

THE KIPLING SOCIETY

(Founded 1927. Registered Charity No.278885)

Rules

*As approved in 1999 by the Charity Commissioners and by the
Annual General Meeting held on 14 July 1999.*

As amended by the Annual General Meetings held on 10 September 2014 and 10 July 2019

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1. Name, headquarters and branches

- (1) The name of the Society is The Kipling Society.
- (2) The Society shall have its headquarters in England, and shall normally meet in London.
- (3) Branches of the Society may be established in accordance with Rule 17 anywhere in the world.

2. Object and powers

- (1) The object of the Society is the advancement of public education by the promotion of the study and appreciation of the life and works of Rudyard Kipling.
- (2) In furtherance of that object, but not otherwise, the Society has the following Powers:
 - (a) to print, publish and issue quarterly (or at such other intervals as the Council of the Society may from time to time determine) a magazine entitled *The Kipling Journal* devoted to matters of interest to readers and students of Kipling.
 - (b) to promote and hold lectures, discussions and meetings, and generally to encourage the study of Kipling's life and writings.
 - (c) for the purposes of education and study, to maintain a library comprising Kipling's works, the works of writers on Kipling, and other material (in any form or medium) relating to Kipling.
 - (d) to provide speakers on Kipling's life and works for suitable functions organised otherwise than by the Society
 - (e) to employ any electronic or other form of information technology to store, process or provide information about Kipling, the Society and its activities.
 - (f) to give assistance and advice regarding Kipling's life and works and on the organisation of any suitable function dealing with them.

3. Membership

- (1) Membership of the Society is open to any person interested in the object of the Society, on payment of the appropriate annual subscription.
- (2) There are four classes of Members, namely:
 - (a) Life Members
 - (b) Ordinary Members
 - (c) Junior Members (that is, persons under the age of eighteen years); and
 - (d) Honorary Members (admitted under paragraph (3) below)
- (3) The Council may admit as an Honorary Member any person interested in the object of the Society if in its opinion it is appropriate to do so in his or her case.
- (4) Junior Members and Honorary Members are not entitled to vote at General Meetings, but have all the other privileges of membership.
- (5) No new Life Members shall be admitted until such time as, on a motion by the Council, a General Meeting decides that Members of that class can again be admitted.
- (6) The right to vote at General Meetings and all other privileges of membership shall be enjoyed only by paid-up Members, that is to say Members who have paid their subscription for the current year and are not in arrears as regards their subscription for any previous year; and references in the following provisions of these Rules to Members or any class of Members (other than Honorary Members) shall be construed accordingly.

4. Subscriptions and liability of Members

- (1) The current rates of subscription are as published in *The Kipling Journal*.
- (2) The rates of subscription may, but need not, be different for different classes of Members or for United Kingdom and overseas Members of the same class; and the rate applicable to any two Members resident at the same address who have applied for a joint subscription entitling them to receive only one copy of each issue of the Kipling Journal between them may be less than the sum of two separate subscriptions.
- (3) The rates of subscription shall be reviewed by the Council from time to time; and the Council may alter all or any of those rates if as a result of a review it thinks it appropriate to do so.
- (4) The new rates resulting from any such alteration shall be published as soon as practicable in the Kipling Journal and shall apply only to subscriptions falling due after the new rates have been so published.
- (5) The liability of a Member of the Society to the Society, or on its account, is limited to –
 - (a) his or her subscription for the current year.
 - (b) any arrears of his or her subscription for any previous year.
 - (c) any unpaid dues incurred by him or her as a condition of participation in any entertainment or other event arranged by the Society.
- (6) Paragraph (5) above does not affect any liability incurred by a person in the capacity of a member of the Council.

5. Management

Subject to the provisions of these Rules, control of all aspects of the Society's policy, acts and finances is vested in the Council.

6. The Council

- (1) The Council of the Society shall consist of not more than fourteen members, each being an Ordinary or Life Member elected to the Council at an Annual General Meeting, having been proposed for election either by the Council or by notice in writing given to the Secretary by any five or more Ordinary or Life Members not less than 21 days before the date of the meeting.
- (2) Members of the Council shall hold office for three years and, subject to paragraph (6) below, shall then retire from the Council, but shall be eligible for re-election under paragraph (1) above after an interval of not less than one year.
- (3) If, between one Annual General Meeting and the next, a member resigns from the Council or ceases (more than temporarily) to be able to attend its meetings, the Council may appoint an Ordinary or Life Member to serve in his or her place until the next Annual General Meeting.
- (4) At its first meeting after the Annual General Meeting the Council shall, subject to paragraph (5) below, appoint a Chairman, a Deputy Chairman, a Secretary, a Treasurer and such other Honorary Executive Officers as it considers necessary from amongst its members.
- (5) The office of Chairman of the Council shall not be held by the same person for more than two years in succession. A person who ceases to hold the office of Chairman shall after an interval of not less than one year be eligible for reappointment as Chairman under paragraph (4) above.

(6) A member need not retire from the Council under paragraph (2) above if Council has proposed him or her for election under paragraph 6(1) at the forthcoming Annual General Meeting with the intention that he or she is appointed or reappointed to an Honorary Executive Office under paragraph (4) above

(7) If at any meeting of the Council

- (a) the Chairman or, failing him, the Deputy Chairman is in the chair; and
- (b) the Secretary or, failing him, another member of the Council nominated by the Chairman or Deputy Chairman to act as Secretary is present; and
- (c) there are also present three other members of the Council (one of whom may be the Deputy Chairman if neither in the chair nor acting as Secretary), those five persons shall constitute a quorum.

(8) With the agreement of the Council the Chairman or, failing him, the Deputy Chairman may invite any person having special knowledge of a particular subject to attend the whole or part of a meeting of the Council for the purpose of assisting consideration of any matter relating to that subject.

7. Executive Officers

(1) The Council's various executive functions shall be performed by the Honorary Executive Officers, who shall be appointed annually in accordance with paragraph 6(4) above.

(2) At any time when an Honorary Executive Office is vacant or the holder is unable to perform the duties of that office, those duties may be performed by a member of the Council designated by it.

(3) The Honorary Executive Officers shall perform their routine functions as representatives of the Council acting with its authority, but shall without delay bring to the Council's notice, through its Chairman, any matter involving a question of policy or principle which may arise in the course of that performance.

(4) The Council may establish new Honorary Executive Offices and, if any such office is established between one Annual General Meeting and the next, may appoint a member of Council to fill it until the next Annual General Meeting.

(5) The Council may suspend or abolish any Honorary Executive Office other than those listed in paragraph 6(4) above.

(6) If the conduct of an Honorary Executive Officer, whether generally or in a specific instance, appears to the Council to be detrimental to the interests of the Society, the Council, after notifying him or her of that fact and affording him or her an opportunity to appear before it and speak in his or her justification, may remove him or her from office.

(7) If the Council removes an Honorary Executive Officer from office under paragraph (6) above or an Honorary Executive Officer resigns from office, Council may appoint a person to fill the office in question until the next Annual General Meeting.

8. Independent Financial Examiner and Legal Advisor

An Honorary Independent Financial Examiner shall and an Honorary Legal Adviser may be appointed annually by the Council, subject to approval by the Annual General Meeting.

9. President and Vice-Presidents

(1) In addition to the Honorary Executive Officers there shall be a President of the Society and one or more Vice-Presidents.

(2) The holders of those offices shall be Members who have rendered outstandingly meritorious services in the advancement of the object of the Society or in the conduct of its administration.

(3) A person shall become the President or a Vice-President of the Society on being elected to that office at an Annual General Meeting on the nomination of the Council.

(4) The President and Vice-Presidents shall have no executive functions; but any of them may be invited to attend a meeting of the Council.

(5) Election as President or Vice-President shall be for life unless the person concerned notifies the Council of his or her wish to retire from that office, or ceases to be a Member under Rule 16.

10. Annual General Meetings

(1) In each calendar year an Annual General Meeting shall be held on a date determined by the Council as likely to be convenient for Members wishing to attend.

(2) The date of the Annual General Meeting shall be announced in the Kipling Journal not less than 30 days before the date of the meeting.

(3) Any five or more Ordinary or Life Members may submit a proposal for consideration at an Annual General Meeting by giving written notice of it to the Secretary not less than 21 days before the date of the meeting.

11. Extraordinary General Meetings

(1) The Council may call an Extraordinary General Meeting at any time to discuss a matter of importance arising in exceptional circumstances.

(2) The date of any such meeting shall be notified to Members by the best available means not less than 30 days before the date of the meeting.

(3) Any 10 or more Ordinary or Life Members may at any time, by giving written notice to the Secretary, request that an Extraordinary General Meeting be called to consider a topic specified in the notice.

(4) Unless the Council considers the request to be frivolous or vexatious, a meeting shall be called as requested on a date determined by the Council, which shall be announced in the Kipling Journal not less than 30 days before the date of the meeting.

(5) If the Council refuses such a request as being frivolous or vexatious, it shall explain its refusal at the next Annual General Meeting.

12. General Meetings Supplementary provisions

(1) At any General Meeting the Chairman of the Council or, failing him, its Deputy Chairman shall take the chair unless, for special reasons, the Council has, with the agreement of the Chairman, arranged for the President to do so.

(2) At any General Meeting 15 Ordinary or Life Members, of whom three must be members of the Council, constitute a quorum.

(3) If a quorum fails to materialise by the end of 30 minutes from the time fixed for any General Meeting, the person who would have taken the chair shall declare the meeting adjourned to a date and place to be notified.

(4) At any General Meeting, each Ordinary or Life Member present shall have only one vote on any motion.

(5) A member who wishes to cast a vote on a current issue but cannot attend a General Meeting may write to the Chairman not less than 5 days in advance to ask him or her to cast a proxy vote on their behalf.

13. Reference of urgent matters to Council by members

As regards any matter concerning the Society which appears to him or her to require urgent consideration by the Council, any Ordinary or Life Member may require the Secretary to bring that matter (together with any related proposals in writing submitted by the Member) to the attention of the members of the Council not later than the next meeting of the Council.

14. Finance

(1) The Society's financial year runs from 1 January to 31 December.

(2) Such of the Honorary Executive Officers as may from time to time be designated by the Council shall be responsible for the collection and receipt of subscriptions and all other moneys due to the Society; and every officer so designated shall pay all such moneys received by him or her to the Treasurer.

(3) Different officers may be designated under paragraph (2) in relation to moneys due from different sources.

(4) The Treasurer shall be responsible for keeping proper accounts of all receipts and outgoings, and shall produce an annual statement of account.

(5) The Treasurer shall arrange for the annual independent examination of the Society's accounts and shall, when so directed by the Council, arrange for them to be printed and circulated to Members.

15. *The Kipling Journal*

(1) Every Member shall receive without charge one copy of each issue of the Kipling Journal (or in the case of two Members subscribing jointly, one such copy between them) starting with the issue current on the date on which their membership begins.

(2) Any corporate or unincorporated body may subscribe to *The Kipling Journal* as a Journal-only subscriber.

(3) The rates of subscription for Journal-only subscribers (which may be different in relation to different parts of the world and other differing circumstances) shall be determined by the Council.

16. Termination of Membership

(1) A Member may resign by giving written notice to that effect to the Secretary.

(2) If a Member's subscription for the current year or any previous year remains unpaid after two written reminders have been sent to him at his last notified address, he or she shall cease to be a Member at the end of the period of 28 days beginning with the day on which the second reminder was dispatched.

(3) If the conduct of a Member, whether generally or in a specific instance, appears to the Council to be detrimental to the interests of the Society or offensive to Members, the Council, after notifying him or her of

that fact and affording him or her an opportunity to appear before it and speak in his or her justification, may terminate his or her membership of the Society.

(4) In no circumstances shall the whole or any part of a Member's subscription be waived or refunded.

17. Branches

(1) Any two or more Members may, with the approval of the Council, form a Branch of the Society having the same object as the Society.

(2) Each Branch shall be autonomous, shall have its own committee and officers, and shall be subject to rules of its own making.

(3) Not less than two members of any Branch must be Members of the Society; but, subject to that, a person may (unless the rules of the Branch provide otherwise) be a member of a Branch without being a Member of the Society.

(4) Every Branch shall send to the Membership Secretary.

(a) on its formation, a list of the names and addresses of its members; and

(b) from time to time such amendments or up-dated versions of that list as are needed to secure that the Membership Secretary has an up-to-date list.

(5) If a Branch is to be dissolved, notice of that fact shall be given to the Membership Secretary.

(6) If the way in which a Branch has conducted itself, whether generally or in a specific instance, appears to the Council to be detrimental to the interests of the Society, the Council after notifying the Branch of that fact and affording it an opportunity to make representations to the Council in its justification (either in writing or by sending a representative to appear before the Council), may by notice in writing terminate the Society's recognition of the Branch.

18. Affiliation of other societies

Any society whose objects (however worded) are in the opinion of the Council conducive to the promotion of knowledge, study or appreciation of the life or works of Rudyard Kipling may be affiliated to the Kipling Society on such terms as the Council may approve.

19. Fees for services

(1) Any fee received by a Member for services rendered in the capacity of a Member or Officer of the Society shall be paid by him or her to the Treasurer for the benefit of the Society unless its acceptance by the Member for his or her own benefit was approved in advance by the Council.

(2) Nothing in this Rule prevents a Member from accepting reimbursement of expenses actually incurred by him or her in connection with the rendering of any services in the capacity of a Member or Officer of the Society.

20. Bye Laws

The Council shall have power to make such bye-laws as it may from time to time consider desirable for resolving any practical difficulty arising under these Rules; but no bye-law may conflict with any policy or principle embodied in these Rules.

21. Amendment of these rules

(1) Subject to paragraphs (2) and (3) below, these Rules or any of them may be revoked, amended or added to, or revoked and replaced, by a resolution proposed by the Council and passed at an Annual General Meeting.

(2) No alteration to these Rules shall be made which would cause the Society to cease to be a charity in law.

(3) No alteration shall be made to Rule 2 or to any provision of this Rule.

(4) In circumstances of exceptional urgency the Council, if satisfied that the interests of the Society so require, may by resolution put into operation forthwith any alteration to these Rules (except Rule 2 and this Rule) that could be made under paragraph (1) above; but any alteration so put into operation shall cease to have effect at the end of the next Annual General Meeting unless confirmed (with or without alteration) at that meeting.
