

RULES

NAME

1. The name of the Society is the Society for the Promotion of Hellenic Studies.

OBJECTS

2. The Objects of the Society shall be:
 - (a) to promote the study of Greek language, literature, art and thought,
 - (b) to advance the knowledge of the history of the Greek lands and peoples from antiquity to the present day, and
 - (c) to improve understanding of the Greek contribution to civilization by the maintenance of a Library, by the publication of a Journal periodically, and by any other means which, in the opinion of the Council, are desirable.

POWERS

3. For the avoidance of doubt, to facilitate the achievement of its objectives the Society shall have power, subject to compliance with all applicable law and regulation, to establish companies, alone or jointly with others, and to enter into joint venture agreements and arrangements with third parties.

MEMBERS

4. Membership of the Society is open to individuals (Ordinary Members) and companies and institutions (Corporate Members) on payment of the annual subscription and shall also include not more than 40 British and Foreign Honorary Members proposed by the Council and elected at a General Meeting of the Society. The number of British Honorary Members shall not exceed 10.
5. There shall be such classes of ordinary membership as may be determined at a General Meeting of the Society.
 - Resolution approved at 2015 AGM (13th June 2015)
Existing members of the Anglo-Hellenic League who subscribed to the Anglo-Hellenic Review in 2013 or 2014 and who are not Members or Student Associates of the Society in 2015 and who were not Members or Student Associates of the Society in 2014 shall be entitled to a one-third discount on the Annual Subscription for the first year of their subscription to the Society, provided that they so subscribe on or before 31 December 2016.
6. Ordinary Members and Honorary Members shall be entitled to use the Library and borrow books and to receive a copy of the Journal and, if any other periodical or periodicals is or are published by the Society in any given calendar year, the issue or issues of one such other periodical of their choice (“the Chosen Periodical”), such choice to be communicated to the Society in such manner as Council may determine, provided that if only one other periodical is published, that shall be deemed to be the Chosen Periodical and that Archaeological

Reports (if published) shall be deemed to be the Chosen Periodical of any Member who fails so to communicate a choice. Council may (but shall not be obliged to) make arrangements for any Ordinary Member or Honorary Member who wishes to receive the issue or issues of more than one such other periodical to do so against payment of such amount(s) as Council may from time to time determine.

7. *Institutions which are not Corporate Members may take out a subscription which entitles them to receive a copy of the Journal and (if published) the Archaeological Reports. Such subscribers shall pay such sums, or pay in accordance with such arrangements, as the Honorary Treasurer may determine, subject to the directions of the Council.*
8. Corporate Members shall be listed in the Journal for each year of their membership and may nominate up to 5 members of their staff to use the Library.
9. The Annual Subscription of Members shall be payable and due on the 1st of January each year. The amount of the subscription shall be determined at a General Meeting of the Society. An Ordinary Member of not less than five years' standing may compound for this subscription at or over the age of sixty-five by a single payment of a sum five times the Annual Subscription at the time of composition, entitling him or her to be a Member of the Society for life, without further payment.
10. Individuals who become Members after 1st September in any given year may either pay a subscription for that year and receive the Journal and a copy of the Chosen Periodical, if any, or pay a subscription for the following year, in which case they shall be entitled to use the Library and enjoy any other benefits of membership from the date of payment of the subscription, but will not receive copies of the Journal and Chosen Periodical, if any until the following year.
11. When any Member of the Society is six months in arrears in paying the Annual Subscription, the Executive Secretary or Treasurer shall send a reminder of the arrears due, and in case of non-payment within six months after date of such notice, such defaulting Member shall cease to be a Member of the Society, unless the Council make an order to the contrary.

STUDENT ASSOCIATES

12. Undergraduate and graduate students from Universities and other institutions of higher education of the United Kingdom and of any other country in the world may be admitted as Student Associates in accordance with regulations made by the Council.
13. Student Associates shall be entitled to use the Library and borrow books, and to receive a copy of the Journal and the Chosen Periodical, if any.
14. Every Student Associate must be proposed by a person occupying a recognised position in the University or other institution of higher education to which the candidate belongs.
15. Student Associates shall pay an Annual Subscription less than Ordinary Members, the amount to be determined at a General Meeting of the Society. The subscription shall be payable and due on 1st of January each year.

ASSOCIATED INSTITUTIONS

16. Educational institutions may be admitted as Associated Institutions in accordance with regulations made by the Council and shall, subject to payment of annual subscription determined at a General Meeting of the Society, enjoy such entitlements as may be specified in those regulations

THE COUNCIL

17. The governing body of the Society shall be the Council, and members of the Council shall be trustees of the Society for the purpose of the Charities Act 2006.
18. The Council shall consist of—
 - (a) the President,
 - (b) the Honorary Treasurer,
 - (c) the Honorary Secretary,
 - (d) the Membership Officer, and
 - (e) such number of Ordinary Members as may be proposed by the Council and elected at the Annual General Meeting.
19. The members of the Council elected from among the Ordinary Members shall retire 3 years after their election and shall not be eligible for re-election for the following year.
20. Not more than 7 Ordinary Members shall be elected in any one year.
21. The editors of the Journal and (if published) the Archaeological Reports and the Vice-Presidents shall be entitled to receive notice of and attend, but not to vote at, Council meetings.

DUTIES OF THE COUNCIL

22. It shall be the duty of the Council to manage the business of the Society and in particular -
 - (a) to consider and establish the strategy and objectives of the Society;
 - (b) to ensure compliance with the Objects of the Society set out in the Rules;
 - (c) to approve policies, plans and budgets to achieve the Society's objectives and to monitor performance against them;
 - (d) to exercise guardianship over and ensure effective management of the Society's assets and resources for the purpose of furthering the Objects of the Society;
 - (e) to ensure compliance with relevant legislation and take professional advice where necessary;
 - (f) to control all publications issued by the Society and the arrangements for management of the Library in conjunction with such other learned societies and/or educational institutions as it shall see fit;
 - (g) to prepare an Annual Report and Accounts for submission to the Annual General Meeting for approval and subsequent circulation to all Members;
 - (h) to recommend persons for election at the Annual General Meeting as President, Honorary Secretary, Honorary Treasurer and Membership Officer and as Auditors of the Society;

- (i) having invited Ordinary Members of the Society to make nominations of persons to serve as members of the Council, to propose names for election at the Annual General Meeting;
 - (j) to satisfy itself, after making such enquiries as it sees fit, that those it proposes for office or membership of the Council are suitable to act in that capacity and that they receive appropriate induction and training.
23. No member of the Council may receive any payment of money or other material benefit (whether direct or indirect) from the Society except reimbursement of reasonable out-of-pocket expenses incurred in the administration of the Society or as provided by Rule 24.
- 24A. Any Council member who possesses specialist skills or knowledge, and any firm or company of which such a person is a member or employee, may charge and be paid reasonable fees for work carried out for the Society on the instructions of other members of the Council but—
- (a) at no time shall a majority of the members of the Council benefit under this provision; and
 - (b) a member of the Council shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her company or firm is under discussion.
- 24B. A member of Council must:
- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared;
 - (2) absent himself or herself from any discussions of Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (which for the avoidance of doubt includes interests, whether or not involving possible financial benefits for the individual, which arise because of the individual's position in another institution or organisation, including other charities and educational establishments).

Any member of Council absenting himself or herself from any discussions in accordance with this Rule must not vote or be counted as part of the quorum in any decision of Council on the matter but is permitted, prior to absenting himself or herself, to explain, answer questions on and respond to issues raised in Council in connection with such proposed transaction or arrangement.

- 24C. (1) Subject to sub-clause (2) of this Rule 24 C, all acts done by a meeting of Council, or of a committee of Council, shall be valid notwithstanding the participation in any vote of a member:
- (a) who is disqualified from holding office;
 - (b) who had previously retired or who had been obliged by these Rules to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without the vote of that member and that member being counted in the quorum, the decision has been made by a majority of the members of Council at a quorate meeting.

(2) Rule 24 C (1) does not permit a member of Council to keep any benefit that may be conferred upon him or her by a resolution of the Council or of a committee of Council if, but for Rule 24 C (1), the resolution would have been void, or if the member of Council has not complied with Rule 24 B.

POWERS OF THE COUNCIL

25. The Council has powers –
- (a) to invest the moneys of the Society not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, provided that the Society shall not make any dividend, gift, division or bonus in money to or between any of its Members;
 - (b) to make grants;
 - (c) to raise funds;
 - (d) to employ staff (who shall not be members of the Council);
 - (e) to appoint Committees, Sub-Committees and Working Parties to carry out specific functions on its behalf;
 - (f) to propose Honorary Members for election at the Annual General Meeting;
 - (g) to propose Vice-Presidents for election at the Annual General Meeting;
 - (h) for the purpose of exercising the functions under Rule 22(f), to make rules for the use of the Library and the borrowing of books (including rules regulating the borrowing of books by post and providing for an appropriate charge to be made for this facility);
 - (i) to remove from office the Honorary Treasurer, the Honorary Secretary and the Membership Officer;
 - (j) to appoint Auditors of the Society to hold office until the following Annual General Meeting if for any reason the Auditors appointed at the preceding Annual General Meeting cease to hold office during the year;
 - (k) to exercise such other functions as are conferred under these Rules.
26. The Council may delegate any of its powers or functions to a Committee, Sub-Committee or Working Party appointed by it, or to any of the Principal Officers.
27. The Council may appoint from among the Members of the Society the editors of the Journal and of the Archaeological Reports, and a Development Officer, and delegate to each of them powers to act within the scope of this appointment.
28. The Council may alter or revoke a delegation.
29. All acts and proceedings of any Committees, Sub-Committees and Working Parties must be fully and promptly reported to the Council.

PROCEEDINGS OF THE COUNCIL

30. The Council shall meet as often as it may deem necessary for the despatch of business, and in

any event no less than three times a year. Due notice of each such meeting shall be sent to each member of the Council by the Executive Secretary.

31. Nine members of the Council, of whom at least one must be an officer of the Society, shall be a quorum.
32. All questions before the Council shall be determined by a majority of votes. The Chairman shall have a casting vote.
 - A. (1) A resolution in writing or in electronic form agreed by not less than two-thirds of the Members of Council or (as the case may be) members of a Committee entitled to receive notice of a meeting of Council or such Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of Council or (as the case may be) a Committee duly convened and held.

(2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more members of Council or (as the case may be) members of the Committee has signified their agreement.
33. The Executive Secretary shall summon a Special Meeting of the Council if requested to do so on a receipt of a letter signed by at least four members of the Council.
34. A member of the Council, including, for the avoidance of doubt, any Principal Officer shall cease to hold office if he or she –
 - (a) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment of that provision);
 - (b) ceases to be a Member of the Society;
 - (c) resigns as a member of the Council by notice to the Society;
 - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
 - (e) is absent for three consecutive meetings of the Council, unless the Council determine that there is sufficient cause for such absence.
35. In the event of the death or vacation of office under Rule 34 of a member of the Council before the end of his or her term, the Council may co-opt a member until the next Annual General Meeting. A member so appointed may be subsequently elected for a full term without an interval.

OFFICERS

36. The officers of the Society shall be the President, the Honorary Treasurer, the Honorary Secretary and the Membership Officer (“the Principal Officers”), the Vice-Presidents, the Executive Secretary and any officer appointed under Rule 27.

THE PRESIDENT

37. The President shall be elected from among the Members of the Society at the Annual General Meeting for a term of three years. Council shall be entitled, with the consent of the incumbent President, to extend that term twice, each time for a period of one year, provided

that it informs Members of its intention to effect such an extension with the notice convening the Annual General Meeting at which the term would otherwise expire. No term may be extended beyond a total period of five years and no person shall be eligible for re-election as President in the three year period following expiry of his or her term of office.

38. The President shall –
- (a) ensure the efficient conduct of business at the Annual and Special General meetings and meetings of the Council and its Committees, Sub-Committees and Working Parties, and between meetings;
 - (b) unless otherwise determined by Council with the President's consent, be an ex-officio member of and at his/her discretion chair meetings of Committees, Sub-Committees and Working Parties of the Council;
 - (c) represent the Society at meetings with outside parties;
 - (d) advise the Council on matters of strategy relating to the business of the Society.

THE HONORARY TREASURER

39. The Honorary Treasurer shall be elected on the recommendation of the Council from among the Members of the Society at the Annual General Meeting for a period of three years after which he/she will be eligible for up to two further three-year terms.
40. The Honorary Treasurer shall –
- (a) oversee the preparation of the Annual Report and Accounts;
 - (b) advise the Council on the setting of financial and investment policies;
 - (c) receive on account of the Society subscriptions, donations or other moneys accruing to the Society's funds.

THE HONORARY SECRETARY

41. The Honorary Secretary shall be elected on the recommendation of the Council from among the Members of the Society at the Annual General meeting for a period of three years after which he/she shall be eligible for up to two further three-year terms.
42. The Honorary Secretary shall–
- (a) oversee the preparation of the minutes of meetings of the Council and the Society and the preparation of the Agenda for those meetings;
 - (b) preside at meetings of the Society or the Council in the absence of the President;
 - (c) advise Council on the award of grants;
 - (d) liaise with the Executive Secretary on the planning of public events of the Society;
 - (e) advise Council on any changes to the national charity regulatory regime;
 - (f) act as primary contact for the Executive Secretary.

THE MEMBERSHIP OFFICER

43. The Membership Officer shall be elected on the recommendation of the Council from among the Members of the Society at the Annual General Meeting for a period of three years after which he/she shall be eligible for up to two further three-year terms.

The Membership Officer shall –

- (a) work with the Executive Secretary to maintain and where possible increase membership of the Society;
- (b) maintain communications with Members through newsletters, news features and online articles;
- (c) work with the Executive Secretary and the other Principal Officers on the events programme;
- (d) advise on the design and content of the website.

THE EXECUTIVE SECRETARY

44. The Executive Secretary shall be appointed by the Principal Officers, who shall determine the terms of the appointment and the duties (in addition to the duties provided by these Rules) which the Executive Secretary is to perform.

VICE-PRESIDENTS

45. Vice-Presidents shall be elected from among the Members of the Society on the recommendation of the Council at the Annual General Meeting for a term of one year after which they will be eligible for re-election.

AUDITOR

46. An auditor, who shall not be a member of the Council (and need not be a Member of the Society) shall be elected for each year at the Annual General Meeting.

MEETINGS OF THE SOCIETY

47. The Annual General Meeting of the Society shall be held in May or June of each year to report on the business of the Society, to present the Annual Reports and Accounts and the report of the Auditor, to elect Ordinary Members to membership of the Council, to elect the Principal Officers at the intervals prescribed by the Rules, and the Auditors, and to discuss or determine other business notified in advance to the Council.
48. Except in respect of matters which the Rules require to be determined at a General Meeting, a determination of a General Meeting shall be advisory only.
49. The Council may call a Special Meeting at any time on giving not less than three weeks' notice to Members and must call a Special Meeting if requested to do so on receipt of a letter signed by 25 or more Members. Special Meetings and the Annual General Meeting are referred to in these Rules as General Meetings.
50. The date of the next Annual General Meeting shall be published in the Annual Report. Members resident in the United Kingdom shall also receive a Notice of the Annual General Meeting, issued at least three weeks before the Meeting. Overseas Members will be sent this

notice on application to the Executive Secretary.

51. All motions made at a General Meeting, other than those recommended by the Council, shall be in writing and shall be signed by the mover and seconder. No motion shall be submitted, unless notice of it has been given to the Executive Secretary at least four weeks before the General Meeting (this requirement does not apply to amendments tabled to a motion previously submitted).
52. All Members and Student Associates shall be entitled to attend General Meetings, but only Members shall be entitled to vote.
53. The elections of the Ordinary Members of the Council, Principal Officers, Vice-Presidents and Auditor at the Annual General Meeting, shall be by a majority of the votes of those present. The Chairman of a General Meeting shall have a casting vote.
54. Upon any vacancy in the Presidency occurring between the Annual Elections, one of the Vice-Presidents shall be elected by the Council to officiate as President until the next Annual General Meeting.
55. All vacancies among the other Principal Officers of the Society occurring between the same dates shall in like manner be provisionally filled up by the Council until the next Annual General Meeting.

CHAIRING OF MEETINGS

56. The President shall, when present, preside at all General Meetings of the Society, and of the Council and at his/her discretion of Committees or Sub-Committees or Working Parties of the Council. If the President chooses not to preside over a Committee or Sub-Committee or Working Party, he/she shall nominate his/her replacement. In the absence of the President or his/her nominee, the Honorary Secretary, or if the Committee or Sub-Committee or Working Party relates to a function of the Honorary Treasurer, the Honorary Treasurer, shall preside instead, and in the absence of the Honorary Secretary or the Honorary Treasurer, the Council or Committees or Sub-Committees or Working Parties shall appoint one of their members to preside.

FUNDS

57. The Honorary Treasurer or the Executive Secretary on behalf of the Honorary Treasurer shall receive, on account of the Society, all membership subscriptions, donations or other moneys accruing to Society funds. Payment instructions to any of the Society's bankers with a value greater than a figure to be stipulated by Council from time to time must bear the signatures of two persons or, if given over an electronic system, be given by one person and authorised within the electronic system by another person. Normally the two persons concerned shall be the Honorary Treasurer and the Executive Secretary, but in the absence of either of these, another Officer of the Society may be the second person counter-signing or authorizing the payment, provided their name and signature shall have been lodged with the Society's bankers. Payment instructions not exceeding the stipulated amount may be issued on the authority of one Officer, but the total amount thus authorized for payment shall not exceed ten times the stipulated amount in any one month.

PATRONS

58. Individuals wishing to support the Society by substantial annual donations, the minimum such amount to be determined at the Annual General Meeting, shall be considered Patrons of the Society. Patrons shall be listed in the Journal for each year of their patronage and shall be

deemed to have satisfied the requirement under Rule 3 to pay annual subscriptions.

RESIGNATION FROM THE SOCIETY

59. Members intending to leave the Society must send a formal note of resignation to the Secretary on or before 1st January; otherwise they will be held liable for the subscription for the current year.

EXPULSION FROM THE SOCIETY

60. If at any time there may appear cause for the expulsion of a Member of the Society, a Special Meeting of the Council, for which fifteen Members shall be a quorum, shall be convened to consider the case. The Member concerned shall be informed of the complaints against him/her in writing, and invited to respond to them at the Special Meeting, either in person or in writing. If at least two-thirds of the Members present at the Special Meeting shall concur in a resolution for expulsion, the President shall submit the resolution for confirmation at the next Council Meeting, after which the person in question shall cease to be a member of the Society. The expulsion is subject to ratification at the Annual General Meeting. Should the case for expulsion include theft or mutilation of Library books, or other serious breach of Library rules, the privilege of Library use shall be suspended for the Member concerned as soon as the Librarian has informed the Officers of the Society and the Member of the complaint, in writing.

CHANGES TO THE RULES

61. Subject to Rule 62, the Rules of the Society may be amended by a resolution passed by not less than two-thirds of the Members present and voting at a General Meeting. The notice of the meeting must include notice of the resolution setting out the terms of the amendment proposed.
62. No changes may be made to Rules 2, 23 and 24A, 64 and this Rule without the prior written approval of the Charity Commission.
63. A copy of any resolution amending these Rules must be promptly sent to the Charity Commission.

DISSOLUTION

64. If the Council decides that is necessary or advisable to dissolve the Society it shall call a meeting of all Members of the Society, of which not less than twenty-one days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Council shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the Members of the Society may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Charity Commission.

MEANS OF COMMUNICATION TO BE USED

- 65A. Any notice to be given to a person under these Rules:
 - (1) must be in writing; or
 - (2) must be given in electronic form.

- B. Any notice or document to be sent or supplied to a member of Council, or to anyone else entitled to receive notice of a meeting of Council, in connection with the taking of decisions by Council may be sent by electronic means unless that person has informed the Executive Secretary in writing that he or she wishes to be sent or supplied with such notices or documents in hard copy form.
- C. A Member who has given the Society an email address shall be deemed to have agreed to accept notices that are sent by electronic means to that address unless he or she has notified the Executive Secretary in writing that he or she wishes to receive notices in hard copy form.
- D. The Society may give any notice to a Member either
 - (1) personally; or
 - (2) by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
 - (3) by leaving it at the address of the Member; or
 - (4) subject to C above, by giving it in electronic form to the Member's email address.
- E. A Member who does not register an address with the Society shall not be entitled to receive any notice from the Society.
- F. A Member present at any meeting of the Society shall be deemed to have received due notice of the meeting and of the purposes for which it was called.
- G.
 - (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive proof that the notice was given.
 - (2) Proof that an electronic form of notice was given shall be conclusive where the Society can demonstrate that it was properly addressed and sent.
- H. Notice shall be deemed to have been given, in the case of notice given by post, 48 hours after the envelope containing it was posted, and in the case of notice given by electronic means, 48 hours after it was sent.

10th June 2017