

Society for Medieval Archaeology
Registered Charity No 216619

CONSTITUTION

(As amended and endorsed at the Annual General Meeting held on [date])

1 Name

The name of the charity is the Society for Medieval Archaeology (and in this document is called 'the Society').

2 Adoption of the Constitution

Following its adoption, the Society and its property will be administered and managed in accordance with provisions in Parts 1 and 2 of this Constitution.

3 Definitions

Where the following terms are used they mean as follows:

'annual general meeting'	The general meeting at which the members of the Society receive the report of Council for the previous financial year and the financial statements for that period and at which Council is appointed until the next annual general meeting.
'Commission'	The Charity Commission for England & Wales.
'connected person'	<ol style="list-style-type: none">(1) a child, parent, grandchild, grandparent, brother or sister of the Council member, or the spouse or civil partner of, or a person carrying on business with, any such person;(2) an institution which is controlled by one or more persons in para (1) of this definition;(3) a body corporate in which one or more persons included in para (1) of this definition, when taken together, has a substantial interest;(4) sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition.
'Council'	The Officers and ordinary members of Council elected at annual general meetings of the Society.
'Council member'	A person who is an Officer or ordinary member of Council.
'Object'	The charitable purpose for which the Society

is established.

'Officers'	The President, Vice Presidents, Secretary, Treasurer and Editor of the Society.
'ordinary members of Council'	Those members of the Council who are not Officers.
'ordinary meetings'	General meetings of the Society that are not annual general or special meetings.
'special general meeting'	A general meeting convened on the requisition of members of the Society.

Part 1

4 Object

The Society's object is to further the study of unwritten evidence for the 5th to 16th centuries AD, primarily in Great Britain and Ireland.

5 Application of the Income and Property

- (1) The income and property of the Society shall be applied solely towards the promotion of the Object.
- (2) Nothing in this Constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustees Investment (Scotland) Act 2005 and or section 2 of the Charities Act (Northern Ireland) Act 2008.
- (3) An Officer or ordinary member of Council may pay out of, or be reimbursed from, the property of the Society reasonable expenses properly incurred by him or her when acting on behalf of the Society.
- (4) 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 an Officer or ordinary member of Council from receiving reasonable and proper remuneration for any goods or services supplied to the Society;
 - (b) an Officer or ordinary member of Council from:
 - (i) buying goods or services from the Society upon the same terms as other members or members of the public, and
 - (ii) receiving a benefit from the Society in the capacity of a beneficiary of the charity, provided that that the requirements of sub-clause (7) of this clause are met, or as a member of the Society and upon the same terms as other members;
 - (c) the purchase of indemnity insurance against any liability that by virtue of any rule of law would otherwise attach to an Officer or member of

Council 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 fraud, dishonesty or wilful or reckless misconduct of the Officer or ordinary member of Council;
 - (iii) liabilities to the Society that result from conduct that an Officer or ordinary member of Council 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.
- (5) No Officer or ordinary member of Council may be paid or receive any other benefit for being a member of Council.
- (6) An Officer or ordinary member of Council 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;provided that:
 - (d) he or she is not prevented from so doing by sub-clause (4) of this clause; and the benefit is permitted by sub-clause (3) of this clause; or
 - (e) the benefit is authorised by Council in accordance with the conditions in sub-clause (7) of this clause.
- (7) If it is proposed that an Officer or ordinary member of Council should receive a benefit from the Society that is not already permitted under sub-clause (6) of this clause, he or she must:
 - (a) declare his or her interest in the proposal;
 - (b) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - (c) not be counted in determining whether the meeting is quorate; and
 - (d) not vote on the proposal.
- (8) In cases covered by sub-clause (6) of this clause, those Officers or ordinary members of Council 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 Council member rather than with someone who is not a Council member and they must record the reason for their decision in the minutes. In reaching that decision Council must balance the advantage of contracting

with or employing an Officer or ordinary member of Council against the disadvantage of doing so (especially the loss of the services of the Officer or ordinary member of Council as a result of dealing with the Council member's conflict of interest).

- (9) Council may only authorise a transaction falling within sub-clauses 6 (a-c) inclusive of this clause if it comprises a majority of persons who have not received any such benefit.
- (10) If Council fails to follow this procedure, the resolution to confer a benefit upon the Officer or ordinary member of Council will be void and that person must repay to the Society the value of any benefit received by them from the Society.
- (11) An Officer or ordinary member of Council must absent himself or herself from any discussions of Council 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.
- (11) In this Clause 5, 'Officer or ordinary member of Council' shall include any connected person.

6 Dissolution

- (1) If the members resolve to dissolve the Society the Council will remain in office as charity trustees and be responsible for winding up the affairs of the Society in accordance with this clause.
- (2) Council must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society.
- (3) Council must apply any remaining property or money:
 - (a) directly for the Object;
 - (b) by transfer to any charity or charities for purposes the same as or similar to the Society;
 - (c) in such other manner as 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 Council are to apply the remaining property or assets of the Society and the Council 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 charity).
- (6) The Council must notify the Commission promptly that the Society has been dissolved. If Council 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 Amendments

- (1) The Society may amend 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 clause 4 (the Object clause) without the prior written consent of the Commission;
 - (c) a written copy of the resolution proposing the amendment shall be circulated to the members with the notice convening the meeting;
 - (d) that resolution shall be passed by two-thirds of the members present and voting at a general meeting
- (2) A copy of any resolution amending this Constitution shall be sent to the Commission within twenty-one days of it being passed.
- (3) No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of Council.

Part 2

8 Property

- (1) Council 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;
 - (b) all investments held by or on behalf of the charity;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 act only in accordance with the lawful directions of Council and if they do so they will not be liable for the acts and defaults of Council or of the members of the Society.
- (3) Council may remove the holding trustees at any time.

9 Membership

- (1) Membership of the Society shall be open to individuals and any corporate body or unincorporated association interested in furthering its work, provided that they abide by this Constitution and pay the annual subscription agreed by the membership at an annual general meeting.
- (2) Each member (other than Honorary Vice-Presidents) shall pay a subscription to the Society and shall be entitled to receive a copy of the Society's journal for the current year and to take part in all the activities of the Society.
- (3) Council may propose multiple classes of membership, which may have different subscriptions and be open to different groups of people. No class of

member shall be created or annual subscription become payable by any class of member without prior approval at a general meeting of the Society.

- (4) Decisions on eligibility for membership shall entirely be the responsibility of Council.

Applications for Membership

- (5) Applications for membership must be approved by Council which may only refuse an application by an eligible individual or organisation if, acting reasonably and properly, they consider refusal of the application to be in the best interests of the Society. Council must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision and consider any written representations the applicant may make about the decision. Council's decision following any written representations must be notified to the applicant in writing but shall be final.
- (6) Applications for membership shall be in a manner determined by Council. Once enrolled, the name and address of the member shall be added to a register of members maintained by Council which must be made available to any member upon request.
- (7) Each member organisation shall, on enrolment, name an individual who will, on that member's behalf:
 - (a) receive communications and notices of meetings from the Society; and
 - (b) be entitled to attend general meetings of the Society and cast the member's vote, subject to the member being able to give notice up to 48 hours before time of a general meeting of a substitute or replacement person to exercise its voting right.
- (8) No person shall be entitled to represent a member organisation at any meeting unless the notice described in sub-clause (7) has been received by the Society. The nominee may continue to represent the organisation until written notice to the contrary (including details of the replacement representative) is received by the Society.
- (9) Any notice given to the Society will be conclusive evidence that the person so authorised is entitled to represent the member 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 member organisation.

Terminating Membership

- (10) Membership of the Society, which is not transferable to other persons, will terminate if:
 - (a) an individual member dies or the entity that is the member organisation ceases to exist;
 - (b) the member resigns by written notice to the Society unless, after the resignation, there would be less than two members;
 - (c) any membership subscription or other sum payable by a member is not paid in full within twelve months of its falling due;

- (d) the member does not provide an address (whether postal or electronic) within twelve months of the start of the membership year;
- (e) the member is removed from membership by a resolution of Council 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:
 - (i) the member has been given at least twenty-one days' notice in writing of the meeting of Council at which the resolution will be proposed and the reasons why it is to be proposed;
 - (ii) 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.

10 General Meetings

Types of General Meeting

Annual General Meetings

- (1) The Society must hold an annual general meeting in each subsequent year following the adoption of this Constitution and not more than fifteen months shall elapse between successive annual general meetings.

Special General Meetings

- (2) If so demanded in writing by at least ten members or one-tenth of the membership (whichever is the greater number) Council shall call a special general meeting. The notice to Council demanding the meeting must state the nature of the business that is to be transacted. If Council fails to call the meeting within twenty-eight days of the demand, the members of the Society may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

Ordinary General Meetings

- (3) All general meetings other than an annual general or special general meeting shall be called an ordinary general meeting. Council may call an ordinary general meeting at any time.

Notice of General Meetings

- (4) Notice in writing shall be given of all meetings of the Society, specifying 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 or special meeting, the notice must say so.
- (5) The minimum period of notice shall be fourteen clear days from the date on which the notice is given, unless shorter notice is agreed by all the members entitled to attend and vote.
- (6) Delivery of notices of meetings shall always conform with clause 16 of this Constitution.

Quorums at General Meetings

- (7) No business shall be transacted at any general meeting unless a quorum is present, and a quorum shall be twenty persons eligible to vote, provided that:
 - (a) a person qualified to vote both as an individual member and as the authorised representative of a member organisation shall constitute one person in respect of the quorum, and
 - (b) no more than one person connected with a single member organisation shall count towards the quorum.

Attendance by Non-Members

- (8) Persons who are not individual members or representatives of member organisations may attend general meetings at the discretion of the person chairing the meeting but shall not count towards the quorum and shall have no right to speak and shall not vote nor take part in the taking of decisions by the meeting.

Proceedings at General Meetings

- (9) The President shall take the chair at general meetings of the Society.
- (10) If the President is unable to be present at the meeting, the Vice-Presidents shall agree amongst themselves who shall take the chair, and if no such person is present within fifteen minutes of the time appointed for the meeting, a member of Council appointed by the Council (or if there is only one member of Council present and willing to act he or she) shall chair the meeting. Failing that, the members present and entitled to vote shall choose one of their number to take the chair and such an appointment shall last until the end of that meeting.

Voting at General Meetings

- (11) All members (whether individual or member organisations) shall have one vote. Where an individual member has been authorised by a member organisation to cast its vote, then the individual member may vote twice on the same resolution, once in respect of the member organisation, and once on their own account.
- (12) If there is an equality of votes cast, the person chairing the meeting shall have a casting vote in addition to any other vote or votes he or she may have.
- (13) A resolution in writing signed by each member (or in the case of a member 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.

Adjournment of General Meetings

- (14) The members present at a meeting may resolve that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which meeting is to be re-convened unless those details

are specified in the resolution.

- (15) 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.
- (16) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

11 Council

Composition of Council

- (1) The Society and its property shall be managed and administered by a Council elected in accordance with this Constitution who shall be the trustees of the charity, and constituted as follows:
 - (a) a President, who shall hold office for three years and on retirement thereafter not be eligible for immediate re-election;
 - (b) a Secretary, elected for a period of five years, and eligible for re-election for two further terms, each one year;
 - (c) a Treasurer, elected for a period of five years, and eligible for re-election for two further terms, each one year;
 - (d) an Editor, elected for a period of three years, and eligible for re-election for two further terms, each one year;who shall be the Officers of the Society and
 - (e) three Vice Presidents, who shall hold office for five years, and on retirement thereafter shall not be eligible for immediate re-election;
 - (f) nine ordinary members of Council, each of whom shall hold office for a term of three years, and one third shall retire each year, and on retirement thereafter shall not be eligible for immediate re-election;
- (2) Following the adoption of this Constitution at a general meeting of the Society, the members shall proceed to elect a Council (including Officers and ordinary members) as defined in sub-clause 11(1) of this clause.
- (3) Council may from time to time appoint persons (who or may not be members) to support Council in its work, subject to written terms of reference that define their role and purpose. Such persons will be invited to participate in Council's discussions (save those that relate to the conferring of benefits on such an individual or group of persons) but shall not take part in any vote and shall not be trustees of the charity.
- (4) No Officer or member of Council shall appoint anyone to act as substitute or alternate or otherwise on his or her behalf at meetings of Council.
- (5) Council may resolve to invite to its meetings any persons it deems appropriate, whether as representatives of other organisations or as individuals. Such persons shall not have any right to speak or take part in any vote or other decision-making process and will attend only as

observers.

Appointment & Retirement of Officers & Council

- (6) The Officers and ordinary members of Council shall be appointed by the membership of the Society in general meeting.
 - (7) Those eligible for appointment to the Council, whether as Officers or as ordinary members shall be:
 - (a) persons who are currently entered in the register of members as individual members; or
 - (b) persons who, at the date of the general meeting when the appointment is made, are authorised by a member organisation to receive communications and notices of meetings on behalf of member organisations;
- always provided that
- (c) at any one time not more than three members of the Council shall be members of the governing body or employees of the same institution or organisation; and
 - (d) no person being appointed to the Council if he or she would be disqualified from acting under the provisions of sub-clause 14.
- (8) Persons appointed to Council, whether as an Officer or ordinary member of Council, in the capacity of being authorised to act on behalf of a member organisation, shall continue in office until the end of the term for which they are elected irrespective of any change or revocation of that authorisation by the member organisation.
 - (9) No-one may be elected as an Officer or member of Council at any 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 an eligible person who is willing to act as an Officer or ordinary member of Council; and
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
 - (10) Where a vacancy in their number occurs between annual general meetings, Council may appoint any eligible person who is willing to act as an Officer or ordinary member of Council. Persons so appointed shall retire at the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-appointment at that annual general meeting for the full term of office specified in clause 11(1) of this Constitution.
 - (11) The appointment of an Officer or ordinary member of Council, whether by the Society in general meeting or by Council, must not cause the number of Officers or ordinary members of Council to exceed the number fixed by this Constitution as to the maximum number of Council members.

- (12) Council 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.
- (13) Council must give to each new Officer or ordinary member of Council on their first appointment:
- (a) a copy of the Society's Constitution, and any by-laws made by Council;
 - (b) a copy of the Society's latest annual report and statement of accounts; and
 - (c) a copy of the current guidance on the duties and responsibilities of charity trustees issued by the Commission.

Disqualification and Removal of Council Members

- (14) A Council member (whether an Officer or ordinary member) shall cease to hold office if he or she:
- (a) ceases to be a member of the Society;
 - (b) is disqualified from acting as a charity trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (d) resigns as a Council member by notice to the Society (but only if at least three Council members remain in office when the notice of resignation is to take effect); or
 - (e) is absent without the permission of the Council from three consecutive meetings and Council resolve that his or her office be vacated.

Powers of Council

- (15) Council 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 publish a journal;
 - (b) to hold conferences, seminars or other meetings for the purpose of promoting the Objects;
 - (c) to co-operate and collaborate with and support institutions and organisations that advance international studies of the medieval period;
 - (d) to raise funds, subject to the Council not undertaking any substantial permanent trading activity and complying with any relevant statutory regulations;
 - (e) to employ staff and hire professional and other services;
 - (f) to buy, take on lease or in exchange, hire or otherwise acquire any

property and to maintain and equip it for use;

- (g) to sell, lease or otherwise dispose of all or any part of the property belonging to the Society, and in exercising this power Council shall comply as appropriate with sections 117 and 119 - 123 of the Charities Act 2011;
 - (h) 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, and if they intend to mortgage land Council in exercising this power must comply as appropriate with sections 124 - 126 and 129 of the Charities Act 2011;
 - (i) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (j) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (k) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - (l) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (m) to obtain and pay for such goods and services as are necessary for carrying out the work of the Society;
 - (n) to open and operate such bank and other accounts as Council 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; and
 - (o) to do all such other lawful things as are necessary for the achievement of the Objects.
- (16) Any meeting of Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by Council.

Notice of Council Meetings

- (17) The Council may regulate their proceedings as they think fit, provided always that the provisions of this Constitution are followed.
- (18) Any Officer or ordinary member of Council may call a Council meeting and the Secretary must call a Council meeting if requested to do so by another Officer or two or more ordinary members of Council.

Quorum for Council Meetings

- (19) No decision may be made at a Council meeting unless a quorum is present at the time the decision is purported to be made. The quorum shall be seven or the number nearest to one third of the total number of Council members (both Officers and ordinary members) whichever is the greater or such larger number as may be decided from time to time by Council. An

Officer or ordinary member of Council shall not be counted in the quorum present when any decision is made about a matter upon which that Officer or ordinary member of Council is not entitled to vote.

- (20) If the number of Council members present is less than the number fixed as the quorum, those members present may act only for the purpose of filling vacancies or calling a general meeting.

Proceedings at Council Meetings

- (21) The person appointed at a general meeting as President of the Society shall chair Council meetings.
- (22) If the President is unwilling to chair or is not present within ten minutes after the time appointed for the meeting, the Vice-Presidents shall agree amongst themselves who shall preside (unless only one Vice President is present and willing to act when they will preside). Otherwise the Council members present shall appoint one of their number, such appointment to last until the end of the meeting.
- (23) The President, or such other persons appointed to chair Council meetings shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by Council.
- (24) Questions arising at a meeting of Council must be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (25) A resolution in writing signed by all Council members entitled to receive notice of a meeting of Council or any committee it appoints and to vote upon the resolution shall be as valid and effectual as if it had been passed at a Council meeting or (as the case may be) a committee duly convened and held. Such a resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Council or committee members.

Council Delegations

- (26) Council may delegate any of its powers or functions to:
- (a) the Officers; and
 - (b) such committees as from time to time may be required comprising two or more members of the Society
- but the terms of any such delegation must be recorded in the minute book.
- (27) Council shall impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed by Council;

- (c) all acts carried out under delegations and the proceedings of any committee must be fully and promptly reported to Council.

(28) Council may revoke or alter a delegation.

Irregularities in Council Proceedings

(29) Subject to sub-clause (30) of this clause, all acts done by a meeting of Council or a committee thereof shall be valid notwithstanding the participation in any vote of a Council member:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the Constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether through conflict of interest or otherwise

always provided that, without:

- (d) the vote of that member; and
- (e) that member being counted in the quorum,

the decision has been made by a majority of the Council or committee at a quorate meeting.

(30) Sub-clause (29) of this clause does not permit a Council member to keep any benefit that may be conferred upon him or her by a resolution of Council or a committee if the resolution would otherwise have been void.

(31) No resolution or act of

- (a) Council,
- (b) any committee appointed by Council,
- (c) the Society in general meeting,

shall be invalidated by reason of the failure to give notice to any member entitled to receive notice or 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.

12 Honorary Vice Presidents

- (1) Council may nominate to an annual general meeting for election as an Honorary Vice President for life any person, whether a member of the Society or not, who, in the opinion of Council, has made an outstanding contribution to achieving the Society's object, either over a period of time or in recognition of a single achievement.
- (2) Honorary Vice Presidents shall be members of the Society without further payment due, and be eligible to be elected to ordinary membership of Council, but shall not *ex officio* assume membership of the Council and shall not be eligible for election as President.

13 Minutes

- (1) Council must keep minutes of all:
 - (a) appointments of Officers, ordinary members of Council and committee members made by Council;
 - (b) proceedings at general meetings of the Society; and
 - (c) meetings of Council and any committee appointed by it that shall include:
 - (i) the names of the those present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) (where appropriate) the reasons for the decisions.

14 Annual Return, Report, Accounts & Registered Particulars

- (1) Council shall 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; and
 - (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.
- (3) The annual statements of account shall be examined by a person or persons other than a Council member and the statements and presented, together with a report of that scrutiny, to the annual general meeting of the Society that follows the end of the accounting year.
- (4) Council must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

15 Insurances

Council must insure suitably in respect of employer's liability and public liability and keep under review what other forms of insurance are needed.

16 Notices

- (1) Any notice required by this Constitution to be given to or by any person must be in writing.

- (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 communication to the address given by the member;
 - (e) through access by the member to a website, subject to
 - (i) the Society and the member agreeing that notices of meetings may be given in that way, and
 - (ii) the address of the website being given by the Society to the member, and the notice continuing to be published on that website throughout the period beginning with the giving of notice and ending with the conclusion of the meeting (subject to failure to publish the notice throughout the period being wholly attributable to circumstances which it would not be reasonable to avoid).
- (3) Where member's postal or electronic address is required to receive notices, 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 Society.
- (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) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (6) 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.
- (7) A notice shall give details of the person to whom member organisations shall provide the name and address of their representative or substitute representative as required in clause 9(6) of this Constitution.

17 Rules

- (1) Council may from time to time make rules or bye-laws for the conduct of its business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) arrangements for the admission of members to the Society (including the eligibility of institutions or individuals for membership) and the rights and privileges of such members;

- (b) the conduct of members of the Society in relation to one another, and those who work for it;
 - (c) the procedure at general meeting and meetings of Council and any committees in so far as such procedure is not regulated by this Constitution;
 - (d) the keeping and authenticating of records (and if regulations made under this clause permit the Society's records to be kept in electronic form and requires an Officer to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated); and
 - (e) 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 Council shall adopt such means as they think sufficient 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.
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