BYLAWS

INTERPRETATION

1 In the Charter, these Bylaws, and in the Regulations, the words standing in the first column of the Table next hereinafter shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

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| --- | --- |
| WORDS | MEANINGS |
| The Charity | The Newspaper Press Fund |
| The Council  Officer | The governing committee and therefore the Board of Trustees for the time being of the Charity  A trustee of the charity who holds the position of Chair or Vice Chair |
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|  | |  |  | | --- | --- | |  |  | |  |  | |  |
| In writing | Written, printed or partly one and partly another, and other modes of representing or reproducing words in a visible form including electronic form. |
|  |  |
| Month | Calendar month. |
| Regulations | Subsidiary Rules |
|  |  |
| Special resolution | Resolutions to be passed by a majority of two thirds of those present and voting |

Words importing the singular number only shall include the plural number, and vice versa, and

Words importing the masculine gender only shall include all genders; and

Words importing persons shall include corporations.

MEMBERSHIP

1 Membership of the Charity shall comprise those who are its Trustees during the time of their service as trustees and those who were members before the grant of this Supplemental Charter. Admissions to membership shall be decided by the Council according to the knowledge and experience required by the Trustees and, once elected, members shall have such rights as the Council may determine from time to time as published in the Regulations. Every application for membership shall be in such form as shall be required by the Council.

Resignation of membership shall be signified in writing the Council may expel a member for conduct unbecoming subject to appropriate rules of procedure contained in the Regulations.

COUNCIL

2

1. The business of the Charity shall be managed by a Council (whose members shall also be the Charity’s trustees) of not more than nine and not fewer than four members all to be elected by the predecessor Councils in General Meeting.
2. In addition, up to three Non-Voting attenders may be appointed by the Council to provide experience or expertise not otherwise available to it. They shall not be trustees.
3. Members of the Council shall normally hold Office for two renewable terms of three years after which they must stand down for at least three years before further election for one final term.
4. The Council shall consist of the following:
5. The two Officers of the charity who are trustees being the Chair and a Vice Chair.  Each shall be appointed by the Council from amongst its members and shall serve for a term of Office as provided in the Regulations.  Each shall have one vote on every matter discussed
6. The Council may fill any casual vacancies for the remainder of the period of Office of the person causing the vacancy.
7. The Chair shall preside at Council meetings but, if absent, the Vice Chair shall take the Chair.  If both Chair and Vice Chair are absent, the most recent available past Chair, who is present, shall preside.

3 A quorum at a Council meeting shall be four members including at least one Officer. Subject to the provisions of these By-laws, the Council may regulate its proceedings as it thinks fit. Questions arising at a meeting of the Council shall be decided by a majority of votes and in the case of an equality of votes the Chair of the meeting shall have a second and casting vote.

4 The Council may make from time to time, such Regulations as it deems necessary or expedient or convenient for the proper conduct and management of the Charity. No such Regulation shall conflict with anything contained in the Royal Charter and By-laws.

5 The Council may exercise the powers of the Charity as it may consider necessary.

6 The Council may form committees consisting of members of the Charity and such other persons as it thinks fit and may delegate any of its powers to such committees and any such committee so formed shall in the exercise of the powers so delegated, conform to rules imposed on it by the Council.

7 No Council member or members of any committee of the Council shall incur personal liability in respect of any loss or damage done in good faith for the benefit of the Charity. The Charity shall indemnify every Council member and committee member, Officer and employee of the Charity against any loss or expense incurred through any act or omission done or committed by them in the course of the performance in good faith of their authorised duties on behalf of the Charity.

8 (i) Members of the Council or of any of its committees shall avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the charity.

(ii) Members in such a situation shall declare their interest or possible interest at a relevant meeting of the Council or by notice in writing to all the other members of the Council.

(iii) The Council shall decide how this conflict shall be managed.

1. it can require the conflicted person to withdraw from the meeting for the duration of the discussion and the voting on the issue (and not being counted in the quorum for the duration of the discussion and voting), or
2. it can allow the conflicted person to remain but not vote and or speak, or
3. it can decide that the conflicted person may remain at the meeting, participate in the discussion, and even vote on the matter concerned.

THE CHIEF EXECUTIVE

9 There may be a chief executive of the Charity, appointed by the Council with whatever title, who shall be the Charity Secretary and shall have such other duties, responsibilities and conditions of appointment as the Council shall decide. The Chief Executive shall not be a member of the Council but shall normally be entitled to attend and speak at every meeting of the Council and such other committees as shall be appropriate.

THE HONORARY OFFICERS

10 There shall be the following Honorary Officers:

(i) a Chair and Vice Chair who shall be trustees and therefore voting members of Council, and

(ii) a President and a discretionary number of Vice Presidents, who shall have such duties as the Council shall decide from time-to-time and shall publish in the Regulations.  Such Officers may be invited to attend meetings of the Council and its committees but shall not to exercise any voting powers.

THE CALLING AND CONDUCT OF GENERAL MEETINGS

11 There shall be an Annual General Meeting (by whatever name), to be held not more than fifteen months after its predecessor, for the election of Officers and of Council members and for receipt of the Annual Report and Accounts and the conduct of any other business for which notice has been duly given. There may be other General Meetings during each year which shall be called by the Council.

12 (i) Notice of the Annual General Meeting shall be published at least two weeks before the date of the Meeting. A notice convening an any other General Meeting of the Institute shall be published normally at least three weeks before the date of the meeting and shall give the time, date and place of the meeting and the purpose for which it is called shall be explicitly stated. No other business shall be transacted at the meeting except on the directions of the Council.

(ii) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed at any meeting.

(iii) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be dissolved

(iv) The Chair, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) may adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

(v) Each member shall have one vote on each matter to be voted upon at any General Meeting and the vote may be exercised by show of hands or by proxy according to provisions in the Regulations.

13 The Chair of trustees shall preside at any General Meeting or, if absent, the Vice Chair or another member as decided by the members present.

14 At any General Meeting a quorum shall be four members present in person or electronically.

THE COMMON SEAL

15 The Common Seal of the Charity shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council who shall sign every instrument to which the Seal shall be so affixed in their presence.

ACCOUNTS

16 The Council shall cause accounting records to be kept at such place as the Council shall think fit, and shall always be open to the inspection of the Council member.

17 At the Annual General Meeting the Council members shall lay before the Charity financial statements as required since the last preceding account together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Council and the Auditors or Financial Examiners and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any legal requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be sent not less than twenty-one clear days before the date of the meeting to the Auditors or Financial Examiners and to all other persons entitled to receive notices of General Meetings.

AUDIT OR FINANCIAL EXAMINATION

18 Once at least in every year the accounts of the Charity shall be audited or examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more Auditors or Financial Examiners.

19 Auditors shall be appointed and their duties regulated in accordance with the provisions of the law. The Auditors or Financial Examiners (who shall be qualified under the law) shall be appointed and their remuneration determined by the Council.

NOTICES

20 A notice may be served by the Charity upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at the registered address as appearing in the list of members or by electronic means as agreed by the member.

21 Any notice, if served by first-class post, shall be deemed to have been served by the end of the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to certify that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice served electronically shall be deemed to have been served within twelve hours of despatch.