

BMS
CONSTITUTION

Constitution

The Society set up a working party who undertook a major review of the Society's structure and working during 2009 and reported their recommendations to Council. As a consequence changes were recommended to the Constitution which was adopted at the Special General Meeting held on 26 Feb 2010 in Nottingham. The Constitution adopted at this SGM is set out below and available to download.

Further amendments agreed at BMS AGMs will be added as required.

The latest amendments agreed and added September 17th 2019

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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.

Constitution Part 2

7 Membership.

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

(a) individuals (over the age of eighteen years) who are interested in furthering the work of the Society and who have paid the appropriate annual subscription laid down from time to time by Council, and

(b) any body corporate or unincorporated association which is interested in furthering the Society's work and has paid any annual subscription (any such body being called in this constitution a "member organisation").

(2) Individual membership of the Society shall consist of Members, Members for Life, Honorary Members, Associate Members, Undergraduate and Postgraduate 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.

(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) Members, Members for Life, Honorary Members and Postgraduate Members shall have all the entitlements of membership of the Society. Hereinafter in this Constitution and in any bye laws the term 'Member' shall include Honorary Members, Postgraduate Members and Members for Life unless otherwise stated.

(5) The entitlements of membership or associateship of the Society are as follows:

(a) Members shall be entitled to:

(i) attend and participate in any activity of the Society including regional meetings, provided that, where approved by Council, they have paid such fees additional to the Annual Membership Subscription as are deemed necessary;

(ii) Purchase for their personal use, such publications that are produced by the Society at the time whether in printed or electronic form. Publications are issued to Members as personal copies and 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;

(iii) stand for any office or appointment within the Society;

(iv) vote at any General Meeting of the Society.

(b) Associate Members and Undergraduate Members shall be entitled to:

(i) attend and participate in any activities of the Society on such terms as are determined by Council but they are not entitled to vote nor stand for election to Council;

(ii) purchase, for their personal use, such publications that are produced by the Society at the time whether in printed or electronic form, under the same terms as the issue of publications to Members.

(6) Election of Members, Honorary Members, Postgraduate Members, Undergraduate Members and Associate Members.

(a) Honorary Members shall be proposed by Members and approved by Council and elected at a quorate Annual General Meeting of the Society by a majority of the Members present.

(b) A candidate for election as a member can apply by completing a registration form that can be accessed through the BMS website. An application should be made by including information about the mycological interest(s) and with which BMS committee the candidate is most affiliated.

(c) All candidates for membership or associateship, if elected, shall sign an undertaking to abide by the Constitution and any bye laws. Normally, they shall be elected by a majority of the Members present at Council or any meeting of the Society. Exceptionally, they may be elected by the President and two other Honorary Officers, such elections being subject to ratification at a subsequent meeting of Council.

(d) A copy of the Constitution and any bye-laws shall be made available to each member.

(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) Membership is not transferable.

(9) The Trustees must keep a register of names and contact details of the members. The details of individual members will be made available to other members providing the member has given consent to such release and the release of the data is in accordance with the provisions of the Data Protection Act.

(10) Subscriptions.

(a) Each Member, Associate Member, Postgraduate Member and Undergraduate Member shall pay the annual subscription, but Honorary Members shall be exempt from any such payment. The values of the annual subscriptions, for the following year, shall be determined by Council and reported at the Annual General Meeting.

(b) Subscriptions are due on 1st January each year and publications will not be sent until outstanding subscriptions are received.

(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 Member for Life by a single payment equal to seven years subscription.

(d) An undergraduate or postgraduate student who is registered for a higher degree is entitled to apply for membership at a reduced subscription rate, to be determined by Council, during the period in which the student is engaged in study or research, providing that the student's reduced subscription payment is accompanied by a signed statement from the tutor or research supervisor certifying that the student is registered and working for such a degree in a named institution at the time payment is due. Such a student may enjoy this concession for a maximum of seven years, of which no more than three years may be as an undergraduate student and no more than four years as a postgraduate student.

Paragraphs 8 to 11

8 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. All such resignations shall be effective from the date of their acknowledgement by the Society but no member so resigning shall be entitled to any rebate in respect of the minimum annual subscription due in the year of resignation;
- (3) any sum due from the member to the Society is not paid in full within three months of it falling due;
- (4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Society that his or her membership is terminated. 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.

9 General Meetings.

- (1) All General Meetings other than Annual General Meetings shall be called Special General Meetings.

- (2) The Society must hold a General Meeting within twelve months of the date of the adoption of this constitution.
- (3) 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. The date of the Annual General Meeting shall be communicated to members with at least four months' notice. The business of the Annual General Meeting shall include:
- (a) the election of the Honorary Officers, and of Members of the FBR, FEO and FMC Committees (as specified in Clauses 16(7)–(9)). The Honorary Officers shall be: the President, the Vice-President, the President-Elect, the Treasurer, the General Secretary, and the Publications Officer, who shall hold office from January 1st of the following year.
- (b) the announcement of the appointments by Council of the following positions: Senior editors of such publications that the Society produces at that time, Webmaster, Librarian, Curator of the Slide Collection, Meetings Manager, Conservation Advisor, Postgraduate Advisor, Schools Advisor, Exhibition Advisor.
- (c) the presentation of reports on finances and subscriptions, membership, scientific programme, publications, and any other significant activities of the Society;
- (d) any other appropriate business.
- (4) Council shall send the agenda for the Annual General Meeting to each member at least twenty-one days before the meeting.
- (5) Any member wishing to raise a substantial matter for inclusion in the business of the 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 under any other business.
- (6) The Trustees may call a Special General Meeting at any time subject to Clause 10.
- (7) 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 they must comply with the provisions of this constitution.
- (8) The General Secretary or other person specially appointed by the Society shall keep a full record of proceedings at every General Meeting of the Society.

10 Notice.

- (1) 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.
- (2) A General Meeting may be called by shorter notice, if it is so agreed by all the Members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must state this.

(4) The notice must be given to all the members and to the Trustees.

11 Quorum.

(1) No business shall be transacted at any General Meeting unless a quorum is present.

(2) A quorum is thirty Members, which shall include at least two Honorary Officers, entitled to vote upon the business to be conducted at the meeting.

(3) The authorised representative of any member organisation shall be counted in the quorum.

(4) 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.

(5) 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.

(6) 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.

Paragraphs 12 - 16

12 Chair.

(1) General Meetings shall be chaired by the President, or in his or her absence a Vice-President or other Honorary Officer.

(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 should chair the meeting.

(3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.

(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.

13. Adjournments.

(1) The voting Members present at a meeting may resolve that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

(3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the voting Members 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.

14 Votes.

(1) Each Member shall have one vote on each issue 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. Voting shall be by show of hands or otherwise as the chair may direct.

(2) A resolution in writing signed by each Member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more Members.

15 Representatives of Other Bodies.

(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.

(2) 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.

(3) 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.

16 Council and Committees.

(1) The Society and its property shall be managed and administered by a Council comprising the Honorary Officers and representative members of the FBR, FEO and FMC Committees (Clauses 16(7), 16(8), 16(9)), elected in accordance with this constitution. The Honorary Officers and other voting members of Council shall be the Trustees of the Society and in this constitution are together called "the Trustees".

(2) Council shall consist of:

(a) the Honorary Officers specified in Clause 9(3)(a).

(b) six other voting Ordinary Council Members, two from each of the FBR, FEO and FMC Committees; in the case of FEO, one from FBR and one from FMC constituencies; deputies can be appointed from the appropriate committee;

(c) an Advisor on International Initiatives, who shall be non-voting

(d) not more than two additional non-voting members, co-opted by Council, to fulfil casual vacancies and/or to further particular interests not otherwise represented in Council, or who are appointed by the Society to perform particular tasks.

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

(4) Council may appoint up to three holding trustees selected from the Members of the Society. Holding trustees may hold property on behalf of the Society. Holding trustees should serve a term of office of no more than five years, but in exceptional circumstances may be appointed by Council for a second term of office.

(5) Committees may be formed only by Council and their functions shall be as prescribed by Council. These shall include a Publications Committee, a Fungal Biology Research Committee, a Fungal Education and Outreach Committee, and a Field Mycology and Conservation Committee. The President, either the President-Elect or Vice-President (as specified in Clause 9(3)a), and the General Secretary and Treasurer shall be ex officio members of all committees.

(6) The Publications Committee shall advise the Council on matters relating to publications, the library and collections and shall coordinate these activities of the Society. Its membership shall consist of a chair (normally the Publications Officer), together with the following members: a Senior Editor or Editor from each of the publications that the Society at the time is currently publishing, the Webmaster, the Librarian, the Curator of the Slide Collection, and up to two other members (to be recommended and approved by Council). The Publications Committee will advise Council on the selection of Editors and the composition of Editorial Boards, as appropriate to particular journals.

(7) The Fungal Biology Research Committee (FBR Committee) shall report to the Council of the Society on activities concerning the promotion of fungal biology research, and will support initiatives that help to achieve that aim. The Committee shall normally consist of up to seven elected Members with responsibilities including organisation of scientific meetings and other research initiatives, and a representative each from the FEO Committee and the FMC Committee.

(8) The Fungal Education and Outreach Committee (FEO Committee) shall report to the Council of the Society on activities concerning the promotion of fungal education and outreach, and will support initiatives that help to achieve that aim. The Committee shall normally consist of up to seven elected Members with responsibility for outreach to primary and secondary schools, universities and the general public, and a representative each from the FBR Committee and the FMC Committee.

(9) The Field Mycology and Conservation Committee (FMC Committee) shall report to the Council of the Society on activities concerning the promotion of field mycology and conservation, and will support initiatives that help to achieve that aim. The Committee shall normally consist of up to seven elected Members with responsibilities including organisation of forays, workshops and meetings, and a representative each from the FBR Committee and the FEO Committee.

(10) The Society offers affiliation, on provision of a constitution, to Local Recording Groups, together forming the BMS Recording Network (BMSRN) whose objects reflect those of the Society. Affiliation to the Society enables groups to use the Society's public liability insurance as cover for their activities.

(11) No person shall be appointed as a member of Council who would, if appointed, be disqualified under the provisions of clause 19.

(12) No person shall be entitled to act as a member of Council, whether on a first or on any subsequent entry into office, until after signing a declaration of acceptance and willingness to act in the interests of the Society.

(13) Any member co-opted to fill a casual non-voting vacancy of Council shall serve in that capacity only until the next Annual General Meeting. Any member co-opted to represent particular interests may serve for a period of up to three years. Co-opted members shall not act as Trustees.

(14) 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.

Paragraphs 17 - 20

17 Appointment of Trustees.

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

(2) The Trustees may appoint any person who is willing to act as a Trustee. Subject to paragraphs 5(a) and 5(b) of this clause, they may also appoint Trustees to act as Honorary Officers. 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 his or her appointment but shall be eligible for re-election at that Annual General Meeting subject to clauses 17(6) and 17(7).

(4) No-one may be elected as a Trustee or an Honorary Officer at any Annual General Meeting unless prior to the meeting the Society is given a notice that:

(a) is signed by a Member entitled to vote at the meeting;

(b) states the Member's intention to propose the appointment of a person as a Trustee or as an Honorary Officer;

(c) is signed by the person who is proposed to show his or her willingness to be appointed.

(5)

(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 the number fixed in accordance with this constitution as the maximum number of Trustees.

(b) The Trustees may not appoint a person to be an Honorary Officer if a person has already been elected or appointed to that office and has not vacated the office.

(6) Election of Honorary Officers

(a) Procedure.

(i) A nomination for each office shall be made by Council and circulated to all members. In choosing these nominations for President, President-elect and Vice-President, Council shall endeavour to select officers such that at any one time the President and Vice-President shall represent each of FBR and FMC, the two major constituencies of the Society. 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. The Council's nominations shall be circulated to all members.

(ii) In addition other nominations, each supported by at least ten Members and with the written consent of the nominee, may be sent in writing to the General Secretary within 30 days of Council circulating its choice of candidates to the membership.

(iii) The list of nominations shall be sent to all members not less than two months before the Annual General Meeting.

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

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

(b) Length of Service.

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

(ii) The President, who will normally be the President-Elect for the previous two years, 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.

(iii) 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.

(iv) The General Secretary, the Treasurer, the Publications Officer, and the Advisor on International Initiatives shall not normally serve for more than five years and shall not normally be eligible for immediate re-election to the same office after the fifth year.

(7) Election of Members of the FBR, FEO and FMC Committees

(a) Procedure.

(i) Each Member of the Society shall be invited to nominate names of Members for election to the FBR, FEO or FMC Committees.

(ii) Nominations must be supported by two or more Members and shall reach the General Secretary not less than three months preceding the Annual General Meeting and be accompanied by a signed acceptance of nomination by the candidate.

(iii) Each Committee may also make nominations.

(iv) A list of all duly completed nominations shall be circulated to all members not less than two months before the Annual General Meeting.

(v) When the number of nominations exceeds the number of vacancies the new Committee Members shall be elected by a postal ballot of Members and the results announced at the Annual General Meeting. Each Member of the Society may vote for new Members of the FEO Committee and either the FBR or the FMC Committees.

(b) Committee Members shall normally serve for three years, with at least one retiring each year. Those who retire shall not be eligible for immediate re-election as Members of that Committee.

18 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 sections 36 and 37 of the Charities Act 1993;

(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 38 and 39 of the Charities Act 1993 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 Honorary Officers and others for expenses and liabilities incurred with the Council's approval in carrying out Society business.

19 Disqualification and Removal of Trustees.

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

(1) is 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) ceases to be a member of the Society;

(3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(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 the 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 this constitution.

(2) Any Trustee may call a meeting of the Trustees.

(3) The General Secretary must call a meeting of the Trustees if requested to do so by a Trustee.

(4) Questions arising at a meeting must be decided by a majority of votes.

(5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

- (6) 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.
- (7) The quorum shall be eight voting Council members including at least two Honorary Officers.
- (8) 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.
- (9) 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.
- (10) The person elected as the Chair shall chair meetings of the Trustees.
- (11) 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.
- (12) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.
- (13) 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.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

Paragraphs 21 - 28

21. Irregularities in Proceedings.

- (1) Subject to sub-clause (2) of this clause, 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 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.
- (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 or of a committee of 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.

22 Minutes.

The Trustees must keep minutes of all:

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

23 Annual Report and Return and Accounts.

- (1) The Trustees must comply with their obligations under the Charities Act 1993 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.

24 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.

25 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 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
- (a) invest money belonging to the Society in ways thought to benefit the Society. Council may also;
 - (b) employ as an investment manager anyone who can carry on investment business under the Financial Services Act 1986 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:
 - (i) delegated powers must be exercised only within clear policy guidelines drawn up in advance by Council and within the above powers of investment;
 - (ii) every transaction carried out by the Manager must be reported to the Treasurer within fourteen days;
 - (iii) Council may at any time and without notice revoke or alter the delegation or its terms;
 - (iv) Council must review the arrangements for delegation at least once a year;

26 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.

27 Notices.

- (1) Any notice required by this constitution to be given to or by any person must be either:
- (a) via electronic communication; or
 - (b) in writing.
- (2) Notice may be given to a member either:
- (a) personally; or
 - (b) 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 electronic communication to the member's e-mail address.
- (3) 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.
- (4)
- (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 properly addressed and sent shall be conclusive evidence that the notice was given.

(c) A 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.

28 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.