



Enfield Society Rules

10 June 2021

The Rules were first made by the Management Committee on 11th March 2004 pursuant to Article 60(1) and approved at the Annual General Meeting held on 15 June 2004. Subsequent changes and additions are indicated by notes.

The Rules are in plain type. Sections in italics provide explanations and background.

1 Membership

[Rule amended on 14 July 2011]

- (a) Classes of Membership
 - (i) Individual Member
 - (ii) Associate Member
 - (I) Commercial Organisations
 - (II) Other Organisations
 - (III) Schools in the London Borough of Enfield
 - (iii) The trustees may make the admission of Individuals and Organisations to membership conditional upon written confirmation that they support the objectives and aims of the Society.
- (b) Annual subscriptions being the following rates (or such other rate(s) as may be approved in general meeting) are payable on application for membership and thereafter at the beginning of each membership year -
 - (i) Individual Member - £5.00

[The subscription for individual members was increased from £2.50 to £5.00 by resolution passed at the Annual General Meeting held on 13 June 2013. The increase applied immediately for new members and from 1 January 2014 for existing members.]

- (ii) Associate Member
 - (I) Commercial Organisations - minimum of £20
 - (II) Other Organisations - minimum of £10
 - (III) Schools - no charge

The membership year is the calendar year. However anyone who joins the Society and pays their initial subscription after 30 June in any membership year will not be required to pay a further subscription until the beginning of the second following membership year.

(c) Voting Rights

- (i) Individuals -every member has one vote
- (ii) Associate Members - see below *[This sub-paragraph was amended by the Management Committee on 10 December 2020.]*

(ca) Associate Members should provide the name of an individual who will be the main point of contact with the Society. Unless otherwise agreed by the Management Committee an Associate Member will be entitled

- (i) to receive three copies of the Society's quarterly newsletter;
- (ii) to receive email newsletters and updates, to be sent to an email address to be provided by the Member;
- (iii) to nominate one individual to attend each meeting or other event arranged by the Society for its members; and
- (iv) to appoint a representative to attend and to cast one vote at any General Meeting of the Society.

[Paragraph (ca) was added by the Management Committee on 10 December 2020.]

(d) Termination of Membership

- (i) Under Article 2(2) a member may retire at any time by giving written notice to that effect to the Society at its registered office.
- (ii) The trustees may terminate the membership of any member for persistent conduct which is fundamentally at variance with the objectives and aims of the Society.

- (iii) If membership is terminated no refund of subscription will be made.
- (iv) If any subscription is not paid within 90 days of the due date the trustees may by notice terminate the subscription of that person.
- (e) Approval of applications for membership may be given jointly on behalf of the trustees by the Membership Secretary and either the Chairman or the Secretary. *[This paragraph was adopted by the Management Committee on 12 November 2020.]*

2 Use of Society Premises

- (a) The use of Jubilee Hall or any other premises owned by or leased by the Society will be at the discretion of the trustees and in accordance with any planning condition or requirement.
- (b) The trustees will not allow any such premises to be used by any political or quasi-political group.

3 Conflicts of Interest

[This Section was adopted by the Management Committee on 14 May 2020.]

Background

It is a fundamental legal obligation of the Members of the Management Committee (Trustees) to ensure that their decisions are not affected by conflicts of interest or conflicts of duties.

- *Conflicts of interest arise where a Trustee may stand to benefit from a decision by the Society. Examples are a decision to make a payment to him or her or to a member of his or her family, or to award a contract to a company in which he or she has an interest; or a decision not to oppose a planning application which would adversely the value of his or her property.*
- *Conflicts of duties arise, for example, where a Trustee is a director, trustee or employee of a body which is negotiating with the Society, or is in competition or dispute with it. He or she may consequently have a duty to act in the best interests of that other body in a way which may conflict with the interests of the Society. This could arise, for example where the Society is considering whether to make a grant to a body with which a trustee is involved.*

The Companies Act 2006 requires that with certain exceptions a Trustee

- *must avoid any situation in which he or she has, or can have, a direct interest or indirect interest that conflicts, or possibly may conflict, with the interest of the Society (s175) ;*
- *must not accept a benefit from a third party conferred by reason of his or her being a Trustee, or doing or not doing anything as a Trustee (s176)*

unless in either case the circumstances "cannot reasonably be regarded as likely to give rise to a conflict of interest.

To ensure compliance with the Companies Act and other legal requirements, the Management Committee has adopted the following Rules.

3.1 Register of Interests

- (a) The Secretary will maintain a Register of Interests. Each Trustee must make an annual declaration to the Secretary of any standing relationship he or she has which may lead to a conflict of interest or duties, and must notify the Secretary promptly of any changes to this declaration. Examples of relationships to be disclosed are positions held in and/or financial interests in companies or other bodies with which the Society has dealings.
- (b) The Register will be available on the Society's website and copies will be available from the Secretary.

3.2 Disclosure and Avoidance of Conflicts

- (a) Any Trustee who is aware that he or she will be exposed to a specific conflict of interest or duties in relation to any business of the Society must disclose the existence and nature of the conflict at a meeting of the Management Committee when the matter is first discussed. This disclosure must be minuted.
- (b) The Management Committee has no power under the Articles of Association to authorise the continuance of conflicts of interest or duties and any such conflict arising must be dealt with in accordance with the following rules.

3.3 Financial Benefits

No Trustee shall receive any payment or other financial benefit from the Society, other than payment of expenses permitted by Article 39. The same shall apply to payments or benefits to close relatives of a Trustee unless the Management Committee decides (in the absence of the Trustee concerned) that the payment or benefit has nothing to do with the payee's relationship with the Trustee.

3.4 Other Conflicts of Interest or Duty

On becoming aware of a conflict of interest or duty the Management Committee must decide (in the absence of the Trustee concerned) how to avoid it. Depending on the seriousness of the conflict this may involve:

- the affected Trustee not voting on the matter and not being counted in the quorum for the relevant part of the meeting concerned;
- the affected Trustee being absent from all discussions of the matter; or
- the abandonment of the transaction concerned.

The decision taken and the reasons for it must be minuted.

3.5 Gifts and Benefits from Third Parties

(a) A Trustee may not accept any gift or other benefit from a third party where it is offered to him because of his or her position as a Trustee. This does not apply to acceptance of reasonable refreshments offered at a meeting or other event, or to small commemorative gifts offered eg at an exhibition or launch event.

(b) If complying with this rule may cause offence and/or may adversely affect the interests of the Society, the matter must be referred to the Management Committee, who will decide whether the gift or benefit concerned may be accepted, and, where relevant, what is to be done with the gift.

4 Decisions of the Management Committee between Meetings

[This Section was adopted by the Management Committee on 10 June 2021.]

The Management Committee may make decisions between meetings by email and/or telephone communication as follows:

1. Notice of the proposal to be decided on will be circulated by the Chairman or the Secretary to all Members of the Committee by email, or in the case of Members without access to email, in paper form to their home addresses.
2. Members may vote on the proposal by email or by telephone to the Secretary.
3. A proposal will be taken to be approved if a majority of the Management Committee votes in its favour. If this threshold is not reached within 14 days of the circulation of the Notice referred to in 1 above the proposal will be treated as rejected.
4. The Secretary will report the result of the vote by email and this will be recorded in the Minutes of the following meeting of the Committee.