adjournment of General Meetings

- (a) The voting members present at a meeting may resolve that the meeting shall be adjourned.
- (b) The Chair must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (c) No business shall be conducted at an adjourned meeting that was not scheduled to take place at the original occurrence of the meeting.
- (d) If a meeting is adjourned for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

(10) The General Secretary, or other person appointed by the Trustees to act on behalf of the General Secretary, shall keep a full record of proceedings at every General Meeting of the Society.

9 Council and Committees

(1) The Society and its property shall be managed and administered by a Council elected in accordance with this constitution.

(2) Council shall comprise: six members with defined roles (the Officers); the Chairs of the Society's Committees; up to two additional members. All such members of the Council are the Trustees of the Society.

- (a) The Officers of the Society are the President, President-Elect, Vice-President, General Secretary, Treasurer and International Advisor.
- (b) The Chairs are those persons chairing the committees of the Society operating at that time.
- (c) Up to two members of Council may be elected in accordance with this constitution to further particular interests or ensure representation of the membership not otherwise represented on Council.

(3) Representatives of member organisations may be co-opted by Council, fulfilling non-voting posts to further particular interests not otherwise represented on Council. These representatives are not Trustees of the Society.

(4) No person shall be appointed as a member of Council who would, if appointed, be disqualified under the provisions of Clause 12.

(5) Council shall meet at least once a year.

(6) Committees may be formed only by Council. These shall include a Field Mycology & Conservation Committee; Fungal Biology Research Committee; Fungal Education and Outreach Committee; Publications Committee.

(7) The functions of committees shall be as prescribed by Council. The Trustees may impose conditions on the activities of any of these Committees, including (without limitation): a requirement to set out plans for approval by the Trustees; that no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Trustees; and that all acts and proceedings of the Committees must be fully and promptly reported to the Trustees.

(8) The Chairs of the committees are Trustees of the Society elected in accordance with the provisions of this constitution.

(9) Members of Committees

(a) With the exception of the Publications Committee:

(i) Members of committees other than the Chair are selected by the Chair and committee members from those expressing interest in committee membership in response to a call to the membership made by the Society.

(ii) The length of service on a committee is three years from appointment.

(iii) Vacancies may be filled as they arise by calling for expressions of interest from the membership.

(iv) The length of service may be extended by one year, by approval of the Chair and committee members.

(v) The number of members on a committee is recommended to be at least 7 and not more than 10, inclusive of the Chair.

(b) Members of the Publications Committee other than the Chair are those individuals holding the role of Senior Editor (or equivalent) of each of the Society's journals and mycological publications at that time.

(c) Working Groups may be convened by committees as needed, to provide extra support or skills. Working groups must include at least one member of the committee (who may be the committee Chair or any other committee member), but may otherwise comprise individuals from outside of the committee, who may be Society members or non-members.

(10) The President, President-Elect, Vice-President, General Secretary and Treasurer are invited to attend and participate in the proceedings of all meetings of all committees.

(11) Committees shall meet at least once per year.

10 Appointment of Trustees

(1) The Society shall declare the election of the Trustees at an Annual General Meeting.

(2) The Trustees may appoint any person who is willing to act as a Trustee subject to sub-clause 5(a) of this clause. Any such appointment shall be confirmed by election at the next Annual General Meeting.

(3) Each of the Trustees shall retire with effect from 1st January following the next Annual General Meeting after appointment but shall be eligible for re-election at that Annual General Meeting subject to sub-clauses (5) and (6).

(4) The appointment of a Trustee, whether in a General Meeting or by the other Trustees, must not cause the number of Trustees to exceed the number fixed in accordance with this constitution as the maximum number of Trustees.

(5) Election of Trustees

(a) A nomination for each Trustee post shall be made by Council and circulated to all members not less than three months preceding the Annual General Meeting.

i) In choosing the nominations for President, President-Elect and Vice-President, Council shall endeavour to select individuals such that at any one time the President and Vice-President shall represent each of the fungal biology research community and the field mycology and conservation community.

(ii) In making these nominations, Council shall take into consideration any recommendations made to it in writing by members, if received not less than three months preceding the Annual General Meeting.

(b) Additional nominations for Trustee posts may be made by Society members. Each must be supported by at least two members: a proposer and a seconder. The nomination, along with the written consent of the nominee, must be sent in writing to the General Secretary within 30 days of Council circulating its choice of candidates to all members.

(c) The full list of candidates, including any additional nominations made by members, must be communicated to the members not less than two months preceding the Annual General Meeting.

(d) If the number of nominations does not exceed the number of vacancies, the nominees shall be declared duly elected at the Annual General Meeting.

(e) If the number of nominations exceeds the number of vacancies a ballot shall be held and the result declared at the Annual General Meeting.

(6) Length of Service of Trustees

(a) All Trustees are elected annually for one year with effect from 1st January immediately following the Annual General Meeting.

(b) The President, who will be the President-Elect for the previous year, shall serve for a period not exceeding two years and shall not be eligible for immediate re-election to the same office after the second year.

(c) The President Elect shall serve for one year and shall be elected to the office of President immediately after that year.

(d) The Vice-President shall serve for a period not exceeding two years and shall not be eligible for immediate re-election to the same office after the second year.

(e) The General Secretary and the Treasurer shall serve for a period not exceeding five years and shall not be eligible for immediate re-election to the same office after the fifth year.

(f) The Chair of the Publications Committee shall serve for a period not exceeding five years and shall not be eligible for immediate re-election to the same office after the second year.

(g) All other Trustees shall serve for a period not exceeding three years and shall not be eligible for immediate re-election to the same office after the third year.

(g) The maximum lengths of service shall apply unless, under exceptional circumstances, an extension is required. Any such extension must be approved by the Trustees and notified to members at the next Annual General Meeting.

(h) Trustee vacancies arising before a length of service terminates may be filled by nomination and election of candidates at the next Annual General Meeting, subject to the provisions of sub-clause (5).

11 Powers of Trustees

(1) The Trustees must manage the business of the Society and they have the following powers in order to further the Objects:

- (a) to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (b) to buy, take on lease or in 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 the relevant clauses of Part 7 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 the relevant clauses of Part 7 of the Charities Act 2011 if they intend to mortgage land;
- (e) to co-operate with other societies, 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 any 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 employ such staff subject to Clause 4(5), as are necessary for the proper pursuit of the Objects, and to make all reasonable and necessary provision for payment for such services;
- (l) 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.

(4) The Financial and Administrative Year is from 1st January to 31st December inclusive. The commencement and termination of appointments relate to these dates.

(5) The Society will indemnify all Trustees for expenses and liabilities incurred with the Council's approval in carrying out Society business.

12 Disqualification and Removal of Trustees

A Trustee shall cease to hold office if they:

(1) are disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(2) cease to be a member of the Society;

(3) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;

(4) resign 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) are absent without the permission of the Trustees from all Trustee meetings held within a period of twelve consecutive months and the Trustees resolve that their office be vacated.

13 Proceedings of Trustees

(1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

(2) Any Trustee may call a meeting of the Trustees, and the General Secretary must call a meeting of the Trustees if requested to do so by a Trustee.

(3) Trustees shall appoint a Chair for meetings of the Trustees.

(a) If the Chair 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.

(b) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to them in writing by the Trustees.

(4) Questions arising at a meeting must be decided by a majority of votes. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

(5) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.

(a) The quorum shall be eight Trustees including at least two Officers, where the Officers are as defined in 9(2)(a).

(b) 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.

(c) 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.

(7) A decision may be taken by resolution in writing (or electronic form) agreed by a majority of the Trustees.

(a) A resolution in writing may comprise either a single document or several documents containing the text of the resolution in like form to which a majority of the Trustees has signified their agreement.

(b) Such a resolution shall be effective provided that:

(i) a copy of the proposed resolution has been sent at, or as near as reasonably practicable to, the same time to all Trustees;

(ii) the majority of Trustees has signified agreement to the resolution in a manner as the Trustees have previously resolved.

(8) Irregularities in Proceedings

(a) Subject to sub-clause (b) of this Clause, all decisions of the Trustees shall be valid notwithstanding the participation in any vote of a charity trustee: who was disqualified from holding office; who had previously retired or who had been obliged by the constitution to vacate office; who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

(b) Sub-clause (a) of this clause does not permit a Trustee to keep any benefit that may be conferred upon them by a resolution of the Trustees if, but for clause (a), the resolution would have been void, or if the Trustee has not complied with Clause (4)(7).

(9) No resolution or act of the Trustees or 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.

(10) The Trustees must keep minutes of all: appointments of Honorary Officers and Trustees made by the Trustees; proceedings at administrative meetings of the Society; meetings of the Trustees including: the names of the Trustees present at the meeting; the decisions made at the meetings; where appropriate, the reasons for the decisions.

14 Annual Report, 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 Society;
- (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.

15 Registered Particulars

The Trustees must notify the Commission promptly of any changes that would make it necessary to alter the Society's entry on the Central Register of Charities.

16 Property

(1) The Trustees must ensure the title to all land held by or in trust for the Society that is not vested in the Official Custodian of Charities and all investments held by or on behalf of the Society, is vested either in a

corporation entitled to act as custodian trustee or in 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 that 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.

(4) Council (after appropriate consultation, for example professional financial advice) may invest money belonging to the Society in ways thought to benefit the Society. Council may also employ as an investment manager anyone who can carry on investment business under the Financial Services Act 2021 and delegate to any such manager ("the Manager") any of their powers of investment on such terms and at such reasonable remuneration as it thinks fit but:

- (a) delegated powers must be exercised only within clear policy guidelines drawn up in advance by Council and within the above powers of investment;
- (b) every transaction carried out by the Manager must be reported to the Treasurer within fourteen days;
- (c) Council may at any time and without notice revoke or alter the delegation or its terms;
- (d) Council must review the arrangements for delegation at least once a year.

17 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.

18 Notices

(1) Any notice required by this constitution to be given to or by any person must be given either via electronic communication (subject to Clause 19) or in writing.

(2) Notice may be given to a Trustee or member personally; by post in a prepaid envelope addressed to the member at his or her address; by leaving it at the address of the member; by electronic communication to the member's e-mail address.

(3) A Trustee or 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.

(4) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was properly addressed and sent shall be conclusive evidence that the notice was given.

(5) Any notice shall be deemed to be given seventy-two hours after it was posted or, in the case of an electronic communication, seventy-two hours after it was sent.

19 Electronic Communications and Meetings

(1) Any member or Trustee of the Society may communicate electronically with the Society to an address specified by the Society for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Society.

(2) Any member or Trustee of the Society, by providing the Society with an email address or similar, is taken to have agreed to receive communications from the Society in electronic form at that address, unless the member has indicated to the Society their unwillingness to receive such communications in that form.

(3) The Trustees may, subject to compliance with any legal requirements, by means of publication on its website:

- (a) provide members with notice referred to in Clause 8 (5);
- (b) submit any proposal to the members or Trustees for decision by written resolution or ballot in accordance with the Society's powers under Clause 10 (5).

(4) The Trustees must take reasonable steps to ensure that members and Trustees are promptly notified of the publication of any such notice or proposal; send any such notice or proposal in hard copy form to any member or Trustee who has not consented to receive communications in electronic form.

(5) Meetings may be held by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants, such as a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation, except where inconsistent with any legal obligation.

- (a) Any Trustee or member participating at a meeting held by suitable electronic means shall qualify as being present at the meeting.
- (b) Meetings held by electronic means must comply with the rules for meetings as set out in this constitution, including quorum, chairing, voting and the taking of minutes.

20 Rules and Bye-Laws

(1) The Trustees may from time to time propose rules or bye-laws for the conduct of the Society's business. Bye-laws shall be ratified at a quorate General Meeting.

(2) The bye-laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of 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 or parts 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 this constitution;
- (e) the keeping and authenticating of records (if rules or bye-laws made under this clause permit records of the Society to be kept in electronic form and require a Trustee to sign the record, the

rules or bye-laws must specify a method of recording the signature that enables it to be properly authenticated);

(f) 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 appropriate to bring the rules and bye-laws to the notice of members of the Society.

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

- End -