

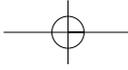


# Royal Charter

# Bye Laws

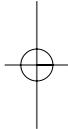
# Council Regulations

NSPCC  
Weston House  
42 Curtain Road  
London  
EC2A 3NH  
[www.nspcc.org.uk](http://www.nspcc.org.uk)



NSPCC Royal Charter, Bye-Laws and Council Regulations

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17th December 2002

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NSPCC Royal Charter, Bye-Laws and Council Regulations

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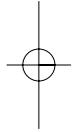
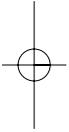
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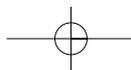
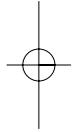
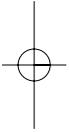
### **EXPLANATORY PREFACE**

- 1** This booklet reproduces :
  - a) The Society's Royal Charter; this version shows all the provisions of the Royal Charter currently in force after the amendments referred to in Paragraph 2.
  - b) The Society's Bye-Laws approved by the Privy Council on 17th December 2002.
  - c) The Council Regulations of the Society effective from 17th December 2002.
- 2** The Society's original Royal Charter dated 28th May 1895 was amended by Supplemental Charters dated 17th February 1898, 30th August 1954 and 1st January 1969 and has been further amended on 20th December 1972, 14th December 1994 and 17th December 2002.



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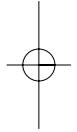
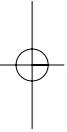


**ROYAL CHARTER OF  
INCORPORATION**



NSPCC Royal Charter, Bye-Laws and Council Regulations

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THE following is the text of the Charter of Incorporation received by the Society from Her Majesty the Queen: -

VICTORIA, by the Grace of God, of the United Kingdom of Great Britain and Ireland, Queen, Defender of the Faith, TO ALL TO WHOM these Presents shall come, Greeting:

WHEREAS by a Petition presented unto us by

RT. HON. AND MOST REVEREND EDWARD WHITE, Archbishop of Canterbury,  
RT. HON. FARRER, BARON HERSCHELL, Lord High Chancellor of England,  
HIS EMINENCE THE MOST REVEREND CARDINAL HERBERT ALFRED VAUGHAN,  
RT. HON. GILBERT HENRY, Earl of Ancaster, joint Hereditary Lord Great Chamberlain,

and certain other Persons, being Members of The National Society for the Prevention of Cruelty to Children, it is, amongst other things, represented :

That in One thousand eight hundred and eighty-nine a Society was established in London called "The National Society for the Prevention of Cruelty to Children;" that the said Society was not established for the purpose of gain, but for the purpose of enforcing the laws for the protection of Our youthful subjects; and that it would conduce to the welfare of the Society and to the furtherance of its objects if the said Society were incorporated by Our Royal Charter;

NOW KNOW YE that We, having taken into Our Royal consideration the said Petition, and being desirous of promoting the said Society, have of Our especial grace, certain knowledge, and mere motion given and granted, and We do hereby for Us, Our Heirs and successors, give and grant that :

RT. HON. AND MOST REVEREND EDWARD WHITE, Archbishop of Canterbury, Lambeth Palace,

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NSPCC Royal Charter, Bye-Laws and Council Regulations

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RT. HON. FARRER, BARON HERSCHELL, Lord High Chancellor of England, House of Lords, Westminster,  
HIS EMINENCE THE MOST REVEREND CARDINAL HERBERT ALFRED VAUGHAN, Archbishop's House, Westminster,  
THE MOST NOBLE ALGERNON, Duke of Somerset, Maiden Bradley, Bath,  
THE MOST NOBLE DOUGLAS BERESFORD MALISE, RONALD, K.T., Duke of Montrose, Buchanan House, Stirling, Scotland,  
THE MOST NOBLE ALEXANDER WILLIAM GEORGE, Duke of Fife, K.T., Duff House, Banff, Scotland,  
THE MOST HON. WILLIAM MONTAGUE, Marquess Tweeddale, Yester, Haddington, Scotland,  
THE MOST HON. LAWRENCE, Marquess of Zetland, Aske, Richmond, Yorkshire,  
RT. HON. GILBERT HENRY, Earl of Ancaster, joint Hereditary Lord Great Chamberlain,  
LORD HUGH RICHARD HEATHCOTE CECIL, Hatfield House, Hertfordshire,  
THE RIGHT REVEREND WILLIAM WALSHAM HOW, Lord Bishop of Wakefield, Bishopgarth, Wakefield,  
THE RIGHT HON. WILLIAM HENRY, BARON LEIGH, Stoneleigh Abbey, Kenilworth,  
THE RIGHT HON. HENRY HARTLEY FOWLER, Member of Parliament, Secretary of State for India, India Office, Whitehall,  
THE HON. DUDLEY FRANCIS FORTESCUE, Summerville, Waterford, Ireland,  
THE RIGHT HON. ANTHONY JOHN MUNDELLA, Member of Parliament, 16 Elvaston Place, S.W.,  
SIR DUDLEY GORDON ALAN DUCKWORTH-KING, Baronet, Wear House, Exeter,  
SIR WILLIAM GILSTRAP, Baronet, Fornham Park, Bury St. Edmunds,  
SIR RICHARD EVERARD WEBSTER, Knight Grand Cross of the Order of St. Michael and St. George, Queens' Council, Member of Parliament, Winterfold, Cranleigh, Surrey,  
SIR ALBERT KAYE ROLLIT, Knight Bachelor, Member of Parliament, Dunster House, Mark Lane, in the City of London,  
THE VERY REV. JAMES CAMERON LEES, Doctor of Divinity, Dean of the Chapel Royal, 23 Blasket Place, Edinburgh, Scotland,

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REV. HERMAN ADLER, Doctor of Divinity, Great Synagogue,  
Aldgate, in the City of London,  
THE RIGHT HON. WILLIAM MCKAY, Lord Mayor of York,  
RIGHT HON. VALENTINE B. DILLON, Lord Mayor of Dublin, Ireland,  
RIGHT HON. W. M. CAMMOND, Lord Mayor of Belfast, Ireland,  
THE RIGHT HON. WILLIAM HENRY WATTS, Lord Mayor of  
Liverpool,  
JOHN TOMLINSON BRUNNER Member of Parliament, Winnington  
Old Hall, Northwich,  
HAROLD AGNEW, The Elms, Eccles, Manchester,  
WILLIAM HESKETH LEVER, Thornton Manor, Cheshire,  
JOHN MACKRELL, High Trees, Clapham,  
FRANK MORRISON, Farmwood, Ascot,  
JOSEPH RUSTON, Monk's Manor, Lincoln.  
HENRY WOOLCOTT THOMPSON, 9 Park Place, Cardiff,  
JOHN USHER, of Norton, Rath's Station, Midlothian, Scotland,

and all other persons who pursuant to this Our Charter are or may become Members of the Society established by this Our Charter in pursuance of the provisions thereof, shall be a body corporate by the name of "THE NATIONAL SOCIETY FOR THE PREVENTION OF CRUELTY TO CHILDREN," and shall by that name have a perpetual succession and a common seal, with a capacity to sue and be sued by their corporate name, and for the purposes of the said Society to take, purchase and hold any personal property, and also any real property, with power to sell, grant, demise, mortgage, exchange, and otherwise deal with the said real or personal property, or any part thereof, on such terms and in such manner as they may think fit:

AND We do hereby declare as follows: -

**PRELIMINARY**

**ARTICLE 1.** In the construction of this Our Charter the following words and expressions, unless there is something in the context inconsistent with such interpretation, shall have the meanings hereinafter assigned to them, that is to say:-

NSPCC Royal Charter, Bye-Laws and Council Regulations

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“The Society” means The National Society for the Prevention of Cruelty to Children, incorporated by this Our Charter;

“Children” includes all young persons unable to protect themselves;

“Person” includes a body of persons corporate or unincorporate;

- ARTICLE 2.** Words in the masculine gender include the feminine, and words in the singular number include the plural, and in the plural number include the singular.

**PURPOSES AND POWERS OF THE SOCIETY**

- ARTICLE 3.** The purposes of the Society are to prevent the public and private wrongs of children, and the corruption of their morals.

- ARTICLE 4.** In furtherance of the said purposes but not otherwise, the Society may exercise the following powers:

- 4.1 To take action for the enforcement of laws for their protection;
- 4.2 To provide and maintain an organisation for the above objects;
- 4.3 To take any measures to disseminate knowledge
  - 4.3.1 as to the causes, treatment and prevention of the public and private wrongs of children and the corruption of their morals (hereinafter called the “Wrongs of Children”);
  - 4.3.2 as to the protection and care of children (hereinafter called “Child Protection”);
- 4.4 To provide where necessary an appropriate social work service to families;
- 4.5 To undertake or assist in research into the causes, treatment and prevention of the Wrongs of Children and to take any

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## NSPCC Royal Charter, Bye-Laws and Council Regulations

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measures having as their object Child Protection or the prevention of the Wrongs of Children;

- 4.6 To watch over, assist, support and promote legislation or other measures having for their object Child Protection or the prevention of Wrongs of Children or otherwise affecting the interests of children who are under-privileged or who have been or are likely to be at risk of being wrongfully treated;
- 4.7 To undertake and carry out publicity and educational work of all descriptions for making known the objects of the Society, by encouraging the general public to report to the Society any case where it may appear that a child may be in need of protection;
- 4.8 To take any further action which may be calculated to promote the better education, training, employment and well-being of such children as may have been helped by the Society during their early years;
- 4.9 To co-operate with other bodies or persons whether Statutory or otherwise;
- 4.10 To affiliate to themselves or amalgamate with themselves or enter into any arrangements for wholly or partially working, in conjunction with any body of persons corporate or unincorporate, formed for all or any of the purposes for which the Society themselves are formed or for any purposes analogous or corresponding thereto, and for the purpose of carrying into effect this power contribute to or receive contributions from the funds of any such body of persons upon such conditions as to the Society may seem fit, or make such other financial arrangements from time to time with such bodies as may be mutually agreed upon;
- 4.11 To receive and apply any subscriptions, donations, or gifts of property;
- 4.12 To take land or buildings by gift, lease, purchase, or otherwise, and erect, adapt and maintain adequate buildings, with such accommodation and furnish the same in such manner as may be deemed fitting;

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- 4.13 To borrow or raise money with or without security for any of the purposes of the Society on such terms as may be thought fit;
- 4.14 To invest the monies of the Society not immediately required for the furtherance of its purposes in or on such investments, securities or property and in such manner as may be thought fit;
- 4.15 To enter into contracts to provide services to or on behalf of other bodies;
- 4.16 To provide indemnity insurance for the Trustees of the Society out of the funds of the Society PROVIDED THAT, in respect of any Trustee, such insurance shall not extend to:
  - 4.16.1 any claim arising from any act or omission which:
    - 4.16.1.1 the Trustee knew to be a breach of trust or breach of duty; or
    - 4.16.1.2 was committed by the Trustee in reckless disregard of whether it was a breach of trust or breach of duty or not; and
  - 4.16.2 the costs of an unsuccessful defence to a criminal prosecution brought against the Trustee in his capacity as a trustee of the Society;
- 4.17 To pay to a Trustee or member of a committee of the Board of Trustees or a member of a Society body designated by the Board of Trustees reasonable and proper out-of-pocket expenses incurred in or about the affairs of the Society;
- 4.18 To do all other such lawful things as are incidental or conducive to the attainment of the above objects.

**OFFICERS AND DIRECTOR**

- ARTICLE 5.** The Society shall have such Officers as may be from time to time prescribed by the Bye-Laws of the Society who shall be

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elected in such manner and hold office on such terms and for such periods as set out in the Bye-Laws.

**ARTICLE 6.** There shall also, unless the Bye-Laws otherwise provide, be a Director, who shall be appointed in accordance with the Bye-Laws.

**THE COUNCIL**

**ARTICLE 7.** The Council of the Society shall consist of such Members as may be from time to time prescribed by the Bye-Laws.

**ARTICLE 8.** The Council shall hold an Annual Meeting at such time as may be prescribed by the Bye-Laws for the time being in force, and may hold other meetings from time to time as occasion may require in accordance with the Bye-Laws.

**ARTICLE 9.** The Board of Trustees or a committee thereof, after due enquiry, may expel, suspend, or take such other steps against, a Member of the Council as it resolves that the interests of the Society so require provided that a notice stating the intention to consider his conduct has previously been sent to the Member of the Council concerned.

**THE BOARD OF TRUSTEES**

**ARTICLE 10.** There shall be a Board of Trustees of the Society, consisting of such Trustees as may be from time to time prescribed by the Bye-Laws. The Trustees shall be elected in such manner and hold office on such terms and for such period as may be prescribed by the Bye-Laws.

**ARTICLE 11.** Subject to the Bye-Laws for the time being in force, the Board of Trustees shall have the sole and entire management of the business of the Society and of the income and property thereof for the purposes of the Society, and may, in accordance with the Bye-Laws for the time being in force,

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make, alter, and revoke rules and regulations, and may appoint such officers and servants and pay them such salaries or other remuneration as the Board of Trustees thinks fit, and shall prescribe their respective duties, and may remove them.

- ARTICLE 12.** Subject as aforesaid, the Board of Trustees may appoint such Sub-Committees and delegate to them authority of carrying out such duties as may seem expedient, and the Board of Trustees and such Sub-Committees shall do all such acts as appear to them or to the majority of them then present necessary or fitting to be done in order to carry into full operation and effect the purposes of the Society, so that the same be not inconsistent with or repugnant to the provisions of this Our Charter, or the Laws and Statutes of this Our Realm.

**BRANCH COMMITTEES**

- ARTICLE 13.** Branch Committees of the Society may from time to time be established by the Board of Trustees for the purpose of carrying out the purposes and objects of the Society in particular districts or special interest areas assigned to them by the Board of Trustees. The constitution of such Committees, the authority to exercise powers to be delegated to them and the mode in which their business is to be conducted shall be determined by the Board of Trustees, subject to the approval by the Council, in accordance with the Bye-Laws for the time being in force.

- ARTICLE 14.** The Board of Trustees may suspend or dissolve a Branch Committee in accordance with its powers under the Bye-Laws for the time being in force.

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**BYE-LAWS**

**ARTICLE 15.** The Council shall have power from time to time to make Bye-Laws for the Society, and from time to time to revoke or alter any Bye-Laws theretofore made.

**ARTICLE 16.** The Bye-Laws may provide for all or any of the following matters:

- 16.1 The carrying out of any of the purposes of the Society;
- 16.2 The qualifications, election, nomination, appointment, removal, continuance in office, and duties of the Officers, and of the Director, and of Members of the Council, Board of Trustees, and Sub-Committees, respectively, and of Officers and servants of the Society;
- 16.3 The summoning and holding of and proceedings at Meetings of the Council and Board of Trustees, and the Sub-Committees thereof, the quorum at such Meetings, and the business, powers, and duties of these bodies, respectively;
- 16.4 The constitution and organisation of Branch Committees and of the Districts or special interest areas under their management, the summoning and holding of and proceedings at Meetings of such Committees, the quorum at such Meetings, and the business, powers, and duties of such Committees;
- 16.5 The management of the funds and property of the Society;
- 16.6 Any matter connected with, or relating to, the affairs or government of the Society.

Provided that: -

- (i) The said Bye-Laws shall comply with the provisions and directions of this Our Charter; and

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- (ii) Any such Bye-Law, and any revocation or alteration thereof, shall not take effect unless and until it has been sanctioned by a majority of the Members of the Council present and voting on the question at a duly convened Meeting of the Council, and has been allowed by the Lords of Our Privy Council, of which allowance a certificate under the hand of the Clerk of the Privy Council shall be conclusive evidence; and
- (iii) The notice convening such Meeting of the Council shall contain a notification that such Bye-Law, or such revocation or alteration, will be taken into consideration thereat.

**ANNUAL REPORT AND STATEMENT OF ACCOUNTS**

**ARTICLE 17.** The accounts of the Society shall be audited annually by the Auditors of the Society, who shall be duly qualified as provided in the Bye-Laws.

**ARTICLE 18.** The Board of Trustees shall once in every year prepare a General Report of their proceedings for the year preceding, and attach thereto a duly certified Statement of Accounts and of the Finances of the Society, and shall lay the same before the Council at its Annual Meeting.

**ARTICLE 19.** Each Member shall, on application, be entitled to receive a copy of such Report and Statement.

**SUPPLEMENTAL PROVISIONS**

**ARTICLE 20.** Any document purporting to be certified under the seal of the Society to be a true copy of this Our Charter or of any Bye-Laws made thereunder shall, until the contrary is proved, be deemed to be a true copy, and any Bye-Laws purporting to be so certified shall, until the contrary is proved, be deemed

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to have been duly made, sanctioned, and allowed, and to be in force.

**ARTICLE 21.** The Council may by a Resolution in that behalf passed at any duly convened meeting by a majority of not less than two-thirds of the Members of the Council present and voting amend or add to the original Charter, the said Supplemental Charter granted in the year One thousand eight hundred and ninety-eight or this Our Supplemental Charter and such amendment or addition shall, when allowed by Us, Our Heirs or Successors in Council, become effectual so that the original Charter and the said Supplemental Charters shall thenceforth continue and operate as though they had been originally granted and made accordingly. This provision shall apply to the original Charter, the said Supplemental Charter granted in the year One thousand eight hundred and ninety-eight and this Our Supplemental Charter as amended or added to in manner aforesaid.

IN WITNESS whereof We have caused these Our Letters to be made patent.

WITNESS Ourselves at Westminster the Twenty-eighth day of May, in the Fifty-eighth year of Our reign.

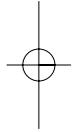
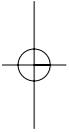
BY WARRANT UNDER THE QUEEN'S SIGN MANUAL.

(Signed) MUIR MACKENZIE



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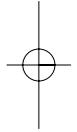
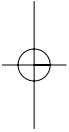


# BYE-LAWS



NSPCC Royal Charter, Bye-Laws and Council Regulations

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## NSPCC Royal Charter, Bye-Laws and Council Regulations

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### 1 PRELIMINARY

These Bye-Laws are made under the provisions of the Royal Charter of the Society.

### 2 INTERPRETATION

- 2.1 In the event of any inconsistency between the provisions of the Charter and the provisions of the Bye-Laws the provisions of the Charter shall prevail.
- 2.2 In these Bye-Laws, unless the context otherwise requires, the words and the expressions used in the Charter shall have the meanings there defined.
- 2.3 In these Bye-Laws the following words and expressions, unless the context otherwise requires, shall have the following meanings:

<b>'Charter'</b>	The Royal Charter granted to the Society in the year 1895 as amended from time to time by Supplemental Charters or otherwise.
<b>'Council Regulations'</b>	Regulations of the Society approved by the Council pursuant to Bye-Law 65.2.
<b>'Member of the Council'</b>	A member of the Council of the Society for the time being of whatever class.
<b>'the Society'</b>	The National Society for the Prevention of Cruelty to Children.
<b>'Trustee Regulations'</b>	Regulations of the Society made by the Board of Trustees pursuant to Bye-Law 65.1 and which do not require the approval of the Council under Bye-Law 65.2.

- 2.4 Words importing the singular number shall include the plural number, and vice versa; words importing the masculine gender shall include the feminine gender; and words importing persons shall include corporations.

## NSPCC Royal Charter, Bye-Laws and Council Regulations

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### MEMBERS OF THE COUNCIL

- 3 The Members of the Council shall be the persons in the following categories of membership:
  - 3.1 the President;
  - 3.2 the Vice-Presidents, being the persons elected as such at the Annual Meeting of the Council of the Society;
  - 3.3 Life Patrons being those persons who have contributed to the funds of the Society in one payment such sum as may from time to time be determined by the Board of Trustees;
  - 3.4 Life Councillors, being those persons who have contributed to the funds of the Society in one payment such sum as may from time to time be determined by the Board of Trustees;
  - 3.5 Branch Members being those persons appointed to be Members of the Council by their respective Branch Committees for the period for which they are appointed to serve in accordance with Bye-Laws 6 and 8;
  - 3.6 Honorary Members, being those persons elected as such at the Annual Meeting of the Council, in consideration of services rendered to the Society;
  - 3.7 the Trustees;
  - 3.8 Life Members or Annual Members of the Society at 22 October 2002 who shall be known as Life Members of the Council;
  - 3.9 such other classes of Members of the Council as may be determined in Council Regulations.
- 4 The rights and privileges of every Member of the Council shall be personal to himself, shall not be transferable and shall cease on death or dissolution.
- 5 A Register of Members of the Council shall be kept at the principal office of the Society divided into sections corresponding to the different classes of membership set out in Bye-Law 3, in which shall be entered the name and address of every Member of the Council. The Register shall be available to Members of the Council for inspection on request during normal business hours.

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NSPCC Royal Charter, Bye-Laws and Council Regulations

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**6**

- 6.1 Every Branch Committee may appoint two persons (or such higher number specified in Council Regulations) to be Members of the Council by notice to the Society given prior to each Annual Meeting of the Council in accordance with Council Regulations.
- 6.2 Where there is one or more sections of the Young NSPCC of the Society functioning in the geographical area assigned to a Branch Committee, such Branch Committee may appoint an additional person to be a Member of the Council as a representative of the said Young NSPCC section or sections.
- 6.3 If the Branch Committee fails to make any such appointments under Bye-Law 6.1 or 8 in accordance with Council Regulations and by the date specified in those Regulations, the Officers of that Branch Committee may appoint a person as a Branch Member to fill such vacancy.
- 6.4 A Branch Member who is unable to attend a Meeting of the Council may appoint a person as his alternate to act on his behalf at that meeting of the Council in accordance with Council Regulations.

- 7 The procedures for the appointment, and the periods of office, of Branch Members shall be defined in Council Regulations.
- 8 Any vacancy which may arise among the Branch Members appointed by a Branch Committee may be filled by that Branch Committee and such a person appointed shall be a Branch Member for the period prescribed in Council Regulations at the end of which he shall be eligible to be re-appointed.
- 9 Every person proposed for election at the Annual Meeting of the Council as a Vice-President or an Honorary Member shall have first been nominated by a resolution of the Board of Trustees. The procedures for the nomination (if applicable) and the

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NSPCC Royal Charter, Bye-Laws and Council Regulations

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admission of Members of the Council referred to in Bye-Law 3.9 shall be defined in Council Regulations.

- 10** A person shall cease to be a Member of the Council by giving at least 14 days written notice of his resignation to the Secretary of the Society or other person designated by the Board of Trustees.

**POWERS OF THE COUNCIL**

- 11** The Council may exercise the following powers or do the following things at an Annual Meeting of the Council:

11.1 the election of the President pursuant to Bye-Law 41;

11.2 the election of the Treasurer pursuant to Bye-Law 41;

11.3 the election of the Trustees pursuant to Bye-Law 33;

11.4 the appointment of the Auditors of the Society;

11.5 the election of Vice Presidents and Honorary Members of the Council and any other Members of the Council required to be elected at a meeting of the Council;

11.6 the receipt of the report of the Board of Trustees on Branch Motions referred to in Bye-Law 17 which have been passed at the previous Annual or Special Meeting of the Council;

11.7 the approval of the Minutes of the previous Annual or Special Meeting of the Council.

- 12** The Council may exercise the following powers either at a Special or Annual Meeting of the Council:

12.1 the passing of Branch Motions referred to in Bye-Law 17;

12.2 the making, revocation or alteration of any Bye-Law;

12.3 the amendment of or addition to the Charter;

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12.4 the approval of the adoption of, or any addition or alteration to, Council Regulations submitted by the Board of Trustees in accordance with Bye-Law 65.2;

12.5 the receipt of the Accounts and Report of the Board of Trustees for the preceding financial period of the Society.

- 13** Any Branch Motion passed at a Council Meeting shall be referred as a recommendation to the Board of Trustees who shall give it due consideration and shall report on it to the next Annual Meeting of the Council.

**MEETINGS OF THE COUNCIL**

- 14** The Annual Meeting of the Council shall be held within fifteen months of the last Annual Meeting of the Council at such place and time as the Board of Trustees may determine.

- 15** A Special Meeting of the Council for the purpose of considering urgent business within the competence of the Council as set out in Bye-Law 12 may be held at any time as may be appointed by the Council itself, or when summoned by the President or the Board of Trustees or on the written request to the Board of Trustees of not less than one hundred and fifty (150) Members of the Council (or such other number as may be defined in Council Regulations). In the case of such a written request from the Members of the Council, the object of such meeting (which may only be for a purpose stated in Bye-Law 12) shall be stated in the request, and it shall be the duty of the Board of Trustees on receipt of such request to take immediately the necessary steps for summoning the Meeting. If the Board of Trustees have not summoned such a meeting to take place within ten weeks after receipt of such written request, the requisitionists may themselves summon such a meeting.

- 16** A preliminary notice of the place and day appointed for the holding of the Annual Meeting of Council shall be given in accordance with Council Regulations to all Members of the Council, and to any other persons set out in Council Regulations. At least fourteen (14) days' notice (excluding the day on which it

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is given or deemed to be given and the day for which it is given) of the business to be taken at the Annual or any Special Meeting of the Council shall be given to all Members of the Council and to any other persons set out in Council Regulations.

### 17

17.1 A motion sent to the Society by or on behalf of a Branch Committee in accordance with Council Regulations shall be included in the Agenda of a Council Meeting by the Board of Trustees, save that the Board of Trustees at their discretion may exclude such a motion from that Agenda if it is similar to one included in the Agenda for any of the five immediately preceding Council meetings.

17.2 If the Board of Trustees shall receive notice of two or more such motions which in their opinion deal with the same subject, they may determine whether such motions shall be debated together as one motion or separately as individual motions, or as amendments to a motion. Such determination shall be binding on the Council.

18 The accidental omission to give notice of a Meeting of the Council to any person entitled to receive such notice shall not invalidate any proceedings at that meeting.

19 At Annual and Special Meetings of the Council fifty (50) Members of the Council present (or such other number as is set out in Council Regulations) shall be a quorum.

20 If within half an hour from the time appointed for a Meeting of the Council a quorum is not present, the Meeting, if it is a Special Meeting of the Council convened upon the request of Members of the Council under Bye-Law 15, shall be dissolved. In any other case it shall stand adjourned to a place, day and hour (not more than 30 days after the meeting unless otherwise determined by the chairman of the Meeting) to be decided by the chairman of the Meeting.

21 The Chairman of the Board of Trustees, if any, or in his absence a Vice-Chairman, if any, or in his absence one of the other Officers present shall preside as chairman at every Meeting of the Council. If none of such persons is present at a Meeting of the Council within fifteen minutes after the time appointed for

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holding the Meeting, the Members of Council present shall choose one of their number to be chairman for that Meeting.

- 22** The chairman of any Meeting of Council may, with the consent of the Meeting, adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place, provided that no adjournment shall be for a period longer than 30 days (unless otherwise determined by the chairman of the Meeting).
- 23** Notice of the place, day and hour appointed for the adjourned Meeting of the Council shall be immediately sent to every Member of the Council entitled to receive notice of Council Meetings.
- 24** At any adjourned Meeting of the Council the persons present and entitled to vote, whatever their number, shall have power to decide upon all matters which could properly have been disposed of at the Meeting from which the adjournment took place.
- 25** A resolution put to the vote of an Annual or Special Meeting of the Council shall be decided by a show of hands (or by any other method of voting prescribed by the Board of Trustees and by a majority (unless the Charter or Bye-Laws otherwise determine) of such votes.
- 26** The chairman of the Meeting of the Council shall be entitled to vote and, in the case of an equality of votes, the chairman of the Meeting of the Council shall have a second or casting vote.
- 27** On any point of order raised at a Meeting of the Council (including any point as to whether a Member of the Council is acting in conformity with the requirements of the Charter, these Bye-Laws, Trustee Regulations or Council Regulations regulating the Council's proceedings) the ruling of the chairman of the Meeting shall be final and shall not be open to discussion.

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**POWERS OF THE BOARD OF TRUSTEES**

**28** The Board of Trustees shall have the sole and entire management of the business of the Society and the income and property thereof for the purposes of the Society and all the powers of the Society, which are not expressly directed or required by the Charter or these Bye-Laws to be exercised by the Members of the Council in a Meeting of the Council, may only be exercised by, or in accordance with the Charter under the authority of, the Board of Trustees.

**COMPOSITION OF THE BOARD OF TRUSTEES**

**29** The number of Trustees shall not exceed twenty (or such other number defined in the Council Regulations) of which:

29.1 one shall be the Treasurer; and

29.2 the Board of Trustees or a Committee thereof shall approve for election at each Annual Meeting of the Council such number of candidates who are each associated with a Branch Committee so that those candidates, when aggregated with the number of Trustees each associated with a Branch Committee and not retiring at that Meeting, shall not be less than five persons (or such other number as may be defined in Council Regulations).

**30** The Officers and other Trustees in office at close of business on 22 October 2002 shall hold the offices and for the terms set out in Trustee Regulations and the maximum number of Trustees during the term of office of such Trustees or Officers shall be prescribed in Trustee Regulations.

**CHARITY TRUSTEES**

**31** The Trustees are charity trustees within the definition of the Charities Act 1993 (as modified or re-enacted from time to time) as the persons having the general control and management of the administration of the Society.

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**ELECTION OF TRUSTEES**

- 32** A person does not need to be a Member of Council to be eligible for election as a Trustee.
- 33** The Trustees shall be elected by the Members of Council at an Annual Meeting of the Council from amongst candidates approved by the Board of Trustees or a Committee thereof.
- 34** Any Member of Council may nominate for consideration by the Board of Trustees or a Committee thereof one person for election as a Trustee at an Annual Meeting of the Council.
- 35** Every person nominated to serve on the Board of Trustees or proposed for appointment by the Trustees under Bye-Law 38 shall signify at the time of his first nomination or proposal that, if elected or appointed, he will accept the position and will undertake in writing to observe all the provisions of the Charter, these Bye-Laws, Trustee Regulations and Council Regulations of the Society.
- 36** The procedures for the nomination of Trustees, approval of candidates for submission to the Annual Meeting of the Council and election of Trustees shall be defined in Council Regulations. Whether or not a person is associated with a Branch Committee for the purposes of Bye-Law 29.2 shall be decided by the Board of Trustees in their absolute discretion.
- 37** A Trustee shall hold office for three years from his election at an Annual Meeting of the Council, at the end of which he shall retire but be eligible for re-election for one or more further terms of three years (unless Council Regulations define a different period of office or limit the number of terms of office which can be held). For the purposes of this Bye-Law and Bye-Law 43 "year" means the period between the end of one Annual Meeting of the Council and the end of the next Annual Meeting of the Council.
- 38** The Board of Trustees shall have the power at any time to appoint any person as a Trustee either to fill a vacancy or as an

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additional Trustee provided that the appointment does not cause the number of Trustees to exceed any maximum number of Trustees fixed in accordance with these Bye-Laws. A Trustee so appointed shall hold office only until the next Annual Meeting of the Council but shall then be eligible for re-election as a Trustee.

### 39

39.1 A person may resign from his office of Trustee by serving at least 30 days' written notice on the Secretary of the Society or other person designated by the Board of Trustees (provided that when such resignation is to take effect the number of Trustees necessary for a quorum at a meeting of the Board of Trustees remain in office).

39.2 The office of a Trustee or an Officer shall be vacated if:

39.2.1 (excluding the President) he is absent without the permission of the Board of Trustees from at least 25 per centum of the Meetings of the Board of Trustees held in any period of twelve consecutive months and the Board of Trustees resolves that his office be vacated; or

39.2.2 the Board of Trustees or any Committee thereof, after due enquiry, resolves that the interests of the Society so require.

### THE OFFICERS

40 The Officers of the Society shall be:

40.1 the President

40.2 the Treasurer

40.3 the Chairman

40.4 one or more Vice-Chairmen

40.5 and the holder of any other office as may be determined by the Board of Trustees pursuant to Bye-Law 45.

41 The President and the Treasurer shall be elected by the Members of the Council at an Annual Meeting of the Council

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from amongst candidates approved by the Board of Trustees or a Committee thereof.

- 42** The procedure for the nomination (if any) and the election of the President and Treasurer may be defined in Council Regulations. The provisions of Bye-Laws 33, 34, 36, 37 and 38 shall not apply to the election or office of the Treasurer.
- 43** Each of the President and the Treasurer shall hold office for one year from his election at an Annual Meeting of the Council, at the end of which he shall retire but be eligible for re-election for one or more further terms of one year (unless Council Regulations define a different period of office or limit the number of terms of office which can be held).
- 44** The President shall be entitled to receive notice of meetings of the Board of Trustees and to attend and speak, but not vote, at such meetings.
- 45** The Board of Trustees shall, at their first meeting following the Annual Meeting of the Council, elect from their number the Chairman, one or more Vice-Chairmen and such other Officers as the Board of Trustees think fit. Except where such an Officer is not re-elected as a Trustee at the Annual Meeting of the Council, each such Officer shall hold office until commencement of the first meeting of the Board of Trustees after the Annual Meeting of the Council next following his election, when he shall retire but be eligible for re-election.
- 46** The Board of Trustees may at any time elect a person to fill a vacancy in any of the Officers. A person so elected shall hold office until the next Annual Meeting of the Council in the case of the President or the Treasurer or (except where such an Officer is not re-elected as a Trustee at the Annual Meeting of the Council) until the first Meeting of the Board of Trustees after the next Annual Meeting of the Council in the case of other Officers.

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**PROCEEDINGS OF THE BOARD OF TRUSTEES**

- 47 Subject to the provisions of these Bye-Laws, the Board of Trustees may call their meetings, meet and regulate their proceedings as they think fit.
- 48 The quorum for the transaction of the business for the Board of Trustees shall be five Trustees or such other number as the Board of Trustees may determine.
- 49 The Chairman of the Board of Trustees or, in his absence, a Vice-Chairman shall chair all the meetings of the Board of Trustees at which he is present, but in their absence the Trustees present shall choose one of their number present to be chairman of the meeting.
- 50 Questions arising at a meeting of the Board of Trustees shall be decided by a majority of votes. The chairman of the meeting shall be entitled to vote and, if there is an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 51 A resolution in writing of the Board of Trustees or of any of its Committees signed by at least two-thirds of all the Trustees or all the members of the Committee entitled to receive notice of a meeting of the Board of Trustees or of its Committees shall be as valid and effective as if it had been passed at a meeting of the Board of Trustees or (as the case may be) its Committees duly convened and held PROVIDED THAT a copy of such a resolution is sent to all the Trustees or all the members of the Committee before it is passed under the provisions of this Bye-Law. Such a resolution may consist of several documents in like form signed by one or more Trustees or members of the Committee, as the case may be.
- 52 The Board of Trustees may act and exercise all their powers notwithstanding any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum, the Board of Trustees may act for the purpose of increasing the number of Trustees to that number.

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**COMMITTEES OF THE BOARD OF TRUSTEES**

- 53** The Board of Trustees may delegate authority to exercise any of its powers to Committees consisting of such persons as the Board of Trustees may think fit and may instruct Committees either:
- 53.1 to consider matters delegated to them and to report to the Board of Trustees with their recommendations; or
  - 53.2 to consider matters delegated to them and to take appropriate action thereon.
- 54** All such Committees shall, in the exercise of powers so delegated, conform to any directions imposed on them by the Board of Trustees. The Minutes of the proceedings of a Committee shall be submitted to the next following meeting of the Board of Trustees. The meetings and proceedings of any Committee shall be governed by the Bye-Laws regulating the meetings and proceedings of the Board of Trustees so far as applicable and not superseded by any directions of the Board of Trustees.

**BRANCH COMMITTEES OF THE SOCIETY**

- 55** The Board of Trustees may establish and incorporate in the Society new Branch Committees of the Society which shall undertake to carry out the policy and objects of the Society in a specific geographical area or in a specific special interest area assigned to them by the Board of Trustees subject to the Charter, Bye-Laws and the Council Regulations referred to in Bye-Law 56.
- 56** The constitution, affairs and proceedings of Branch Committees shall be governed by Council Regulations.
- 57** The Board of Trustees shall in accordance with due procedure have the power to suspend or dissolve any Branch Committee or to dismiss any Officer or member of the Branch Committee when in the opinion of the Board of Trustees such Branch Committee, Officer or member is not acting in the best interests of the Society.

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**CHEQUES**

**58** All cheques, negotiable instruments and other orders for payment of money by the Society shall be signed or given in such manner as may be authorised from time to time by the Board of Trustees.

**DIRECTOR**

**59** There shall be a Director of the Society, who shall be appointed by the Board of Trustees upon such terms and conditions as the Board of Trustees may think fit.

**ACCOUNTS**

**60** The Board of Trustees shall cause to be kept true accounts of the assets, liabilities, receipts and expenditure of the Society, and the books of account shall be kept at the principal office of the Society.

**AUDITORS**

**61** The auditors, who must be a person eligible for appointment as auditor of a company under the provisions of the Companies Acts 1985 and 1989 (or any statutory enactment or modification thereof), shall be elected at the Annual Meeting of the Council and shall hold office until the next Annual Meeting of the Council.

**62** Any vacancy which may arise during the year in the office of Auditor may be filled by a person or firm appointed by the Board of Trustees, but unless re-elected the person or firm so appointed shall hold office only until the next Annual Meeting of the Council.

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**THE SEAL**

**63** The Seal of the Society shall only be used by authority of a resolution of the Board of Trustees or of a Committee of the Board of Trustees authorised for the purpose by the Board of Trustees. The Trustees shall determine who shall sign any document to which the Seal is affixed.

**MINUTES**

**64** Minutes shall be kept of all proceedings at Meetings of the Council, the Board of Trustees and Committees, and any such Minutes, if signed by any person purporting to be the chairman of the Meeting to which they relate, or of the next succeeding Meeting, shall be received as evidence that the resolutions stated in them to have been passed or passed by a particular majority or lost had been duly passed or passed by a particular majority or lost without further proof.

**65 REGULATIONS OF THE SOCIETY**

65.1 The Board of Trustees may from time to time make such regulations relating to the affairs of the Society as it may think fit and add to, revoke or alter any such regulations provided that no regulation shall contravene or be inconsistent with any of the provisions of the Charter or these Bye-Laws.

65.2 Where these Bye-Laws refer to a matter being defined or provided for in Council Regulations, the making, addition to, revocation or alteration of a regulation by the Board of Trustees in respect of such a matter shall not have any force or effect until it has been approved at a Meeting of the Council.

NSPCC Royal Charter, Bye-Laws and Council Regulations

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**GENERAL RULES FOR MEETINGS**

- 66** Any meeting shall be deemed to have been properly convened until the contrary is proved. Any action taken as a result of a decision of any such meeting shall be deemed to have been lawfully taken.
- 67** Any question arising on a point of government, administration or procedure for which there is no specific direction in the Charter, these Bye-Laws, Trustee Regulations or Council Regulations, or on the interpretation of these Bye-Laws, may be referred to and settled by the Board of Trustees.
- 68** On any question of law or procedure arising with respect to proceedings at a Meeting of the Council, Board of Trustees or any Committee, it shall be at the discretion of the chairman of the meeting (if he does not himself decide the question) to determine whether the proceedings shall be abandoned, adjourned or continued, pending a decision on the question.
- 69** All acts bona fide done by the Council, the Board of Trustees or any of its committees shall, despite the later discovery that there was some defect in the election, appointment or continuance in membership or office of a Member of the Council, a Trustee or a member of a Committee or that he was disqualified, be as valid as if every such person had been duly elected or appointed, had duly continued in office and was qualified to be a Member of the Council, a Trustee or a member of the relevant Committee.

**INVESTMENTS**

- 70** The Board of Trustees may appoint as an investment manager for the Society any person who is entitled to carry on a regulated activity under the provisions of the Financial Services and Markets Act 2000 (or any statutory modification or re-enactment thereof) and to delegate to any such manager power at his discretion to buy and sell investments for the Society in accordance with the investment policy laid down by the Board of Trustees.

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**71** Where the Board of Trustees makes any delegation in accordance with Bye-Law 70 it shall:

- 71.1 inform the investment manager in writing of the extent of the Society's investment power;
- 71.2 lay down a detailed investment policy for the Society and immediately inform the investment manager in writing of it and of any changes to it;
- 71.3 ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
- 71.4 ensure that they are kept informed of, and review on a regular basis, the performance of the Society's investment portfolio managed by the investment manager and the exercise by him of his delegated authority;
- 71.5 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
- 71.6 review the appointment at such intervals not exceeding 24 months as they think fit.

**72** Where the Board of Trustees makes any delegation under Bye-Law 70 it shall do so on the terms that:

- 72.1 the investment manager shall comply with the terms of his delegated authority;
- 72.2 the investment manager shall not do anything which the Board of Trustees does not have the power to do;
- 72.3 the Board of Trustees may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this Bye-Law and Bye-Law 70 and 71; and
- 72.4 the Board of Trustees shall give directions to the investment manager as to the manner in which he is to report to them all sales and purchases of investments made on their behalf.

**73** The Board of Trustees may:

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- 73.1 make such arrangements as they think fit for any investments of the Society or income from those investments to be held by a corporate body which is incorporated in England and Wales (or which has been established as a branch or a place of business in England or Wales) as the Society's nominee; and
- 73.2 pay reasonable and proper remuneration to any corporate body acting as the Society's nominee in pursuance of this Bye-Law.

### NOTICES

- 74 Any notice required by the Bye-Laws to be given to any Member of the Council or to any other person entitled to receive notice of a meeting of the Council shall be in writing or shall be given using electronic communications (if such method of communication is previously approved by the Board of Trustees which approval may be revoked at any time) to an address for the time being notified for that purpose to the Secretary of the Society.
- 75 The Society may give notice to a Member of the Council or to any other person entitled to receive notice of a meeting of the Council by sending it by pre-paid post addressed to him at his address as recorded in the Register of Members or by giving it using electronic communications to an address for the time being notified to the Society by the Member.
- 76 Any notice required by the Bye-Laws to be given to the Society shall be addressed to the Secretary of the Society or any other person designated by the Board of Trustees and sent by pre-paid post or by delivery to the principal office of the Society or (if approved by the Board of Trustees) by electronic communication to an address for the time being notified to the Members of Council by the Society.
- 77 Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with directions made by the Board of Trustees shall be conclusive evidence that

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the notice was given. A notice shall be deemed to have been given five days after posting or, in the case of a notice contained in an electronic communication, at the expiry of the period specified in directions made by the Board of Trustees. In Bye-Laws 74, 75 and 76 "address" in relation to an electronic communication includes any number or address used for the purpose of such communications.

- 78** The Society shall not be required to give to a Member of Council, and a Member of the Council shall not be entitled to receive, any notice or communication of information under these Bye-Laws if that Member has notified the Society in writing that he does not wish to receive such notice or communication of information.

### INDEMNITY

#### 79

79.1 Subject to Bye-Law 79.2, if any criminal prosecution, civil action, or any other proceeding, whether of a strictly legal character or not, be threatened or instituted against, or concerning any, or being likely to affect any, Officer, Trustee or employee of the Society, in respect of any act or thing done or said or omitted to be done, directly or indirectly, in furtherance of the objects of or in carrying out any work of the Society, the Board of Trustees may, at the expense (wholly or partly) of the Society, after making due investigation, or causing the same to be made, undertake the conduct or defence of, or assist in conducting or defending, or take part in any such proceedings or indemnify such Officer, Trustee or employee from any pecuniary liability incurred in connection therewith, as the Board of Trustees may from time to time think fit, and according as the circumstances of each particular case may seem to require.

79.2 The provisions of Bye-Law 79.1 shall not apply in respect of:

79.2.1 any act or omission of a Trustee which the Trustee knew to be a breach of trust or breach of duty or which was committed by the Trustee in reckless

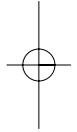
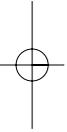


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disregard of whether it was a breach of trust or breach of duty or not; or

79.2.2 the costs of an unsuccessful defence to a criminal prosecution brought against a Trustee in his capacity as a trustee of the Society.

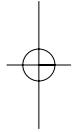
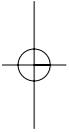


# COUNCIL REGULATIONS



NSPCC Royal Charter, Bye-Laws and Council Regulations

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## NSPCC Royal Charter, Bye-Laws and Council Regulations

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### To be read in conjunction with the NSPCC Bye-Laws

These Regulations are made pursuant to Bye-Law 65.2 of the Society's Bye-Laws.

The definitions and interpretation which apply to the Charter and Bye-Laws of the Society shall apply to these Council Regulations.

## 1 MEMBERS OF COUNCIL

### 1.1 Bye-Law 6.3

*"If the Branch Committee fails to make any such appointments under Bye-Law 6.1 or 8 in accordance with Council Regulations and by the date specified in those Regulations, the Officers of that Branch Committee may appoint a person as a Branch Member to fill such vacancy."*

1.1.1 If a Branch Committee fails to appoint a Branch Member under Bye-Law 6.1, the name of the person approved by the Officers of that Branch Committee to fill the vacancy shall be notified to the Society Secretary by the Secretary of the Branch Committee not less than six weeks before the Annual Meeting of the Council and shall automatically be entered on the Register of Members of the Council with effect from the date of receipt of such notice. The Board of Trustees may at their absolute discretion allow names of Branch Members so notified after that period to be entered on the Register with effect from the date of receipt of such notice.

1.1.2 If a Branch Committee fails to fill a vacancy in a Branch Member under Bye-Law 8, the name of the person approved by the Officers of that Branch Committee to fill the vacancy shall be notified to the Society Secretary by the Secretary of the Branch Committee and shall automatically be entered on the Register of Members of the Council with effect from

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the date of receipt of the notice. Such person shall hold his appointment as a Branch Member until the start of the next Annual Meeting of the Council or, if earlier, the date of receipt by the Society Secretary of a notice from that Branch Committee or Officers of that Committee nominating new Branch Member or Members under Council Regulations 1.1.1 or 1.3.1, when he shall be eligible to be re-appointed.

### 1.2 Bye-Law 6.4

*“A Branch Member who is unable to attend a Meeting of the Council may appoint a person as his alternate to act on his behalf at that meeting of the Council in accordance with Council Regulations.”*

- 1.2.1 A Branch Member may nominate a person on a form prescribed by the Board of Trustees and signed by that Branch Member as his alternate to act on his behalf at the Meeting of the Council specified in the form or any adjournment thereof. To be valid, the duly completed form must be delivered to the Society Secretary not less than forty-eight hours before the time appointed for holding that Meeting or adjourned Meeting or to the registration desk at the Meeting before the time appointed for holding that Meeting or adjourned Meeting.
- 1.2.2 A duly nominated alternate is entitled to exercise on behalf of his appointor in respect of the Meeting specified in the form or any adjournment thereof all the rights and powers which his appointor could exercise if present at that Meeting. Such an alternate shall be counted in the quorum of that Meeting or any adjournment thereof.
- 1.2.3 If the appointor of an alternate attends the Meeting of the Council and votes on any Motion at the Meeting, the vote of his alternate on that Motion shall not count.

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### 1.3 Bye-Law 7

*“The procedures for the appointment, and the periods of office, of Branch Members shall be defined in Council Regulations.”*

- 1.3.1 The names of Branch Members (to include any representatives of Young NSPCC Sections) appointed under Bye-Laws 6.1 or 6.2 shall be notified to the Society Secretary by the Secretary of the Branch Committee not less than six weeks before the Annual Meeting of the Council and shall automatically be entered on the Register of Members of the Council with effect from the date of receipt of such notice. The Board of Trustees may at their absolute discretion allow names of Branch Members so notified after that period to be entered on the Register with effect from the date of receipt of such notice.
- 1.3.2 A Branch Member appointed by a Branch Committee under Bye-Law 6.1 or 6.2 or by the Officers of a Branch Committee under Bye-Law 6.3 (where the Branch Committee has failed to make an appointment under Bye-Law 6.1) shall hold his appointment until the start of the second Annual Meeting of the Council after the date of his name being entered on the Register of Members of the Council or, if earlier, until the date of the next receipt of a notice by the Society Secretary from that Branch Committee or Officers of that Committee nominating new Branch Member or Members under Council Regulations 1.1.1 or 1.3.1, when he shall be eligible to be re-appointed.
- 1.3.3 The name of a Branch Member appointed under Bye-Law 8 to fill a vacancy shall be notified to the Society Secretary by the Secretary of the Branch Committee concerned and shall automatically be entered on the Register of Members of the Council with effect from the date of receipt of such notice. Such person shall hold his appointment as a Branch Member until the start of the next Annual Meeting of

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the Council or, if earlier, the date of receipt of a notice by the Society Secretary from that Branch Committee or Officers of that Committee nominating new Branch Member or Members under Council Regulations 1.1.1 and 1.3.1, when he shall be eligible to be re-appointed.

## 2 MEETINGS OF THE COUNCIL

### 2.1 Bye-Law 16

*“A preliminary notice of the place and day appointed for the holding of the Annual Meeting of Council shall be given in accordance with Council Regulations to all Members of the Council, and to any other persons set out in Council Regulations.”*

A preliminary notice of the place and day appointed for the holding of the Annual Meeting of the Council shall be sent not less than four calendar months beforehand to the Secretary of every Branch Committee and to all Members of the Council to whom such notice is required to be sent under the Bye-Laws.

### 2.2 Bye-Law 17.1

*“A motion sent to the Society by or on behalf of a Branch Committee in accordance with Council Regulations shall be included in the Agenda of a Council Meeting by the Board of Trustees, save that the Board of Trustees at their discretion may exclude such a motion from that Agenda if it is similar to one included in the Agenda for any of the five immediately preceding Council meetings.”*

2.2.1 Notice of a motion from a Branch Committee for inclusion in the Agenda of the Annual Meeting of the Council must be sent to the Board of Trustees so that it is received at the Principal Office of the

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Society not less than twelve weeks before the date fixed for the Annual Meeting of the Council.

2.2.2 A motion from a Branch Committee shall only be included in the Agenda of a Special Meeting of the Council if set out in the written request of not less than 150 Members of the Council summoning the Meeting in accordance with Bye-Law 15 or, where the Council appoints the time for the Special Meeting, if sent to the Board of Trustees so that it is received at the Principal Office of the Society not less than four weeks before the date fixed for the Special Meeting of the Council.

2.2.3 An individual member of the Council who wishes a motion to be placed before a Meeting of the Council must submit such motion to the Branch Committee covering the area in which he lives and such Branch Committee shall determine whether they shall send in such motion for inclusion in the Agenda. A member of the Council resident outside England, Wales, Northern Ireland or the area covered by the Guernsey Branch Committee may submit a motion to any one Branch Committee of his choice.

### 3 ELECTION OF TRUSTEES

#### **Bye-Law 36**

*“The procedures for the nomination of Trustees, approval of candidates for submission to the Annual Meeting of the Council and election of Trustees shall be defined in Council Regulations. Whether or not a person is associated with a Branch Committee for the purposes of Bye-Law 29.2 shall be decided by the Board of Trustees in their absolute discretion.”*

3.1 The Nominations and Governance Committee shall prepare a list of such persons as it may deem desirable to be considered for election at the next Annual Meeting of the Council (on which there shall be such number of persons each associated with a Branch Committee which, when

## NSPCC Royal Charter, Bye-Laws and Council Regulations

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aggregated with the number of Trustees each associated with a Branch Committee and not retiring at the next Annual Meeting of the Council, is not less than five), which it shall submit to the Board of Trustees. Such of those persons as are approved by the Board of Trustees (subject to compliance with Bye-Law 29.2) shall be nominated for election by the Members of the Council at its Annual Meeting.

- 3.2 An individual member of Council may nominate at any time for consideration by the Nominations and Governance Committee one person for election as a Trustee at an Annual Meeting of the Council. A nomination will not be considered by the Nominations and Governance Committee for the next Annual Meeting of the Council unless it is received by the Society Secretary at least sixteen weeks prior to that Meeting.

## 4 BRANCH COMMITTEES OF THE SOCIETY

### Bye-Law 56

*"The constitution, affairs and proceedings of Branch Committees shall be governed by Council Regulations."*

- 4.1 The President, the Treasurer, the Director and the Chairman shall be ex-officio members of every Branch Committee.
- 4.2 A Branch Committee may elect, as the Officers of the Branch Committee, at its Annual Meeting:
- 4.2.1 a President;
  - 4.2.2 one or more Vice-Presidents;
  - 4.2.3 a Chairman;
  - 4.2.4 not more than two Vice-Chairmen;
  - 4.2.5 a Secretary; and
  - 4.2.6 (if the Branch Committee so decide) a Treasurer.

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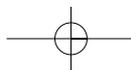
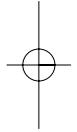
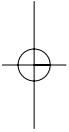
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- 4.3 A casual vacancy amongst the Officers of the Branch Committee may be filled by the Branch Committee.
- 4.4 Officers shall be members of the Branch Committee.
- 4.5 If for any reason a Treasurer is not appointed, the responsibilities normally attached to the Treasurer shall lie with the Secretary unless the Branch Committee shall otherwise determine.
- 4.6 A Branch Committee shall have power to co-opt members from time to time whether to serve as Officers or not, and may dismiss an individual member or Officer of the Committee from the Committee.
- 4.7 Any Branch Committee shall have power from time to time to make rules for itself (so far as such rules are not inconsistent with the Charter, Bye-Laws or Council Regulations) but such rules shall not become effective and binding until they shall have been submitted to and approved by the Board of Trustees. A Branch Committee may, from time to time, with the consent of the Board of Trustees, revoke or alter any rules previously made.
- 4.8 Every question at a meeting of a Branch Committee shall be decided by a majority of votes of the members present and voting on it. In the event of an equality of votes the chairman shall have a casting vote.
- 4.9 Names of members present at each meeting of the Branch Committee shall be recorded in the minutes of the meeting.
- 4.10 The Board of Trustees may issue from time to time a handbook for the guidance of Branch Committees.



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*election of*  
 (3.2) .....26  
 (11.5) .....28  
*nomination of*  
 (9) .....27  
*of Branch Committee*  
 (4.2.2) .....52  
*to be Members of Council*  
 (3.2) .....26

**Voting**

*at meetings of Board of Trustees*  
 (50) .....36

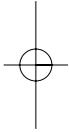
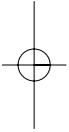
**Voting contd.**

*at meetings of Branch Committee*  
 (4.8) .....53  
*at meetings of Council*  
 (25) .....31  
*chairman has casting vote at Board of Trustees meetings*  
 (50) .....36  
*chairman has casting vote at Branch Committee meetings*  
 (4.8) .....53  
*chairman has casting vote at Council meetings*  
 (26) .....31

Y

**Young NSPCC section**

*Branch Committee to appoint additional Member of Council as representative of*  
 (6.2) .....27



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