

# CONSTITUTION OF THE LONDON MUSEUMS GROUP

*Adopted on the xx day of xxxxx 2011*

## Part 1

### 1 Name

The name of the charity is the London Museums Group ('the Group').

### 2 Adoption of the Constitution

Following its adoption, the Group 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 receive the report of the committee for the previous financial year and the financial statements for that period and at which the committee are appointed until the the next annual general meeting
'Commission'	The Charity Commission for England & Wales
'committee'	The officers and ordinary committee members elected at annual general meetings of the Group
'Greater London'	The administrative areas of the Cities of London & Westminster and 31 London Boroughs.
London region	Greater London as defined above
'Objects'	The charitable purposes for which the Group is established
'officers'	The chair, vice, chairs, secretary and treasurer of the Group
'ordinary committee members'	Those members of the committee who are not officers
'ordinary meetings'	General meetings of the Group that are not annual general or special meetings
'special general meeting'	a general meeting convened on the requisition of members

## **4 Objects**

The Group's objects ('the Objects') are the advancement of the arts, culture, heritage and science by means of improving the efficiency and effectiveness of museums and related institutions in Greater London and in respect of those museums and related institutions to:

- (1) promote the highest professional standards of work and public service;
- (2) advance the education, training and development of those who govern, work in or support them;
- (3) foster their use and enjoyment by the public and promote a better understanding of the benefits they bring to those living in or visiting the region;
- (4) facilitate mutual co-operation and collaboration, and with museums, galleries and related institutions elsewhere;
- (5) present the views of the Group's members on matters of interest or concern to other bodies; and
- (6) further any other purpose that is charitable according to the law of England and Wales and is relevant to the establishment, maintenance, operation and development of museums and galleries in the London region.

## **5 Application of the Income and Property**

- (1) The income and property of the Group shall be applied solely towards the promotion of the Objects.
- (2) A committee member may pay out of, or be reimbursed from, the property of the Group reasonable expenses properly incurred by him or her when acting on behalf of the Group.
- (3) None of the income or property of the Group may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Group. This does not prevent:
  - (a) a member who is not also a committee member from receiving reasonable and proper remuneration for any goods or services supplied to the Group
  - (b) a committee member from:
    - (i) buying goods or services from the Group upon the same terms as other members or members of the public;
    - (ii) receiving a benefit from the Group in the capacity of a beneficiary of the charity, provided that the trustees comply with sub clause (6) of this clause, or as a member of the Group and upon the same term as other members;

- (c) the purchase of indemnity insurance for the committee against any liability that by virtue of any rule of law would otherwise attach to a trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Group 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 committee member or other officer;
  - (iii) liabilities to the Group that result from conduct that the committee or other officer knew or ought to have known was not in the best of the Group or in respect of which the person concerned did not care whether that conduct was in the best interests of the Group or not.
- (4) No committee member may be paid or receive any other benefit for being a committee member.
- (5) A committee member may:
  - (a) sell goods, services or any interest in land to the Group;
  - (b) be employed by or receive any remuneration from the Group;
  - (c) receive any other financial benefit from the Group,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 the committee in accordance with the conditions in sub-clause (6) of this clause.
- (6) If it is proposed that a committee member should receive a benefit from the Group that is not already permitted under sub-clause (5) 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;
  - (d) not vote on the proposal.
- (7) In cases covered by sub-clause (5) of this clause, those committee members who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Group to

contract with or employ that committee member rather than with someone who is not a committee member and they must record the reason for their decision in the minutes. In reaching that decision the committee must balance the advantage of contracting with or employing a committee member against the disadvantage of doing so (especially the loss of the committee member's services as a result of dealing with the committee member's conflict of interest).

- (8) The committee may only authorise a transaction falling within paragraphs 5 (a-c) of this clause if the Trustee body comprises a majority of committee members who have not received any such benefit.
- (9) If the committee fail to follow this procedure, the resolution to confer a benefit upon the committee member will be void and the committee member must repay to the Group the value of any benefit received by the committee member from the Group.
- (10) A committee member must absent himself or herself from any discussions of the committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Group 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 4, 'committee member' shall include any person firm or company connected with the committee member.

## **6 Dissolution**

- (1) If the members resolve to dissolve the Group the committee will remain in office as charity trustees and be responsible for winding up the affairs of the Group in accordance with this clause.
- (2) The committee must collect in all the assets of the Group and must pay or make provision for all the liabilities of the Group.
- (3) The committee must apply any remaining property or money:
  - (a) directly for the Objects;
  - (b) by transfer to any charity or charities for purposes the same as or similar to the Group;
  - (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 Group specifying the manner in which the committee are to apply the remaining property or assets of the Group and the committee 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 Group be paid to or distributed among the members of the Group (except to a member that is itself a charity).

- (6) The committee must notify the Commission promptly that the Group has been dissolved. If the committee are obliged to send the Group's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Group's final accounts.

## **7 Amendments**

- (1) The Group may amend any provision contained in Part 1 of this Constitution provided that:
- (a) no amendment may be made that would have the effect of making the Group cease to be a charity at law;
  - (b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity;
  - (c) no amendment may be made to clause 4 (the Objects clause) without the prior written consent of the Commission;
  - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two-thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty-one days of it being passed.
- (4) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the committee.

## **Part 2**

### **8 Membership**

#### *Classes of Membership*

- (1) There shall be two classes of membership:
- (a) *Institutional members* which shall include organisations:
    - (i) that operate one or more museums or art galleries in Greater London; and
    - (ii) whose primary purpose is to provide support to such museums or galleries; and
    - (iii) that are Friends, user and/or non-user groups, whether formally constituted or not;

- (b) *Individual members* which shall include persons not less than 18 years of age who:
- (i) work (whether paid or unpaid)
    - (a) in museums or related institutions eligible for institutional membership or
    - (b) in an organisation whose purpose includes the provision of support to those museums or
    - (c) in an organisation having these museums and related institutions as its members;
  - (ii) are members of governing bodies of museums that are institutional members ;
  - (iii) are self-employed or employed in corporate bodies (whether for profit or otherwise) that offer services (including on a consultancy or freelance basis) to museums and galleries in the London region;
  - (iv) work in public bodies or not-for-profit organisations that are responsible for providing access and display to the public of collections of any type;
  - (v) are studying a skill, discipline or practice relevant to the management and operation of museums and galleries.

- (2) Decisions on eligibility for membership shall entirely be the responsibility of the committee.

*Applications for Membership*

- (3) Applications for membership must be approved by the Committee which may only refuse an application by an eligible institution or individual if, acting reasonably and properly, they consider refusal of the application to be in the best interests of the Group. The Committee 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. The committee's decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) The committee shall be entitled, exceptionally, to invite persons to become members who, though they may not be eligible under (1) above are considered by the committee to have made, or be capable of making, a significant contribution to the work of the Group.
- (5) Members shall be required to apply for membership in a manner determined by the committee. Once enrolled, the name and address of the member shall be added to a register of members maintained by the committee which must be made available to any member upon request.
- (6) At the start of the membership year members shall be invited to confirm their intention to remain in membership for the coming period. Members not so confirming within six months of the start of the membership year and providing an address (whether postal or electronic) to receive notices of meetings shall be deemed to have lapsed and their names deleted from register of members. Re-enrolment of lapsed members shall require a new application for membership.

- (7) Each institutional member renewing at the start of the membership year shall name an individual who will, on the member's behalf:
- (a) receive communications and notices of meetings from the Group; and
  - (b) attend general meetings of the Group 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 an institutional member at any meeting unless the notice described in sub-clause (7) has been received by the Group. The nominee may continue to represent the organisation until written notice to the contrary is received by the Group.
- (9) Any notice given to the Group will be conclusive evidence that the person so authorised is entitled to represent the institutional member or that his or her authority has been revoked. The Group shall not be required to consider whether the nominee has been properly appointed by the institutional member.

#### *Terminating Membership*

- (10) Membership of the Group, which is not transferable to other persons, will terminate if:
- (a) the individual member dies or the organisation that is the institutional member ceases to exist;
  - (b) the member resigns by written notice to the group unless, after the resignation, there would be less than two members;
  - (c) any sum due from the member to the Group is not paid in full within six months of it falling due;
  - (d) members do not provide an address (whether postal or electronic) within six months of the start of the membership year, as prescribed in sub-clause 5;
  - (e) the member is removed from membership by a resolution of the committee that it is in the best interests of the Group 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 the committee 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 Charity) has been allowed to make representations to the meeting.

#### *Membership Subscriptions*

- (11) No annual subscription shall be payable by any class of member unless a general meeting of the Group decides to the contrary and resolves the rates of subscription payable

## **9 General Meetings**

### *Types of General Meeting*

- (1) The Group must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called ordinary meetings
- (4) The committee may call an ordinary meeting at any time.
- (5) If so demanded in writing by at least ten members or one-tenth of the membership (whichever is the greater number) the committee shall call a special general meeting. The notice to the committee demanding the meeting must state the nature of the business that is to be transacted. If the committee fail to call the meeting within twenty-eight days of the demand, the members of the Group may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

### *Notice of General Meetings*

- (6) Notice in writing shall be given of all meetings of the Group, 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.
- (7) 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.
- (8) Delivery of notices of meetings shall always conform with clause 13 of this Constitution.

### *Quorums at General Meetings*

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

### *Attendance by Non-Members*

- (10) Persons who are not individual members or representatives of institutional members 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*

- (11) The chair of the Group shall preside at general meetings of the Group.
- (12) If the chair is unable to be present at the meeting, the vice-chairs shall agree amongst themselves who shall preside, and if no such person is present within fifteen minutes of the time appointed for the meeting a committee member appointed by the committee (or if there is only one committee member 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 preside and such an appointment shall last until the end of that meeting.

*Voting at General Meetings*

- (13) All members (whether individual or institutional) shall have one vote. Where an individual member has been authorised by an institutional member to cast its vote, then the individual member may vote twice on the same resolution, once in respect of the institutional member, and once on their own account.
- (14) 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.
- (15) A resolution in writing signed by each member (or in the case of an institutional member 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*

- (16) 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.
- (17) 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.
- (18) 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.

## **10 Committee**

*Composition of the Committee*

(1) The Group and its property shall be managed and administered by a committee elected in accordance with this Constitution who shall be the trustees of the charity, and constituted as follows:

- (a) chair
- (b) two vice-chairs
- (c) secretary
- (d) treasurer

who shall be the officers of the Group and

(e) not more than twelve ordinary members.

(2) The first committee (including both officers and ordinary members) shall be those persons elected as such at the meeting at which this constitution is adopted.

(3) No committee member shall appoint anyone to act as substitute or alternate or otherwise on his or her behalf at committee meetings.

(4) Those eligible for appointment to the committee, whether as officers or as ordinary members shall be:

(a) persons who, at the date of the general meeting when the appointment is made, are authorised by an individual institutional member to receive communications and notices of meetings on behalf of the members;

(b) persons who are currently entered in the register of members as individual members;

always provided that

(c) no person being appointed to the committee if he or she would be disqualified from acting under the provisions of sub-clause 14.

(5) Persons appointed to the committee, whether as an officer or ordinary committee member, in the capacity of being authorised to act on behalf of an institutional member, 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 institutional member.

(6) The committee may resolve to invite to its meetings any persons it deems appropriate, whether as representatives of other organisations or as individuals, to attend its meetings. 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 & Committee*

- (7) The officers and committee members shall be appointed by the membership of the Group in general meeting.
- (8) No-one may be appointed as a committee member or officer at any general meeting unless prior to the meeting the Group 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 a committee member or officer; and
  - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (9) Officers and committee members shall be appointed for a term of three years and retire at the conclusion of the third annual general meeting following appointment, subject to:
  - (a) being eligible for re-appointment by that meeting for a similar term of three years at the end of which they shall retire and not hold any office until the end of the next annual general meeting; and
  - (b) being eligible for appointment as officers at the annual general meeting at which they retire as committee members for such a term or terms of office as if they had not been committee members immediately previous to such appointment.
- (10) Where a vacancy in their number occurs between annual general meetings, the committee may appoint any eligible person who is willing to act as an officer or committee member until the end of the first annual general meeting that follows. The period of such appointment shall be regarded as additional to those terms of office specified in Clause 9
- (11) The appointment of a committee member or officer, whether by the Group in general meeting or by the committee must not cause the number of officers or committee members to exceed the number fixed by this Constitution as to the maximum number of committee members.
- (12) The committee 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) The committee must give to each new officer or ordinary committee member on their first appointment:
  - (a) a copy of this Group's Constitution, and any by-laws made by the committee;
  - (b) a copy of the Group'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 Committee Members*

- (14) A committee member (whether an officer or ordinary member) shall cease to hold office if he or she:
- (a) ceases to be a member of the Group;
  - (b) is disqualified for acting as a charity trustee by virtue of section 72 of the Charities Act 1993 (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 committee member by notice to the Group (but only if at least three committee members remain in office when the notice of resignation is to take effect); or
  - (e) is absent without the permission of the committee from all their meetings held within a period of six consecutive months and the committee resolve that his or her office be vacated.

### *Powers of the Committee*

- (15) The committee must manage the business of the Group and have the following powers in order to further the Objects (but not for any other purpose):
- (a) to raise funds, subject to the committee not undertaking any substantial permanent trading activity and complying 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 Group, and in exercising this power the committee shall comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
  - (d) to borrow money and to charge the whole or any part of the property belonging to the Group as security for repayment of the money borrowed, and if they intend to mortgage land the committee in exercising this power must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006;
  - (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 Objects;

- (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
  - (h) to set aside income as a reserve against future expenditure but only in accordance with 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 Group;
  - (j) to open and operate such bank and other accounts as the committee 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
  - (k) to do all such other lawful things as are necessary for the achievement of the Objects.
- (16) Any meeting of the committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the committee.

#### *Notice of Committee Meetings*

- (17) The committee 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 the committee may call a committee meeting and the secretary must call a committee meeting if requested to do so by another officer or ordinary member of the committee.

#### *Quorum for Committee Meetings*

- (19) No decision may be made at a committee meeting unless a quorum is present at the time the decision is purported to be made. The quorum shall be [four or the number nearest to one third of the total number of committee members (both officers and ordinary members) whichever is the greater or such larger number as may be decided from time to time by the committee. An officer or ordinary committee member shall not be counted in the quorum present when any decision is made about a matter upon which that officer or ordinary committee member is not entitled to vote.
- (20) If the number of Trustees is less than the number fixed as the quorum, the continuing committee members may act only for the purpose of filling vacancies or of calling a general meeting.

#### *Proceedings at Committee Meetings*

- (21) The person appointed at a general meeting as chair of the Group shall chair committee meetings.

- (22) If the chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the vice-chairs shall agree amongst themselves who shall preside (unless only one vice chair is present and willing to act when they will preside. Otherwise the committee members present shall appoint one of their number, such appointment to last until the end of the meeting.
- (23) The chair, or such other persons appointed to chair committee meetings shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the committee.
- (24) Questions arising at a committee meeting 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 committee members entitled to receive notice of a meeting of the committee or of any sub-committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a committee meeting or (as the case may be) a sub-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 committee members.

#### *Committee Delegations*

- (26) The committee may delegate any of their powers or functions to:
  - (a) the officers; and
  - (b) sub-committees of two or more committee membersbut the terms of any such delegation must be recorded in the minute book.
- (27) The committee 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 Group except in accordance with a budget previously agreed by the committee;
  - (c) all acts carried out under delegations and the proceedings of any sub-committee must be fully and promptly reported to the committee.
- (28) The committee may revoke or alter a delegation.

#### *Irregularities in Committee Proceedings*

- (29) Subject to sub-clause (30) of this clause, all acts done by a meeting of the committee or a sub-committee thereof shall be valid notwithstanding the participation in any vote of a committee 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 committee member; and
- (e) that committee member being counted in the quorum,

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

- (30) Sub-clause (29) of this clause does not permit a committee member to keep any benefit that may be conferred upon him or her by a resolution of the committee or a sub-committee if the resolution would otherwise have been void.
- (31) No resolution or act of
  - (a) the committee
  - (b) any sub-committee
  - (c) the Group in general meeting

shall be invalidated by reason of the failure to give notice to any committee member or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Group.

## **11 Minutes**

- (1) The committee must keep minutes of all:
  - (a) appointments of officers and committee members made by the committee;
  - (b) proceedings at general meetings of the Group; and
  - (c) meetings of the committee and any sub-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.

## **12 Annual Return, Report, Accounts & Registered Particulars**

- (1) The committee shall comply with their obligations under the Charities Act 1993 with regard to:
  - (a) the keeping of accounting records for the Group;
  - (b) the preparation of annual statements of account for the Group;
  - (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 member of the committee and the statements and presented, together with a report of that scrutiny to the annual general meeting of the Group that follows the end of the accounting year.
- (4) The committee must notify the Commission promptly of any changes to the Group's entry on the Central Register of Charities.

### **13 Notices**

- (1) Any notice required by this Constitution to be given to or by any person must be in writing.
- (2) The Charity 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 communications to the member's address
  - (e) through access by the member to a website, subject to
    - (i) the Group 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 Group 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 a member's (postal or electronic address) is required to receive notices, A member who does not register an address with the Group or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Group.
- (4) A member present in person at any meeting of the Group 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.

## **14 Rules**

- (1) The committee may from time to time make rules or bye-laws for the conduct of their 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 Group (including the eligibility of institutions or individuals for membership) and the rights and privileges of such members;
  - (b) the conduct of members of the Group in relation to one another, and those who work for it;
  - (c) the procedure at general meeting and meetings of the committee and any sub-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 Group'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 Group in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The committee shall adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Group.
- (5) The rules or bye-laws shall be binding on all members of the Group. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.