

Introduction

As members know, The Richard III Society now operates through a Company Limited by Guarantee (CLG). Being a limited company, the CLG is governed by its Articles of Association (AoA), in the same way as every limited company. However, the AoA are a formal legal document, lodged with Companies House, and they need to be supplemented by further, more general provisions, that will regulate how the Society runs in various areas.

The Society Rules [referred to simply as 'the Rules'] have therefore been developed to augment the AoA and add further detail to the way in which the Society operates as a CLG. They are based on, and replace, the Constitution dated 2004 and the Procedures Manual, which governed the running of the old unincorporated Society. The AoA and the Rules will now form the Society's Constitution.

The Rules are in two sections:

- The main Rules (which follow here)
- Rules for Branches and Groups (Bs&Gs) (in a separate document)

This split is just for convenience, in that only Bs&Gs will need to refer to 'their' provisions. All the Rules, together with the AoA, will be published to members.

In addition, the Society is developing 'Standard Operating Procedures' (SOPs), recording how the various activities of the Society are carried out. A key purpose of the SOPs is to ensure that accumulated operational knowledge is available to subsequent office holders and as such they are regarded as internal matters rather than for publication. We hope members will be reassured that such a set of operational procedures is being compiled.

Two additional documents are policy and procedures documents for handling each of Complaints & Grievances and Disciplinary matters. These are a mix of Rules and SOP and will be made available to members to show that we take such matters seriously, as any responsible body has to do in this day and age.

It is worth stressing that both the AoA and the Rules can only be formally amended by the members in an AGM. Changes to the AoA then have to be approved by Companies House. However, the Board can make changes to the Rules between AGMs to facilitate running the Society – but any such changes must go to the next AGM for ratification by members. It is envisaged that if the Board does decide it needs to make a change to the Rules during the year, the change would be highlighted and explained in the regular Board report in the Ricardian *Bulletin*.

On behalf of the Board

Matthew Lewis

Chair

August 2021 (updated after the 2 October 2021 AGM)

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Preamble

These Rules are made by the Directors under the powers granted by the Articles of Association (hereinafter referred to as 'Articles') of the Richard III Society Ltd, in particular Article 29.

Throughout this document:

- the term 'Society' means the Richard III Society, which is a Company Limited by Guarantee; and
- references to any gender include a reference to all genders.

In accordance with the Articles the following Rules were adopted by the Society members at the Society's Annual General Meeting on 2 October 2021.

[The dates of any subsequent amendments will be recorded here.]

At the heart of everything we do is the Society's Mission Statement:

"In the belief that many features of the traditional accounts of the character and career of Richard III are neither supported by sufficient evidence nor reasonably tenable, the Society aims to promote in every possible way research into the life and times of Richard III, to secure a reassessment of the material relating to this period and to raise awareness of the role in history of this monarch."

Part A: Definitions, powers and interpretation and approval of the Rules

1. Definitions

- 1.1 'Financial Year' means the period from 1 April to 31 March;
- 1.2 'Standard Operating Procedures (SOPs)' means the documents which outline practical guidance and information on how to carry out specific tasks related to the Society's activities;
- 1.3 'Standing Committee' means a permanent group of members and others to whom the Directors have delegated a specific function;
- 1.4 'Working Party' means a group of members and others set up by the Directors to examine a specific project;
- 1.5 'Officer' means a member or other person responsible for providing a core service to the Society.

2. Relationship between the Articles of Association and the Rules

- 2.1 These Rules are to be read in conjunction with the Society's Articles as adopted on [2 October 2021] and any subsequent amendments.
- 2.2 Save as otherwise specifically provided in these Rules, words and expressions which have particular meanings in the Articles shall have the same meanings in these Rules.
- 2.3 In any conflict between these Rules and the Articles, the Articles shall prevail.

3. Powers

- 3.1 In further pursuance of the objects and powers specified in the Articles, the Society may:

- organise lectures and conferences on historical subjects;
- publish a scholarly journal and a members' bulletin;
- maintain a library and information service for the benefit of members and others;
- organise research on behalf of the Society; encourage other research projects, by means of bursaries and grants; and disseminate the results of research through publication or grants towards publication;
- authorise the formation and support the operation of Branches and Groups to provide a local focus for Society members;
- support the Richard III and Yorkist History Trust by making grants, and by other suitable means. This includes the nomination as necessary of appropriate Society members to serve as a majority of the trustees in accordance with the agreement between the Society and the Trust;
- support other organisations that have similar aims and objectives;
- make an annual award (The Robert Hamblin Award) to a Society member who has given significant long term service and made a contribution of particular merit to the work of the Society. This award is not open to serving members of the Board. Nominations are sought from the membership with the final decision being made by the Board and announced at the AGM;
- organise visits to places of historical interest;
- arrange and sponsor suitable memorials and plaques of relevance to the life and times of Richard III;
- support, at the Directors' discretion, the maintenance and restoration of historic buildings and sites of relevance to the life and times of Richard III;
- take other suitable measures to commemorate the life and times of Richard III;
- do such other things as will further the mission of the Society.

4. Interpretation of the Articles and Rules

- 4.1. The Directors, by majority vote, shall have power to interpret the Articles and Rules if there is a difference of opinion concerning them.
- 4.2. The Directors shall have power to deal with any matter not provided for in the Articles and Rules.
- 4.3. Any such interpretations or additional items shall be reported to the next AGM for endorsement.

5. Approval of these Rules

- 5.1. These Rules shall be put to the first AGM of the Society following their drafting for approval.
- 5.2. Subject to the powers of the Directors as set out in Part 3 of the Articles of Association, the Directors may make temporary changes to the Society Rules as required during the year to

facilitate the working of the Society. Such changes shall be reported to the next AGM for approval. Once approved, the changes shall then be part of the Rules.

- 5.3. Should the AGM not approve a change to the Rules that the Directors have made under 5.2, then the change shall be considered never to have been made. However, that rejection does not invalidate anything which the Directors have done under the now rejected proposed change.

Part B: Membership and Branches and Groups

6. Subscriptions and membership categories

- 6.1. The annual membership subscription shall fall due on 2 October each year, and payment shall entitle the member to the full benefits of membership for the following twelve months.
- 6.2. The Directors shall set subscriptions for individual and family memberships.
- 6.3. Family memberships will cover membership for named members of a family living at the same address. Those covered by a family membership may be any combination of ordinary members and junior members. Each person covered by a family membership will be entered in the Society's membership list.
- 6.4. Each family covered by a family membership will receive only one copy of the *Bulletin* and *The Ricardian* and the Directors will bear this in mind when setting the rate for the family membership subscription, which in consequence will be less than the total would be if each individual paid the full rate.
- 6.5. The Directors may establish lower rates for junior (under 16) and student (over 15 in full-time education) members.
- 6.6. The Directors may establish lower rates for members (individual and family) aged 65 and over, termed Senior rates. To qualify for senior family membership, all family members must be 65 or above.
- 6.7. The Directors may set subscription rates for schools and other academic bodies, libraries and other bodies they have accepted for Subscriber status.
- 6.8. The Directors may set supplements to the membership subscription for members whose postal address is outside the United Kingdom to reflect the additional costs incurred by the Society in mailing to such members the Society's publications.
- 6.9. Membership subscription rates and overseas postage supplements shall be reviewed annually and any proposed amendments shall be ratified by the AGM before implementation. Changes will apply from 1 November following the AGM for those members who have not already paid their subscription for the new Ricardian year and for new members with immediate effect.
- 6.10. All members will be issued with a membership card that, for annual renewals, may be distributed with the December Ricardian Bulletin. New members may receive a card with their Welcome Pack. All cards may be dated to December for administrative convenience.
- 6.11. Any member who has not paid the appropriate subscription in full will not receive a membership card as set out above. Instead, they will receive a letter advising them of the amount outstanding. It will further state that if they do not pay the sum due by 31 December

of the year, they will not receive any further communication or publication from the Society and their membership will cease.

- 6.12. The Directors may, in their discretion, waive for the current year the subscription of any new member joining on or after 1st August and at that time paying the subscription for the following year.

7. Membership rights

7.1 Ordinary members of the Company have the right to:

- (a) propose motions for consideration at AGMs and SGMs, including resolutions to amend the Articles of Association and the Society Rules;
- (b) receive publications from the Company;
- (c) take part in Annual General Meetings and Special General Meetings;
- (d) nominate and vote for Directors;
- (e) stand for election and serve as Directors;
- (f) examine and question the annual report and accounts;
- (g) authorise changes made by the Directors to the Society Rules at AGMs;
- (h) approve subscription rates;
- (i) be protected by a Code of Conduct;
- (k) have rights of appeal under the grievance handling and disciplinary procedures; and
- (l) receive such other benefits as are stated in the Rules.

7.2 Junior members of the Company are not able to propose motions at AGMs and SGMs, vote on Company matters, including the election of Directors and motions at AGMs and SGMs, nor stand as Directors.

8. Branches and Groups

8.1. The Directors may authorise the establishment of Branches and Groups.

8.2. Each Branch or Group authorised by the Society may call itself "The XXX Branch or Group of the Richard III Society". The Board reserves the right to withdraw the authorisation if the Branch or Group fails to uphold the principles and objects of the Society or, by its actions, brings the Society into disrepute.

8.3. Each Branch and Group must be financially self-supporting. The Society will accept no responsibility for any debts incurred by a Branch or Group, or for bank accounts opened by officers of a Branch or Group.

8.4. Authorised Branches and Groups are termed affiliates of the Society. This does not affect the membership positions of individual Branch and Group members but does give the Branch or Group the ability to send a representative to the Society's AGM.

8.5. When authorising a new Group, the Directors will take account of:

- (a) geographical concerns, to ensure that the proposal does not contravene the Branches and Group Rules; and

(b) the views of other Branches and Groups close to the area where the proposed new Group will operate.

8.6. When approving the application of a Group to become a Branch, the Directors shall ensure that the conditions set out in the Branches and Groups Rules are met.

8.7. The Directors may, in consultation with Branch and Group representatives, develop rules for the operation of Branches and Groups which may be amended from time to time in further consultation with Branches and Groups. The results of Branches and Groups consultation shall be determined by majority agreement. The rules for Branches and Groups may be published in a separate document from these rules but are to be regarded as part of them.

9. Subscribers

9.1 The Directors may develop rules, including setting annual subscription rates for the status, to allow educational and academic institutions, research bodies, libraries and such other bodies as the Directors may decide to include to become Subscribers to the Society.

9.2 Bodies with Subscriber status do not become members of the Company and do not have the rights detailed in 7.1 other than 7.1(b).

9.3 The Directors may invite any body which qualifies under (a) above to apply for Subscriber status.

Part C: The structure of the Society and Honorary membership

10. Officers

10.1. The officers of the Society shall, subject to the provisions of Rule 15 regarding the Chair, be elected at the first Directors' meeting following the AGM. They shall comprise:

- A Chair, as provided in the Articles. The Chair shall preside over Directors' and general meetings. They shall ensure that the Articles & Rules of the Society are observed, and that the resolutions of the Directors and general meetings are carried out. They shall also promote such measures as shall appear advisable for the welfare of the Society, subject to the approval of the Directors.
- A Secretary, who shall conduct the administrative business of the Society and take the minutes of the Directors' meetings and of general meetings, unless the Directors shall delegate any of these functions to another of its members.
- A Treasurer, who shall receive and disburse the Society's moneys as directed by the Directors. Other Directors, Board or Committee members receiving or paying out money on its behalf shall be accountable to the Treasurer. The Treasurer shall put draft accounts to the Directors for approval, before arranging for the accounts to be inspected by the Auditor(s) or Independent Scrutineer appointed under Article 48 and copies, including the report of the auditor or scrutineer, shall be circulated to members of the Society before the AGM. The Treasurer shall lay before each AGM for approval an account of the financial affairs of the Society during the financial year.
- A Deputy Chair, who shall carry out the functions of the Chair in their absence.

10.2. The following roles are considered desirable for the successful administration of the Society and will be filled at the discretion of the Directors, subject to the provisions of this Rule.

- Branches and Groups Liaison Officer
 - Business Manager
 - Communications Manager
 - Editor of *The Ricardian*
 - Editor of the *Ricardian Bulletin*
 - Education Officer
 - Events Manager
 - Librarian
 - PR & Media Officer
 - Membership Officer
 - Research Officer
 - Sales Manager
- 10.3. The list in 10.2 is subject to change by decision of the Directors, as they deem necessary in their discretion, to carry out the business of the Society. The Directors shall record the holders of the roles, including any changes to the list in 10.2, in each edition of the Society's *Bulletin*.
- 10.4. The Officers in Rule 10.1 must be Directors and members. Subject to the following provisions of this Rule, the post holders in Rule 10.2 must be members but need not be Directors, but are accountable to the Directors. Post holders would be expected to submit reports to and attend Board meetings as required; such attendance would be limited to the specific matter in hand and no voting rights would be allowed.
- 10.5. The Branches and Groups Liaison Officer (BGLO) shall be elected by the Branches and Groups. The Directors shall be responsible for carrying out a poll of the Branches and Groups, in which each Branch and Group shall have one vote, under procedures that the Directors shall develop in a way that is similar to that used for Director elections. The BGLO shall hold the position for three years but may stand again for the position in the ensuing election, provided that they have not already held the role for a continuous period of nine years.
- 10.6. The Directors must appoint a Company Secretary (who may or may not be the Society Secretary) to carry out the statutory processes and statutory requirements for the Company. The Company Secretary does not need to be a member of the Society.
- 10.7. The Directors may appoint a separate Financial Officer (who may or may not be the Treasurer) to carry out any or all of the Company's accounting and financial requirements. The Financial Officer does not need to be a member of the Society.
- 10.8. The Directors may appoint as Editor of the *Ricardian Bulletin* or the *Ricardian* a suitably qualified editorial/publishing professional who does not have to be a member of the Society.
- 10.9. No member taking on any of the roles in 10.1 or 10.2 may be paid for their work in the role, though they may claim reimbursement of expenses in line with the Society's policy. However, in exceptional circumstances a member undertaking one of the roles in 10.2 may be paid for their work, provided the payment is approved in a Board meeting by the unanimous vote of all Directors participating. Any such payment may only be made until the next AGM, when it must be reported to members.

- 10.10. A non-member appointed under 10.6-10.8 may be paid for the work undertaken at the Directors' discretion.
- 10.11. If any officer has a potential conflict of interest, including but not limited to a connection or association with a third party that is (or appears to be) against the best interests of the Society, or which could enable them reasonably to be suspected of using their connection to gain an unfair advantage for or from a third party, they should declare this immediately and it should be registered in the Board records. The Board may issue guidance notes on conflicts of interest.

11. Standing Committees and Working Parties

- 11.1. As provided in the Articles, the Directors may delegate their powers to Committees or Working Parties, members of which shall be appointed by the Directors.
- 11.2. Standing Committees are permanent organs of the Society and may be empowered to take decisions within their Terms of Reference as set by the Board.

Standing Committees may include, inter alia:

- Research Committee
- Treasurer's Committee
- *Ricardian Bulletin* Committee
- Website Committee

This list is subject to change by decision of the Directors, as they deem necessary in their discretion, to carry out the business of the Society.

- 11.3. Working Parties are set up on an ad hoc basis for particular projects and should be dissolved by the Board once their objectives are attained. They will report to, and may make recommendations to, the Board who will make the final decisions.
- 11.4. At least one, and preferably two or more, members of each such Standing Committee or Working Party shall be Directors. As good practice, it is preferable but not mandatory for the Chair of a Committee or Working Party to be a Director. Other members of the Society may be invited to meet or serve on such Standing Committees or Working Parties as may be necessary. Working Parties may co-opt non-members with specific expertise or experience to contribute to their work.
- 11.5. The Chair of each Standing Committee or Working Party, or their nominee, will report to, and be accountable to, the Board.
- 11.6. The Directors shall include in their Annual Report the Committees and Working Parties that have been established and their objectives, and give a summary of their activities.

12. Patron

- 12.1. The Directors may invite a person of suitable and appropriate standing to become the Patron of the Society. The Patron does not have to be a member of the Society but will become an Honorary Member on appointment.
- 12.2. All communication with such a Patron shall be through the Chair.

13. Honorary memberships and Fellowship

- 13.1. The Directors may, at their discretion, nominate for honorary membership members of the Society who, in their judgement, have rendered outstanding services to the Society or its objects. Such nominations shall be reported to the next AGM for approval by the members.
- 13.2. The first honorary members shall be those who have served as President and Vice Presidents of the predecessor Society together with anyone who has been awarded honorary membership of the predecessor Society.
- 13.3. The bestowing of honorary membership is a lifetime honour which takes effect from the date of AGM which approves the award.
- 13.4. There is no limit to the number of honorary memberships that can be bestowed.
- 13.5. Honorary members have all the rights and obligations of ordinary members, including the right to stand for Director, but their honorary membership does not of itself confer any right to participate in the governance of the Society. Their membership subscription, however, is set at nil.
- 13.6. Those who have been granted honorary membership will be known as Fellows of the Society. The Directors may institute a fellowship group, known as the Fellowship of the White Boar, and develop guidelines for its operation.
- 13.7. The Fellows may elect one of their number to be the Principal Fellow. The Principal Fellow shall normally hold their position for a year, though that term may be extended by the Fellowship group by up to three months for the next election to take place. A Fellow may be the Principal more than once but only if all current Fellows who wish to be considered for the role have held the position of Principal. Being Principal of the Fellowship group does not confer any rights to be involved in the governance of the Society.

Part D: Directors

14. Number of Directors

- 14.1. The minimum and maximum numbers of Directors are set out in the Articles (not less than five and not more than 15) but the Directors may agree that the Board shall consist of any number of Directors within these bounds. If they decide to have a smaller number of Directors than the maximum of 15, they shall recommend this to the next AGM for approval; if approved, the reduction shall take effect immediately on conclusion of the AGM or at the next AGM, as the current AGM decides. If the Board size has been reduced below 15, the Directors may similarly recommend an increase in Board numbers.
- 14.2. If the number of Directors in office is below the stipulated maximum number of Directors, the Directors may co-opt up to a further three persons to be Directors (but not so as to exceed the maximum number) including the right of attendance and voting at Board meetings. Such co-optees will remain in place up to the following AGM. Someone who stood for election to the Board within the last two years and failed to be elected may not be co-opted.
- 14.3. The Directors may invite Society officers and others who are not Board members to attend any part of a Board meeting, at the Directors' discretion, to contribute to the agenda item(s).

15. Chair of the Board

- 15.1 The appointment by the Directors of one of them to chair the meetings of the Board shall be by a majority of the Directors in a vote conducted by secret ballot. That ballot shall be managed by the external Company Secretary (if appointed and willing to act) or the Society's Auditor or Independent Examiner (if willing to act) or similar external body selected by the Directors.
- 15.2 An election for the position of Chair shall take place within 21 days of the earliest of:
- (a) the conclusion of an AGM at which the Chair is not re-elected as a Director;
 - (b) the Chair is dismissed from the role by the Board under 13.3 below;
 - (c) the Chair resigns or is unable to continue in the role;
 - (d) after the Chair has been in office for three years.
- 15.3 Under Article 24(c) the Directors may terminate the Chair's appointment; this may only take place after a motion of no confidence in the Chair has been proposed to the Board by at least two Directors. The motion shall be followed by a secret ballot, managed by the external Company Secretary (if appointed) or the Society's Auditor or Independent Examiner, in which all Directors, including the Chair, must be able to vote. If a majority of Directors vote in favour of the motion, the Chair's role is terminated from the date of the announcement of the result of the vote.

16. Delegated powers

- 16.1. The Chair, in consultation with and having received authority to act from a majority of the Board members, may take such urgent action as may be required on behalf of the Board. Such decision or action shall be reported to the next meeting of the Board for endorsement.
- 16.2. The Board will define Officers' Terms of Reference setting out details of their empowerment to act on behalf of the Society. From time to time, these may be reviewed by the Board and changed in light of operational requirements and the exigencies of the Society.
- 16.3. The Board may, from time to time, delegate authority to individual Board members in connection with their specific roles, tasks or duties within such guidelines or limits as the Board may decide.
- 16.4. Board members shall include in their report to each Board meeting how such delegated authority has been exercised.

17. Directors' meetings

- 17.1. The Directors shall meet no fewer than six times in any Ricardian year.
- 17.2. Any Director who fails to attend three consecutive meetings of the Board or any four meetings in one year without furnishing a sufficient explanation, accepted by the Chair and Deputy Chair, shall cease to be a member of the Board for the remainder of the year, but shall remain eligible for re-election.
- 17.3. Business not specified in the notice convening the Directors' meeting may be brought forward by leave of the Chair and with the agreement of the meeting.

- 17.4. The Directors may at their discretion invite any member of the Society to attend a Directors' meeting in whole or in part, but members so invited shall not be entitled to vote at such meeting.
- 17.5. The Directors may at their discretion invite any person with specialist knowledge or skills to attend a Directors' meeting in whole or in part to advise them in relation to items under consideration. Any such person may be paid for the work they undertake for the Society, including attendance at the meeting, at the Directors' discretion.
- 17.6. A summary of the business transacted at each Directors' meeting shall be included in the next available edition of the *Ricardian Bulletin*.

18. Voting on matters put to the Board for a decision

- 18.1. At a meeting, where a question or motion is put forward for a vote, the usual practice shall be for the vote to be by show of hands with the Chair holding the casting vote, if necessary.
- 18.2. If the nature of the question or vote is such that the Board deems it to require a secret ballot, this shall be arranged by the Secretary.
- 18.3. If the question or motion involves or is about a member of the Board, that member may make a statement and the Board shall have the right to ask questions of him or her. The Board member in question shall leave the meeting during any discussion but will be permitted to vote at the appropriate time.
- 18.4. A proposer of a motion or question may withdraw it at any time up to the point when the vote is called.
- 18.5. Where a vote is being processed remotely, due to exceptional circumstances where meetings are not possible either within a limited time frame or, e.g., a national emergency that precludes face to face meetings, the vote shall be deemed to have commenced once the notification has been circulated to the Board. This process shall include the posting of any voting documents or their issue via e-mail or such other electronic means as shall be agreed by the Board.
- 18.6. Once a vote has been called, the motion or question cannot be withdrawn.

Part E: General meetings

19. Annual General Meetings (AGMs)

- 19.1. The AGM of the Society shall be held on the Saturday nearest to 2 October in each year, unless this is prevented by circumstances beyond the control of the Directors.
- 19.2. The AGM shall:
 - Receive and discuss the annual reports of officers and Directors;
 - Vote for Directors for the coming year as per the nominations circulated;
 - Receive, and adopt if thought fit, the accounts of the Society for the financial year to the preceding 31 March;
 - Appoint an Auditor or Independent Scrutineer; and
 - Transact such other business as shall be brought forward.

- 19.3. All members of the Society shall be entitled to attend the meeting.
- 19.4. Notice of the date, time and place of the AGM must be circulated to all members at such time as will permit the notice to reach any member at least twenty-one days before the meeting.
- 19.5. Any ordinary member of the Society is entitled to submit motions for discussion and nominations for membership of the Board, subject to 19.6 and 19.7 below.
- 19.6. Motions for discussion at the AGM must reach the Secretary within the timescales set out in the Articles of Association. They must be proposed and seconded, in writing. The Articles lay down that motions are submitted at least sixty days in advance of the AGM; this is to allow for publication of motions to members and so facilitate appointment of proxies or voting before the AGM.
- 19.7. The Articles do permit motions to be submitted after the 60 day period, as set out in Article 38(d) and (e). In considering whether to allow such motions to be discussed and voted on, the Directors shall take into consideration the voting arrangements for other motions and whether fairness to the wider membership should preclude a binding vote on any late-submitted Motion. In such a case they may allow discussion but ask the AGM simply to give an indicative vote on the motion.
- 19.8. Nominations for membership of the Board, duly proposed and seconded, in writing, must reach the Secretary within the timescales set out in the Articles of Association. They shall be valid only if the person nominated has consented to the nomination in writing and is not disbarred from holding a Directorship.
- 19.9. If the number of valid nominations received for membership of the Board are equal to, or fewer than, the number of vacancies, those so nominated shall be declared elected.
- 19.10. In the event that an election is required, the Board may make arrangements for an election to be held by canvassing the entire membership such that voting returns shall be received and counted in time for the results to be announced at the AGM. If such arrangements are not made, then the election shall be held by secret ballot at the AGM.

20. Special General Meetings (SGMs)

- 20.1. If it shall appear to the Board to be necessary, it may call an SGM to consider and to resolve upon any question which, in the Board's opinion, ought not to be postponed until the AGM or dealt with by the Board itself.
- 20.2. If the Secretary receives a demand for an SGM, in writing, from no fewer than 60 members, the Chair shall call such a meeting, within 60 days.
- 20.3. Wherever possible a notice summoning an SGM will be published in the preceding Bulletin. If the matter is considered to be of such urgency that this is not possible, a notice will be sent out not less than fourteen days before the date fixed for it. In either event, such notice shall contain a statement of the resolution or resolutions for whose discussion the SGM is called, besides details of date, time and place.

21. General Meetings

- 21.1. For all General Meetings of the Society the quorum shall be sixty, as set out in the Articles.

- 21.2. Whilst every member of the Society is entitled to attend all General Meetings, the fact that any member has not received notification of the AGM or SGM shall not of itself invalidate any proceedings at that meeting.
- 21.3. Voting on motions at all AGMs and SGMs may be taken on a show of hands, but shall be by secret ballot if this is required by one-third of the members present. The Chair shall have a second or casting vote in all cases where voting is declared to be equal.
- 21.4. The Directors will make arrangements for proxy voting in accordance with the Articles and the process set out in the relevant Standard Operating Procedure.
- 21.5. The Board may make arrangements for voting on submitted Motions to be held by canvassing the entire membership such that voting returns shall be received and counted in time for the results to be announced at the AGM or SGM. The Board may also make arrangements that allow for voting to continue at or after the AGM or SGM, with votes being counted accordingly and announced to the membership in the next *Bulletin*. Such voting arrangements will replace voting, including proxy voting, at the AGM.

Part F: Code of Conduct, Complaints and Grievances, and Disciplinary Policies and Procedures

22. Code of Conduct, Complaints and Grievances, and Disciplinary Policies and Procedures

- 22.1. The Society's Code of Conduct will be a statement of general principles to be observed by members in their dealings with each other and generally in relations to Society activities; it will be published on the Society's website.
- 22.2. Any member who feels they have a complaint or grievance with another member, or the Society generally, shall have a policy and procedure to follow developed by the Directors, available on request to any member via the Secretary and on the Society's website.
- 22.3. The Directors will develop, as provided in the Articles, policies and procedures for handling disciplinary measures.
- 22.4. Disciplinary policies and procedures will include progressive sanctions ranging from No further action, through Warning, Ordering an Apology, Suspension of membership, to Expulsion.
- 22.5. A member who is the subject of a complaint and any disciplinary procedure must be given a notice explaining the procedures and be given the opportunity to be heard in writing or in person to answer any charges. The Directors must consider any representations made by the member and inform the member of their decision in writing following such consideration.
- 22.6. Any decision to terminate the membership of a member must be confirmed by a majority of eligible Directors.
- 22.7. The member has the right of appeal against any sanction imposed, in accordance with the Disciplinary procedures.
- 22.8. If a member is expelled, they may apply for re-admittance after a period of up to five years, as set by the Panel that recommended the expulsion.

THE SOCIETY'S CODE OF CONDUCT

1. Members must at all times in their dealings with and on behalf of the Society bear in mind the Society's Mission Statement:
"In the belief that many features of the traditional accounts of the character and career of Richard III are neither supported by sufficient evidence nor reasonably tenable, the Society aims to promote in every possible way research into the life and times of Richard III, to secure a reassessment of the material relating to this period and to raise awareness of the role in history of this monarch."
2. Members should at all times deal with other members and others they meet or contact through their involvement with the Society with courtesy and consideration.
3. Members must respect the views of fellow members. Arguments and disagreements are of course permitted – even expected – about aspects of the period of history we focus on, but such disagreements should be conducted with courtesy and in a professional manner.
4. If asked to keep something confidential, members should respect that confidentiality insofar as that is legally permissible.
5. In their dealings with the Society, members are expected to disclose any potential conflict of interest.
6. Members are permitted – indeed encouraged – to cite the fact of their membership of the Society in presentations, interviews, correspondence and publications. However, this must be done in an appropriate manner and not so as to imply that the Society has endorsed or supported something or someone without prior approval from the Board. In particular, members must not use the name of the Society in any manner which partakes of a business character for personal profit.
7. In particular, members must not, in person, or in electronic or physical media:
 - act in a way that has or is likely to have a serious adverse effect on the Society or bring the Society or any or all of the members or Directors into disrepute;
 - act or threaten to act in a manner which is contrary to the interests of the Society as a whole;
 - act as a representative of, or in the name of, the Society without the Directors' prior approval;
 - behave abusively toward Directors, officers or other members, or the Society's employees or contractors, orally or in writing.

Those elected to be Directors of the Society are additionally required to follow the standards and rules set out in the Board introductory pack.

The Society has prepared full Complaints and Grievances, and Disciplinary, policies and procedures which are available from the Society's Secretary (secretary@richardiii.net) or from the Society's website.