

The Royal Photographic Society of Great Britain

By-Laws



Patron: HRH The Duchess of Cambridge

Incorporated by Royal Charter: RC000798. Registered charity: 1107831.

By-Laws

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By-Laws

Approved and adopted at the Extraordinary General Meeting of **the Society** held on **March 27th 2021.**

Part A Objects and alteration

1. Objects and interpretation

- 1.1. The **By-Laws** exist to support the good governance and administration of the Society for the furtherance of the Objects of the Society as set out in its **Charter**.
- 1.2. The Society shall operate as a charity under English Law with the **Council** (as defined in the **Charter**, Article 13) serving as, and hereafter referred to as, the **Board of Trustees**.
- 1.3. The interpretation and definitions in By-Law 36 shall apply to these By-Laws and **Regulations** made under them.
- 1.4. The emboldening of a word or expression on the first occasion used in this text indicates that the word or expression is defined in By-Law 36.

2. Alteration of By-Laws

- 2.1. The By-Laws are made, altered, suspended and repealed by the Members of the Society in a **General Meeting** in accordance with this By-Law, By-Law 28 and the Charter, Article 16.
- 2.2. A change to the By-Laws may be proposed by:
 - a. The Board of Trustees
 - b. Any Member who has obtained the support of not fewer than 50 other Members and who has complied with the provisions of this By-Law.
- 2.3. The Member must send to the Society a **written** notice which sets out clearly:
 - a. their proposal for the alteration of these By-Laws and the reasons for the proposal;
 - b. the General Meeting at which they wish the proposal to be considered; and
 - c. the names and membership numbers of the Members who support the proposal.
- 2.4. If the Member wishes for their proposal to be considered at an Annual General Meeting, it must be received at least three **months** prior to the date of that Meeting.
- 2.5. A proposal under this By-Law shall not be considered at a General Meeting until a report has been prepared by the Board of Trustees for submission to the General Meeting. The proposal and report shall be circulated with the notice of the meeting in accordance with the provision of By-Law 27.2 (as applicable).

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- 2.6. Any proposal to amend the By-Laws must be approved by two-thirds of the votes cast at a General Meeting.

Part B Membership and qualifications

3. Membership

- 3.1. Membership of the Society is only open to persons who support the Objects of the Society.
- 3.2. There shall be the following categories of Members of the Society who shall enjoy the rights and privileges of membership (except as expressly set out in these By-Laws), and shall fulfil the obligations of membership:
- a. Subscribing Members consisting of:
 - I. Ordinary Members;
 - II. Licentiates;
 - III. Associates; and
 - IV. Fellows;
 - b. **Honorary Members**
 - c. Honorary Fellows
- 3.3. The Board of Trustees shall provide for the formalities of application for admission to each category of membership and admission and all other matters relating thereto, including fees, costs and subscriptions, not otherwise prescribed by these By-Laws. Every Member of the Society shall be entered on the Register.
- 3.4. The Board of Trustees shall consider all applications for admission and shall have full discretion to accept, reject or defer any application.
- 3.5. Every person wishing to join the Society shall apply **in writing** to the Society. The application should normally be made on the Society's current application form.
- 3.6. Each applicant for admission as a Member shall subscribe to the **Code of Conduct** of the Society and such other rules, practices and behaviours as may be prescribed by the Board of Trustees and set out in the Regulations.
- 3.7. The rights and privileges of every Member shall be personal and shall not be transferable or transmissible.
- 3.8. Successful applicants shall be informed of their admission in writing.
- 3.9. A Member who has paid all subscriptions and other fees due may, by paying such life membership fee as the Board of Trustees shall from time to time determine, compound all future subscriptions.
- 3.10. Life membership fees for the different categories of Members may be set and adjusted by the Board of Trustees, from time to time, so that different amounts shall be payable by persons of the same category of membership but of different ages.

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4. Qualifications and Distinctions

- 4.1. The Society may award the imaging science qualifications of Accredited Senior Imaging Scientist, Accredited Imaging Scientist, Qualified Imaging Scientist and Graduate Imaging Scientists (with post nominals respectively ASIS, AIS, QIS, and GIS) to any Member in accordance with Regulations made by the Boad of Trustees from time to time.
- 4.2. The Society may award the creative industry qualifications of Qualified in Imaging in the Creative Industries, Graduate in Imaging in the Creative Industries, Accredited in Imaging in the Creative Industries and Accredited Senior in Imaging in the Creative Industries (with post nominals respectively QICI, GICI, AICI and ASICI) to any Member in accordance with Regulations made by the Boad of Trustees from time to time.
- 4.3. The Society may award the designation "Chartered Photographer" to any Member in accordance with the Charter and Regulations made by the Boad of Trustees from time to time. Chartered Photographers shall have the right to place the letters "CPhot" after their names for so long as they remain in membership and fulfil the requirements for the Chartered designation as specified in the Regulations.
- 4.4. The Board of Trustees may, from time to time, elect anyone who has satisfied the Board of Trustees of sufficient ability in one or other of the branches of photography, as shall be determined by the Board of Trustees, as a Licentiate of the Society. Licentiates shall have the right to place the letters "LRPS" after their names for so long as they remain in membership.
- 4.5. The Board of Trustees may, from time to time, elect anyone who has satisfied the Board of Trustees of an ability in one or other of the branches of photography, as shall be determined by the Board of Trustees, as an Associate of the Society. Associates shall have the right to place the letters "ARPS" after their names for so long as they remain in membership.
- 4.6. The Board of Trustees may, from time to time, elect anyone who has in the opinion of the Board of Trustees shown distinguished and/or distictive ability and/or originality in one or other of the branches of photography, or the sciences relating thereto, as a Fellow of the Society. Fellows shall have the right to place the letters "FRPS" after their names for so long as they remain in membership, and "HonFRPS" if they have been elected Honorary Fellows under By-Law 5 below.
- 4.7. A Certificate, under the Seal of the Society, shall be issued to all who are admitted to its Licentiateship, Associateship, Fellowship or Chartered Photographer; but, in all cases, such Licentiateship, Associateship, Fellowship or Chartered Photographer shall be personal to the individual member, and shall not be used as part of the registered name of any company or corporate body or any business whatsoever. Certificates granted by the Society shall be the sole property of the Society and Certificates shall be held by Members only for so long as they remain Licentiates, Associates, Fellows or Chartered Photographers and, upon ceasing to be such, the Certificates shall be returned at once to the Society.

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5. Honorary Membership and Honorary Fellowship

- 5.1. The Board of Trustees may, from time to time, elect persons (who may, but need not be, Ordinary Members, Licentiates, Associates, or Fellows) who have rendered distinguished service to the Society or to photography as Honorary Members of the Society (the "Honorary Members") for life or a limited term. Honorary Members shall possess all the privileges of membership but persons who are Honorary Members shall not be required to pay an admission fee or annual subscription to the Society.
- 5.2. Honorary Members shall have the right to place the designation "HonMemRPS" after their names for so long as they remain Honorary Members. In the case of Honorary Members who are also Licentiates, Associates, Fellows, or Chartered Photographers the designation "HonMemRPS" shall come after the letters "LRPS", "ARPS", "FRPS" or "CPhot" as the case may be.
- 5.3. The Board of Trustees may, from time to time, elect distinguished persons having, from their position or attainments, an intimate connection with the science or art of photography, or the application thereof, as Honorary Fellows of the Society. Honorary Fellows shall possess all the privileges of Fellows (including the right to vote), but persons who are Honorary Fellows shall not be required to pay an admission fee or annual subscription to the Society.
- 5.4. Honorary Fellows shall have the right to place the designation "HonFRPS" after their names for so long as they remain Honorary Fellows. In the case of Honorary Fellows who are also Licentiates, Associates or Fellows the designation "HonFRPS" shall be used instead of the letters "LRPS", "ARPS" or "FRPS", as the case may be.
- 5.5. The maximum number of Honorary Fellowships in any year is limited to 8 in addition to those awarded with the Progress, Centenary, Outstanding Achievement and any other Awards. If the Progress Medal is awarded to a small team of up to 3 persons, the total number of awards of Honorary Fellowship to the team shall count as only one award for the purposes of determining the total number of Honorary Fellowships awarded in that year.
- 5.6. In addition to the eight Honorary Fellowships and in addition to any Honorary Fellowships awarded with the Progress, Centenary and Outstanding Achievement awards, an Honorary Fellowship shall be awarded to any duly appointed President upon them taking up the office of President.

6. Fees and subscriptions

- 6.1. Subject as provided by the Board of Trustees and these By-Laws from time to time, each class or category of Member shall contribute to the Society such admission fee and annual subscription as the Board of Trustees shall, from time to time, prescribe provided that a minimum of six weeks' notice be given of the newly applicable rates.
- 6.2. The Board of Trustees shall have discretion, in any particular case, to waive payment of the whole or any part of an annual subscription, admission fee or life membership fee (and any payment so waived shall, for all purposes of these By-Laws, be deemed to have been made in full).

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7. Termination of membership

- 7.1. Any Member whose subscription is eight weeks in arrears shall not be entitled to receive notice of, attend, or take part in General Meetings or functions of the Society, or to receive the Society's printed papers, or to vote, and shall be deemed to have forfeited membership, and their name shall be removed from the Register.
- 7.2. Any Member may resign from the Society by giving notice in writing.
- 7.3. The Board of Trustees may, at its discretion, expel any Member from the Society, according to the provisions of By-Law 8.
- 7.4. Any person who for whatever reason ceases to be a Member of the Society shall thereupon cease to hold any title, position or office whatsoever of or with the Society although this provision shall not affect any contractual or employment obligation held with the Society.

8. Disciplinary proceedings

- 8.1. Matters regarding the conduct of Members of the Society and any sanctions for misconduct shall be subject to these By-Laws, the Code of Conduct, and any other Regulations made by the Board of Trustees from time to time.
- 8.2. The Board of Trustees may decide that a Member's conduct has been such that they should be expelled from the Society. The sanction of expulsion from the Society shall be applied to any Member who's conduct has been determined to:
 - a. have materially disrupted the working of the Society;
 - b. have brought (or have risked bringing) the Society into disrepute;
 - c. be otherwise detrimental to the Objects of the Society or the best interests of the Society.

A Member who is to be expelled from the Society shall be notified by the **President** of the Society or, in their absence by an Officer of the Society, in writing within 7 days of the decision by the Board of Trustees to impose the sanction of expulsion from the Society.

- 8.3. The expulsion from the Society of a Member is open to challenge by that Member and any such challenge shall be notified in writing to the President of the Society within a period not exceeding 21 days from the date of the Notice of Expulsion issued to the Member. If the expulsion of a Member from the Society is not challenged by the Member within this period of 21 days, the Member shall be automatically expelled from the Society. If the expulsion is challenged by the Member, the matter shall be considered by the Disciplinary Appeals Committee as described under By-Law 8.5.
- 8.4. Where a Member who is the subject of the sanction of expulsion from the Society has challenged the decision of the Board of Trustees to impose that sanction, and who has made such challenge within the period not exceeding 21 days from the date of the Notice of Expulsion, they shall have the matter reviewed by the Disciplinary Appeals Committee. The Disciplinary Appeals Committee shall comprise the President of the

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Society, the Chair of the Nominations Committee and the Chief Executive Officer of the Society but, if any one of them is prevented from hearing the appeal for any reason (including but not limited to a conflict of interests), the Board of Trustees shall appoint another appropriate person to sit on the Disciplinary Appeals Committee in their place. The sanctioned Member should first address the Disciplinary Appeals Committee with their appeal in writing. The sanctioned member may also request the attendance of another person to act on their behalf at any subsequent hearing. The decision of the Disciplinary Appeals Committee shall be final and binding on all parties.

Part C The Board of Trustees

9. Officers and composition of the Board of Trustees

- 9.1. There shall be up to twelve Trustees who shall constitute the Board of Trustees.
- 9.2. The Board of Trustees shall comprise:
- a. the President, elected by the Members of the Society;
 - b. the **Honorary Treasurer** appointed by the Board of Trustees;
 - c. up to six additional **Elected Trustees** elected in accordance with By-Law 16; and
 - d. up to four additional **Appointed Trustees** appointed in accordance with By-Law 16.
- 9.3. The **Officers** of the Society shall comprise:
- a. the President, who shall also be the Chair of Trustees;
 - b. the Deputy Chair of Trustees;
 - c. the Honorary Treasurer; and
 - d. such other Officers as the Board of Trustees may appoint from among their number from time to time.
- 9.4. Notwithstanding the provisions of clause 11.3, no Trustee may serve more than six consecutive years on the Board of Trustees but may again serve a further six consecutive years after a period of two consecutive years not on the Board of Trustees.
- 9.5. A **casual vacancy** within the Board of Trustees may be filled by **co-option** by the Board of Trustees for a limited period of time, which shall normally be until the end of the next AGM, at which a newly elected or appointed Trustee shall be announced. A period of time as a co-opted Trustee is not included when considering terms as an Appointed or Elected Trustee, or the maximum time a Trustee may serve under By-Law 9.4.
- ### 10. Powers of the Board of Trustees
- 10.1. The business of the Society shall be managed by the Board of Trustees, which may exercise all such powers of the Society and do so on behalf of the Society all such acts and things as may be exercised and done by the Society which are not reserved to the Members by the Charter or these By-Laws.

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- 10.2. The members of the Board of Trustees, as **Charity Trustees**, are subject to charity law and must ensure the property and funds of the Society are applied only for the Objects for which the Society is constituted.
- 10.3. No motion passed by the Society in a General Meeting shall invalidate any prior act of the Board of Trustees which would have been valid if such a motion had not been passed.
- 10.4. Without prejudice to By-Law 10.1 the Board of Trustees shall have powers to:
- establish and maintain **Committees** in accordance with By-Law 19;
 - set overall objectives and policy guidelines consistent with the Society's Objects;
 - make Regulations in accordance with By-Law 31;
 - consider all significant capital expenditure prior to such expenditure being incurred, which shall not be permitted unless authorised by the Board of Trustees;
 - establish and maintain an Investment Strategy and delegate the management of investments to a financial expert, subject to By-Law 29;
 - borrow and incur debt and grant security, subject always to the taking of professional financial advice and the restrictions imposed by the **Charities Act**; and
 - exercise any other powers of the Society which are not reserved to the Members.
- 10.5. The members for the time being of the Board of Trustees may act notwithstanding any vacancy in their body; provided always that in case the members of the Board of Trustees shall at any time be reduced in number to fewer than three, it shall be lawful for them to act as the Board of Trustees for the purpose of filling vacancies in their body or of summoning a General Meeting, but not for any other purpose.

11. President

- 11.1. The role and responsibilities of the President shall be as prescribed in these By-Laws and otherwise as the Board of Trustees may from time to time decide.
- 11.2. The President shall be the Chair of the Board of Trustees.
- 11.3. The President shall serve for a term of two years. A further term of two years may be served if once again elected by the Members but a President who reaches six consecutive years on the Board of Trustees during his first term in office as a President may not be elected for a further term.
- 11.4. The person elected to be the President shall take up their office from the conclusion of the Annual General Meeting at which the incumbent President retires.
- 11.5. Subject to By-Law 28.5 the President shall preside over all General and Board meetings.
- 11.6. The President shall deliver an address to the Society during their term of office.
- 11.7. In the event the office of President becomes vacant before completion of their term the Board of Trustees shall, as soon as is practicably possible, arrange for the election of a

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new President who shall serve until the next Annual General Meeting and then for a term of two years. A further term of two years may be served if once again elected by the Members.

- 11.8. Whilst the post of President remains vacant, the Deputy Chair of Trustees shall perform the functions of President.

12. Deputy Chair of Trustees

- 12.1. The Board of Trustees shall elect a Deputy Chair of Trustees from amongst their number for such period as the Board of Trustees may decide.
- 12.2. The rights and responsibilities of the Deputy Chair of Trustees shall be as prescribed in these By-Laws and otherwise as the Board may from time to time decide.
- 12.3. The Deputy Chair of Trustees shall deputise for the President at General Meetings and Board meetings.
- 12.4. In the event of the death or resignation of the Deputy Chair of Trustees, the Board of Trustees shall appoint one of their number to be the Deputy Chair of Trustees.

13. Honorary Treasurer

- 13.1. The Honorary Treasurer shall be appointed by the Board of Trustees for a term of three years from the conclusion of the Annual General Meeting at which their appointment is announced.
- 13.2. Without prejudice to By-Law 13.3, the Honorary Treasurer shall have general responsibility for advising the Board of Trustees and their Boards and Committees on financial questions. The Honorary Treasurer shall exercise such powers as may be determined by the Board of Trustees.
- 13.3. In the event of the temporary inability through illness or otherwise of the Honorary Treasurer to carry out such duties a Deputy-Treasurer, appointed by the Board of Trustees, shall perform the functions of the Honorary Treasurer.
- 13.4. In the event the office of Honorary Treasurer becomes vacant before completion of their term, the Board of Trustees shall appoint an Honorary Treasurer who shall serve until the next Annual General Meeting and for a further term of three years.

14. Elected Trustees

- 14.1. The Elected Trustees shall be elected by the Members in accordance with By-Law 16.
- 14.2. Except in the case of the President (who shall serve in accordance with By-Law 11.3), an Elected Trustee shall hold office for a term of three years from the conclusion of the Annual General Meeting at which their election is announced, or their earlier resignation or removal under By-Law 17.1. In the event of the resignation or removal of an Elected Trustee the Board of Trustees may co-opt a replacement to serve as an Elected Trustee until the end of next Annual General Meeting.

FINAL FOR EGM**15. Appointed Trustees**

- 15.1. Appointed Trustees shall be appointed by the Board of Trustees at which point their term of office of a three year period shall commence. In appointing Appointed Trustees, the Board shall demonstrate consideration of the recommendations of the Nominations Committee under By-Law 16.11.
- 15.2. The Appointed Trustees shall hold office from the date of their appointment, for a term of three years, or until their earlier resignation or removal as an Appointed Trustee, under the provisions of By-Law 17.1.

16. Elections and appointments

- 16.1. The Board of Trustees shall make additional Regulations for the conduct of nominations, elections, and appointments in accordance with these By-Laws.
- 16.2. A person to be nominated, elected, or appointed as a Trustee:
- a. must be a Subscribing Member, Honorary Member or Honorary Fellow of the Society;
 - b. must not be in arrears with their subscriptions;
 - c. must be willing to act in accordance with the Trustee Code of Conduct as set out by the Board of Trustees and published in the Regulations;
 - d. if they have served as a Member of the Board of Trustees since the last election, must not have vacated office during that period;
 - e. if they have previously served on the Board of Trustees must, during their tenure, have attended at least half of its meetings unless otherwise permitted by the Board of Trustees; and
 - f. must be reviewed by the Nominations Committee for the purpose of nomination, election or appointment according to the criteria above.
- 16.3. Every Member of the Society entitled to vote at General Meetings may nominate one candidate for each of the Society's **Elective Posts**, where vacancies are to occur at the end of the next AGM:
- a. the President; and
 - b. up to six elective Trustee positions on the Board of Trustees;
- 16.4. Not less than 5 months before the AGM in any year, the Board of Trustees shall notify the Members of the Society of any vacancies expected to occur within the Board of Trustees and of the number of vacancies to be filled by election.
- 16.5. The Board of Trustees shall invite the Nominations Committee to conduct a skills audit on its behalf and make a formal recommendation to the Board of Trustees concerning the balance of skills, knowledge, experience and diversity of the Board of Trustees. Any recommendations, if approved by the Board of Trustees, shall be notified to the membership as part of the Board of Trustees' obligations under By-Laws 16.4 and 16.6.

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- 16.6. The Board shall invite the Members to nominate candidates for election. Such nominations, each made by at least ten Members other than the nominee and accompanied by the nominee's confirmation of their willingness to be a Trustee, if elected, shall be delivered to Society's offices by such time as the Board of Trustees shall prescribe, which shall not be not less than 5 months before the AGM.
- 16.7. In each calendar year as soon as reasonably practicable after the date set by the Society as the deadline for receipt of nominations pursuant to By-Law 16.4, the Board of Trustees may, on the recommendation of the Nominations Committee, nominate for election as Elected Trustees those Members who meet the criteria of desired skills under By-Law 16.5 and who are willing to be put forward for election. In years where the number of candidates nominated by the Members pursuant to By-Law 16.6 is less than the number of vacant posts, the Board of Trustees shall be required to take reasonable steps to identify Members who have the necessary skills and who are willing to be put forward for election, so that there are at least as many candidates as there are vacant posts.
- 16.8. In notifying the Members of the candidates for election as Elected Trustees at the next AGM, the Board of Trustees shall:
- a. publish a list showing, for each current Trustee standing for re-election, the number of attendances at the meetings of the Board of Trustees; and
 - b. attach with each **ballot paper** a personal statement from each candidate of up to 500 words.
- 16.9. Elections shall be by **ballot** at or before the AGM in such manner as the Board of Trustees may prescribe. The results shall be announced at the AGM and shall take effect from the end of the AGM.
- 16.10. Every Member of the Society entitled to vote at the Annual General Meeting shall be entitled to one vote in the election for each of the vacant Elective Posts. No ballot paper shall be allowed to count as recording more than one vote for any candidate in the same capacity and any ballot purporting to cast more than one vote for a candidate in the same capacity shall be void.
- 16.11. Based upon the recommendations made by the Nominations Committee the Board of Trustees will invite additional individuals to take up the positions of Appointed Trustees.
- 16.12. Insofar as it lies within their power, the Board of Trustees and the Nominations Committee shall promote diversity among the Board of Trustees and all other Committees, but, notwithstanding this requirement, no appointment, whether by way of election or otherwise, may be challenged on the basis that there would, as a result of the election or appointment, be an imbalance in gender, ethnicity, or other characteristic on the Board of Trustees.

17. Resignation and removal of Officers and Trustees

- 17.1. A Trustee's term of office automatically terminates if they:
- a. are disqualified under the Charities Act from acting as a Charity Trustee;

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- b. in the written opinion, given to the Society, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- c. cease to be a Member of the Society;
- d. resign by written notice to the Board of Trustees (but only if at least two Trustees will remain in office);
- e. are absent from three consecutive meetings of the Board of Trustees and are removed from office by a resolution of the Board of Trustees;
- f. are removed by resolution of the Board of Trustees on the grounds that their continued membership of the Board of Trustees would be harmful to the Society;
- g. are removed by resolution passed by a two-thirds majority at a General Meeting of the Society after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.

18. Meetings of the Board of Trustees

- 18.1. The President shall preside as Chair at all meetings of the Board of Trustees of the Society. In the absence of the President, the Deputy Chair of Trustees shall so preside. If neither the President nor the Deputy Chair of Trustees is present within ten minutes after the time appointed for holding the meeting, the Trustees present shall choose another member of the Board of Trustees to preside as Chair.
- 18.2. The Board of Trustees may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, but shall meet not less than four times a year, at such times as they may determine.
- 18.3. A quorum at a meeting of the Board of Trustees shall be one half of all Trustees or three Trustees, whichever is the greatest.
- 18.4. Notice of the date and time of holding each meeting of the Board of Trustees shall be forwarded by the Chief Executive to each Trustee. Save as provided in By-Law 18.9 or where the Trustees unanimously agree to a shorter period, the period of notice shall be at least seven days. The accidental omission to give notice of a meeting to, or the non-receipt of a notice, by any Trustee shall in no way invalidate the proceedings of the meeting.
- 18.5. An Extraordinary Meeting of the Board of Trustees may be called at the President's discretion or upon a **requisition** to the President by not fewer than three Trustees.
- 18.6. A meeting of the Board of Trustees may be held either in person or by suitable electronic means agreed by the Board of Trustees in which all participants may communicate with all the other participants.
- 18.7. Questions arising shall be decided by a simple majority of votes. Except for the Chair of the meeting, who in the case of an equality of votes has a second or casting vote, every Trustee has one vote each.

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- 18.8. The Board of Trustees may agree that a particular motion may be communicated and voted upon in writing rather than at a meeting of the Board of Trustees. Such a motion, if passed by a majority of all Trustees, shall be as valid as if it had been passed at a meeting of the Board of Trustees and shall be formally recorded in the minutes of the next meeting of the Board of Trustees.
- 18.9. Where a meeting of Trustees is to discuss a change to these By-Laws, notice detailing proposed changes must be given to all Trustees not less than 14 days before the date of the meeting.
- 18.10. Where a proposal to amend these By-Laws is to be discussed at a Trustees' meeting a majority of voting Trustees is required in order to submit a proposal for a change to these By-Laws to a General Meeting.
- 18.11. The Board of Trustees may invite any person to attend or participate in a meeting of the Board of Trustees but no eligibility to vote shall be conferred by such an invitation.

Part D Committees

19. Delegation to Committees

- 19.1. In addition to the Members' Committee (By-Law 20), the Nominations Committee (By-Law 21) and the Representatives' Committee (By-Law 22), the Board of Trustees may from time-to-time delegate to any Committee such of its powers and duties as it sees fit. The Board of Trustees remains responsible for the actions of all Committees and all proceedings of Committees must be reported promptly to the Board of Trustees.
- 19.2. Committees other than the Members' Committee, the Nominations Committee and the Representatives' Committee may themselves appoint subcommittees reporting to them, with the approval of the Board of Trustees.
- 19.3. Each Committee shall have written terms of reference approved by the Board of Trustees, which shall be published alongside the Regulations.
- 19.4. Except for the Members' Committee, the Nominations Committee and the Representatives' Committee, the Board of Trustees may dissolve a Committee at any time.

20. Members' Committee

- 20.1. The **Members' Committee** shall be a representative body for Member activities and interests which will meet at least three times each year and shall have such specific purposes as may be prescribed by its Terms of Reference. Its principal functions will be to:
- a. to understand the operations across the groups and to promote consistency;
 - b. advocate for volunteers and Members, providing insight and understanding to the Board of Trustees; and

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- c. monitor the performance of Special Interest Groups /Regions/Chapters and make recommendations to the Board of Trustees to bring about improvements and consistency across the volunteer-led activities of the Society.
- 20.2. The Members' Committee will be made up of the following members including:
- a. An appointed representative from each Special Interest Group and Region;
 - b. One member to specifically represent the interests of international Members, by agreement of Chapter Organisers;
 - c. One member of the Board of Trustees; and
 - d. The Chief Executive Officer as a non-voting observer.
- 20.3. The Members' Committee shall elect its own Chair and Deputy Chair, both to be approved by the Board of Trustees.

21. Nominations Committee

- 21.1. The Board of Trustees shall appoint a Nominations Committee. The Nominations Committee shall consist of four individuals including:
- a. three appointed by the Board of Trustees, including the Chair of the Nominations Committee;
 - b. one appointed by the Members' Committee; and
 - c. where the Board of Trustees considers it appropriate, a person with specialist skills may be invited to attend.
- 21.2. The functions and duties of the Nominations Committee shall be determined by the Board of Trustees from time to time, as prescribed in its Terms of Reference, which may include the following:
- a. to evaluate the balance of skills, experience, independence, knowledge and diversity of the Board of Trustees and prepare a description of the role and capabilities required when calling for nominations;
 - b. to determine whether a nominee is eligible for election or appointment as a Trustee or a member of the Members' Committee, and to determine their suitability for a given position based upon their experience, skills and other relevant attributes;
 - c. to oversee an open panel of Members who have expressed an interest in serving as Trustees;
 - d. to make recommendations for the creation of, and appointment to, any ambassadorial roles which may help to promote the activities and Objects of the Society; and
 - e. to oversee the disciplinary process according to By-Law 8 and to determine and make recommendations to the Board of Trustees in respect of disciplinary matters.

22. The Representatives' Committee

- 22.1. The Representatives' Committee shall be a forum for debate and discussion on all matters concerning the implementation of the Objects of the Society, and may make

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recommendations for consideration by the Board of Trustees. Its specific purposes will be prescribed in its Terms of Reference.

- 22.2. The Representatives' Committee shall consist of:
- a. the Chairs of Committees constituted under By-Law 19;
 - b. three representatives from the Members' Committee, one representing Special Interest Groups, one representing Regions, and one representing the International membership;
 - c. two members of the Board of Trustees, one of whom shall act as the Chair of the Representatives' Committee; and
 - d. by agreement of the Board of Trustees, any additional persons, who need not be Members of the Society, who appear to be especially qualified to serve as members of the Representatives' Committee.
 - e. the Chief Executive Officer as a non-voting observer.
 - f. a representative of the Photographic Alliance of Great Britain, when invited by the Representatives' Committee, as a non-voting observer.

23. Requisition to the Board of Trustees

- 23.1. Upon making a formal written request, all Committee Chairs may expect the President to respond in writing within 21 days concerning any matter of concern and the details of a discussion held by the Board of Trustees on the matter in question but the Board of Trustees shall have discretion to determine that all or any part of their discussions shall not be so disclosed to a Committee Chair.
- 23.2. The Representatives' Committee or the Members' Committee may requisition a meeting with the Board of Trustees with 28 days' notice in writing. Such a meeting must be attended by a quorum of members of the Board of Trustees.

24. Groups, Regions, and Chapters

- 24.1. Groups of Members formed for the study of specified branches of photography, in such a way as to further the Objects of the Society, may be approved by resolution of the Board of Trustees. Any such Group shall be recognised as an approved Special Interest Group of the Society. An approved Special Interest Group shall cease to be such on the approval of the Board of Trustees being withdrawn.
- 24.2. The Board of Trustees may appoint such Members as it thinks fit to be Regional Organisers of the Society's activities to work in specified areas of the British Isles.
- 24.3. The Board of Trustees may, from time to time, appoint any Member to act as a Chapter Organiser. Such an appointment shall not become effective until it has been accepted in writing by the Member concerned (and until then may be revoked by the Board of Trustees). Any such appointment shall not be for more than two calendar years but may (if the Board of Trustees thinks fit) be renewed any number of times.
- 24.4. The duties of Chapter Organisers shall be such as the Board of Trustees shall decide from time to time.

FINAL FOR EGM**25. Imaging Science and Creative Industries Boards**

- 25.1. The Imaging Science Qualifications and the Creative Industries Qualifications shall be regulated as follows:
- a. the Board of Trustees shall appoint an Imaging Science Qualifications board and a Creative Industries Qualifications board;
 - b. these two boards will then agree the requirements for each qualification offered under the By-Laws in the areas of Imaging Science and the Creative Industries respectively; and
 - c. the Distinctions department will then review all applications and make recommendations to the Board of Trustees for approval and award of the qualification.

Part E General meetings**26. Annual General Meeting**

- 26.1. An Annual General Meeting (or AGM) shall be held within nine months of the end of the Society's financial year on a date and at a time and place determined by the Board of Trustees.
- 26.2. The Annual General Meeting shall be called by the Board of Trustees by giving written notice to Members entitled to attend at least 21 **clear days** before the date of the meeting. The notice shall specify the nature of the business to be discussed.
- 26.3. The ordinary business of the Annual General Meeting shall be:
- a. to consider and, if thought fit, to approve the audited accounts and balance sheet and the reports of the Board of Trustees and of the auditors;
 - b. to appoint the Society's auditors and to fix their remuneration;
 - c. declaration of the result of the ballot for election of any of the:
 - I. President;
 - II. **Elected Trustees**;
 - d. announcement of any newly appointed Honorary Treasurer and any Appointed Trustees;
- 26.4. All other business transacted at an Annual **General Meeting** shall be deemed special.
- 26.5. A Member wishing to submit a motion at an Annual General Meeting may do so provided written notice of the proposed motion is received at the **registered office** of the Society three months before the date of the meeting, setting out the proposed motion, including the names and membership numbers of not less than 25 Members who support the proposed motion.
- 26.6. No business shall be discussed at an Annual General Meeting other than that specified in the notice given under By-Law 26.2.

FINAL FOR EGM**27. Extraordinary General Meetings**

- 27.1. All General Meetings, other than the Annual General Meeting, shall be called Extraordinary General Meetings. All business transacted at an Extraordinary General Meeting shall be deemed special.
- 27.2. An Extraordinary General Meeting shall be called on at least 21 clear days' written notice (specifying the nature of the business to be discussed) and:
- may be called at any time by the President;
 - may be called at any time on a resolution of the Board of Trustees;
 - shall be called by the Board of Trustees within 42 clear days of receipt of a written requisition from not less than 100 Members provided the conditions in By-Law 27.3 apply.
- 27.3. In the case of a requisition by Members the following conditions shall also apply:
- a written requisition shall be signed by the Members party to the requisition and include their respective names and membership numbers;
 - the requisition shall state the purpose of such an Extraordinary General Meeting and the motions to be brought before the meeting;
 - if the Board of Trustees does not proceed to call a meeting within 28 days of the deposit of the requisition the Members party to the requisition or any 50 Members may themselves convene the meeting in a manner in which meetings may be convened by the Board of Trustees. For this purpose, access to the **Register of Members** must be provided. Any meeting convened under this By-Law must be held within 90 clear days from the date on which the requisition was deposited;
 - if a quorum is not present at an Extraordinary General Meeting convened as the result of a requisition the business and resolutions proposed to be dealt with shall be deemed to have fallen for lack of support.
- 27.4. If the total number of Members of the Society is less than two hundred then one-tenth of the total number of Members at that date shall have the power to convene a meeting.

28. Proceedings of General Meetings and voting

- 28.1. Where these By-Laws make no specific provision, the Board of Trustees may prescribe the method of conducting the business of any General Meeting.
- 28.2. The accidental omission to give notice of a meeting to, or the non-receipt of, such notice by any person, entitled to receive notice thereof, shall not invalidate any resolution passed at any meeting.
- 28.3. A General Meeting may be held by suitable electronic means agreed by the Board of Trustees in which each participant may communicate with all the other participants. Any Member participating at a General Meeting by suitable electronic means agreed by the Board of Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the General Meeting. General

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Meetings held by electronic means must comply with these By-Laws, including chairing and the taking of minutes.

- 28.4. Except in the case of By-Law 27.3, if a quorum of 20 Members is not present within half an hour from the time appointed for holding a General Meeting, the meeting shall stand adjourned to such other time and place as the Chair of the meeting determines. At such an adjourned meeting, if a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be accepted as a quorum.
- 28.5. The President shall preside as Chair at all General Meetings of the Society. In the absence of the President, the Deputy Chair of Trustees shall so preside. If neither the President nor the Deputy Chair of Trustees is present within ten minutes after the time appointed for holding the meeting, the Members present shall choose a member of the Board of Trustees or, if no member of the Board of Trustees is present or willing to preside, the Members present shall choose another Member present to preside as Chair.
- 28.6. The Chair may, with the consent of, or shall, by the direction of, any General Meeting, adjourn the meeting to another day, time and place. No business shall be transacted at such an adjourned meeting other than business which might have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, notice shall be given in the same manner as the original meeting. For shorter adjournments Members shall not be entitled to any notice of the adjournment or of the business to be transacted at the adjourned meeting.
- 28.7. The Society may, if the Board so decides, allow the Members to cast votes by post, electronic mail or other electronic means on any matter that would otherwise be decided at a General Meeting. The Board shall have complete discretion to determine the extent to which and the process by which such voting is made available, provided that they are satisfied that it is in the best interests of the governance of the Society to do so and that Members are not, as a result, prevented from meaningful participation in the decision. The Board of Trustees shall cause the result of the vote to be published as soon as reasonably practicable after the result has been ascertained, in such manner as the Board of Trustees may determine.
- 28.8. Where matters are to be decided by a vote in accordance with By-Law 28.7, the Board of Trustees shall make provision for Members to have access to debate and written submissions on the matter to enable Members to make well-informed voting decisions and to play a meaningful part in the decision-making process.
- 28.9. Except for those matters set out in By-Law 28.10 all matters shall be decided by a simple majority of Members casting a vote.
- 28.10. Subject to the Charter and these By-Laws, the following matters shall be decided by a majority of two-thirds of Members voting in person or by proxy at a General Meeting:
- a. any proposal to amend the Charter or petition for a new or Supplemental Charter;
 - b. any proposal to alter these By-Laws in accordance with By-Law 2;

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- c. any proposal to remove a Trustee before the expiry of their term of office in accordance with By-Law 17.1g.
- 28.11. In the case of an equality of votes by any means, the Chair of the meeting at which the show of hands take place or at which a vote by other means is directed or demanded is entitled to a second or casting vote.
- 28.12. Subject to By-Law 28.13, every matter at a General Meeting is decided by a vote of the Members present, either by a show of hands or, if the meeting is held by electronic means, by such other voting method as the Chair of the meeting decides is most practicable in the circumstances.
- 28.13. A Member may vote by proxy:
- d. on a proposal that the Society should resolve to amend the Charter or petition for a new or Supplemental Charter;
 - e. on any resolution involving a change in any By-Law in accordance with By-Law 2; and
 - f. on any other resolution at the discretion of the Board of Trustees.
- 28.14. In the case of a meeting held by electronic means under By-Law 28.3, the Board of Trustees may direct that proxies may be given to the Chair only.
- 28.15. An instrument appointing a proxy shall be in such form as the Board of Trustees shall prescribe for the meeting. An instrument appointing a proxy must be received by the Society not less than 7 clear days before the time appointed for holding the General Meeting or adjourned meeting as the case may be. Any instrument which is in default of the provisions of this By-Law is invalid. An appointment of proxy may be revoked provided the notice of revocation is received by the Society not less than 48 hours before the commencement of the General Meeting or adjourned meeting as the case may be.
- 28.16. A Member shall not be deemed to be personally present for an item at any General Meeting if they have appointed a proxy for that part of the meeting and not revoked the appointment in accordance with By-Law 28.15.
- 28.17. The Chair of a General Meeting may direct a vote in accordance with By-Law 28.7 or the same may be demanded by at least 20 of the Members present in person at a General Meeting excluding Trustees. No such vote shall be directed or demanded on the election of the Chair of the meeting or on a question of adjournment.
- 28.18. A direction or demand for a vote in accordance with By-Law 28.7 shall not invalidate any other business of the meeting. The direction or demand may be withdrawn by the person or persons who directed or demanded it but this must be done before the conclusion of the meeting.
- 28.19. Unless a vote in accordance with By-Law 28.7 is directed or demanded a declaration by the Chair of the meeting that a motion has, on a show of hands, been carried or carried by a particular majority, or lost shall be sufficient evidence of the decision of the meeting.

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Part F Administration

29. Investments

- 29.1. All monies of the Society (in excess of such current balances in the hands of the Society's bankers or of the Honorary Treasurer or of any other duly authorised agent or Officer of the Society as the Board of Trustees may authorise or require to be kept in hand to meet the current expenses of the Society) shall, subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, be invested in accordance with the provisions in the Charter and these By-Laws.
- 29.2. Provided that if the Society shall take or hold any property subject to any trusts, the Society shall only deal with or invest the same such manner as shall be allowed by law, having regard to such trusts.
- 29.3. The Society may 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 members of the Board of Trustees;
 - b. every transaction is reported to the members of the Board of Trustees in a timely manner;
 - c. the performance of the investments is reviewed regularly with the members of the Board of Trustees;
 - d. the members of 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 members of the Board of Trustees on receipt; and
 - g. the financial expert must not do anything outside the powers of the members of the Board of Trustees.
- 29.4. Subject as aforesaid no liabilities shall attach to any officer, servant, or Member of the Society in respect of any loss or depreciation of any investment so made as aforesaid and any investment may be varied from time to time at the discretion of the Society.

30. Chief Executive

- 30.1. The Board of Trustees shall be responsible for appointing and discharging the Chief Executive of the Society as an executive officer on terms and conditions approved by them. The Chief Executive shall report and be accountable to the Board of Trustees and shall have such powers and duties as may be vested in the Chief Executive by the Board of Trustees. The Board of Trustees may, pursuant to By-Law 11.1, delegate to the President the role of overseeing and supporting the work of the Chief Executive on a day to day basis, subject to such conditions (including as to reporting back to the Board of Trustees) as it considers appropriate.

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- 30.2. Subject to such conditions as the Board of Trustees may impose, the Chief Executive shall have the power to appoint all other members of the staff, who shall report to the Chief Executive.
- 30.3. The Board of Trustees may at any time substitute Chief Executive for another title, in which case references to the Chief Executive in these By-Laws shall be construed accordingly.

31. Regulations

- 31.1. Subject to the Charter and these By-Laws, the Board of Trustees may at any time make Regulations as they consider appropriate in respect of their own business and that of the Society's, including without limitation in respect of Qualifications and Distinctions, disciplinary proceedings, Committees, Special Interest Groups, Regions and Chapters. Such Regulations shall be made available to the Members of the Society.
- 31.2. Unless such power is expressly reserved to Members, Regulations may be amended or repealed at any meeting of the Board of Trustees.
- 31.3. In the event of inconsistency between any Regulations and the By-Laws, the By-Laws shall take precedence.

32. Records and accounts

- 32.1. The Board of Trustees must comply with all statutory requirements as to the keeping of statutory books, financial records, the audit of accounts and the preparation and transmission to the **Charity Commission** of:
- a. annual reports;
 - b. annual returns; and
 - c. annual statements of accounts.
- 32.2. The Board of Trustees must keep proper records of:
- a. all proceedings at General Meetings and Members' resolutions passed otherwise than at a General Meeting;
 - b. all proceedings at Board of Trustee meetings and all written resolutions;
 - c. all reports of Committees; and
 - d. all professional advice received.
- 32.3. Accounting records relating to the Society must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by Members who are not Trustees if the Board of Trustees so decide.
- 32.4. A copy of the Society's latest published statement of accounts must be supplied on request to any Trustee or Member or to any other person who makes a written request, within one month.

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32.5. The minutes of any meeting, if signed by the Chair of the meeting, or by the Chair of the next succeeding meeting, shall be deemed sufficient evidence of what took place at the meeting without any further proof of the facts recorded therein.

33. Means of communication

33.1. The Society may validly send any document (including any notice and any Ballot Paper) to a Member:

- a. by delivering it by hand to the **address** recorded for the Member in the Register of Members;
- b. by sending it by post or courier (with postage or delivery paid) to the address recorded for the Member in the Register of Members, including by publishing within the Journal of the Society;
- c. by electronic mail to an email address given by the Member; or
- d. by publishing it on the **website**; in accordance with this By-Law 33.

33.2. When sending a document via the website, the Society shall notify each intended recipient of the presence of the document and how it may be accessed.

33.3. Where a document is sent to Members via the website, the document must remain on the website for 28 days beginning with the date on which the Society sent notification pursuant to By-Law 33.2 and, in the case of a General Meeting, until after the General meeting has ended.

33.4. Any notice given in accordance with these By-Laws is to be treated for all purposes having been received:

- a. 24 hours after being sent by electronic mail or delivered by hand to the relevant address;
- b. 2 clear days after being sent by first class post to the relevant UK address;
- c. 10 clear days after being sent by second class or overseas post to the relevant address;
- d. on the date on which the notice was posted on the website (or, if later, the date on which the Member was notified of the posting on the website);
- e. on being handed to the Member personally; or if earlier
- f. as soon as the Member acknowledges actual receipt.

33.5. 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.

33.6. Members may validly send any notice or document to the Society:

- a. By post to:
 - I. the Society's registered office; or
 - II. any other address specified by the Society for such purposes;
- b. to any email address provided by the Society for such purposes.

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34. Indemnity

- 34.1. Every Trustee shall be indemnified out of the assets of the Society against any liability incurred by them in defending any proceedings in relation to the Society, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.
- 34.2. In this By-Law, Trustee means any member of the Board of Trustees or former Trustee of the Society.

35. Common Seal

- 35.1. The Board of Trustees shall provide for the safe custody of the **Seal** which shall only be used by the authority of the Board of Trustees or of a Committee of the Board of Trustees authorised by the Board of Trustees in that behalf, and every instrument to which the Seal shall be affixed shall be signed by the President or, in the case of their absence, the Honorary Treasurer.

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Part G Definitions

36. Interpretation and definitions

36.1. In these By-Laws the following definitions shall apply

Address	includes a number or address used for the purposes of sending or receiving documents by post, hand, or electronic means without limitation, capable of being read;	General Meeting	meetings of the Members (as opposed to meetings of the Trustees) having business relating to the governance of the Society and called and held in accordance with Part E of these By-Laws, as distinct from meetings where the business is confined to reading or discussing communications or other activities in furtherance of the Society's primary objects;
Appointed Trustee	a Trustee appointed by the Board of Trustees in accordance with By-Law 16;	Honorary Members	as defined in By-Law 5;
Ballot	the ballot of the Members to elect the President, Elected Trustees, and elected members of the Members' committee in accordance with By-Law 16;	Members' Committee	the Members' Committee constituted under By-Law 19.3;
Ballot paper	the form (which may be on paper or in electronic format) sent to each Member to participate in a ballot;	Month	a calendar month;
By-Laws	these By-Laws, as amended from time to time;	Nominations Committee	the Nominations Committee constituted under By-Law 21.
Casual Vacancy	a vacancy that arises due to unforeseen circumstances, e.g., death, resignation, disqualification;	Officers	the President, Deputy Chair of Trustees and Honorary Treasurer in accordance with By-Law b, and elected or appointed in accordance with By-Law 16;
Charities Act	the Charities Act 2011 or any amendment or statutory re-enactment of that Act;	President	the President of the Society and Chair of Trustees;
Charity Commission	the Charity Commission for England and Wales or any body which replaces it;	Register of Members	the record of those who are members of the Society
Charity Trustees	has the meaning prescribed by section 177 of the Charities Act 2011;	Registered Office	the official address of the Society;
Charter	the Royal Charter of the Society as amended from time to time;	Regulation	a rule or directive prescribed and maintained by the Board of Trustees in accordance with By-Law 31;
Clear days	complete days, excluding the day on which the notice is given or the day on which the event for which it is given takes place;	Requisition	a formal written demand that something should be performed or put into operation by the Board of Trustees;
Code of Conduct	a set of rules made by the Board of Trustees outlining the responsibilities and proper practices of the Society's Members	Representatives Committee	the Representatives Committee constituted under By-Law 22;
Co-option	the temporary recruitment of a Trustee to fill a casual vacancy for a short period of time under By-Law 9.5;	the Society	The Royal Photographic Society of Great Britain;
Committee	a body that is established by the Board of Trustees, in accordance with By-Law 19, with delegated responsibility for a specific area of the Society's charitable activity, accountable and reporting to the Board of Trustees;	Honorary Treasurer	any person appointed to perform the duties of the Honorary Treasurer under By-Law 13;
Council	see Trustee(s);	Trustee(s)	Member(s) with legal responsibility for the government and control of the Society, its property and affairs (References in the Charter to 'Council' means the Board of Trustees which is all of the Trustees acting together with collective responsibility);
Elective post	the positions of President, Elected Trustees; and elected members of the Members' Committee;	Website	the official website of the Society;
Elected Trustee	a Trustee elected by the Members under By-law 16;	Written / in writing	refers to a legible document on paper or a document which can be printed in writing onto paper including electronic mail; and
		Seal	the common seal of the Society;

36.2. References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

36.3. Headings and numbering have been inserted for convenience and do not affect the interpretation of these By-Laws.