

The Society for Radiological Protection

Draft Royal Charter

19 February 2007

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

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS The Society for Radiological Protection ("the former Society") being a voluntary association was founded in 1963 under the name of "The Society for Radiological Protection, The United Kingdom Section of the Health Physics Society":

AND WHEREAS in 1965 the name of the former Society was changed by resolution to "The Society for Radiological Protection" and the formal connection with the US Health Physics Society was dissolved:

AND WHEREAS the former Society has presented an humble Petition unto Us praying that We would be graciously pleased to grant it a Charter and We are minded to accede thereto:

NOW THEREFORE KNOW YE that We having taken the said Petition into Our Royal Consideration by virtue of Our Prerogative Royal are graciously pleased by these Presents to grant and declare as follows:

1. The persons who at the date hereof are members of the former Society and all such persons who may hereafter become members of the Society hereby constituted shall forever hereafter be one Body Corporate and Politic by the name of The Society for Radiological Protection (herein referred to as "**the Society**") and by that name shall have perpetual succession and a Common Seal, with power to break, alter and make anew the said Seal from time to time at the will and pleasure of the Society and by the same name shall and may sue and be sued in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

2. The object for which the Society is established is to promote the science and art of radiation protection and allied fields for the public benefit and for this purpose but not otherwise to do any or all of the following things:

- (a) to promote, advance and disseminate, to the public advantage, knowledge of radiation protection and allied fields;
- (b) to encourage, support, promote and advance education and learning in radiation protection and allied fields;
- (c) to promote and encourage, to the public advantage, high scientific, educational, regulatory and professional standards in radiation protection and allied fields;
- (d) to encourage, assist, support, join, associate with, participate in or be represented in other societies, associations or organisations having any activities or objects relevant to the object of the Society;
- (e) to receive monies, gifts, subscriptions and other income, to obtain and use loans or financial guarantees, to invest monies and funds in premises, lands and mortgages in lands and in any way allowable by law, and in particular the Charities Acts, to establish and manage trusts and funds, to provide prizes and grants and to manage, use, loan and disburse monies, property, funds and other assets, for the promotion, support and advancement of the object of the Society;
- (f) to do any other thing which the Society considers is appropriate for facilitating, or incidental or conducive to, the furtherance of its object.

3. The property and monies of the former Society (including any property or monies held by them as Trustees) shall from the date of this Our Charter become and be deemed to be the property and monies of the Society and shall as soon as possible be formally transferred to the Society or such person or persons on its behalf as the Bylaws may prescribe.

4. The income and property of the Society shall be applied solely towards the promotion of the object and no member of the Society shall as such have any personal claim on any of the said income or property.

5. Without prejudice to the generality of Article 4 of this Our Charter:

- (a) no part of the income or property of the Society shall be paid or transferred directly or indirectly in any way by way of profits to its members; and
- (b) no Trustee, being a member of the Council, may receive any remuneration from the Society; Provided that nothing herein contained shall prevent the payment in good faith of any reasonable expenses incurred by any officer or employee of the Society or of reasonable and proper fees or other remuneration to any officer or employee, or to any firm (whether incorporated or unincorporated) of which any member is a member or otherwise connected, in respect of goods or services actually supplied to the Society.
And further provided that any Trustee (or any firm or company of which a Trustee is a member or employee) may be employed by or may enter into a contract with the Society to supply goods or services in return for a payment or other material benefit but only if the conditions set out in Bylaw 34 are satisfied.

6. There shall be a Council of the Society (hereinafter referred to as "**the Council**") consisting of such numbers of members with such qualifications and to be elected or constituted as such members of the Council in such manner and to hold office for such period and on such terms as to re-election and otherwise as the Bylaws for the time being of the Society (herein referred to as '**the Bylaws**') shall direct.

7. Of the members of the Council one shall be the President, one shall be the Past President, being the most recent available Past President, one shall be the President-Elect, one shall be the Secretary and one shall be the Treasurer. The said President, Past President, President-Elect, Secretary and Treasurer shall be elected in such manner and shall hold office for such period and on such terms as to re-election and otherwise as the Bylaws shall direct.

8. The first President, Past President, President-Elect, Treasurer and Secretary of the Society shall be the persons holding such offices in the former Society at the date of this Our Charter. The first members of the Council of the Society shall be the voting members of the Council of the former Society at the date of this Our Charter.

9. The Society shall have such other officers as the Council may from time to time appoint.

10. The government and control of the Society and its affairs shall be vested in the Council subject to the provisions of this Our Charter and to the Bylaws. The business of the Council shall be conducted in such manner as the Council may from time to time determine.

11. In this Our Charter, unless the context otherwise requires, "**members**" means the members of the Society. The Bylaws shall specify the categories of membership of the Society and shall regulate, or provide for the regulation of, all matters relating to the admission, rights and privileges, and discipline of members.

12. An annual general meeting shall be held in March, April or May in each year or as soon as possible afterwards, as long as no more than fifteen months will have elapsed between annual general meetings. Other general meetings may be called by the Council whenever they think fit or when required to do so in accordance with the provisions of the Bylaws.

13. The functions of all general meetings and the procedure to be followed thereat shall be as prescribed in the Bylaws.

14. The Bylaws set forth in the Schedule hereto shall be the first Bylaws of the Society and shall remain in force until the same shall be amended in manner hereinafter provided.

15. The Society may, by a special resolution in that behalf, revoke, amend or add to the Bylaws for the time being in force; but no such revocation, amendment or addition shall have effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

16. The Bylaws may direct that any matter which pursuant to this Our Charter may be prescribed or regulated in the Bylaws may be further prescribed or regulated by Regulations; provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or the Bylaws. Regulations shall be made, and may be amended or repealed, by a resolution of the Council.

17. The Society may by special resolution amend or add to this Our Charter and such amendments or additions shall when allowed by Us, Our Heirs or Successors in Council become effectual, and this

Our Charter shall thenceforth continue to operate as if it had originally been granted and made accordingly. This clause shall apply to this Our Charter as amended or added to in manner aforesaid.

18. The Society may by special resolution surrender this Our Charter and any Supplemental Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and wind up or otherwise deal with the affairs of the Society in such manner as shall be directed by such general meeting or in default of such direction as the Council shall think expedient having due regard to the liabilities of the Society for the time being and if on the winding up or dissolution of the Society there shall remain after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Society or any of them but shall (subject to any special trusts affecting the same) be given or transferred to some other Charitable Society or Societies having objects similar to the object of the Society and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of this Our Charter, such Society or Societies to be determined by the members of the Society at or before the time of dissolution thereof and if and so far as effect cannot be given to the foregoing provisions then to some charitable object.

19. For the purposes of this Our Charter a "**special resolution**" means a resolution passed at a general meeting of the members convened and held in accordance with the Bylaws and Regulations and passed by not less than two-thirds of the members present in person or by proxy and voting at the meeting.

20. In any case of conflict, the provisions of this Our Charter shall prevail over those of the Bylaws and Regulations, and the provisions of the Bylaws shall prevail over those of the Regulations.

21. And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts or elsewhere in the most favourable and beneficial sense and for the best advantage of the

said Society, any misrecital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at [] the [] day of [] in the [] year of Our Reign

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

Schedule
Bylaws of the Society

Interpretation

1. In these Bylaws and the Regulations, except where the context otherwise requires:
 - (a) "**Charter**" means the Charter to which these Bylaws are scheduled, as revoked, amended or added to from time to time, and all Supplemental Charters for the time being in force;
 - (b) "**the Council**" means the Council of the Society;
 - (c) "**the former Society**" means the Society for Radiological Protection founded in 1963 under the name of "The Society for Radiological Protection, The United Kingdom Section of the Health Physics Society";
 - (d) "**in writing**" and "**written**" includes all modes of representing or reproducing words in a visible form;
 - (e) "**Laws of the Society**" means the Charter, the Bylaws, the Regulations and all codes and other forms of regulatory provision made by the Society;
 - (f) "**members**" means the members of the Society;
 - (g) "**month**" means calendar month;
 - (h) "**notice**" includes any paper or document of any kind which a member may be entitled to have served upon him;
 - (i) "**office**" means the main office of the Society;
 - (j) "**Past President**" means the most recent available Past President;
 - (k) "**President**" means the President of the Society;
 - (l) "**President-Elect**" means the President-Elect of the Society;
 - (m) "**Regulations**" means regulations made by the Council under the Charter;
 - (n) "**Seal**" means the Common Seal of the Society;
 - (o) "**Secretary**" means the Secretary of the Society;
 - (p) "**the Society**" means the Society for Radiological Protection constituted by the Charter;
 - (q) "**Treasurer**" means the Treasurer of the Society;
 - (r) "**Trustee**" means a member of the Council;
 - (s) words importing the masculine gender shall include the feminine and words in the singular shall include the plural and words in the plural shall include the singular;
2. Any words and terms which may be defined by the Charter shall, unless the context otherwise requires, have a corresponding meaning in these Bylaws and the Regulations.

Members of the Society

3. The following shall be members of the Society:
- (a) the persons who are members of the former Society at the date of the Charter;
 - (b) persons who are admitted as members under the Charter and Bylaws;
- and membership shall be personal and shall not be transferable by act of the member or by operation of the law.

- 4(a) The Corporate Members of the Society shall consist of:
- (i) Honorary Fellows;
 - (ii) Fellows; and
 - (iii) Members.
- (b) The Non-Corporate Members of the Society shall consist of:
- (i) Graduate Members;
 - (ii) Associate Members;
 - (iii) Student Members;
 - (iv) International Members; and
 - (v) Such other categories as may be determined by the Council in Regulations.

5. The persons who at the date of the Charter are members of the former Society in the class shown in the left-hand column below shall as from that date be members of the Society in the class shown in the right-hand column below and shall be subject to the provisions of the Charter and the Bylaws:

Old class	New class
Honorary Fellows	Honorary Fellows
Fellows	Fellows
Members	Members
Graduate Members	Graduate Members
Associates	Associate Members
Student Associates	Student Members
International Members	International Members

6. Subject to the Bylaws, the Council may by Regulation determine the terms and conditions of admission to, retention of, exclusion from, and re-admittance to, membership of the Society and such terms and conditions shall be binding as well upon those who were members of the former Society as those who may be admitted after the incorporation of the Society under the Charter.

7. Corporate Members of the Society shall be entitled to use post-nominal letters as follows. Fellows and Honorary Fellows shall be entitled to use the post-nominal letters "FSRP", and Members shall be entitled to use the post-nominal letters "MSRP".

8. There shall be power by Regulations to prescribe for the affiliation or association of other persons, or corporations, with the Society in such manner as the Council may from time to time determine and with such privileges and rights and upon such conditions as the Council shall think fit. No person so becoming associated or affiliated as aforesaid shall by virtue of this Bylaw or Regulations made under it be a member of the Society, but this shall not preclude such person from applying for membership.

Titles

9. Every person who at the date of the Charter was a Full Member of the former Society shall be entitled to use the title Chartered Radiation Protection Professional and the post-nominal letters CRadP according to regulations prescribed by the Council.

10. Every person who:

(a) at the date of the Charter was an International Member of the former Society; or

(b) after the date of the Charter is admitted to any of the corporate classes of membership or to the class of International Member

is entitled to use the title Chartered Radiation Protection Professional and the post-nominal letters CRadP according to regulations prescribed by the Council provided he either:

(i) has obtained a Masters degree recognised by the Council for the purpose of this Bylaw;

(ii) has carried out professional development as shall satisfy the Council; and

(iii) has pursued activities in the field of radiation protection effectively and to a standard commensurate with a chartered title;

or:

(iv) has attained and demonstrated professional competence to a standard commensurate with a chartered title as shall satisfy the Council.

Discipline

11. Members shall be bound by the Laws of the Society and may be subject to disciplinary proceedings of the Society if in breach of those Laws or if found guilty by a competent tribunal or Court of an offence considered relevant to membership of the Society. Regulations shall provide for the investigation and determination of complaints against members, and shall specify the rights of a member subject to complaint to receive notice, to be represented and to call and cross-examine witnesses, and to appeal. Regulations under this Bylaw may make provision for all matters within the disciplinary process including the sanctions to which members may be liable.

General meetings of the Society

12. An annual general meeting of the Society shall be held in March, April or May in each year or as soon as possible afterwards, as long as no more than fifteen months will have elapsed between annual general meetings, at such time and place as may be determined by the Council; provided that the first annual general meeting of the Society shall be held in the calendar year following the last annual general meeting of the former Society. All other general meetings of the Society shall be called extraordinary general meetings.

13. Twenty-one days' notice of any general meeting in a form prescribed in Regulations shall be given to corporate members and such other members as the Council may determine. The accidental omission to give notice of a meeting or the non-receipt of notice by any member, or a defect in the conduct or voting at a meeting, shall not invalidate the meeting or the business transacted thereat.

14. The Council may call an extraordinary general meeting when it thinks fit and shall call such a meeting on the request of no fewer than 5 per cent of the corporate members. All business transacted at an extraordinary general meeting shall be deemed special business, as shall that transacted at an annual general meeting except:

- (a) consideration of the accounts and balance sheet, and of reports of the Council and Auditors;
- (b) the appointment of the auditors and either determination of their remuneration or authorisation of the Council to determine the same;
- (c) declaration of the results of elections to the Council;
- (d) declaration of the results of election of the President-Elect, the Secretary and the Treasurer.

15. The quorum for a general meeting of the Society shall be seven corporate members personally present. Regulations shall provide for all matters relating to the dissolution of an inquorate meeting and to its adjournment and reconvening and the transaction of business notified for the meeting.

16. The President, or in his absence the Past President, or in his absence the President-Elect, shall preside as chairman at every general meeting but, if none is present or willing to preside, another person, as determined by Regulations, shall preside.

17. Regulations shall prescribe the circumstances in which general meetings may be adjourned from time to time or from place to place, and the circumstances and manner in which notice of the adjourned meeting is to be given but no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

18. In the case of an equality of votes on any resolution, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

19. No objection shall be taken to the validity of any vote except at a meeting or poll at which such vote shall be tendered and every vote not disallowed at such meeting shall be valid. The Chairman of the meeting shall be the sole and absolute judge of the validity of every vote tendered at that meeting or poll resolved at that meeting to be taken.

20. Subject to the Charter and Bylaws, Regulations may provide for all other matters related to (a) the summoning or requisitioning, and giving notice of general meetings (b) the conduct of business (including voting, proxies, and demanding of polls) at and chairmanship of such meetings, and the adjournment and reconvening of such meetings.

Officers of the Society

21. The President, Past President, President-Elect, Secretary and Treasurer shall be elected in such manner and shall hold office for such period and on such terms as to re-election and otherwise as the Regulations shall direct.

22. The Society shall also have such other officers as the Council may from time to time determine and such other officers shall hold office on such terms and otherwise and for such period as the Council shall think fit and may at any time be removed by the Council.

23. The President, or in his absence the Past President, or in his absence the President-Elect shall chair all meetings of the Council.

24. The Secretary shall be responsible to the Council for the administration and the coordination of the affairs of the Society generally, except those relating to finance.

25. The Treasurer shall be responsible to the Council for the administration of the financial affairs of the Society and for ensuring that proper accounts are kept in accordance with these Bylaws.

26. In the event of a casual vacancy occurring in any office of the Society, such vacancy may be filled in accordance with Regulations.

The Council

27. Subject to the Laws of the Society, the Council shall be the governing body of the Society. The first members of the Council shall be regarded as having taken up office in accordance with these Bylaws and may serve out their pre-existing periods of office as though those periods of office had commenced while these Bylaws were in force, but the retirement date of any of the first members of the Council may be adjusted if necessary by simple majority resolution of the Council.

28(a) The members of the Council who are Trustees shall consist of the following:

- (i) the President;
- (ii) the President-Elect;
- (iii) the Past President;
- (iv) the Secretary;
- (v) the Treasurer;
- (vi) the immediate past Secretary if available in the year following a change of Secretary;
- (vii) the immediate past Treasurer if available in the year following a change of Treasurer; and
- (viii) six or more corporate members elected in accordance with Regulations.

(b) Provided that the Council shall consist of not more than twenty-five persons, of whom no more than five may be persons who are not Corporate Members of the Society.

29. Any casual vacancy occurring on the Council may be filled by the Council. The name of a person selected to fill any casual vacancy shall be published for the information of Members and such a person shall retain such office until the close of the next annual general meeting.

30. Members of the Council elected under Bylaw 28(a)(viii) shall hold office for three years, a year being the period between the close of one annual general meeting and the close of the next, or for such shorter period prescribed by Regulations to secure appropriate retirements by rotation, and shall be eligible for re-election.

31. Subject to the Laws of the Society, the Council may regulate its own proceedings. Regulations may:

- (a) provide for variations in the number of elected members of the Council and for any consequential matter;
- (b) deal with all and any other matters relating to the election and retirement of members to the Council;
- (c) specify the quorum for meetings of the Council, provided this is not less than five members; and
- (d) regulate all other matters relating to the meetings and proceedings of the Council.

32. A member of the Council shall cease to hold office as such:

- (a) if he resigns by notice in writing;
- (b) if he becomes disqualified for being a charity trustee or trustee for a charity under section 72 of the Charities Act 1993.
- (c) if he becomes bankrupt, makes a declaration of insolvency or suspends payment or makes any arrangement or composition with his creditors;
- (d) if he is removed from office by a resolution of the members in general meeting;
- (e) if he fails without good reason to attend three consecutive Council meetings;
- (f) if he is removed under Bylaw 33; or
- (g) if he ceases to be a member of the Society.

33. The Council may, by a vote of not less than three-quarters of the members of the Council present and voting, at any time remove a member of the Council if he is considered to have acted contrary to

the interests of the Society or is unable properly to carry out the duties of a Council member. The member whose removal is resolved upon under this Bylaw shall have a right of appeal in accordance with Regulations.

34(a) In accordance with Article 5 of the Charter a Trustee may be employed by or may enter into a contract with the Society to supply goods or services but only if:

- (i) the goods or services are actually required by the Society;
 - (ii) the nature and level of the remuneration is no more than is reasonable in relation to the nature of the employment or the value of the goods or services and is set in accordance with the procedure in paragraph (b) below; and
 - (iii) no more than one half of the Trustees are subject to such a contract in any financial year.
- (b) Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Council or a standing committee of the Council the Trustee concerned must:
- (i) declare an interest at or before discussion begins on the matter;
 - (ii) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - (iii) not be counted in the quorum for that part of the meeting; and
 - (iv) withdraw during the vote and have no vote on the matter.

Powers, functions, and proceedings of the Council

35. Subject to the Laws of the Society, the Council may meet and otherwise regulate its own business as it sees fit. Questions arising at a meeting of the Council shall be decided by simple majority vote, and in the event of an equality of votes the chairman of the meeting shall have a second or casting vote.

36. At the request of three or more members of the Council, the Secretary shall summon a meeting of the Council, giving at least fourteen days' notice.

37. All acts bona fide done at any meeting of the Council or of any committee of the Council or any sub-committee or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as

if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

38. The Council shall cause proper minutes to be made of all appointments of officers and of the proceedings of all meetings of the Society and of the Council and of committees of the Council and sub-committees and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed by the person acting as chairman of such meeting or by the person acting as chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

39. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council or any sub-committee who were duly entitled to receive notice of a meeting of the Council or of such committee or sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee or sub-committee duly convened and constituted.

40. The members for the time being of the Council may act notwithstanding any vacancy in their body provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by the Laws of the Society it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body or of summoning a general meeting but not for any other purpose.

41. The Council may exercise all such powers of the Society and do on behalf of the Society all such acts as may be exercised and done by the Society as are not required by the Laws of the Society to be exercised or done by the Society in general meeting, and shall, in particular, and subject to such Laws, have the following powers:

- (a) to make Regulations;
- (b) to appoint staff of the Society and determine their conditions of service;
- (c) to establish or assist in establishing, or dissolve local and regional sub-divisions, professional networks or other organisations of the Society, whether autonomous or not, and to make Regulations relating to the constitutions and administration of such organisations;
- (d) to govern, manage and regulate the finances, accounts, investments, property, business and all affairs whatsoever of the

- Society and for that purpose to appoint bankers and any other officers or agents whom it may deem expedient to appoint;
- (e) to invest on behalf of the Society any monies belonging to or held by the Society and not immediately required for its purposes in or upon such investments, securities or real or personal property as may be thought fit subject to such consents as may be required by law, provided that:
 - (i) in the case of monies belonging to or held by the Society as Trustee for the general purposes of the Society, the powers conferred by this Bylaw shall be exercised subject to the provisions of the law relating to investment by Trustees; and
 - (ii) in the case of monies held by the Society as Trustee upon special trusts, the Council, on behalf of the Society, shall have such powers of investment as may be granted by such trusts or as may be granted by the law relating to investment by Trustees;
 - (f) to appoint upon such reasonable and proper terms (including provision for remuneration) as may be thought fit either any individual of repute with at least fifteen years' experience of investment management who is an authorised person within the meaning of the Financial Services Act 1986 or a company or firm of repute which is an authorised or exempted person within the meaning of that Act otherwise than by virtue of section 45 (1)(j) of that Act to be the Society's investment manager (the "**manager**") and to delegate to the manager the exercise of powers of investment to the extent permissible under the law relating to Trustees: provided that (a) the manager may be authorised to exercise such powers within policy guidelines laid down by the Society; (b) the manager shall be required to report any exercise of such powers promptly and any transaction within fourteen days, and to report on the performance of the Society's portfolio managed by him at least every three months; (c) the Society shall be free at any time to withdraw, or alter the terms of, such delegation; and (d) the Society shall review such delegation at intervals not exceeding twelve months (but failure to do so shall not invalidate an existing delegation under this Bylaw); and
 - (g) to provide for the custody and use of the Seal.

42. The Council shall have power to establish, to delegate its powers and functions (other than the power to make Regulations or its non-delegable powers as Trustees) to, to regulate, and to dissolve, such committees with such functions as the Council may think fit. Such committees may include persons who are not members of the

Council or of the Society. Every committee established by the Council shall have power to establish and dissolve sub-committees subject to such directions as the Council may from time to time impose. The exercise by any committee of any power or function delegated to it by the Council shall be reported to the Council as soon as practicable.

43. The Council may delegate its powers and functions (other than the power to make regulations or its non-delegable powers as Trustees) to the President or Past President or President-Elect on such terms and conditions as it sees fit, and may revoke such delegations at any time: provided that all acts and proceedings of the President, Past President and President-Elect in exercise of such delegated powers and functions shall be reported to the Council at its next meeting.

Indemnity

- 44(a) All members of the Council, the members of the committees, panels and delegations appointed by the Council or by the Society in general meeting, the representatives of the Council or of the Society, and all the officers, officials and servants of the Society shall out of the property and funds of the Society be indemnified against all liabilities arising out of the proper exercise of their offices, or the proper execution of their duties to the Society. The Council may take such reasonable and proper measures as it may deem suitable to offset or provide for the possibility of such an indemnity being required.
- (b) The Society has the power for the purchase of indemnity insurance for the Trustees 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 Charity but excluding:
- (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
 - (iii) liabilities to the Charity that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.

Accounts and audit

45. The Council shall cause proper and sufficient books of account to be kept in such manner as to give a true and fair view of the state of the Society's affairs and to explain its transactions, with respect to:

- (a) the assets and liabilities of the Society;
- (b) sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure takes place;
- (c) all sales and purchases of goods and services by the Society.

46. The books of account shall be kept at the office or in such place as the Council shall determine and shall be open to inspection by the members of the Council. The Society in general meeting may specify reasonable conditions and regulations as to the time within business hours and manner in which the accounts shall be open to inspection by members of the Society.

47. A copy of every balance sheet, income and expenditure account and auditors' report, and of the annual report of the Council shall be made available to every member not less than twenty-one days before the general meeting at which they are to be considered. The accounts and reports referred to in this Bylaw may be published in printed or electronic form.

48. Auditors shall be appointed and hold office, and their duties and remuneration regulated, in accordance with Regulations.

Notices

49. A notice may be served by the Society to any member either personally or by sending it by pre-paid post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address if any within the United Kingdom supplied by him to the Society for the giving of notice to him, or by any mechanical or electronic means approved by the Council for this purpose.

50. A notice sent by post shall be deemed to have been served on the second day following that on which the posting occurred.

Transitional provisions

51. The first annual general meeting of the Society shall be convened in such manner and shall be conducted in accordance with such rules, as may be determined by the Council.

52. The business of the first annual general meeting of the Society shall include the appointment of the first Auditor or Auditors of the Society.

53. The Rules of the former Society shall so far as they shall be consistent with the Charter and the Bylaws be deemed to be Regulations of the Society until such time as they shall have been repealed, by a resolution of the Council, or replaced by Bylaws or Regulations made under the Charter.

54. All persons holding paid appointments in the former Society at the date of the Charter shall hold corresponding appointments in the Society, on the same terms and conditions as to tenure and otherwise but shall not be entitled to receive remuneration both from the former Society and from the Society in respect of the same period of service.

55. The Council shall have the power to resolve all questions of doubt which may relate to any transitional matter following the grant of the Charter and the establishment of these Bylaws and such determination shall be final and binding upon every person who may be affected thereby.