

**Yorkshire Philosophical Society**  
(Charity reg. 529709)

**Laws**

**Preliminary note**

1. **The Laws** form one of three main governing documents for the Society; the other two are:
2. **Charity Commission scheme of 13 December 1960**, parts I and II, which establishes the legal existence, the name, and the objectives of the Society.
3. **Agreement of 9 December 2009**, between the York Museums and Gallery Trust, the City of York Council and the Yorkshire Philosophical Society. It relates to the management of the Yorkshire Museum and Gardens and defines the Society's obligations.
4. Governance and policy documentation is listed at the end.

**1. Mission**

To stimulate public understanding of the sciences, including natural, physical, social and archaeological sciences, and their effects on society, past, present, and future.

**2. Objectives**

To –

- i) Arrange lectures for the general public and for Society members.
- ii) Initiate and/or promote innovative projects, programmes, activities or events in line with the Society's mission.
- iii) Support research, publications, and appropriate causes, primarily in the Yorkshire region, by the issue of grants or loans.
- iv) Support the interests of the Yorkshire Museum, its collections and the Museum Gardens
- v) Support voluntary initiatives by members in promoting the Society's objectives.

**3. Membership**

3.1(i) The Society shall consist of the following (with definitions where relevant):

- Patrons

- a) Council may invite individuals to become patrons who hold esteemed positions in Yorkshire institutions and have an interest in promoting the objectives of the Society.
- b) They pay no subscription and may not vote at AGM

- Honorary Members

- a) Council may propose for Annual General Meeting approval, the election of honorary members, a category that includes honorary vice-presidents. The total number of both shall not exceed twenty.
  - i) Honorary membership may be conferred on persons who have made a substantial contribution in fields important to the Society.
  - ii) The title Honorary Vice-President may be conferred on individuals who have served the Society in an exemplary manner and whose experience the Society wishes to retain.
- b) Honorary members are not required to pay an annual membership subscription but may do so voluntarily.
- c) Honorary vice-presidents may attend Council meetings and join in the discussions. They are not trustees and may not vote.
- d) Honorary members and honorary vice-presidents may be selected to attend other bodies or societies on behalf of the Yorkshire Philosophical Society.

- Members

These and the following may apply to join in person at The Lodge, or by post, or online.

- Concessionary members

People of pensionable age (60+), or any exceptional cases approved by Council.

- Student members and YMT staff

People in full-time education and members of the staff of the York Museums Trust may join the Society without paying a subscription. They will receive communications only electronically, and will receive printed publications only on payment of a fee.

- Life members

Pay varying lifetime subscription based on age.

- Institutional members

Pay an institutional subscription and receive a copy of the *Annual report*. They may not vote at AGM.

3.1(ii) Subscriptions are due on 1st January each year. They are set by Council (*see* 4) and reviewed by it at appropriate intervals. Council may at its own discretion reduce or remit the subscription of any member.

### 3.2 Termination of Membership

Council may terminate the membership of anyone whose subscription is more than four months in arrears, or who is deemed to have acted in a manner prejudicial to the well-being of the Society. Prejudicial actions may include, for example, anything that brings the Society into disrepute or puts its finances at risk.

i) Council, having considered behaviour deemed prejudicial, must inform the member of its intention to terminate his/her membership, giving its reasons. In the case of objection by the member, the matter should be dealt with under the Complaints Handling Policy.

ii) A member accused of such actions is entitled to defend him/herself. S/he may request to be accompanied by a friend who may speak for him/her.

### 3.3 Dispute resolution

Disputes should be resolved through the Complaints Handling Policy.

## **4. Organisation**

The Society's governing body is Council, which comprises trustees of the Society (see 4.1 (i)), and non-executive members. It shall oversee the overall strategic direction of the Society and have responsibility for the finances and affairs of the Society. The Society may employ staff to provide administrative support, including assistance to Council. Council shall meet not less than four times a year. Council meetings shall be quorate if five voting members are present, of whom, if possible, normally two should be principal officers. In the case of unavoidable absence and the need to maintain the Society's business, the vice-chairs may take this role. All documents of the Society shall be open to inspection by Council members at all reasonable times.

### 4.1 Council membership

i) Council shall consist of the principal officers of the Society, other officers as noted in 4.1 (vi) below, and, normally, between six and twelve elected ordinary members from amongst subscribing members, excluding Institutions. All of these shall be trustees who shall agree to accept the responsibilities of trusteeship. Non-executive members (e.g. the President if not a trustee, and honorary vice-presidents) are entitled to attend Council meetings; they are not trustees and have no voting rights.

ii) The principal officers of the Society shall be: Chair, Treasurer and Secretary, and shall include the President if s/he chooses to become a trustee.

iii) President. When a president steps down, Council shall nominate a suitable replacement and recommend him/her to an AGM for election by the membership. The President may serve for a period of up to seven years, after which s/he may be re-elected as President for further periods of up to seven years or may be proposed for some other Council position.

The President may choose whether or not to accept trusteeship. If s/he does, s/he is required to accept the responsibilities of trusteeship.

The President is normally expected to chair Annual General Meetings, Special General Meetings; and the first meeting of Council after the AGM at which the Chair is elected. His/her attendance at Council is otherwise at the President's own discretion, or by special invitation. The President may be asked to be the final arbiter in any dispute within Council.

iv) Chair. Trustees shall elect or re-elect a Chair annually from among their members at the first Council Meeting after the Annual General Meeting. The Chair may serve for a maximum of five years. S/he may then stand for re-election after a period of two years. S/he may, however, stand for election to other officer roles.

v) Trustees shall nominate the Treasurer and Secretary of the Society for their election or re-election at the Annual General Meeting or, if necessary, at a Special General Meeting. All officers shall be confirmed in their posts at each AGM.

vi) Council may appoint such officers, including vice-chair(s), for such specific responsibilities as the Council decides are desirable, normally but not exclusively, from among its members. These officers' tenure may be continued by and subject to mutual agreement.

vii) Ordinary Council members shall serve for up to five years, from the date of co-option if earlier than their election at the AGM, up to the AGM of their fifth year. They may then stand for re-election annually by mutual agreement. As trustees they agree to be bound by the terms contained in the *YPS Guide for trustees*.

viii) New members of Council shall be elected from the members of the Society, at the Annual General Meeting.

ix) A casual vacancy shall be filled by Council from the members of the Society and the person so appointed shall be confirmed at the next Annual General Meeting.

x) Council members are entitled to claim for authorised and legitimate expenses. They may not receive any payment for their work on behalf of the Society. If Council wishes exceptionally to call on and pay for their specific professional expertise for the benefit of the Society it may do so in accordance with Charity Commission guidelines.

#### 4.2 Council responsibilities

i) Two standing committees of Council represent the core governance functions of the Society. They are the Finance Group, and the Governance Group. A second tier of committees represents other core activities, namely, the Lecture Programme Group, and the Editorial Group. All other committees and groups form a third tier, carrying out important non-governance work.

ii) Council may delegate powers to appointed individuals and committees (these to include all specially-formed groups and teams, (*see* 4.2 (iv)) provided that such delegation is compliant with section 11(3) of the Trustee Act 2000 (*See notes, below*). Council shall approve the terms of reference and constitution of such committees and shall receive reports from them at intervals which the Council shall decide. The two standing committees shall be quorate if two thirds of their appointed numbers (rounded down to the next whole number) are present. Other groups are not generally required to be quorate.

iii) The principal officers (which would include the President even if not a trustee) shall be ex-officio members of all committees.

iv) Membership of committees may include people who are not members of the Society, subject to the approval of Council. Non-members of the Society have no voting rights in standing committees and shall play no part in decisions affecting the Society's financial or other commitments. Committees may be convened by non-members of Council, who may need or be invited to attend Council to report, as required.

v) Council and any of its committees may appoint ad-hoc working parties to manage specific projects. The body responsible for the creation of such a working party will set appropriate terms of reference for it. Working parties shall be advisory only, and no quorum is normally required. If decisions are made via electronic medium, all members should participate, if possible.

vi) All major expenditure decisions, and liabilities thus incurred, must be authorised by Council, or undertaken in accordance with budgets approved by Council. All minor expenditure may be authorised by the Chair or Treasurer. In their absence, a vice-chair may authorise such expenditure. (Note: the definition of minor is subject to regular review in the *Guidelines for handling YPS finances*.)

### **5. Election to Council**

- i) All individual subscribing members of the Society are eligible for nomination to Council. Nomination papers, obtained from The Lodge, Museum Gardens, York, YO1 7DR, must be signed by the person nominated to signify his/her assent to nomination, and must be further signed by two members as proposer and seconder.
- ii) Completed nomination papers shall be delivered to the Hon Secretary or other authorised person at least 28 days before the date of the Annual General Meeting, and the nominations shall be posted at the Lodge within two working days (i.e. excluding week-ends) of the closing date for receipt of nominations.
- iii) If there are more nominations than vacancies an election shall be held by ballot and the Hon Secretary shall prepare papers for a secret ballot which will be held at the Annual General Meeting. The ballot shall be by single transferable vote; ballot papers will be counted by two independent tellers and the result announced by the Chair. Voting figures will not be declared.

#### **6. Special meetings of Council, and arrangements for urgent decisions between meetings**

- i) Special meetings of Council may be called at any time by a member of Council, with the agreement of at least two of the principal officers. There must be a notice period of a minimum of ten days.
- ii) If an urgent decision of Council is required, soundings may be taken by email, post or other means. A special meeting must be called to approve any ad hoc decision with a minimum of six trustees present, including two principal officers.

#### **7. Accounts**

- i) The Accounts of the Society shall be made up to the 31st December in each year.
- ii) They shall be examined by an Independent Examiner who shall submit a report to the Council.
- iii) The statement of financial activities and balance sheet shall be published in the YPS *Annual report* and circulated to every member before the Annual General Meeting. The full Examiner's report shall be made available for viewing in the Lodge three weeks before the AGM.
- iv) The Independent Examiner shall be elected by the Society for the ensuing year at the Annual General Meeting.

#### **8. Annual General Meeting**

- i) The Annual General Meeting shall be held on such date and at such time before 30th June each year as the Council may decide.
- ii) Notice shall be sent to each member not less than 21 days before the Annual General Meeting giving the date, place and time at which it shall be held. The notice shall include:
  - a) A list of the existing Officers and Members of Council, showing who will retire from office
  - b) A statement of the conditions to be observed for nominating candidates.
  - c) A list of the persons whom Council recommends as the Officers; and a list of other members of Council for the following year.
- iii) In addition to considering ordinary business, this meeting shall have power to elect or re-elect officers, and ordinary members of Council, to enact new laws, and alter and repeal existing laws in accordance with Law 10.
- iv) Any member may propose a resolution at the Annual General Meeting, other than one necessitating a change in the Laws (see Law 10), by submitting a copy of the resolution to the Secretary at least 14 days prior to the Annual General Meeting.
- v) An Annual General Meeting shall be quorate if 30 or more members attend.
- vi) Decisions agreed at an Annual General Meeting shall be valid if more than half those members present vote to support them.
- vii) Institutional members may attend but are not entitled to vote.
- viii) The Chair shall have a casting vote.
- ix) Any notice if served by post shall be deemed to have been served at the time the letter containing it would have been delivered in the ordinary course of the post. In proving such service, it shall be sufficient to prove that the

letter containing the notice was properly addressed, prepaid and posted. Electronically mailed notices shall be deemed to be served at the time they are sent.

### **x) Special General Meetings**

An extraordinary or special general meeting may be called at any time by Council.

Members of the Society requesting a Special General Meeting must have the signed support of 20 members. If called, the meeting would be subject to the rules contained in 8.ii, and 8.v-ix.

## **9. Trusteeship**

### **9.1 Membership of Council**

i) The Trustees of the Society shall comprise the principal officers (see Clause 4.1), all other officers, and ordinary members of Council confirmed at a general meeting of the membership. The trusteeship excludes honorary vice-presidents.

ii) Only Trustees shall vote in Council meetings.

iii) Council shall propose at least one nominee, who should not be a YPS trustee, to the York Museums and Gallery Trust in accordance with Clause 6 of the 2009 Agreement, as well as to any other body, from amongst members of Council.

### **9.2 Duties of Trustees.** To include the following:

i) Council shall ensure that all trustees are made aware of the responsibilities of trustees.

ii) Trustees must exercise due diligence to maintain the long term financial viability of the Society.

iii) Trustees must manage, and review regularly, an Investment and Reserves Policy to support the Society's long-term mission and objectives. Council should seek financial and legal advice as appropriate.

iv) Any Trustee taking specific responsibility for any decisions relating to the Society's finances must sign the *Guidelines for handling YPS finances* document and agree to be bound by its provisions.

v) Trustees must declare conflicts of interest or potential conflicts of interest.

### **9.3 Powers of Trustees**

i) The Trustees shall have the power to invest funds, to open bank accounts with appropriate signatory-mandates, and to seek grants and raise funds. All assets of the Society must be held on behalf of the Society, by an authorised official and not in the names of Society trustees, members, or groups.

ii) The Trustees shall have the power to declare specific trusts over unrestricted funds, and Power of Accumulation, that is, to create or augment endowment funds (restricted capital funds) from income funds (restricted or unrestricted). Such funds shall be accumulated to enable the Society to sustain its charitable purpose and spent in accordance with Charity Commission guidelines.

iii) The Trustees shall have the power to change the administrative procedures of the Society.

iv) The Trustees shall have the power to propose changes to the Laws and other governing documents of the Society. Any such proposal must be voted on at an Annual General Meeting or Special Meeting of the Society's members, and then transmitted to the Charity Commission. See Section 10.

v) The trustees shall have the power to propose dissolution of the Society and to recommend how this should be achieved in the spirit of the Society's mission and objectives. Any such proposal must be discussed with the Charity Commission, and then voted on at an Annual General Meeting or Special Meeting of the Society's members.

## **10. Alteration of Laws**

i) No new law shall be made, nor any law altered or repealed, except at an Annual General or Special Meeting. Items for change may be proposed by Council or by request of at least ten members and addressed to the Secretary for discussion by Council at least 35 days prior to the meeting. Every proposed new law or alteration or repeal of a law shall be posted at the Lodge in the Museum Gardens.

ii) Any member may suggest amendments to these postings. They must be sent in writing to the Secretary to arrive within ten days of the original posting. Such proposed new laws, alterations or repeals and amendments, if any, shall thereafter be printed and sent to all members with the notice convening the Annual or Special Meeting, at which amendments strictly relevant to such proposals may be moved without notice.

#### List of related YPS governance and policy documentation

1. Charity Commission scheme, 13 December 1960
2. Agreement between YMT, City of York Council, and YPS, of 9 December 2009.
3. Investment and Reserves Policy: full version, summary, and Table of Operational Funds
4. Guidelines for handling YPS finances
5. YPS guide for trustees 2015
6. Complaints Handling Policy
7. Conflict of interest policy
8. YPS representation in sister organisations

#### Notes

##### **Trustee Act 2000 c.29**

##### **Part IV: Agents, Nominees and Custodians**

##### **11 Power to employ agents.**

(1) Subject to the provisions of this Part, the trustees of a trust may authorise any person to exercise any or all of their delegable functions as their agent.

[...] (3) *In the case of a charitable trust, the trustees' delegable functions are—*

- (a) any function consisting of carrying out a decision that the trustees have taken;*
- (b) any function relating to the investment of assets subject to the trust (including, in the case of land held as an investment, managing the land and creating or disposing of an interest in the land);*
- (c) any function relating to the raising of funds for the trust otherwise than by means of profits of a trade which is an integral part of carrying out the trust's charitable purpose;*
- (d) any other function prescribed by an order made by the Secretary of State.*

#### Edition history

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