

Dated

2010

Constitution of
Society for Longitudinal and Lifecourse Studies (SLLS)

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To assist in the interpretation of this constitution, a number of definitions are set out in clause 16.

1. **Name**

The name of the Society is the Society for Longitudinal and Life Course Studies.

2. **Objects**

The Object of the Society is the advancement of education through the promotion of interdisciplinary and cross-national understanding and collaboration in longitudinal and life course studies.

3. **Powers**

The Society has the following powers, which may be exercised only in promoting the Objects:

- 3.1 To promote or carry out research.
- 3.2 To provide a forum for discussion and publication of new ideas relating to the Objects.
- 3.3 To publish and promote the on-line journal 'International Journal of Longitudinal and Life Course Studies' and related publications and research.
- 3.4 To co-operate with other bodies.
- 3.5 To support, administer or set up other charities.
- 3.6 To raise funds (but not by means of taxable trading).
- 3.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act).
- 3.8 To acquire or hire property of any kind.
- 3.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 3.10 To make grants or loans of money and to give guarantees.
- 3.11 To set aside funds for special purposes or as reserves against future expenditure.
- 3.12 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification).
- 3.13 To delegate the management of investments to a financial expert, but only on terms that:
 - 3.13.1 the investment policy is recorded in writing for the financial expert by the Trustees;

- 3.13.2 every transaction is reported promptly to the Trustees;
- 3.13.3 the performance of the investments is reviewed regularly with the Trustees;
- 3.13.4 the Trustees are entitled to cancel the delegation arrangement at any time;
- 3.13.5 the investment policy and the delegation arrangement are reviewed at least once a year;
- 3.13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Trustees on receipt;
- 3.13.7 the financial expert must not do anything outside the powers of the Trustees.
- 3.14 To insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required.
- 3.15 To pay for indemnity insurance for the Trustees in accordance with s73F of the Charities Act.
- 3.16 Subject to sub-clause 9.3, to employ paid or unpaid agents, staff or advisers.
- 3.17 To enter into contracts to provide services to or on behalf of other bodies.
- 3.18 To establish or acquire subsidiary companies to assist or act as agents for the Society.
- 3.19 To pay the costs of forming the Society.
- 3.20 To do anything else within the law which promotes or helps to promote the Objects.

4. **Membership**

- 4.1 Membership of the Society is open to any individual or organisation interested in promoting the Objects who are approved by the Trustees.
- 4.2 There shall be at least two classes of members: Honorary Members and Ordinary Members.
- 4.3 Honorary Members shall be those members who are elected by the members on the nomination of the Trustees in recognition of distinguished contributions to longitudinal and life course research.
- 4.4 Honorary Members shall be entitled to attend general meetings and other activities of the Society but shall not (unless they are also Ordinary Members) have the right to vote at general meetings or receive any of the benefits of Ordinary Members.
- 4.5 Ordinary Members shall be those members who subscribe to the Society and may vote at general meetings of the Society.
- 4.6 Members may be individuals or organisations. Where a member organisation is unincorporated it shall be a member through the Chairman of its governing body from time to time and the rights of membership may be exercised by resolution of its governing body.

- 4.7 The Trustees may establish additional classes of membership, prescribe the privileges and duties of the different classes of members and set the amounts of any subscriptions.
- 4.8 The Trustees must keep a register of members.
- 4.9 The Trustees shall consider applications for membership at Trustee meetings.
- 4.10 Membership is terminated if:
- 4.10.1 the member dies, or if it is an organisation, ceases to exist;
 - 4.10.2 the member resigns by written notice to the Society, unless after the resignation, there would be less than two members;
 - 4.10.3 any sum due from the member to the Society is not paid within twelve months of it falling due.
- 4.11 A member whose membership is terminated under sub-clause 4.10.3 may be reinstated by the Trustees on payment of the sum outstanding.
- 4.12 The Trustees may by resolution terminate the membership of any member on the ground that in their reasonable opinion the member's continued membership would be harmful to the Society. The Trustees may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice.
- 4.13 Membership of the Society is not transferable.

5. **General Meetings**

- 5.1 Members are entitled to attend general meetings of the Society either in person or (in the case of a member organisation) through an authorised representative.
- 5.2 General meetings must be called by giving at least 14 clear days' written notice to the members specifying the business to be transacted. A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- 5.3 There is a quorum at a general meeting if the number of Ordinary Members present in person or by an authorised representative is at least twenty-five, or 15% of the members, whichever is the lower.
- 5.4 The chairman of the meeting shall be the President or (if the President is unable or unwilling to be chairman), the President Elect or Past President or if all of these are unable to or unwilling to do so some other member elected by those present at the general meeting.
- 5.5 Except where otherwise provided by this constitution, every issue at a general meeting is determined by a simple majority of votes cast on a show of hands by the Ordinary Members present in person or (in the case of a member organisation) through an authorised representative unless a poll is demanded by the chairman or by

- at least five Ordinary Members present in person. A poll shall be taken in such a manner and at such times as the chairman shall direct.
- 5.6 Except for the chairman of the meeting, who has a second or casting vote, every Ordinary Member present in person (or in the case of a member organisation through an authorised representative) is entitled to one vote on every issue.
- 5.7 Except at first, an AGM must be held in every year and not more than 15 months may elapse between successive AGMs. The first AGM may be held at any time within 18 months after the formation of the Society.
- 5.8 At an AGM the members:
- 5.8.1 receive the accounts of the Society for the previous financial year;
 - 5.8.2 receive the report of the Trustees on the Society's activities since the previous AGM;
 - 5.8.3 accept the retirement of those elected Trustees who wish to retire or are retiring by rotation;
 - 5.8.4 receive the results of the election of Trustees to fill the vacancies arising;
 - 5.8.5 receive the results of the election of a President Elect from among the members to hold office from the end of the AGM until the end of the next AGM (following which he or she will become President);
 - 5.8.6 appoint an auditor or independent examiner for the Society where required;
 - 5.8.7 may confer on any individual (with his or her consent) the honorary title of Patron of the Society; and
 - 5.8.8 discuss and determine any issues of policy or deal with any other business put before them by the Trustees.
- 5.9 Any general meeting which is not an AGM is an EGM.
- 5.10 An EGM may be called at any time by the Trustees and by the Secretary if so requested by the President and must be called within 14 clear days after a written request to the Trustees from at least twenty-five members or 15% of the membership, whichever is smallest, stating the purpose for which the meeting is being requisitioned.
- 5.11 The members present at a general meeting may resolve that the meeting shall be adjourned. The chairman must decide the date, time and place at which the meeting is to be re-convened unless those details are specified in the resolution. No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven days' notice shall be given of their convened meeting stating the date, time and place of the meeting.

6. **The Trustees**

- 6.1 The Trustees as charity trustees have control of the Society and its property and funds.
- 6.2 There must be at least five and not more than fifteen Trustees.
- 6.3 The Trustees consist of:
 - 6.3.1 the Officers which will include the President, President Elect/Past President, Treasurer and Secretary;
 - 6.3.2 up to six Ordinary Trustees;
 - 6.3.3 up to five Co-opted Trustees.
- 6.4 Only members of the Society (or in the case of a Member Organisation, its nominated representative) shall be eligible for nomination as Trustees.
- 6.5 The Officers and Ordinary Trustees shall be elected by the Ordinary Members.
- 6.6 A Co-opted Trustee shall be appointed by resolution of the Trustees to hold office until the end of the next AGM.
- 6.7 The first trustees (including Officers) shall be those persons elected as Trustees and Officers at the meeting at which this constitution is adopted.
- 6.8 All Trustees except the President, President Elect, Past President and Treasurer shall be elected for terms of three years when they must retire. The President's term shall be for two years, the President Elect's term shall be for one year, the Past President's term shall be for one year and the Treasurer's term shall be for four years. A year means the period from the end of one AGM until the end of the next AGM. At every AGM after the third anniversary of the establishment of the Society, one third of the Ordinary Trustees or the nearest number to one third, being those longest in office since their last appointment or reappointment or between persons who become or, where they were last reappointed Trustees on the same day being those decided by lot (unless they otherwise agree among themselves), must retire from office but may offer themselves for re-appointment by the members. The Treasurer and Secretary may also offer themselves for reappointment by the members.
- 6.9 Subject to sub-clause 6.11, if the Society at the meeting does not fill the vacancy, a retiring Trustee will, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Trustee is put to the meeting and lost.
- 6.10 A Trustee who has served for two consecutive terms of office must take a break from office and may not be re-appointed until the AGM following the AGM at which his or her break from office commenced.
- 6.11 Every two years starting in the year after the first AGM, the President Elect shall be elected and the results shall be announced at the AGM. The President Elect shall take up his or her office at the end of the AGM. At the end of the next AGM following his or her appointment as President Elect that member shall take up the office of

President respectively. At the end of his or her term as President, that member shall take up the office of Past President.

- 6.12 A member shall not be eligible for re-election to the office of President Elect or President.
- 6.13 In the event of an Officer being unable to complete his or her term of office, the Trustees shall appoint one of the Trustees to assume his or her duties until the following AGM where the members shall elect a member to be the Honorary Officer for the remainder of the term.
- 6.14 Every Trustee after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Society before he or she may vote at any meeting of the Trustees.
- 6.15 A Trustee's term of office automatically terminates if he or she:
- 6.15.1 is disqualified under the Charities Act from acting as a charity trustee;
 - 6.15.2 is removed from office by a resolution of the other Trustees based on a reasonable belief that he or she is suffering from mental disorder and is incapable of acting;
 - 6.15.3 is absent without notice from three consecutive meetings of the Trustees and the Trustees resolve that the Trustee be removed for this reason;
 - 6.15.4 ceases to be a member of the Society;
 - 6.15.5 resigns by written notice to the Trustees (but only if at least two Trustees members will remain in office);
 - 6.15.6 is removed by a resolution passed at a meeting of the Trustees at which at least half of the Trustees are present. Such a resolution shall not be passed unless the Trustee has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify the removal from office and has been afforded a reasonable opportunity of either, at the option of the Trustee being removed, being heard by or making written representations to the Trustees.
- 6.16 At least 54 clear days before the AGM notice must be given to all members entitled to receive notice of the meeting of Honorary Officers and Ordinary Trustees due to retire at the AGM and whether those Trustees who are eligible to be re-appointed are willing to be reappointed. Nominations for other proposed Trustees will also be invited from the members.
- 6.17 Each nomination must be supported by at least two Ordinary Members.
- 6.18 No person other than a Trustee retiring by virtue of sub-clause 6.9 shall be appointed or re-appointed a Trustee at any general meeting unless:
- 6.18.1 he or she is recommended by the Trustees; or

- 6.18.2 at least 40 but not more than 54 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Society proposing the member for appointment or re-appointment stating the particulars which would, if he or she were to be appointed or re-appointed, be required to be included in the Society's register of Trustees together with notice executed by that person of his or her willingness to be appointed or re-appointed.
- 6.19 At least twelve but not more than 35 clear days before the day appointed for holding a general meeting notice must be given to all members who are entitled to receive notice of the meeting of any person who is recommended by the Trustees for appointment or re-appointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Society of the intention to propose him or her at the meeting for appointment or re-appointment as a Trustee. The notice must give such information about the Trustee as the Trustees shall decide which would, if he or she were so appointed or re-appointed, be required to be included in the Society's register of Trustees.
- 6.20 Members shall vote in advance of the general meeting at such time and in such format as the Trustees shall decide.
- 6.21 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 6.22 The Trustees shall keep a register of Trustees.

7. Trustees' proceedings

- 7.1 Any two Trustees or the Secretary can call a meeting.
- 7.2 The Trustees must hold at least two meetings each year.
- 7.3 A quorum at a meeting of the Trustees is five Trustees.
- 7.4 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all other participants simultaneously.
- 7.5 The Trustees may, in the circumstances outlined in this sub-clause, make a majority decision without holding a Trustees' meeting.
- 7.5.1 If:
- (a) a Trustee has become aware of a matter on which the Trustees need to take a decision;
 - (b) that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;
 - (c) the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and

- (d) a majority of the Trustees vote in favour of a particular decision on that matter;

a decision of the Trustees may be taken by majority and shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held.

- 7.5.2 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this sub-clause:

- (a) may be in different places, and may participate at different times; and
- (b) may communicate with each other by any means.

- 7.5.3 The Chairman, or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this sub-clause.

- 7.5.4 In the case of an equality of votes in any decision-making process in accordance with this sub-clause, the Chairman shall be entitled to a casting vote in addition to any other vote he or she may have. But this does not apply if, in accordance with the constitution, the Chairman or specified Trustee is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

- 7.6 The chairman shall be the President or (if the chairman is unable or unwilling to do so) some other member of the Trustees chosen by the Trustees present presides at each meeting of the Trustees.

- 7.7 Every issue may be determined by a simple majority of the votes cast at a meeting of the Trustees but a resolution which is in writing and signed by all the Trustees is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

- 7.8 Except for the person chairing the meeting, who has a second or casting vote, every Trustee has one vote on each issue.

- 7.9 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting of the Trustees.

8. **Trustees' powers**

The Trustees have the following powers in the administration of the Society:

- 8.1 To delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least two members of every committee must be Trustees and all proceedings of committees must be reported promptly to the Trustees).
- 8.2 To make standing orders consistent with this constitution to govern proceedings at general meetings.

- 8.3 To make rules consistent with this constitution to govern their proceedings and proceedings of committees.
- 8.4 To make regulations consistent with this constitution to govern the administration of the Society (including the operation of bank accounts and the commitment of funds).
- 8.5 Where there is a conflict between constitution and any regulations the constitution shall prevail.
- 8.6 To resolve, or establish procedures to assist the resolution of, disputes within the Society.
- 8.7 To exercise any powers of the Society which are not reserved to a general meeting.
- 8.8 To affiliate the Society to any other organisation that the Trustees shall deem appropriate.

9. Benefits to members and Trustees

- 9.1 The property and funds of the Society must be used only for promoting the Objects and do not belong to the members or the Trustees.
- 9.2 No Trustee may receive any payment of money or other material benefit (whether direct or indirect) from the Society except:
 - 9.2.1 under sub-clauses 3.15 (indemnity insurance) and 9.3 (contractual payments);
 - 9.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Society;
 - 9.2.3 interest at a reasonable rate on money lent to the Society;
 - 9.2.4 a reasonable rent or hiring fee for property let or hired to the Society;
 - 9.2.5 an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings);
 - 9.2.6 payment to a company in which the Trustee has no more than a 1 per cent shareholding;
 - 9.2.7 charitable benefits in his or her capacity as a beneficiary; and
 - 9.2.8 in exceptional cases, other payments or material benefits (but only with the prior written approval of the Commission).
- 9.3 A Trustee may not be an employee of the Society, but a Trustee or person connected 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:
 - 9.3.1 the goods or services are actually required by the Society;
 - 9.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in sub-clause 9.4; and

- 9.3.3 not more than half of the Trustees are interested in any such contract in any one financial year.
- 9.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee, he or she must declare an interest before the meeting or at the meeting before discussion begins on the matter.
- 9.5 If the Trustee's interest conflicts or could reasonably be regarded as conflicting with the interests of the Society, he or she must;
- 9.5.1 be absent from that part of the decision making process unless expressly invited to remain in order to provide information;
- 9.5.2 not be counted in the quorum for that part of the decision making process;
- 9.5.3 be absent during the vote and have no vote on the matter.
- 9.6 Any uncertainty about whether a Trustee has a conflict of interest shall be determined by a majority decision of the other Trustees taking part in the decision making process.
10. **Property and Funds**
- 10.1 Funds which are not required for immediate use (including those which will be required for use at a future date) must be placed on deposit or invested in accordance with sub-clause 3.12 until needed.
- 10.2 Investments and other property of the Society may be held:
- 10.2.1 in the names of the Trustees for the time being (or in the corporate name of the Trustees if incorporated under the Charities Act);
- 10.2.2 in the name of a nominee company acting under the control of the Trustees or of a financial expert acting on their instructions;
- 10.2.3 in the name of at least two and up to four holding trustees for the Society who may be appointed (and removed) by resolution of the Trustees;
- 10.2.4 in the name of a trust corporation as a holding trustee for the Society, which must be appointed (and may be removed) by deed executed by the Trustees;
- 10.2.5 in the case of land, by the Official Custodian for Charities under an order of the Commission or the Court.
- 10.3 Documents and physical assets may be deposited with any company registered or having a place of business in England and Wales as custodian.
- 10.4 Any nominee company acting under sub-clause 10.2.2, any trust corporation appointed under sub-clause 10.2.4 and any custodian appointed under sub-clause 10.3 may be paid reasonable fees.

11. **Records and Accounts**

11.1 The Trustees must comply with the requirements of the Charities Act as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:

11.1.1 annual returns;

11.1.2 annual reports; and

11.1.3 annual statements of account.

11.2 The Trustees must keep proper records of:

11.2.1 all proceedings at general meetings;

11.2.2 all proceedings at meetings of Trustees;

11.2.3 all reports of committees; and

11.2.4 all professional advice obtained.

11.3 Accounting records relating to the Society must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members if the Trustees so decide.

11.4 A copy of the Society's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Society's reasonable costs.

12. **Notices**

12.1 Notices under this constitution will be sent by suitable electronic means and in addition (where applicable to members generally) may be published in any suitable journal or national newspaper circulating in the area of benefit or any journal distributed by the Society. In exceptional circumstances the Society may also send notices by post or by hand.

12.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address).

12.3 Any notice given in accordance with this constitution is to be treated for all purposes as having been received:

12.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

12.3.2 two clear days after being sent by first class post to that address;

12.3.3 three clear days after being sent by second class post or overseas post to that address;

12.3.4 on the date of publication of a journal or newspaper containing the notice;

12.3.5 on being handed to the member or its authorised representative personally or, if earlier,

12.3.6 as soon as the member acknowledges actual receipt.

12.4 A technical defect in the giving of notice of which the members or the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

13. **Amendments**

This constitution may be amended at a general meeting by a two-thirds majority of the votes cast, but:

13.1 The members must be given 21 clear days' notice of the proposed amendments.

13.2 No amendment is valid if it would make a fundamental change to the Objects or to this clause or have the effect of making the Society cease to be a charity.

13.3 Any amendment of sub-clauses 9.1 to 9.3 require the prior written consent of the Commission.

14. **Incorporation**

14.1 The Trustees may apply to the Commission under the Charities Act for a certificate of incorporation relating to the Trustees but only after consulting the members at a general meeting.

14.2 The members at a general meeting may authorise the Trustees to transfer the assets and liabilities of the Society to a limited company established for exclusively charitable purposes within, the same as or similar to the Objects and of which the members of the Society will be entitled to be members.

14.3 On a transfer under sub-clause 14.2 the Trustees must ensure that all necessary steps are taken as to:

14.3.1 the transfer of land and other property;

14.3.2 the novation of contracts of employment and transfer of pension rights; and

14.3.3 the trusteeship of any property held for special purposes.

15. **Dissolution**

15.1 If at any time members at a general meeting decide to dissolve the Society, the Trustees will remain in office and will be responsible for the orderly winding up of the Society's affairs.

15.2 After making provision for all outstanding liabilities of the Society, the Trustees must apply the remaining property and funds in one or more of the following ways:

15.2.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

15.2.2 directly for the Objects or charitable purposes within or similar to the Objects;
or

15.2.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

15.3 A final report and statement of account relating to the Society must be sent to the Commission.

16. Interpretation

In this constitution:

- 16.1 **‘AGM’** means an annual general meeting of the Society;
- ‘authorised representative’** means an individual who is authorised by a member organisation to act on its behalf at meetings of the Society by giving written notice to the Society of the name of its representative;
- ‘the Society’** means the charity comprised in this constitution;
- ‘charity trustees’** has the meaning prescribed by section 97(1) of the Charities Act;
- ‘the Charities Act’** means the Charities Act 1993 as amended by the Charities Act 2006;
- ‘clear day’** means 24 hours from midnight following the relevant event;
- ‘the Commission’** means the Charity Commission of England and Wales;
- ‘Co-opted Trustees’** means those Trustees who are appointed by the Trustees in accordance with sub-clause 6.3(4);
- ‘custodian’** has the meaning prescribed by section 17(2) of the Trustee Act 2000;
- ‘EGM’** means a general meeting of the members of the Society which is not an AGM;
- ‘financial expert’** means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- ‘financial year’** means the Society’s financial year;
- ‘firm’** includes a limited liability partnership;
- ‘fundamental change’** means such a change as would not have been within the reasonable contemplation of a person making a donation to the Society;

‘holding trustee’	means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use, investment or disposal;
‘Honorary Member’	has the meaning set out in Sub-clause 4.3;
‘indemnity insurance’	means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
‘independent examiner’	has the meaning prescribed by section 43(3)(a) of the Charities Act;
‘material benefit’	means a benefit which may not be financial but has a monetary value;
‘member’ and ‘membership’	refer to membership of the Society;
‘months’	means calendar months;
‘the Objects’	means the charitable objects of the Society set out in clause 2;
, ‘President’ means Honorary Officers who shall be elected as set and ‘President Elect’	out in sub-clause 6.10 with the President being the chairman of the Trustees and at AGMs and EGMs.
‘person connected’	means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm of which a Trustee is a member or employee or a company of which a Trustee is a director, employee or shareholder being beneficially entitled to more than 1 per cent of the share capital;
‘taxable trading’	means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects;
‘trust corporation’	has the meaning prescribed by section 205(1)(cxxviii) of the Law of Property Act 1925 (but does not include the Public Trustee);
‘the Trustee(s)’	means a member(s) of the governing body of the Society;
‘written’ or ‘in writing’	refers to a legible document on paper including a fax message;
‘year’	means calendar year.

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

ADOPTED AT A MEETING HELD AT [PLACE] ON [DATE]

St. Catherine's
College, Cambridge
15 September 2010

SIGNED

Name HEATHER JOSTI

Signature Heather Josti

[name and signature of chairman of meeting]

WITNESSED

Name JOHN BYNNE

Address 90 Mansfield Road, London NW3 2HA

Occupation Emeritus Professor

Signature J. Byrnes

[name, address, occupation and signature of witness]