

## **RULES OF THE HAKLUYT SOCIETY**

*[Registered Charity 313168]*

### **1. OBJECTS**

- 1.1 The Objects of the Society are to advance education by the publication of records of voyages, travels, naval expeditions, and other geographical material and to promote public knowledge of those matters.

### **2. POWERS**

In furtherance of the Objects but not otherwise the Society has the following powers, which may be exercised by the Council unless expressly reserved to the members at General Meeting:

- 2.1 to publish and distribute books, pamphlets, reports, leaflets and instructional matter in any appropriate medium;
- 2.2 to promote, encourage, carry out or commission research, studies or other work, making the useful results available;
- 2.3 to organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 2.4 subject to any consent required by law, to borrow or raise money for any purpose including for the purposes of investment or of raising funds, and to charge the whole or any part of the property of the Society with repayment of money so borrowed or raised;
- 2.5 to set aside funds for special purposes or as reserves against future expenditure;
- 2.6 to impose restrictions, which may be revocable or irrevocable, on the use of any part of the property of the Society, including (without limitation) by creating permanent endowment;
- 2.7 to invest the property of the Society and its income in any kind of investment that the members of Council could make if they were absolutely entitled thereto beneficially;
- 2.8 to open and operate bank accounts and other facilities for banking and to draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 2.9 to raise funds by way of donation or otherwise;
- 2.10 to accept (or disclaim) gifts of money and any other property;
- 2.11 to do all such other lawful things as shall further the Objects.

### **3. MEMBERS**

- 3.1 Membership of the Society is open to any individual or organisation interested in promoting the Objects of the Society, subject to payment of the annual subscription.
- 3.2 The annual subscription shall be such sum as shall be recommended by Council and approved by the members in General Meeting from time to time.
- 3.3 Members of the Society whose subscription is not in arrears shall be entitled to vote at General Meetings and to receive one copy of each publication in the ordinary series issued by the Society during the period of their membership and to such other rights and privileges as shall be determined by Council from time to time.

- 3.4 Members may resign by notice in writing to the Society on or before the 31<sup>st</sup> December (otherwise they shall be considered as members for the succeeding year, and be liable for the annual subscription for the succeeding year accordingly).

#### **4. THE COUNCIL**

- 4.1 The management of the Society's affairs shall be vested in the Council.
- 4.2 The members of Council, who are the charity trustees, shall be made up of the following members:
- 4.2.1 a President and up to three elected Vice-Presidents;
  - 4.2.2 the *ex-officio* Vice-Presidents, being all past Presidents of the Society who shall on retirement become *ex-officio* Vice-Presidents;
  - 4.2.3 a Treasurer;
  - 4.2.4 one or more Series Editors and such other Officer or Officers as the members decide at Annual General Meeting from time to time;
  - 4.2.5 sixteen Elected Members; and
  - 4.2.6 The Royal Geographical Society as permanent member.

#### **5. APPOINTMENT AND RETIREMENT OF MEMBERS OF COUNCIL**

- 5.1 The members of the Council (other than the *ex-officio* Vice-Presidents and the permanent member) shall be elected by the Society at Annual General Meeting. Any individual member of the Society shall be eligible for election.

##### *President and elected Vice-Presidents*

- 5.2 The President and the elected Vice-Presidents shall hold office until the end of the Annual General Meeting the following year, and shall be eligible for re-election for a maximum of five consecutive terms, after which, unless the members in General Meeting shall request them to continue in office, they shall respectively retire, and a new President and new Vice-Presidents shall be elected in their place.
- 5.3 Any casual vacancy in the office of President may be filled by the Council, and the person so appointed shall hold office until the next Annual General Meeting, when he or she shall retire, but he or she may be re-appointed by the members at such Annual General Meeting and, for the avoidance of doubt, any term of office prior to election at Annual General Meeting shall not count towards the five consecutive terms referred to in Rule 5.2.

##### *Treasurer, Series Editors and other Officers*

- 5.4 The Treasurer, the Series Editor or Editors and such other Officer or Officers as the Society in Annual General Meeting shall elect shall hold office until his or her appointment is determined by the Council or by the Society at an Annual General Meeting.
- 5.5 Any casual vacancy in the office of Treasurer, Series Editor or any other Officer may be filled by the Council and the person so appointed shall hold office until the next Annual General Meeting, when he or she shall retire, but he or she may be re-appointed by the members at such Annual General Meeting.

*Elected Members*

- 5.6 At each Annual General Meeting, three of the Elected Members shall retire, those longest in office retiring first and the choice between any of equal service being made by drawing lots in the absence of agreement between themselves. Elected Members retiring shall not be eligible for re-election until the Annual General Meeting the following year.
- 5.7 At each Annual General Meeting, the Society shall elect Elected Members to fill any vacancies.
- 5.8 Any casual vacancy among the Elected Members may be filled by the Council and the person so appointed shall hold office until the next Annual General Meeting, when he or she shall retire, but he or she may be re-appointed by the members at such Annual General Meeting.

*Power to act notwithstanding vacancies or technical defects in appointments*

- 5.9 Council may continue to act notwithstanding any vacancy in the Council membership prescribed by Rule 4.2, provided that, if there are fewer than five members of Council, the Council must summon a Special General Meeting of the Society in accordance with Rule 12.3 at which the members of the Society shall elect members of Council to bring the number up to five.
- 5.10 A technical defect in the appointment of a member of Council or any circumstances as a result of which a member of Council ceases to be a member of Council of which the Council are unaware at the time does not invalidate decisions taken at a meeting of the Council or decisions taken at a meeting of any committee on which such member of Council serves.

*Determination of office*

- 5.11 A member of Council shall cease to be a member of Council if he or she:
- 5.11.1 ceases to be a member of the Society;
  - 5.11.2 is disqualified under the Charities Act 2011 (including any statutory modification or re-enactment for the time being in force);
  - 5.11.3 resigns by written notice to the President (but only if at least five members of Council will remain in office when the notice of resignation is to take effect); or
  - 5.11.4 is removed by a resolution passed at a meeting of the Council at which at least half of the members of Council are present. Such a resolution shall not be passed unless the member of Council has been given at least 21 days' notice in writing that the resolution is proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Council.

**6. ADVISORS**

- 6.1 The Council may co-opt any member or members of the Society to be an advisory member or members of the Council for such special purposes upon such terms and for such period as the Council may decide. Such co-opted members shall be entitled to receive notices of and to attend Council meetings, but shall not be entitled to vote thereat.

**7. REGULATIONS OF THE COUNCIL IN RELATION TO PROCEEDINGS**

- 7.1 The Council shall have power from time to time to make Regulations consistent with these Rules, relating to meetings and proceedings of the Council and the management and administration of the Society and its property at any time and from time to time to revoke, amend or add to the Regulations.

## **8. DELEGATION BY COUNCIL**

- 8.1 The Council may delegate any of their powers to committees consisting of such persons, whether members of the Council or Society or not, as they think fit (provided that at least one member of the committee must be a member of Council).
- 8.2 The Council may delegate day to day management of the affairs of the Society to a Committee of Officers consisting of the President, the Treasurer, the Series Editor or Editors and such other Officer or Officers as shall have been elected at Annual General Meeting from time to time.
- 8.3 The Council shall have power from time to time to make Regulations consistent with these Rules relating to the proceedings of any committee formed under this Rule 8. The meetings and proceedings of any such committee shall be under the control of the Council, and every such committee shall report to the Council at such times and in such manner as the Council shall direct.

## **9. DELEGATION OF MANAGEMENT OF INVESTMENTS**

- 9.1 The Council may delegate the management of investments to a financial expert (being an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000 or any statutory modification or re-enactment thereof) provided that:
- 9.1.1 the investment policy is set down in writing for the financial expert by the Council;
- 9.1.2 every transaction is reported promptly to the Council;
- 9.1.3 the performance of the investments is reviewed regularly by the Council;
- 9.1.4 the Council are entitled to cancel the delegation arrangement at any time;
- 9.1.5 the investment policy and the delegation arrangements are reviewed at least once a year;
- 9.1.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Council on receipt; and
- 9.1.7 the financial expert may not do anything outside the powers of the Council.

## **10. PROPERTY AND FUNDS**

- 10.1 Investments and other property of the Society may be held:
- 10.1.1 in the names of the members of Council for the time being (or in the name of the Council as trustee body if incorporated under the Charities Act 2011 or any statutory modification or re-enactment thereof); or
- 10.1.2 in the name of a financial expert referred to in Rule 9 acting on the instructions of the Council; or
- 10.1.3 in the names of at least two and up to four members of Council as holding trustees for the Society who may be appointed and removed by resolution of the Council.
- 10.2 A holding trustee for the purposes of Rule 10.1.3 means an individual responsible for holding title to property but not authorised to make any decisions relating to its use, investment or disposal and any holding trustee acting as such shall be entitled to an indemnity from the property of the Society to the same extent as provided in Rule 16.

## **11. APPOINTMENT OF CONTRACTED SUPPORT**

- 11.1 The Council may engage and pay such administrators and enter into such contractual arrangements as they judge proper to assist in the administration of the business of the Society.

## 12. GENERAL MEETINGS

### *Annual General Meetings*

- 12.1 An Annual General Meeting must be held once every calendar year, at such time and place as the Council may determine, and not more than 15 months shall pass between one Annual General Meeting and the next.
- 12.2 At the Annual General Meeting, a report for distribution to all members of the Society upon the transactions and financial position of the Society and any proposal to increase the annual subscription under Rule 3 shall be presented. The accounts of the Society shall be audited annually by a firm of Registered Auditors appointed by the Society in General Meeting, and such firm shall be entitled to such information as may be required for such purpose

### *Special General Meetings*

- 12.3 The President may at any time for any special purpose call a Special General Meeting, and shall do so forthwith upon the requisition in writing of any ten members stating the purpose for which the meeting is required.

### *Notice*

- 12.4 All General Meetings including the Annual General Meeting must be called by the Council by at least 21 days' notice or shorter notice if it is so agreed by a majority in number of the members of the Society having a right to attend and vote at that meeting.
- 12.5 Every notice calling a General Meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 12.6 Notice of General Meetings must be given to every member of the Society.
- 12.7 The Council may at their discretion invite persons who are not members of the Society to attend but not vote at General Meetings.

### *Quorum for General Meetings*

- 12.8 No business (other than the appointment of the chairman of the meeting) may be transacted at a General Meeting unless a quorum is present. The quorum shall be 6 members of the Society present in person; or
- 12.9 If a quorum is not present within half an hour from the time appointed for the meeting the chairman of the meeting may adjourn the meeting to such day, time and place (within a reasonable time after the original meeting) as he or she thinks fit and it shall not be necessary to send notice of any such adjournment to members of the Society and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

### *Adjournment*

- 12.10 The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a 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 at which a quorum is present is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as required for the 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.

*Decision-making at General Meeting*

- 12.11 At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, and a declaration by the chairman of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Society shall be conclusive evidence thereof, without proof of the number or proportion of votes recorded in favour or against that resolution.

*Chairman to have casting vote*

- 12.12 In the case of an equality of votes, the chairman of any General Meeting shall be entitled to a second or casting vote.

*Chairing General Meetings*

- 12.13 The President shall preside as chairman at every General Meeting, but if there be no President, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose one of the Vice-Presidents or another member of Council to preside, or, if the Vice-Presidents and all the members of the Council present decline to take the chair, they shall choose a member of the Society who shall be present to preside.

*Minutes to be kept*

- 12.14 The Council shall cause proper minutes to be made of all appointments of members of Council made by the Society and of the proceedings of all meetings of the Society and of all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

**13. NAMES OF OFFICERS AND ELECTED MEMBERS TO BE SUBMITTED TO MEMBERS**

- 13.1 The names of members to be submitted for election as President, Vice-Presidents, Treasurer, Series Editor or Editors and other Officer or Officers of the Society or as Elected Members shall be proposed by the Council and notified to all members in the Annual Report. Any member may, either at the Annual General Meeting or in writing to the President at least ten days before the Annual General Meeting, nominate any other member or members to fill such vacancies, provided that the consent of the person or persons so nominated has been obtained. The members in General Meeting shall decide how and by whom such vacancies are to be filled.

**14. NOTICES**

- 14.1 Notices under the Rules may be sent by hand, by post or by any suitable electronic means or (where applicable to members generally) may be published in any journal distributed by the Society or on the Society's website.
- 14.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address).
- 14.3 Any notice given in accordance with the Rules is to be treated for all purposes as having been received:
- 14.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
  - 14.3.2 two clear days after being sent by first class post to that address;
  - 14.3.3 three clear days after being sent by second class post or overseas post to that address;

- 14.3.4 on the date of publication of a journal containing the notice;
  - 14.3.5 on the date on which it is posted on the Society's website;
  - 14.3.6 on being handed to the member personally; or, if earlier;
  - 14.3.7 as soon as the member acknowledges actual receipt.
- 14.4 A technical defect in the giving of notice of which the members of the Society or the members of Council are unaware at the time does not invalidate decisions taken at a meeting.

## **15. THE PRESIDENT'S MEDAL**

- 15.1 The Hakluyt Society Award, to be known as 'The President's Medal', shall be presented to anyone whom the Society wishes to honour for outstanding scholarship in respect of one or more of its publications and/or outstanding service in furthering the Objects of the Society. Any member of the Council or former member of the Council may nominate a proposed recipient to the President. The President shall consult with the Vice-Presidents on any nominations but the final decision on whether an award shall be made shall be his or hers. The medal may not be awarded more than once in any one year. Any announcement of an award shall normally be made at an Annual General Meeting of the Society

## **16. INDEMNITY**

- 16.1 Without prejudice to any indemnity to which a member of Council may otherwise be entitled, every member of Council shall be indemnified out of the property of the Society in respect of all claims made against them in respect of any liability arising from or in respect of the Society, provided that the right of a member of Council to an indemnity under this Rule shall not extend to any claim arising from wilful fraud or wrongdoing or wrongful omission on his or her part.
- 16.2 No member of Council shall be liable for any loss to the property of the Society except in relation to loss caused by his or her wilful and individual fraud, wrongdoing or wrongful omission.

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### **CHARITY COMMISSION**

In the matter of the Charity known as the Hakluyt Society; and  
In the matter of the Charities Act 1993.

THE CHARITY COMMISSIONERS FOR ENGLAND AND WALES HEREBY ORDER that the following Scheme be approved and established:-

#### **SCHEME**

1. Subject to the provisions of this Scheme, the Council (being the charity trustees) of the above-mentioned Charity ('the Society') may amend the provisions of the Rules of the Society ('the Rules').
2. Any amendment must be made under the authority of a resolution passed at the Annual General Meeting of the Society convened in accordance with the Rules. The notice of the meeting must include notice of the resolution, setting out the terms of the amendment proposed.
3. The Council must not make any amendment which would vary clause 1 (Objects) of the Rules.
4. The Council must obtain the prior written approval of the Charity Commissioners to any amendment which would:

- (1) vary the name of the Society.

(2) vary the powers of investment exercisable by the Council.

5. The Council must:

promptly send to the Commissioners a copy of any amendment made under this Scheme; and keep a copy of any such amendment with the Rules and this Scheme.

Sealed by Order of the Commissioners this 17<sup>th</sup> day of July 1997.

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