

THE MEDICO-LEGAL SOCIETY
RULES OF THE SOCIETY ('THE RULES')

Approved by the Council of the Medico-Legal Society on 11 April 2024 and by the Trustees of the Society on 30 April 2024 and adopted by the Annual General Meeting of the Society on 13 June 2024.

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PART 1

1. Adoption of the Rules of the Society

The Medico-Legal Society and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of these Rules, which shall replace the existing Rules of the Society with effect from the 1st day of October immediately following the date of approval by the Society in Annual General Meeting.

2. Name

The Society shall be called ‘the Medico-Legal Society’ (referred to in these Rules as ‘the Society’).

3. Objects

- (1) The object of the Society shall be the promotion of medico-legal knowledge in all its aspects.
- (2) This object shall be attained by holding meetings at which papers shall be presented and discussed; by publication of the *Medico-Legal Journal* (‘the Society’s Journal’) and which Journal shall include publication of the aforementioned papers presented to the Society; by the collation and organisation of recorded presentations in electronic form to which members of the Society shall have access; and by such other means as the Council shall approve.
- (3) The Society’s jurisdiction of operation is that of England and Wales.

4. Application of income and property

- (1) The income and property of the Society shall be applied solely towards the promotion of its object.
 - (a) A Trustee of the Society, Honorary Officer or Council Member is entitled to be reimbursed from the property of the Society or may pay out of such property

reasonable expenses properly incurred by him or her when acting on behalf of the Society.

- (b) A Trustee of the Society, Honorary Officer or Council Member may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) Without prejudice to any right specified in paragraph (1), every Trustee of the Society, Honorary Officer, or Council Member referred to in paragraph 8(1) may be indemnified out of the assets of the Society against any liability or costs incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour, or in which he or she is acquitted, or in which proceedings are contemplated but not issued, or in which proceedings are issued and then discontinued or stayed, or in which proceedings are settled, or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty, breach of trust, defamation, or infringement of relevant data protection laws in relation to the affairs of the Society, and against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her duties 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 member who is not also a trustee from receiving:
 - (a) a benefit from the Society in the capacity of a beneficiary of the Society;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Society.

5. Benefits and payments to Trustees of the Society and connected persons

- (1) *General Provisions:* No Trustee of the Society or connected person may:
 - (a) buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;
 - (b) sell goods, services or any interest in land to the Society;
 - (c) be employed by, or receive any remuneration from, the Society;
 - (d) receive any other financial benefit from the Society;

unless the payment is permitted by sub-paragraph (2) of this paragraph, or authorised by the court or the Charity Commission ('the Commission'). In this paragraph, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

- (2) *Scope and powers permitting trustees' or connected persons' benefits*
 - (a) A Trustee of the Society or connected person may receive a benefit from the Society in his or her capacity of a beneficiary of the Society, provided that it is available generally to the beneficiaries of the Society.

- (b) A Trustee of the Society or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011, as amended by section 30 of the Charities Act 2022.
 - (c) Subject to sub-paragraph (3) of this paragraph, a Trustee of the Society or connected person may provide the Society with goods that are not supplied in connection with services provided to the Society by the Trustee or connected person.
 - (d) A Trustee of the Society or connected person may receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
 - (e) A Trustee of the Society or connected person may receive rent for premises let by the Trustee or connected person to the Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - (f) A Trustee of the Society or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.
- (3) *Payment for supply of goods only – controls.* The Society and its Trustees may only rely upon the authority provided by sub-paragraph 2(c) of this paragraph if each of the following conditions is satisfied:
- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Society and the Trustee of the Society or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Society.
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other Trustees of the Society are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees of the Society must balance the advantage of contracting with a Trustee of the Society or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Society.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees of the Society is present at the meeting.
 - (f) The reason for their decision is recorded by the Trustees of the Society in the minutes of meeting.

- (g) A majority of the Trustees of the Society then in office are not in receipt of remuneration or payments authorised by paragraph 5(2).
- (4) In sub-paragraph (2) and (3) of this paragraph:
 - (a) ‘the Society’ includes any company in which the Society:
 - i. holds more than 50% of the shares; or
 - ii. controls more than 50% of the voting rights attached to the shares; or
 - iii. has the right to appoint one or more trustees to the board of the company.
 - (b) ‘connected person’ includes any person within the definition set out in paragraph 44.

6. Dissolution

- (1) If the members resolve to dissolve the Society, the Trustees of the Society will remain in office as trustees and be responsible for winding up the affairs of the Society in accordance with this paragraph.
- (2) The Trustees of the Society must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society.
- (3) The Trustees of the Society 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 Charity Commission 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 of the Society 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-paragraph (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 Trustees of the Society must notify the Commission promptly that the Society has been dissolved. If the Trustees are obliged to send the Society’s accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Society’s final accounts.

7. Amendment of the Rules

- (1) The Society may amend any provision contained in Part 1 of these Rules provided that:
 - (a) no amendment may be made that would have the effect of making the Society cease

to be a charity at law;

- (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the Society;
 - (c) no amendment may be made to paragraph 3 (Objects), paragraph 4 (Application of income and property), paragraph 5 (Benefits and payments to Trustees of the Society and connected persons), paragraph 6 (Dissolution) or this paragraph without the prior consent in writing of the Commission;
 - (d) any resolution to amend a provision of Part 1 of these Rules is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of these Rules may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
 - (3) A copy of any resolution amending these Rules shall be sent to the Commission within twenty-one (21) days of its being passed.

PART 2

TRUSTEES AND OTHER OFFICERS

8. Governance of the Society

- (1) The governance of the Society shall consist of the following:
 - (a) A Board of Trustees of the Society;
 - (b) The Honorary Officers of the Society; and
 - (c) The Council of the Society.
- (2) The general membership of the Society shall consist of the following categories:
 - (a) Ordinary Members;
 - (b) Associate Members;
 - (c) Student Members;
 - (d) Overseas Members; and
 - (e) Group Members.

9. Manner of appointment of all officers of the Society

- (1) The Council shall submit to each Annual General Meeting before the date on which the post of any Trustee of the Society, Honorary Officer (excluding the Honorary Secretary

and the Honorary Treasurer) or Council Member is due to fall vacant, nominations to fill such vacancy. The Annual General Meeting shall elect a person from any Ordinary Members or Student Members willing to act in the aforementioned capacities as successor, and to take office on that date.

- (2) Either:
 - (a) any two members of the Society who are entitled to vote at the Annual General Meeting, or
 - (b) the Council, at or before its meeting prior to the Annual General Meeting,

may nominate any Ordinary Member of the Society for election as a Trustee of the Society, an Honorary Officer (excluding the Honorary Secretary and the Honorary Treasurer), or a Council Member, provided that, at least four weeks prior to the Annual General meeting, the nomination (whether by members of the Society or by Council):
 - (c) is submitted in writing to one of the Honorary Secretaries and signed by the members of the Society or by the Chair of the Council meeting, respectively;
 - (d) states the intention to propose the appointment of the nominated person as a Trustee of the Society, as an Honorary Officer, or as a Council Member; and
 - (e) is signed by the person who is to be proposed in order to show his or her willingness to be appointed in the capacity for which he or she is nominated.
- (3) For the avoidance of doubt, the Honorary Secretary and the Honorary Treasurer do not require to be Ordinary Members as described in paragraph 19(2)(a) prior to their appointment to those positions as Honorary Officers.

THE BOARD OF TRUSTEES

10. Composition and term

- (1) There shall be a Board of Trustees of the Society, consisting of not more than six (6) Ordinary Members of the Society who have been elected in accordance with these Rules.
- (2) The Trustees of the Society shall include:
 - (a) the President of the Society; and
 - (b) the Honorary Treasurer of the Society.
- (3) Subject to any provisions in these Rules which provide for a different term, no person may remain a Trustee of the Society for more than three (3) years from the date the appointment takes effect. Any trustee may be re-appointed for one further term not exceeding three (3) years. Subject to this maximum, the term of appointment shall be that set at the time of the appointment.

11. Appointment

- (1) The Trustees of the Society shall be appointed in accordance with paragraph 9 of these Rules.
- (2) For the avoidance of doubt, each Honorary Officer shall be eligible for election as a Trustee of the Society for one further term as Trustee, unless he or she has already served a term as Trustee before his or her election as an Honorary Officer.
- (3) The appointment of a Trustee must not cause the number of Trustees to exceed any number fixed in accordance with these Rules as the maximum number of trustees.
- (4) No one may be appointed a Trustee of the Society if he or she would be disqualified from acting under the provisions of paragraph 12.
- (5) A Trustee of the Society may not appoint anyone to act on his or her behalf at meetings of the trustees.

12. Cessation of office

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

- (1) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- (2) ceases to be a member of the Society;
- (3) in the opinion of the President, or if requested by the Trustee in question, of the Council, having regard to all information which they deem material or which is submitted by the Trustee, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (4) resigns as a Trustee of the Society 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 of the Society from all their meetings (or from the meetings of Council) held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

THE HONORARY OFFICERS

13. Composition and term

- (1) The Honorary Officers of the Society shall consist of the following officers:
 - (a) the President of the Society;
 - (b) the Honorary Secretary;
 - (c) the Editor of the Medico-Legal Journal;
 - (d) the Medical Editor; and
 - (e) the Honorary Treasurer.

- (2) The term of office of the President of the Society shall be two (2) years from 1 July following the Annual General Meeting at which he or she was elected.
- (3) The term of office of the Honorary Treasurer shall be three (3) years from 1 July following the Annual General Meeting at which he or she was elected, renewable by one further term of three years if approved by the Annual General Meeting next before the expiry of the initial term.
- (4) For all other Honorary Officers of the Society, the term of office shall be such period as may be agreed at the Annual General Meeting at which he or she was appointed, and at any subsequent Annual General Meeting.

14. Appointment

- (1) The Honorary Officers of the Society shall be appointed in accordance with paragraph 9 of these Rules.
- (2) Any casual vacancy occurring in the office of Honorary Officers may be filled by the Council, but any person so chosen shall retain his office so long only as the vacating member in whose place he is appointed would have retained the same if no vacancy had occurred.
- (3) No person may be appointed to be an Honorary Officer of the Society if a person has already been elected or appointed to that office and has not vacated the office.

15. Cessation of office

An Honorary Officer shall cease to hold office if he or she:

- (1) would, if he or she was a trustee, would be disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Society;
- (3) in the opinion of the President, or if requested by the Honorary Officer in question, of the Council, having regard to all information which they deem material or which is submitted by the Honorary Officer, has become physically or mentally incapable of acting in his or her capacity as Honorary Officer and may remain so for more than three months;
- (4) resigns as an Honorary Officer by notice to the Society; or
- (5) is absent without the permission of the trustees from all their meetings (or from the meetings of Council) held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

THE COUNCIL OF THE SOCIETY

16. Composition and term

- (1) The Council of the Society shall consist of the following:

- (a) the Trustees;
 - (b) the Honorary Officers; and
 - (c) nine Ordinary Members or Student Members of the Society.
- (2) Each member of Council (excluding the Trustees and Honorary Officers) shall serve for a maximum of three (3) years from 1st July following the Annual General Meeting at which he or she was elected, and shall be eligible to offer himself or herself for re-election for one further period of three (3) years, following which he or she shall not be eligible for re-election until one (1) year has elapsed from the end of the second period as a Council Member.

17. Appointment

- (1) The Council Members of the Society shall be appointed in accordance with paragraph 9 of these Rules.
- (2) Any casual vacancy occurring in the office of Council Members may be filled by the Council, but any person so chosen shall retain his office so long only as the vacating member in whose place he is appointed would have retained the same if no vacancy had occurred.

18. Cessation of office

A member of Council shall cease to hold office if he or she:

- (1) ceases to be a member of the Society;
- (2) resigns from the Council by notice to the Society; or
- (3) is absent without the permission of the Trustees of the Society from all Council meetings held within a period of six consecutive months and the Council resolves that his or her office be vacated.

MEMBERSHIP OF THE SOCIETY

19. Categories of membership

- (1) Membership is open to individuals over eighteen (18) years of age.
- (2) The Society shall consist of Members in the following categories:
 - (a) Ordinary Members, who shall be persons who are qualified, in-training, or academic members of the legal profession or of legally-related professions; and/or of the medical profession or of medically-related professions, and whether living in England or Wales or elsewhere;
 - (b) Associate Members, who shall be persons who have demonstrated an interest in medico-legal matters (whether via publications, participation in medico-legal events, or otherwise) but who do not meet the criteria of an Ordinary Member;

- (c) Student Members, who shall be persons who, at the time at which application for membership is made, are resident in England or Wales and who are engaged in studying full-time (i.e., at least 15 hours a week of externally-organised daytime study) on a recognised course of training required for qualification as members of one of the professions eligible for Ordinary Membership;
- (d) Overseas Members, who shall be persons who, at the time at which application for membership is made, are not resident in England or Wales, but who fall within the criteria for Ordinary Members, Associate Members, or Student Members; and
- (e) Group Members, who shall be group bodies, higher education institutions or associated entities, and other associations who have demonstrated an interest in medico-legal matters.

20. Rights of members

- (1) Members of the Society shall have the following entitlements in accordance with their category:
 - (a) Ordinary Members of the Society shall be entitled:
 - i. to attend and vote in General Meetings of the Society;
 - ii. to attend meetings and other events arranged by the Society and to participate in them as considered appropriate by the President or other Council Member as may be chairing such meetings or events;
 - iii. at the discretion of the Society, to introduce such guests to meetings and other events (excluding General Meetings) as Council may in its absolute discretion allow;
 - iv. to receive editions of the Society's Journal as and when this is published following the date of their admission to membership and for as long as they remain Ordinary Members;
 - v. to have full members' access to any web site provided by the Society for the benefit of its members.
 - (b) Associate Members of the Society shall enjoy the same rights of membership of the Society as an Ordinary Member, except that he or she shall have no entitlement to vote in General Meetings.
 - (c) Student Members of the Society shall enjoy the same rights of membership of the Society as Associate Members, but in addition, on demonstrating to the Council's satisfaction that they are qualified, in-training, or academic members of the legal profession and/or of the medical profession, will automatically become Ordinary Members of the Society.
 - (d) Overseas Members of the Society shall enjoy the same rights of membership of the Society as Associate Members, and may use electronic means to participate in meetings of the Society, and will be entitled to view the Society's Journal online but will not receive a hard copy of the Journal.

- (e) Group Members of the Society shall enjoy the same rights of membership of the Society as Associate Members, and in particular, Group Members would not have voting rights, but their individual members would retain the right to join the Society as Ordinary Members and, in that capacity, to exercise the rights contained in paragraph (a) above.
- (2) The rights of a member cannot be transferred to anyone else and cease when membership ceases.

21. Election of Members

- (1) Every candidate eligible for Membership shall submit an application in a form and manner approved by Council from time to time. Applications shall be considered by the Council in such manner as it determines, and election shall be in its discretion.
- (2) The Council may only refuse an application for membership if, acting reasonably and properly, it considers it to be in the best interests of the Society to refuse the application.
- (3) The Council must inform the applicant in writing of the reasons for any refusal within twenty-one (21) days of the decision, which decision shall be final.
- (4) The Council must keep a register of names and addresses of the members which must be made available to any member upon request, subject to the obligations upon the Council to treat personal data in accordance with the requirements of data protection law.

22. Responsibilities of Membership

Members of the Society will have the following responsibilities:

- (1) to conduct themselves in relation to the affairs of the Society so as not to prejudice its reputation or to hinder its normal and lawful functioning;
- (2) to notify one of the Honorary Secretaries promptly of any change of address and contact details, including, where available, an email address. In default of such notice all communications from or on behalf of the Society to the last address or email address notified to the Society shall be deemed to have been received by the member;
- (3) to pay, when required and in accordance with these Rules, any subscription or any other sum owed to the Society including, if required by the Society, provision of a Standing Order, direct debit mandate or other arrangement for regular payment of sums due.

23. Fees and subscription

- (1) The annual subscription of each category of membership of the Society shall be such sum as may be determined from time to time by the Council, payable on election, and on each succeeding 1st day of September.
- (2) Members shall pay the required subscription by such manner as shall from time to time be directed by the Council.

24. Termination of membership

Membership is terminated if:

- (1) the member dies, or if it is an organisation, it ceases to exist;
- (2) the member resigns by written notice to the Society unless, after the resignation, there would be fewer than two members;
- (3) the annual subscription or any other sum due from the member to the Society is not paid in full within three (3) months of its falling due, unless in the discretion of the Trustees an extension of time to pay the arrears is granted;
- (4) the member is removed from membership by a resolution of the Council that it is in the best interests of the Society that his or her membership is terminated, which resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one (21) days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed; and
 - (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.

TRUSTEES' POWERS AND FUNCTIONS

25. Powers of trustees

- (1) The Trustees of the Society must manage the business of the Society and have the following powers in order to further the objects (but not for any other purpose):
 - (a) to raise funds. In doing so, the Trustees of the Society must not undertake any taxable 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 of the Society must comply as appropriate with sections 117–122 of the Charities Act 2011;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed. The Trustees of the Society must comply as appropriate with sections 124–126 of the Charities Act 2011, if they intend to mortgage land;
 - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions

formed for any of the charitable purposes included in the object of the Society;

- (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects of the Society;
 - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the Society;
 - (j) to open and operate such bank and other accounts as the Trustees of the Society 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 do all such other lawful things as are necessary for the achievement and the furtherance of the object described in paragraph 3;
 - (l) to ensure the property stewardship of the Society's finances and assets;
 - (m) to ensure compliance with the requirements of the Charities Act 2011 and the Charities Act 2022; and
 - (n) to facilitate the arrangements made by the Council of the Society in order to further the Society's objects, insofar as those arrangements are in accordance with these Rules.
- (2) No alteration of these Rules or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees of the Society.
- (3) Any meeting of Trustees of the Society at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

26. Saving provisions

- (1) Subject to sub-paragraph (2) of this paragraph, all decisions of the Trustees of the Society, or of a committee of the Trustees of the Society, shall be valid notwithstanding the participation in any vote of a Trustee:
- (a) who is disqualified from holding office;
 - (b) who had previously retired or who had been obliged by these Rules to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without the vote of that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

- (2) Sub-paragraph (1) of this paragraph does not permit a Trustee of the Society 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, but for sub-paragraph (1), the resolution would have been void, or if the Trustee of the Society has not complied with paragraph 35 (Conflicts of interests and conflicts of loyalties).

27. Delegation

- (1) The Trustees of the Society may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.
- (2) The Trustees of the Society may 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 with the Trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees of the Society.

28. Minutes

The Trustees of the Society must arrange for minutes to be recorded of all:

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

29. Accounts, Annual Report, Annual Return

- (1) The Trustees of the Society must comply with their obligations under the Charities Act 2011 with regard to:
 - (a) the keeping of accounting records for the Society;
 - (b) the preparation of annual statements of account for the Society;

- (c) the transmission of the statements of account to the Commission;
 - (d) the preparation of an Annual Report and its transmission to the Commission;
 - (e) the preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees of the Society are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

30. Registered particulars

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

31. Property

The Trustees of the Society must ensure the title to:

- (1) all land held by or in trust for the Society that is not vested in the Official Custodian of Charities;
- (2) all investments held by or on behalf of the Society; and
- (3) all chattels,

is vested in the Trustees of the Society as appointed from time to time and during their period of office.

32. Repair and insurance

The Trustees of the Society 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.

PROCEEDINGS AND CONFLICTS

33. Proceedings of the Trustees of the Society

- (1) The Trustees of the Society may regulate their proceedings as they think fit, subject to the provisions of these Rules.
- (2) Any Trustee may call a meeting of the Trustees.
- (3) The President 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 or in attendance by telephone or other electronic means at the time the decision is purported to be made.
- (7) The quorum shall be two Trustees.
- (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 of the Society.
- (10) The person elected as the President shall chair meetings of the Trustees.
- (11) If the President is unwilling to preside or is not present within ten (10) 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 these Rules 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.
- (15) Decisions taken at meetings of the Council shall be regarded as decisions of the Trustees if sufficient Trustees are present at the meeting to constitute a quorum for a Trustees' meeting, and those Trustees register their agreement with the decision.

34. Proceedings of the Council of the Society

- (1) Subject to any directions and guidance that may be given by the Trustees of the Society, the affairs of the Society shall be managed by the Council.
- (2) The Council shall be quorate if it consists of five (5) persons, one of whom is to be the President. In the absence of the President, the President shall select one of the Council Members to chair the meeting, failing which the senior Trustee in attendance shall hold the chair.
- (3) The Council may from time to time and for such purposes as the Council thinks fit form Committees with or without power to add to their number, and the Committees so appointed may appoint Sub-Committee with or without a similar power to add; but unless power to act is given by the Council, the decisions of the Committees and Sub-Committees shall require the sanction of the Council.

35. Conflicts of interest and conflicts of loyalties

- (1) A Trustee of the Society, an Honorary Officer, and a Council Member must:
 - (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not been previously declared; and
 - (b) absent himself or herself from any discussions of the Trustees or of the 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).
- (2) Any Trustee of the Society, Honorary Officer or Council Member absenting himself or herself from any discussions in accordance with this paragraph must not vote or be counted as part of the quorum in any decision of the Trustees or of the Council on the matter.
- (3) Any Trustee of the Society, Honorary Officer or Council Member must abide by the Society's Conflicts of Interest Policy as implemented from time to time.

36. Irregularities in proceedings

- (1) Subject to sub-paragraph (2) of this paragraph, all acts done by a meeting of Trustees of the Society, or of a committee of trustees, or of the Council of the Society, shall be valid notwithstanding the participation in any vote of a Trustee or Council Member:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by these Rules to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without:

- (d) the vote of that Trustee or Council Member; and
- (e) that Trustee or Council Member being counted in the quorum,

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

- (2) Sub-paragraph (1) of this paragraph does not permit a Trustee or Council Member 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 of the Society;

- (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 Council 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.

MEETINGS AND NOTICES

37. General meetings

- (1) The Society shall hold an Annual General Meeting in June or July or as close as possible to this period each year following the date of the adoption of these Rules. At each Annual General Meeting:
 - (a) a report of the proceedings of the Society since the previous Annual General Meeting shall be presented.
 - (b) the Trustees of the Society, the Honorary Officers, and members of Council shall be elected to fill any vacancies in accordance with the requirements for such elections in these Rules.
 - (c) the statement of accounts which have been duly audited or subject to independent examination shall be presented.
- (2) General Meetings other than Annual General Meetings shall be called Special General Meetings.
- (3) The Trustees of the Society may call a Special General Meeting at any time.
- (4) The Trustees must call a Special General Meeting if requested to do so in writing, delivered personally or electronically to an Honorary Officer or a Trustee of the Society, by at least fifteen (15) members. Any such request must state the nature of the business to be discussed. If the Trustees fail to hold the meeting within twenty-eight (28) days of the request, the members requesting the meeting may call a Special General Meeting but in doing so must comply with the provisions of these Rules.

38. Notice

- (1) The minimum period of notice required to hold any General Meeting of the Society is fourteen (14) clear days from the day 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 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 say so.
- (4) The notice must be given to all the members and to the Trustees of the Society.

39. Quorum

- (1) No business shall be transacted at any General Meeting unless a quorum is present.
- (2) A quorum is twenty (20) Ordinary Members entitled to vote upon the business to be conducted at the meeting.
- (3) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the Trustees of the Society shall determine.
- (4) The Trustees must re-convene the meeting and must give at least seven (7) clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
- (5) If no quorum is present at the re-convened meeting within fifteen (15) minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

40. Chair

- (1) General Meetings shall be chaired by the person who has been elected as President, or in his or her absence, such member of the Council of the Society as he or she may nominate.
- (2) In the absence of any such nomination, a Trustee of the Society nominated by the Trustees shall chair the meeting.
- (3) If no Trustee is present or willing to chair the meeting, the Ordinary Members present must choose one of their number to chair the meeting.

41. Votes

- (1) Decisions shall be decided by the Chair's ruling on a show of hands unless, before or at the time of the ruling on a show of hands, a poll is demanded by the Chair or by at least five members present and having the right to vote at the meeting. Any poll shall be taken at the meeting in the manner directed by the Chair.
- (2) Each member shall have one vote, but in the event of a tie, the Chair shall have a casting vote in addition to the vote which he or she has as a member.
- (3) An entry in the minutes approved by the General Meeting as to the decisions of the meeting, and the votes in favour or against, shall be conclusive evidence without further proof of the number or proportion of votes recorded for or against any resolution.
- (4) Members who attend a General Meeting or a Special Meeting by remote access may vote as if they were present in person.

42. Giving notices

- (1) Any notice required by these Rules to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications.
- (2) The Society may give any notice to a member either:
 - (a) personally;
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address;
 - (c) by leaving it at the address of the member;
 - (d) by giving it using electronic communications to the member's address; or
 - (e) by transmission to any email address provided by the member to the Society.
- (3) A member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the 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:
 - (a) an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (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.

GENERAL

43. Disputes

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

44. Interpretation

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

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee of the Society;
 - (b) the spouse or civil partner of the Trustee of the Society or of any person falling within sub-paragraph (a) above;
 - (c) a person carrying on business in partnership with the Trustee of the Society or with any person falling within sub-paragraph (a) or (b) above;
 - (d) an institution which is controlled -
 - (i) by the Trustee of the Society or any connected person falling within sub-paragraph (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-paragraph (d)(i), when taken together;
 - (e) a body corporate in which -
 - (i) the Trustee of the Society or any connected person falling within sub-paragraphs (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-paragraph (e)(i) who, when taken together, have a substantial interest.
- (2) Sections 350–352 of the Charities Act 2011 and ss 38–39 of the Charities Act 2022 apply for the purposes of interpreting the terms used in this paragraph.
- (3) In these Rules, reference to ‘signed’ includes either a signature in handwriting or an electronic signature, as circumstances permit.

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