

ANGLO-SWEDISH SOCIETY

RULES

2011

1. NAME

The Society having being formed in February 1919 for the furtherance of good relations and understanding between the peoples of Great Britain and Sweden shall be called the ANGLO-SWEDISH SOCIETY ("the Society")

2. OBJECTS

The objects of the Society which shall have no political character are;

- (a) the advancement of the education in the science, art, literature, music, history, economics, philosophy, culture and other recognised academic subjects of Great Britain and Sweden, and
- (b) the support of any other charitable activities.

In furtherance of the above-mentioned objects but not further or otherwise the Society shall;

- (i) arrange fundraising events and activities
- (ii) arrange lectures, classes, exhibitions, readings, concerts and broadcasts;
- (iii) print and publish such pamphlets and publications as shall be necessary for the attainment of the objects;
- (iv) administer any funds available for charitable and educational purposes.

3. MEMBERSHIP

- (a) Membership of the Society shall be open to anyone interested in furthering the objects of the Society and approved by the Council on payment of the appropriate annual subscriptions.

- (b) Each firm or corporation which is or becomes a member shall be entitled to nominate and be represented by any two persons being members of such firm or in the services of such corporation and such persons shall for all purposes be treated as Members of the Society.
- (c) The Society at a General meeting shall, on the unanimous recommendation of the Council, have the power to elect Honorary members and Patrons of the Society, but such Honorary members and Patrons shall not be entitled to vote.

4. SUBSCRIPTIONS

- (a) The Council shall, subject to ratification by the Annual General Meeting of the Society, from time to time fix the amount of the subscription to be paid by Members.
- (b) The annual subscription shall be payable in advance on the 1st January in each year, but persons applying for membership after the 1st October in any year need pay (if approved) one-half of the appropriate subscription for that year.

5. TERMINATION OF MEMBERSHIP

- (a) A Member wishing to retire from the Society shall give written notice to the Society of such intention before the 1st December in any year.
- (b) The Council may terminate the membership of any Member whose subscription is in arrear, who is adjudged bankrupt or who compounds with creditors or has been convicted of any criminal offence or who otherwise in the opinion of the Council is no longer fit to be a member of the Society or being a Corporation is being wound up PROVIDED THAT the Member in question shall have the right to be heard by the Council before a final decision is taken. Such termination shall be without prejudice to any claim the Society may have against such Member and shall not entitle the Member to any refund of subscription.

6. OFFICERS

- (a) The Officers of the Society shall consist of a President, a Chairman and a Vice-Chairman of the Council, an Honorary Treasurer, and an Honorary Secretary.
- (b) The President shall hold office for three years and shall be eligible for re-election.
- (c) The Officers other than the President shall retire at each Annual General Meeting. Any retiring Officer shall be eligible for re-election provided that such Officer has attended at least one meeting of the Council during that year of office.
- (d) In the event of a vacancy among the Officers, the Council shall have the power to fill the vacancy until the next Annual General Meeting, the person so appointed to hold office until the conclusion of that meeting.
- (e) The Society may also elect any of its members as a Vice-President who will remain Vice-President until resignation and shall have the right to receive notice of Council Meetings and to attend such meetings
- (f) The Council shall have the power to appoint a paid Secretary and such other employees, not being a Member or Members of the Council, as it may deem necessary upon such terms as may be thought fit.

7. COUNCIL

- (a) The business of the Society shall be managed by a Council consisting of the Officers and not more than twelve ordinary Members who shall be elected by the Society at the Annual General Meeting and hold office until the next Annual General Meeting.

- (b) The Council shall meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The quorum necessary for the transaction of business shall be six Members of the Council, at least one of whom shall be an Officer of the Society. Questions arising at any meeting shall be decided by a majority of votes. In the event of equality of votes, the Chairman shall have a second or casting vote.
- (c) The Council shall by resolution passed by at least seventy-five per cent of those attending any meeting have power at any time and from time to time to appoint any person to be a Member of Council either to fill a casual vacancy or as an additional Member, but so that the total number of Council Members shall not any time exceed the maximum number fixed by or in accordance with these presents. Any Member so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election.
- (d) The Council shall have the power to appoint an Executive Committee consisting of not less than five of its members and to delegate to it such powers as the Council may consider desirable. The quorum for a meeting of any Executive Committee shall be three Members. All acts and proceedings of the Executive Committee shall be reported back to the Council as soon as possible.
- (e) Questions arising at any meeting shall be decided by a majority of votes and in the event of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- (f) The Council of the Executive Committee (if so authorised by the Council) respectively shall have power to appoint Sub-Committees of such persons and for such purposes as they shall think fit and determine the terms of reference, procedures and quorum of such Sub-Committees. All acts and proceedings of such Sub-Committees shall be reported back to the Council or the Executive Committee as the case may be as soon as possible.

8. MEETINGS

- (a) A General Meeting of the Members of the Society shall be called whenever it is thought desirable by the Council, and in every year there shall be an Annual General Meeting presided over by the President or by the Vice-President, or, in their absence, by a Member elected by the Meeting. Twenty-one days' notice shall be given of every General Meeting.
- (b) At General Meetings ten members shall form a quorum and each Member shall have one vote. Votes may be given either in person or by proxy. The proxy shall be a Member and must be appointed in writing. The instrument appointing a proxy must be lodged at the address stated in the Notice not less than forty-eight hours before the time for holding the meeting at which it is to be used.
- (c) The business of the Annual General Meeting shall be the election of Officers and ordinary Members of the Council by secret ballot unless otherwise determined by the majority of those attending the meeting, the election of Auditors; the approval of accounts submitted by the Council; the reception of the Annual Report of the Council; and the disposal of the business introduced by the Council, and any other matter which in accordance with these rules may be dealt with at such meeting.
- (d) Notwithstanding that with the permission of the Chairman of the Meeting discussion may take place at any General Meeting of any matter not specified in the Agenda, no resolution shall be proposed or passed in respect thereof.
- (e) Any Member wishing to propose another as an Officer or Member of the Council shall inform the Honorary Secretary not later than seven days before the meeting at which the proposal is to be made, giving brief particulars of the candidate (not more than forty words) and confirming that the candidate has expressed his or her willingness to act.

- (f) Extraordinary General Meetings of the Society may be convened by the Council at any time, and shall also be convened by the Honorary Secretary at any time on the requisition of the President, a Vice-President, or five Members of Council, or fifteen Members of the Society. The requisition and the notice of meeting shall state the objects of the meeting, and no other business shall be entertained.
- (g) Questions at all General Meetings shall, in the first instance, be determined by a majority of the members present and voting. If a poll be demanded by one-third of those present a poll shall be taken by means of voting papers, sent to all the Members entitled to vote, by post to their registered addresses, and stating the question to be voted upon and the time (to be fixed by the Chairman of the Meeting), within which the voting papers are to be returned, such time being not less than fourteen days from the date of the issue of the voting papers. Any voting papers not returned within that time shall be rejected. On a poll each Member shall be entitled to one vote. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. In the case of an equality of votes at any General Meeting the chairman of the meeting shall be entitled to a second or casting vote.

9. ACCOUNTS AND AUDIT

- (a) The Council shall cause proper books of account to be kept with respect to (a) sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place, and (b) assets and liabilities of the Society. The Council shall also cause to be prepared Accounts, consisting of an Income and Expenditure Account for each calendar year and a Balance Sheet as at 31st December in each year and a copy of such Accounts with the Auditors' Report upon them shall be circulated to Members with notice of the Annual General Meeting.

- (b) The Society at each Annual General Meeting shall appoint an Auditor to hold offices until the next Annual General Meeting, but a Member of the Council or officer of the Society shall not be capable of being appointed Auditor.
- (c) The Council may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act.
- (d) The remuneration of the Auditors shall be fixed by the Society in General Meeting, except that the remuneration of any Auditor or Auditors appointed to fill a casual vacancy may be fixed by the Council.
- (e) Every Auditor shall have a right of access at all times to the books and accounts and vouchers of the Society and shall be entitled to require from the Council and Officers of the Society such information and explanations as may be necessary for the performance of the Auditor's duties. The Auditors shall make a Report to the Members on the Accounts examined by them and on every Balance Sheet and every Income and Expenditure Account laid before the Society in General Meeting during their tenure of office. Every such Report shall state whether they have received all the information and explanations they have required and whether, in their opinion and to the best of their information and according to the explanations given them, the Income and Expenditure Account given a true and fair view of the profit or loss of the Society for the calendar year and the Balance Sheet is properly drawn up so as to exhibit a true and fair view of the state of affairs of the Society at the end of such year. The Report of the Auditors shall be read before the Society at the next Ordinary General Meeting.
- (f) That notwithstanding anything to the contrary, the Society may appoint an Independent Examiner or an Audit committee within the Council instead of an Auditor. Such an Independent Examiner or Audit Committee shall be appointed in accordance with Charity Commission rules . The Accounts and Report will conform to "best practice" as recommended by the Charity Commission.

10. PROPERTY AND FUNDS

The property of the Society shall be vested in not more than Four Trustees or nominees to be appointed from time to time by the Council.

11. NOTICES

- (a) A Notice may be served by the Council or the Honorary Secretary or the Secretary of the Society upon any member either personally or electronically or by sending the same through the post in a prepaid letter, addressed to such Member at his or her address registered in the books of the Society.
- (b) Any Notice, if served by post, shall be deemed to have been served three days after the same has been posted, and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and posted.
- (c) Any Notice, if served electronically, shall be deemed to have been served instantly upon proof of transmission

12. BYE-LAWS

The Council shall have the power to ordain and make and from time to time alter, vary or revoke such Bye-laws as they may deem necessary for the regulation and good management of the Society provided that such Bye-laws shall not be contrary to or inconsistent with the Rules of the Society.

13. AMENDMENT OF RULES

These Rules may be altered, or repealed, or added to, at any Annual General Meeting provided that twenty-one days' notice of such alteration, or repeal, or addition has been given, or at an Extraordinary General Meeting of the Society duly summoned for the purpose and of which twenty-one days' notice has been given PROVIDED THAT

no amendment shall be made which would have the effect of causing the Society to cease to be a charity at law.

14. DISSOLUTION

- (a) If at any General Meeting a resolution, of which due notice shall have been given, for the dissolution of the Society shall be proposed, then after discussion, the Meeting shall automatically be adjourned for one month. If at the adjourned Meeting such resolution is passed by a majority of three-quarters of the Members voting thereon, the Council shall thereupon, or at such future date as shall be specified in such resolution, proceed to realise the property of the Society.
- (b) If a motion to dissolve the Society is carried by the said majority, the Society's surplus funds, property and assets (if any) shall not be distributable among the Membership but shall be disposed of for or to such charitable institutions or purpose similar to those of the Society as decided upon by the Council.
- (c) After the disposal of the funds, the Society will automatically be dissolved and cease to exist.