

## CHARTER & BY-LAWS

**ORIGINAL CHARTER 1907  
SUPPLEMENTAL CHARTER 1986**

***REPRINTED WITH CORRECTIONS 2004***

**AND WITH THE ALTERATION TO BY-LAW 6, 7 & 8 ALLOWED BY THE PRIVY  
COUNCIL IN 2004**

**Society of Chemical Industry, 14/15 Belgrave Square, London, SW1X 8PS  
UK**

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**Founded 1881 Incorporated by Royal Charter 1907 Registered Charity No  
206883**

**ELIZABETH THE SECOND by the Grace of God of the United Kingdom of  
Great Britain and Northern Ireland and of Our other Realms and Territories  
Queen, Head of the Commonwealth, Defender of the Faith:**

**TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!**

WHEREAS by an humble Petition the Society of Chemical Industry (hereinafter called "the Society") has represented unto Us:

- (a) that the Society was incorporated by Royal Charter granted in the year of our Lord One thousand nine hundred and seven (hereinafter called "the Original Charter") having as its primary object the advancement of applied chemistry in all its branches and is now constituted according to the Original Charter;
- (b) that the Society has continuously fulfilled its objects and duties in the manner prescribed;
- (c) that some of the provisions of the Original Charter have become obsolete and it is desirable for the better performance of the Society's objects and functions that the Original Charter should be revoked save with respect to the incorporation of the Society and replaced by a new Charter better fitted to that end.

**NOW, THEREFORE KNOW YE** that we, having taken the said Petition into Our Royal Consideration, have of Our especial grace, certain knowledge and mere motion granted and declared and by these Presents for Us, Our Heirs, and Successors do grant and declare as follows:

1. The provisions of the Original Charter (except in so far as they incorporate the Society and confer upon it perpetual succession and a Common Seal with power to alter and renew the same, and the power to sue and be sued and to purchase, hold and dispose of real or other property, and require that the Society shall apply its profits and income to its objects and shall not pay

dividends to its members) and the existing By-Laws of the Society shall be revoked with effect from the 1st day of April One thousand nine hundred and eighty six (hereinafter referred to as "the Effective Date"), but this revocation shall not affect the validity or legality of any act, deed or thing already done or executed under the Original Charter or the said By-Laws.

## **2. Objects**

The objects (the "objects") of the Society shall be to advance the science of applied chemistry and related sciences for the public benefit by:

- 2.1** furthering the practical application of discoveries in the field of chemistry and related sciences to the products and processes of industry;
- 2.2** providing a forum in which multi-disciplinary discussions on the opportunities and problems of industry can take place and publishing appropriate journals, books and other communications;
- 2.3** granting medals, lectureships, scholarships and other awards;
- 2.4** carrying out, or assisting in the carrying out of, investigations into matters of public concern relating to the practical application of chemistry and related sciences;
- 2.5** bringing to public notice the benefits accruing from the practical application of chemistry and related sciences; and
- 2.6** all such other charitable means;

but such objects shall not comprise nor shall this Our Charter confer upon the Society any power or right to act as an examining body for the purpose of prescribing or holding examinations whereby degrees, qualifications or authority to practice or to use any distinctive title can or may be conferred upon practising chemists or any other persons whatsoever whether or not Members of the Society.

## **3. Powers**

In furtherance of the above objects (but not otherwise) the Society has the following powers to do anything within the law which promotes or is ancillary to the objects:

- 3.1** to publish journals, magazines, newsletters and information;
- 3.2** to organise events, lectures, seminars, training and symposia;
- 3.3** to charge and collect membership subscriptions;
- 3.4** to constitute and delegate powers to such advisory committees as the Board of Trustees may think fit;
- 3.5** to promote, commission or carry out research;
- 3.6** to provide advice;
- 3.7** to raise funds (but not by means of taxable trading);

- 3.8** to borrow or raise money on such terms as may be thought fit and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 3.9** to acquire any copyright, patents, translation, publication, right of publication or reproduction or other intellectual property rights which may appear useful to the Society and to protect, prolong, register, renew, exercise, develop, turn to account, use or manufacture the same);
- 3.10** to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights therein and any rights or privileges necessary for the promotion of the objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society;
- 3.11** to let or dispose of property of any kind;
- 3.12** to provide financial assistance, make grants, donations or loans of money and to give guarantees;
- 3.13** to draw, make, accept, endorse, discount, execute, issue and deal with promissory notes, bills of exchange and other instruments of any kind, whether or not negotiable or transferable;
- 3.14** to set aside funds for special purposes or as reserves against future expenditure;
- 3.15** to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);
- 3.16** to delegate the management of investments to a financial expert, but only on terms that:
- (A)** the investment policy is set down in writing for the financial expert by the Board of Trustees;
  - (B)** every transaction is reported promptly to the Board of Trustees;
  - (C)** the performance of the investments is reviewed regularly with the Board of Trustees;
  - (D)** the Board of Trustees are entitled to cancel the delegation arrangement at any time;
  - (E)** the investment policy and the delegation arrangement are reviewed at least once a year;
  - (F)** all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board of Trustees on receipt; and
  - (G)** the financial expert must not do anything outside the powers of the Board of Trustees.

- 3.17** to arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Board of Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required;
- 3.18** to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
- 3.19** to purchase and maintain insurance for the Board of Trustees Members against the costs of a successful defence to a criminal prosecution brought against them as Board of Trustees Members or against personal liability incurred by them in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Society which is or is alleged to be a breach of trust or breach of duty, unless the Board of Trustees Member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 3.20** to employ paid or unpaid agents, staff or advisers;
- 3.21** to enter into contracts to provide services to or on behalf of other bodies;
- 3.22** to establish where necessary local branches;
- 3.23** to procure the Society to be registered or recognised in any foreign country or place;
- 3.24** subject to article 8.8 of this Charter to enter into agreement for the purpose of amalgamating with other charitable societies; and
- 3.25** to establish subsidiary companies to assist or act as agents for the Society.

#### **4. Benefits to Members and Board of Trustees Members**

- 4.1** The property and funds of the Society shall be used only for promoting the objects and do not belong to the Members of the Society but:
  - (A)** Members (including Board of Trustees Members) may be paid interest at a reasonable rate on money lent to the Society; and
  - (B)** Members (including Board of Trustees Members) may be paid a reasonable rent or hiring fee for property let or hired to the Society.
- 4.2** A Board of Trustees Member shall not receive any payment of money or other material benefit (whether directly or indirectly) from the Society except:
  - (A)** as mentioned in article 3.19 of this Charter and articles 4.1(A), 4.1(B) or 4.3 in this Charter;

- (B) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Society; and
  - (C) payment to any company in which a Board of Trustees Member has no more than a 1 per cent shareholding.
- 4.3** Any Board of Trustees Member (or any firm or company of which a Board of Trustees Member is a member or employee) may enter into a contract with the Society to supply goods or services in return for a payment or other material benefit but only if:
- (A) the goods or services are actually required by the Society;
  - (B) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in article 4.4; and
  - (C) no more than one third of the Board of Trustees Members are subject to such a contract in any financial year.
- 4.4** Whenever a Board of Trustees Member has a personal interest in a matter to be discussed at a meeting of the Board of Trustees or a committee the Board of Trustees Member concerned must:
- (A) declare an interest at or before discussion begins on the matter;
  - (B) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
  - (C) not be counted in the quorum for that part of the meeting; and
  - (D) withdraw during the vote and have no vote on the matter.

## **5. Matters in respect of real and personal property**

- 5.1** We do hereby for Us Our Heirs and Successors license, authorise and for ever hereafter enable the body hereby incorporated or any persons or person on its behalf to acquire for the purposes of the Society any lands, tenements or hereditaments or any interest in any lands, tenements or hereditaments whatsoever and to hold the same in perpetuity or otherwise and from time to time (subject to all such consents as are by law required) to grant, demise, alienate or otherwise dispose of the same or any part thereof.
- 5.2** The property and moneys of the Society including any property and moneys held on behalf of or in trust for the Society by any person or persons or body politic or corporate and including any subsidiary of the Society shall from the date of these Presents become and be deemed to be the property and moneys of the Society and shall as soon as may be formally transferred to the Society or such person or persons on its behalf as the By-laws (hereinafter referred to as the "By-laws") may prescribe.

## **6. Membership and qualifications**

- 6.1** There shall be such classes of Members of the Society with such rights including voting rights, privileges and obligations as the By-laws of the Society or the Rules of the Society (hereinafter referred to as the "Rules") for the time being shall provide. However Members may not use with their names any description letters or title pertaining to membership of the Society except as may be provided for from time to time in the By-laws of the Society.
- 6.2** The distinctions, qualifications, method and terms of admission, privileges and obligations including liability to expulsion or suspension of Members of each of the classes respectively shall be such as the By-laws or the Rules for the time being shall direct. The power of election of persons seeking admission to any class of membership shall be vested in the Board of Trustees whose responsibility it shall be to decide whether they have or have not fulfilled such conditions as are applicable to their case.

## **7. Meetings**

The meetings of the Society, its Committees and Groups shall be held at such times and for such purposes and shall observe such procedures as may be prescribed by or under the By-laws or the Rules.

## **8. Governance**

- 8.1** There shall be a Board of Trustees of the Society consisting of such number of Members with such qualifications and to be elected or constituted and to hold office for such period and on such terms as to re-election or otherwise as the By-laws or the Rules for the time being shall prescribe.
- 8.2** All Members of the present Board of Trustees, including the President and other Officers of the Society, shall remain in office as heretofore until a new Board of Trustees is elected or constituted as Members of the Board of Trustees in such a manner and to hold office for such a period and on such terms as to re-election or otherwise as the By-Laws or the Rules for the time being of the Society shall prescribe.
- 8.3** The overall direction and management of the Society and its affairs and business shall be vested in the Board of Trustees subject to the provisions of these Presents and the By-laws and the Rules. The business of the Board of Trustees shall be conducted in such manner as the Board of Trustees may from time to time prescribe.
- 8.4** Rules shall regulate meetings of the Board of Trustees, its proceedings and the appointment of Groups, Committees and Sub-Committees and any other matters connected with the exercise and discharge of the powers and duties of the Board of Trustees.
- 8.5** The Society shall have an honorary President and such officers with such functions, tenure and terms of office as the By-laws and the Rules may prescribe and such other officers and servants as the Board of Trustees may from time to time appoint.

- 8.6** The Society may by resolution passed by not less two-thirds of the Members voting thereon (in person or by proxy) at a general meeting in accordance with the procedure prescribed by the By-laws from time to time make such By-laws as to it shall seem requisite and convenient for the regulation, government and advantage of the Society and from time to time revoke, amend or add to any By-law or By-laws heretofore made so that the same be not repugnant to this Our Charter. Provided that no such By-law, revocation, amendment, or addition shall take effect until the same shall have been allowed by the Lords of Our Most Honourable Privy Council of which allowance a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
- 8.7** The Board of Trustees may by resolution passed at a meeting by not less than two-thirds of the Members of the Board of Trustees present and voting (being an absolute majority of the whole number of the Members of the Board of Trustees) and confirmed by not less than two-thirds of the Members voting thereon (in person or by proxy) at a general meeting in accordance with the procedure prescribed by the By-laws revoke, amend or add to any of the provisions of this Our Charter and such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly. Provided that no such revocation, amendment or addition shall be made which shall cause the Society to cease to be a charity at law. This provision shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.
- 8.8** The Society may enter into agreements for the purpose of amalgamating with any kindred charitable society, provided that any such amalgamation shall be approved by a resolution passed by not less than two-thirds of the Members voting (in person or by proxy) at a general meeting in accordance with the procedure prescribed by the By-laws and thereafter the Members of such kindred society shall, subject to such conditions as the agreement may prescribe, by Members of the Society. No agreement entered into under this article shall take effect until it shall have been allowed by Us in Council.
- 8.9** The Board of Trustees may make and from time to time revoke, amend or add to the Rules as required for the regulation, government and advantage of the Society, its Members and property, and for the furtherance of the objects and purposes of the Society. Provided that no such Rules or any revocation of or amendment or addition to any such Rules shall be repugnant to this Our Charter or to the Laws and Statutes of Our Realm.
- 8.10** The first By-laws and Rules to be made under these Presents shall be those made by the voters of the Society and annexed hereto.

## **9. Dissolution**

- 9.1** The Board of Trustees may by resolution passed and confirmed as described by Article 8.7 of this Charter hereof Surrender this Our Charter and any Supplemental Charter and wind up the affairs of the Society. Provided that no such resolution shall take effect unless and until We, Our Heirs and Successors in Council shall think fit to accept such surrender on such terms or conditions and subject to such modification (if any) as We or They shall think fit.

**9.2** If the Society is wound up or dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied to or for the benefit of such charitable institution or institutions having similar or complementary objects to those of the Society and if more than one then in such shares or proportions and in such manner in all respects as the Board of Trustees may, in their discretion, decide.

## **10. Interpretation**

**10.1** The definitions in this Charter shall have corresponding meanings in the By-laws and Rules and vice versa the definitions in the By-laws and Rules shall have corresponding meanings in the Charter:

- “financial expert” means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000;
- “material benefit” means a benefit which may not be financial but has a monetary value;
- “Member” and “membership” refers to membership of the Society;
- “personal interest” means either financial or non-financial interests; and
- “taxable trading” means carrying on a trade or a business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the objects.

**10.2** References to an Act of Parliament are references to such act as amended or re-enacted from time to time and to any subordinate legislation made under it.

**10.3** References to the masculine gender shall include the feminine gender and references to the singular shall include the plural.

## **11. Conclusion**

And We do hereby for Us Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Society any mis-recital non-recital omission defect imperfection matter or thing whatsoever notwithstanding.

**In Witness** whereof We have caused Our Letters to be made Patent

Witness Ourselves at Westminster this .....of Our Reign

By Warrant under the Queen’s Sign Manual.

**THE BY-LAWS  
of  
SOCIETY OF CHEMICAL INDUSTRY**

**1. Membership**

Membership of the Society shall be open to any member of the public interested in the work of the Society who has attained the age of eighteen years. The admission of Members, the register of Members, entrance fees, annual subscriptions, life compositions, certain disqualifications of Members whose subscriptions are in arrear, resignation of Members, suspension or termination of membership and Restriction on the use of distinctive titles or initials, general meetings of Members and any other matter concerning the membership of the Society shall be provided for by Rules made in accordance with the Charter by the Board of Trustees of the Society.

**2. The Board of Trustees**

**2.1** The Board of Trustees Members as Charity Trustees have control of the Society and its property and funds. The Board of Trustees Members shall be Members of the Society.

**2.2** The number of Board of Trustees Members shall be not more than fifteen elected Members.

**2.3** Every Board of Trustees Member must sign a declaration of willingness to act as a Charity Trustee of the Society before he is eligible to vote at any meeting of the Board of Trustees.

**2.4** The first Board of Trustees shall comprise of fifteen Trustees including:

- (A)** The Chairman of the Society;
- (B)** The Honorary Treasurer who shall be the Chairman of the Finance and Investment Advisory Committee;
- (C)** The Honorary Secretary who shall be the Chairman of the Members Advisory Committee;
- (D)** The Chairmen of the Publications Advisory Committee and the Marketing and Development Advisory Committee; and
- (E)** The Deputy Chairman chosen by the Trustees from their number.

**2.5**

- (A)** Without prejudice to any other By-laws governing the appointment and removal of Board of Trustees Members, the Members shall be entitled at the AGM or at a general meeting to elect Board of Trustees Members, to remove any Board of Trustees Member so elected and to elect another Board of Trustees Member in place of any Board of Trustees Member who ceases to be a Board of Trustees Member.

- (B) In addition to Board of Trustees Members elected under By-law 2.5(A) the Board of Trustees may co-opt up to three additional Board of Trustees Members at its discretion.

**2.6**

- (A) Each calendar year one-third of the Board of Trustees shall retire by rotation or, if their number is not three or a multiple of three, the number nearest to one-third (one half being rounded down where the year is an even number and up where the year is an odd number) shall retire from office.
- (B) The Board of Trustees Members to retire by rotation shall be those who have been longest in office since their last election or re-election, but as between persons who become or were last re-elected Board of Trustees Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (C) Such retirements shall take effect at each AGM.

**2.7** Subject to By-law 7.1 a Board of Trustees Member retiring under By-law 2.6 or otherwise shall be eligible for re-election under By-law 2.5.

**2.8** A Board of Trustees Member's term of office automatically terminates if he or she:

- (A) becomes prohibited by law from being a Board of Trustees Member; or
- (B) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (C) is or may be suffering from mental disorder and either:
  - (1) he or she is admitted to hospital in pursuance of an application for admission under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
  - (2) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or the appointment of a receiver, curator bonis, or other person to exercise powers with respect to his or her property or affairs; or
- (D) is absent from four consecutive meetings of the Board of Trustees and the Board of Trustees resolve that his or her office be vacated; or
- (E) resigns by written notice to the Board of Trustees; or
- (F) is removed by resolution passed by at least two-thirds of the Members such resolution being passed at a general meeting duly convened and held after the meeting has invited the views of the Board of Trustees and the Board of Trustees Member concerned and the chairman of the meeting has declared that the meeting has considered the matter in light of such views; or

**(G)** ceases to be a Member.

- 2.9** A technical defect in the election of a Board of Trustees Member of which the Board of Trustees are unaware at the time does not invalidate decisions taken at a meeting of the Board of Trustees.

### **3. Powers of the Board of Trustees**

The Board of Trustees have the following powers in the administration of the Society:

- 3.1** to appoint an honorary President;
- 3.2** to appoint patrons;
- 3.3** to appoint a Chairman, Treasurer and other honorary officers from among their number where vacancies arise prior to the AGM;
- 3.4** to appoint (and remove) any Member (who may be a Board of Trustees Member) to act as Secretary to the Society who shall also be the Chair of the Members Advisory Committee and where the office of Secretary is vacant or there is for any other reason no Secretary capable of acting, to appoint (and remove) any assistant or deputy Secretary (who need not be a Member) to so act;
- 3.5** to delegate any of their functions to Committees consisting of two or more individuals appointed by them (but at least one Member of every Committee must be a Board of Trustees Member and all proceedings of Committees must be reported promptly to the Board of Trustees). There shall be constituted by the Board of Trustees the following Sub-Committees:
- (A)** The Audit Sub-Committee;
- (B)** The Remuneration Sub-Committee; and
- (C)** Electoral Committee.

In addition the Board of Trustees shall constitute an Awards Committee which shall comprise eight Members of the Society including its Chair who shall be a Member of the Marketing and Development Advisory Committee.

- 3.6** to make Rules consistent with these By-laws to govern proceedings at their meetings and at meetings of Committees and Groups;
- 3.7** to make Rules consistent with these By-laws to govern the administration of the Society its Committees and Groups, and the use of its seal;
- 3.8** to establish procedures to assist the resolution of disputes within the Society;
- 3.9** to manage the business of the Society;
- 3.10** to resolve pursuant to article 3.19 of the Charter to effect indemnity insurance notwithstanding their interest in such a policy; and
- 3.11** to exercise any other powers of the Society which are not reserved to a general meeting.

#### **4. Board of Trustees Advisory Committees**

There shall be constituted the following Board of Trustees Advisory Committees:

- 4.1 The Membership Advisory Committee;
  - 4.2 The Marketing and Development Advisory Committee;
  - 4.3 The Publications Advisory Committee; and
  - 4.4 The Finance and Investment Advisory Committees.
- 4.5 At the AGM the Members shall elect Members to serve on each of these Advisory Committees including one Board of Trustees Member who shall act as the Chair except in the case of the Membership Advisory Committee who shall have the Honorary Secretary of the Society as its Chair and in the case of the Finance and Investment Advisory Committees who shall have the Honorary Treasurer of the Society as its Chair.
- 4.6 The Awards Committee shall be constituted as a Sub-Committee of the Marketing and Development Advisory Committee. It will supervise the nomination, choice and presentation of major awards.

#### **5. Groups**

There shall be constituted the following Members Interest Groups within one of the following four categories:

- 5.1 Technical Interest Groups;
- 5.2 Business Interest Groups;
- 5.3 International Groups; and
- 5.4 United Kingdom Regional Groups.

#### **6. The Forum**

There may be constituted "The Forum" which shall be open to all members with one place reserved for a representative nominated from each Group and Board of Trustees Advisory Committee and shall be governed by the same Rules as made from time to time for Groups.

#### **7. Officers and Groups, Committees and Sub-Committees**

- 7.1 All terms of office will be for four years.
- 7.2 There shall be not less than six nor more than eleven Members of the Membership Advisory Committee and ten Members of the other Advisory Committees except in the case of the Awards Committee which shall have not less than five and not more eight Members. .

- 7.3 The Chair of the Membership Advisory Committee shall be the Honorary Secretary of the Society.
- 7.4 Each Advisory Committee may co-opt up to 25% additional Members of its total membership.
- 7.5 Co-optees may only serve for one year at a time with only a further year renewable.
- 7.6 The quorum for Groups, Committees and Sub-Committees shall be 50% of the membership.

## **8. Nomination, Election and Appointments**

- 8.1 The Electoral Committee of the Board of Trustees shall, with the assistance of the Chief Executive, and the Executive Team, organise nominations, elections or appointments.
- 8.2 For the elected post of Trustees, Advisory Committee Chairs and Advisory Committee Members, the Electoral Committee will seek nominations from the Groups and the full membership. The Electoral Committee will also advise the potential nominees of their eligibility, the skills and commitment required and the other competing candidates.
- 8.3 The Electoral Committee shall assemble the nominations list, including information on each nominee, advise the membership, collect proxy votes and supervise the election at the AGM.
- 8.4 For the election of Members of the Advisory Committees, the elections will only be open to those present at the AGM. Proxy voting will not be allowed for the election of Members of the Advisory Committees otherwise the process will be the same as that described in clause 8.3
- 8.5 Nominations for any election shall require the signature of two Members. For appointments made by the Board of Trustees, the Electoral Committee will seek nominations from the Board of Trustees, obtain approval from the Nominees and compile a nominations list for the Board of Trustees.

## **9. Banking**

- 9.1 All moneys received by or on behalf of the Society shall be regularly paid into a banking account opened by the Board of Trustees and kept in the name of the Society.
- 9.2 All cheques shall be signed by the Treasurer or by two Members of the Board of Trustees or otherwise as may be determined by the Board of Trustees.

## **10. Records and Accounts**

- 10.1 The Board of Trustees must comply with the requirements of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Commission of:

- (A) annual reports;
- (B) annual returns; and
- (C) annual statements of account.

**10.2** The Board of Trustees must keep proper records of:

- (A) all proceedings at general meetings;
- (B) all proceedings at meetings of the Board of Trustees;
- (C) all reports of committees; and
- (D) all professional advice obtained.

**10.3** Accounting records relating to the Society must be made available for inspection by any Board of Trustees Member at any reasonable time during normal office hours and may be made available for inspection by Members who are not Board of Trustees Members if the Board of Trustees so decide.

**10.4** A copy of the Society's latest available statement of account must be supplied on request to any Board of Trustees Member or Members, or to any other person who makes a written request and pays the Society's reasonable costs, within two months.

**10.5** No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the Board of Trustees or by ordinary resolution of the Society.

## **11. Notices**

**11.1** Notices under these By-laws may be sent by hand, or by post or by suitable electronic means or (where applicable to Members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Society.

**11.2** The only address at which a Member is entitled to receive notices is the address shown in the register of Members.

**11.3** Any notice given in accordance with these By-laws is to be treated for all purposes as having been received:

- (A) twenty four hours after being sent by electronic means or delivered by hand to the relevant address;
- (B) two clear days after being sent by first class post to that address;
- (C) three clear days after being sent by second class or overseas post to that address;
- (D) on the date of publication of a newspaper containing the notice;
- (E) on being handed to the member personally; or, if earlier

(F) as soon as the Member acknowledges actual receipt.

12. A technical defect in the giving of notice of which the Board of Trustees are unaware at the time does not invalidate decisions taken at a meeting.

### 13. Indemnity

Every Board of Trustees Member or other officer, employee or auditor of the Society, shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

### 14. Dissolution

The provisions of the Charter relating to dissolution of the Society take effect as though repeated here.

### 15. Interpretation

15.1 The definitions in these By-laws shall have corresponding meanings in the Charter and the Rules:

- "AGM" means an annual general meeting of the Society;
- "Chairman" means the chairman of the Board of Trustees;
- "Chief Executive" means the person appointed by the Board of Trustees to implement and conduct the operational activities of the Society;
- "clear day" means 24 hours from midnight following the relevant event;
- "Charity Trustees" has the meaning prescribed by section 97(1) of the Charities Act 1993;
- "EGM" means an extraordinary general meeting of the Society;
- "Executive Team" means such members of staff as selected by the Chief Executive of the Society from time to time;
- "Member" and "membership" refer to membership of the Society;
- "month" means calendar month;
- "the objects" means the objects of the Society as defined in article 2 of the Charter;
- "officers" shall mean the Board of Trustees;
- "the Office" means the registered office of the Society from time to time;

- “Secretary” means the Secretary of the Society;
- “written” or “in writing” refers to a legible document on paper including a fax message; and
- “year” means calendar year.

**15.2** References to an Act of Parliament are to such act as amended or re-enacted from time to time and to any subordinate legislation made under it.

**15.3** Save where the context otherwise requires references to the masculine gender shall include the feminine gender and the singular shall include the plural.