

# THE THEOSOPHICAL SOCIETY IN ENGLAND

(A Registered Charity)



## MEMBERS HANDBOOK AND BYELAWS

2016

*The Theosophical Society in England* a charitable company limited by guarantee, registered in England, company number 09705732, registered office 50 Gloucester Place, London, W1U 8EA.  
Registered with the Charity Commission, registered charity number 1167737

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## 1 BYELAWS AND CONSTITUTION

1.1 This is the Handbook and Byelaws of *The Theosophical Society in England* (hereafter also referred to as the *English Society*) a charitable company limited by guarantee, incorporated on 28 July 2015 and registered in England, company number 09705732, registered office 50 Gloucester Place, London, W1U 8EA and registered with the Charity Commission, registered charity number 1167737. The Articles of the English Society specifically provide for additional rules (or 'byelaws') to be created; this enables the efficient administration of the English Society. This Handbook and Byelaws, together with the Articles of Association, comprise the constitutional documents of the English Society. For the avoidance of doubt, in the event of any inconsistency between these Rules and the Articles, the Articles shall prevail.

1.2 The English Society is the incorporated successor to the unincorporated association also known as *The Theosophical Society in England* and hereafter also referred to as *TSE* and continues the close relationship that its predecessor had with *The Theosophical Society*, (see below).

1.3 The English Society's predecessor, TSE, was established as an unincorporated association in London, England, in 1878 and was then known as The British Theosophical Society. It was declared to be a 'component' Society of *The Theosophical Society*. The term 'component' was used to describe TSE's adherence to the Theosophical and governance principles of *The Theosophical Society* and this was reflected in the similarity of its rules to those of *The Theosophical Society*, in the joint granting of membership to 'Fellows' and in the invitations extended by TSE to *The Theosophical Society's* Officers to attend TSE meetings. These organisational arrangements were designed to promote the consistency of aims and close cooperation of the many and various separate and legally independent Theosophical entities throughout the world in order to extend the reach of *The Theosophical Society* to all peoples. The English Society continues to follow and adhere to these arrangements.

1.4 *The Theosophical Society* was founded in New York, USA, on 17 November 1875 by Helena Petrovna Blavatsky, Colonel Henry Steel Olcott, William Quan Judge and others and was subsequently incorporated under the laws of British India on 3 April 1905 with its headquarters at Adyar, India.

1.5 *The Theosophical Society* provides, within its constitutional framework, for there to be National Societies also referred to as National Sections. These are self-governing and legally independent of *The Theosophical Society* and of other National Societies. However, their objects and byelaws must be consistent with the Rules of *The Theosophical Society* (the 'International Rules'). Each National Section has one seat on the General Council of *The Theosophical Society* (the 'General Council'). The English Society is the National Section, for England, of *The Theosophical Society*.

1.6 Lodges, Centres and Federations throughout England are 'components' which can be provided for within the English Society's constitutional framework. They too are self-governing and legally independent. Their objects and byelaws must be consistent with those of the English Society.

## 2 THE OBJECTS OF THE THEOSOPHICAL SOCIETY

2.1 The primary objects of *The Theosophical Society* were first articulated in 1875 and went through various revisions in the following years. Those objects are:

- i. To form a nucleus of the Universal Brotherhood of Humanity without distinction of race, creed, sex, caste or colour.
- ii. To encourage the study of comparative Religion, Philosophy and Science.
- iii. To investigate unexplained laws of Nature and the powers latent in man.

2.2 The first and most important object seeks to disseminate the notion of universal brotherhood. It is important to clarify that *The Theosophical Society* is not seeking to create a universal brotherhood of humanity as Theosophy is based on the assumption that this already exists in nature. This assumption is not a mere unjustified assertion; it is tested, analysed and discussed at great length in Theosophical literature and this assumption is re-iterated in the wording of the first object.

2.3 An understanding of this holistic concept is fundamental to the development of human rights, religious and racial harmony, and understanding between peoples and nations. Although it is not *The Theosophical Society's* aim to evangelise these issues, it is its purpose to provide a context within which these issues can be better understood and thereby, in a subtle way, promote the moral and spiritual ethos that underpins the concept.

2.4 The second object deals with the development and dissemination of knowledge at an external level and the third object deals with the development and dissemination of knowledge at an interior psychological and spiritual level.

2.5 The underlying intentions of *The Theosophical Society* are charitable (as understood in English law) in that they are ultimately concerned with (a) promoting the moral and spiritual welfare of humanity, through the society's emphasis on universal brotherhood and (b) education, because the underlying work of the society is to promote, sustain and increase individual and collective knowledge and understanding in specific areas of study. It is implicit that these objects are carried out within the context of Theosophy, as explicitly stated below in 3.2 and described in 3.3.5.

2.6 However, the articulation of the objects dates from 1896 and uses language of that time. The objects of the English Society, as set out below, reflect a contemporary approach which is both continuous with, and has developed since the original founding of, *The Theosophical Society* in 1875.

## THE OBJECTS OF THE THEOSOPHICAL SOCIETY IN ENGLAND

3.1 The sole object in the constitution of the English Society's predecessor, TSE, was to promote the objects of *The Theosophical Society* with special reference to England. The objects of the English Society continue this aim and are worded so as to provide a 'legal envelope' into which the classical three objects of *The Theosophical Society* sit. The approach that has been adopted achieves compliance with English charity law and importantly, the application of the legal objects is restricted, through these Byelaws, to the three classical objects of *The Theosophical Society*.

### 3.2 The wording of the English Society's legal objects is:

*'The objects of the English Society are for the public benefit to promote moral and spiritual welfare, and the advancement of education, through the promotion and study of Theosophy, and the dissemination of the results of such study to the public.'*

It is useful to examine a little more closely the wording of the legal objects clause:

#### 3.3.1 *The objects of the English Society are for the public benefit...*

A charity must be for the public benefit. This statement asserts that the objects of the English Society are for the public benefit.

#### 3.3.2 *to promote...*

Two words commonly (and interchangeably) used in a technical sense in charity phrasing are: *promotion* and *advancement*.

#### 3.3.3 *moral and spiritual welfare...*

This phrasing is a term of art. In charity legislation there are 13 'headings' of charity into which charitable objects 'fall'. The *moral and spiritual* phrasing is found under heading number 13. It is important to understand that the meaning of the phrase will depend on context, and goes beyond a simple literal interpretation. In our objects clause the phrase is qualified, or restricted, by reference to Theosophy (see below). In other words, it is the Theosophical interpretation of moral and spiritual welfare that is being envisioned. The traditional Theosophical term for this is *Brotherhood*.

#### 3.3.4 *and the advancement of education...*

This is the second of the charitable heads. This too is qualified by the reference to Theosophy. It covers the second and third classical objects.

#### 3.3.5 *through the promotion and study of Theosophy.*

This qualifying phrase differentiates and qualifies the objects of the English Society and restricts them to Theosophy and is defined in an Annex to the English Society's Articles of Association (see 4.2 below). Note that Theosophy is capitalised. This identifies it as '1875' Theosophy rather than ancient theosophy. Note too that Theosophy may well incorporate and investigate theosophy. Any further differentiation will naturally be made through our magazines, lectures and study groups, and other communications.

#### 3.3.6 *and the dissemination of the results of such study to the public.'*

This phrase serves to reinforce the public benefit aspect of our objects.

3.4 It is helpful to reconcile the classical first object: *'To form a nucleus of the Universal Brotherhood of Humanity without distinction of race, creed, sex, caste or colour'* with the new formulation: *'...to promote moral and spiritual welfare...'*

*To form a nucleus of...*

The formation of a nucleus refers to the formation of an organising body with the aim of promoting the ideals implicit within the concept of universal brotherhood. The phrase *To form a nucleus of...* could be replaced with the phrase *to promote* whereby the first object could be re-phrased as: *to promote the universal brotherhood of humanity without distinction of race, creed, sex, caste, or colour* without losing the original meaning.

3.4.1 *the universal brotherhood of humanity...*

The *universal brotherhood of humanity* is the phrase used to recognise the fundamental unity of all mankind, and more so of all existence. When this has been understood it naturally leads to ideas of 'brotherly love', a universal concept of kindness which has been expressed in many ways.

The precepts underlying the universal brotherhood of humanity, or brotherly love, may be encapsulated in the term: *moral and spiritual welfare*. The first object could therefore be re-stated as: *to promote moral and spiritual welfare without distinction of race, creed, sex, caste, or colour*.

3.4.3 *without distinction of race, creed, sex, caste, or colour*.

This emphasises the open and all-encompassing nature of the English Society. It is, in a sense, unnecessary repetition because, properly understood, *universal brotherhood* must necessarily be universal and all-encompassing and any 'nucleus', or reflection, of that must also be all encompassing. It was phrased in the late 1890s a time when, as can be seen from the literature of the era, there were very marked prejudices and divisions amongst people and the emphasis strengthened the underlying idea. The phrasing is, however, an unnecessary qualifier and could be dropped and our first classical object reduced to: *'...to promote moral and spiritual welfare'*.

## 4 THEOSOPHY

4.1 *The Theosophical Society* is a worldwide body whose primary object is Universal Brotherhood without distinction based on the realization that life, and all its diverse forms, human and non-human, is indivisibly One. The society imposes no belief on its members, who are united by a common search for Truth and desire to learn the meaning and purpose of existence through study, reflection, self-responsibility and loving service. Theosophy is the wisdom underlying all religions when they are stripped of accretions and superstitions. It offers a philosophy which renders life intelligible and demonstrates that justice and love guide the cosmos. Its teachings aid the unfoldment of the latent spiritual nature in the human being, without dependence. (Abridged extract from the website, in July 2016, of *The Theosophical Society*)

4.2 The *Theosophical Worldview Statement* has been used to provide a 'definition' of Theosophy and is included as an appendix to the English Society's Articles of Association. It was created by an educational committee of The Theosophical Society in America by John Algeo, Renee Webber, Emily Sellon and others under the presidency of Dora Kunz. The wording in the appendix, taken from the American Society's website, is as follows:

4.2.1 *"The Theosophical Society, while reserving for each member full freedom to interpret those teachings known as Theosophy, is dedicated to preserving and realising the ageless wisdom, which embodies both a world*

*view and a vision of human self-transformation. The Theosophical tradition is founded upon certain fundamental propositions:*

4.2.2 *The universe and all that exists within it are one interrelated and interdependent whole. Every existent being – from atom to galaxy – is rooted in the same universal, life creating Reality. This Reality is all-pervasive, but it can never be summed up in its parts, since it transcends all its expressions. It reveals itself in the purposeful, ordered and meaningful processes of nature as well as in the deepest recesses of the mind and spirit.*

4.2.3 *Recognition of the unique value of every living being expresses itself in reverence for life, compassion for all, sympathy with the need of individuals to find truth for themselves, and respect for every religious tradition. The ways in which these ideals become realities in individual life are both the privileged choice and the responsible act of every human being.*

4.2.4 *Central to the concerns of Theosophy is the desire to promote understanding and fellowship among people of all races, nationalities, philosophies and religions. Therefore, all people, whatever their race, religious affiliation or gender, are invited to participate equally in the life and work of the Society. The Theosophical Society imposes no dogmas, but points toward the source of unity beyond all differences. Devotion to truth, love for all living beings, and a commitment to a life of active altruism are the marks of a true Theosophist."*

## **5 FREEDOM OF THOUGHT WITHIN THE THEOSOPHICAL SOCIETY**

5.1 *"As The Theosophical Society has spread far and wide over the world, and as members of all religions have become members of it without surrendering the special dogmas, teachings and beliefs of their respective faiths, it is thought desirable to emphasise the fact that there is no doctrine, no opinion, by whomsoever taught or held, that is in any way binding on any member of the Society, none which any member is not free to accept or reject. Approval of its three Objects is the sole condition of membership.*

5.2 *No teacher, or writer, from H. P. Blavatsky onwards, has any authority to impose his or her teachings or opinions on members. Every member has an equal right to follow any school of thought, but has no right to force the choice on any other. Neither a candidate for any office nor any voter can be rendered ineligible to stand or to vote, because of any opinion held, or because of membership in any school of thought. Opinions or beliefs neither bestow privileges nor inflict penalties.*

5.3 *The Members of the General Council earnestly request every member of The Theosophical Society to maintain, defend and act upon these fundamental principles of the Society, and also fearlessly to exercise the right of liberty of thought and of expression thereof, within the limits of courtesy and consideration for others."*

Resolution passed by the General Council of The Theosophical Society, 1924.

5.4 *"The Theosophical Society, while cooperating with all other bodies whose aims and activities make such cooperation possible, is and must remain an organisation entirely independent of them, not committed to any objects save its own, and intent on developing its own work on the broadest and most inclusive lines, so*

*as to move towards its own goal as indicated in and by the pursuit of those objects and that Divine Wisdom which in the abstract is implicit in the title, 'The Theosophical Society'.*

5.5 *Since Universal Brotherhood and the Wisdom are undefined and unlimited, and since there is complete freedom for each and every member of the Society in thought and action, the Society seeks ever to maintain its own distinctive and unique character by remaining free of affiliation or identification with any other organisation."*

Resolution passed by the General Council of The Theosophical Society, 1949.

## **6 MEMBERSHIP OF THE THEOSOPHICAL SOCIETY IN ENGLAND (THE ENGLISH SOCIETY)**

### **6.1 Categories of Membership of the English Society**

6.1.1 Membership of the English Society automatically confers membership of *The Theosophical Society*.

6.1.2 Those English Society Members who are from time to time either Trustees or elected National Councillors are also *Company Law Members*.

6.1.3 *Company Law Members* are those English Society Members who are elected members of National Council, or appointed as Trustees, and whose names have been entered in the register of members. They are the legal members of the English Society and, to comply with English law requirements, they also guarantee to provide up to £1 each if called to do so in the event of an insolvent winding up of the English Society, but are not otherwise liable for any unmet debts arising therefrom.

6.1.4 Those Members who are not *Company Law Members* are not liable for any debts of the English Society in the event of an insolvent winding up.

6.1.5 In addition, all English Society Members (whether or not they are *Company Law Members*) are either Attached to a Lodge/Centre or Unattached. An Attached member is one who belongs to and pays his/her membership fees through a Lodge or Centre. An Unattached member does not belong to a Lodge/Centre and pays his/her membership fees directly to the English Society.

6.1.6 All English Society Members are also known as *Fellows of The Theosophical Society* and shall receive a Diploma of Membership from the National President. (*Note: Rule 36 of The Theosophical Society decrees that all Diplomas of Membership derive their authority from, and are signed by, the International President acting as Executive Officer of the General Council of The Theosophical Society and may be cancelled by the same authority*).

### **6.2 Applications for Membership**

6.2.1 Anyone who accepts the three objects of *The Theosophical Society* may apply for membership of the English Society. Membership of the English Society must be agreed by the National President. All those applying for membership must submit the prescribed application form. Membership shall begin on the date of acceptance by the National President.

#### 6.2.2 *Attached English Society Members*

Applicants joining a Lodge/Centre shall submit the application form via the Secretary of the Lodge/Centre, and pay the subscription and National Dues, to the Lodge/Centre. The form shall also be signed by the President or Secretary of the Lodge/Centre and shall be sent to the National President.

#### 6.2.3 *Unattached English Society Members*

Applications for unattached membership should be made to the National President by completing the application form and paying the current annual subscription due to the English Society.

#### 6.2.4 *Young membership*

A person over ten years of age may become an English Society Member provided that a parent or guardian signs the Application Form and gives his/her consent in writing to the National President.

### 6.3 *Cancellation of Membership*

6.3.1 An English Society Member may resign at any time. Membership shall cease on the expiry of at least seven Clear Days' notice given by the member to the English Society.

6.3.2 The membership year runs from 1st October. Members whose National Dues remain unpaid or unwaived by the end of March each year shall cease to be members of the English Society.

### 6.4 *Code of Conduct (including Disciplinary Procedures)*

6.4.1 The Trustees shall draw up, and from time to time review, a Code of Conduct, which will include Disciplinary, Suspension and Expulsion Procedures and an Appeals procedure. The Trustees may suspend or expel a Member from membership of the English Society, for any period or indefinitely, by a three quarters majority of those voting or abstaining at a duly convened Trustees meeting.

6.4.2 A Member of the English Society suspended or expelled from membership shall, at the same time, cease to hold any office whether in a Lodge/Centre or Federation, or as a Trustee and/or National Councillor, and may not be admitted to any such office while suspended or expelled. A suspended or expelled member loses all rights and entitlements of membership until their suspension ends or they are re-instated.

6.4.3 A Member of the English Society who is suspended or expelled may appeal to end his/her suspension, or for reinstatement in the case of expulsion. If refused, a fresh appeal may be made after two years, and every two years thereafter. (*Note: See also International Rules 36(b) and 36(c) concerning cancellation of diplomas.*)

#### 6.4.4 *Young People and Vulnerable Adults attending events*<sup>1</sup>

Young people under the age of sixteen, and vulnerable adults, attending events shall be accompanied by a parent or guardian, or an appropriate adult appointed by a parent or guardian, and notified in advance.

## 7 LODGES

7.1 A Lodge holds a valid Charter from *The Theosophical Society* and consists of Attached English Society Members (who are also automatically Fellows of *The Theosophical Society*). (Note: Rule 36 of *The Theosophical Society* decrees that all Lodge Charters derive their authority from, and are signed by, The [International] President, acting as Executive Officer of the General Council of *The Theosophical Society*, and may be cancelled by the same authority)

7.2 Any seven English Society Members, in good standing for at least 24 consecutive months immediately prior to their application, may apply for a Lodge Charter through the National President and Trustees. Lodge Charters are granted by the President [*The International Society*].

7.3 The application shall be sent to the National President of the English Society with the prescribed fee (see Appendix 1) and shall be made on the prescribed form, stating:

- (a) The proposed name of the Lodge;
- (b) The Federation in which the Lodge proposes to work;
- (c) The nature of the work it is proposed to do;
- (d) The names and addresses of the proposed Lodge President, Lodge Secretary and Officers all of whom must be Members of the English Society with at least 24 consecutive months membership immediately prior to the date of application.

7.4 No person may be appointed to any Office (eg Lodge President, Secretary, other Lodge Officer or Committee Members, unless they have been members of *The Theosophical Society* in good standing for at least 24 consecutive months immediately prior to their election. In the case of newly-formed Lodges, or in other special circumstances, the Trustees shall have the power to waive this requirement.

7.5 Each Lodge shall appoint a Lodge Secretary who shall be the recognised channel for official communications, except that financial business shall be transacted through the Lodge Treasurer.

7.6 The Lodge Secretary or Treasurer shall send to the National President and National Treasurer a copy of the annual financial statements by no later than 31<sup>st</sup> December each year, following the end of the English Society's financial year. These shall be approved by the Lodge Committee and independently checked by a competent person. If the Lodge holds substantial financial assets these shall be independently audited by an accountant.

7.7 For the avoidance of doubt, no person may be a member of a Lodge who is not also a member of the English Society. The Trustees shall have the power to waive the requirements of this Rule/Byelaw in exceptional circumstances.

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<sup>1</sup> This sub-Rule 6.4.4 may be omitted here and added to Code of Conduct instead.

7.8 A Lodge normally comprises seven or more members. The continuation of any Lodge whose membership numbers fall below seven will be reviewed from time to time by the Trustees, who will determine whether or not it is in a position to carry on. A Lodge which has ceased to function may be closed.

7.9 A Lodge may decide to close itself or may be closed by the Trustees. If no revival is possible, the Trustees may recommend to the President (*The International Society*) that it be dissolved and its Charter cancelled.

7.10 The Charter of a dissolved Lodge shall immediately be returned to the English Society along with all financial assets, official records, theosophical books and papers.

## 8 CENTRES

8.1 Three or more English Society Members in good standing for at least 24 consecutive months immediately prior to their application may apply to the Trustees for authority to form a Centre.

8.2 The application shall be sent to the National President and shall state:

- (a) The proposed name of the Centre;
- (b) The Federation in which the Centre proposes to work;
- (c) The nature of the work it is proposed to do;
- (d) The names and addresses of the proposed Centre Secretary, Treasurer (if appointed) and members.

8.3 Each Centre shall appoint a Secretary who shall be the recognised channel for official communications, except that financial business shall be transacted through the Treasurer if appointed. A change of Centre Secretary shall be made only with the approval of the Trustees.

8.4 The Centre Secretary or Treasurer shall send to the National President and National Treasurer a copy of the annual financial statements by no later than 31<sup>st</sup> December each year, following the end of the English Society's financial year. These shall be independently checked by a competent person. If the Centre holds substantial financial assets these shall be independently audited by an accountant.

8.5 A Centre comprises at least three members. The continuation of each Centre shall be reviewed annually by the Trustees, who may direct that it be dissolved.

8.6 A Centre may decide to close or, if it ceases to function, be closed by the Trustees.

## 9 LODGES AND CENTRES

9.1 All property of a Lodge/Centre must be applied to activities falling within the objects of the English Society and may not be otherwise expended or distributed.

9.2 A Lodge/Centre may dissolve itself or, when deemed to be inoperative, may be declared dissolved by the Trustees (see above).

9.3 On dissolution of Lodges/Centres, all property of the Lodge/Centre shall vest in the English Society. A dissolution clause to this effect, approved by the Trustees of the English Society, must be included within the rules and/or byelaws of every Lodge and Centre, and if not so included shall be deemed to be included by virtue of a Lodge having committed to, in accordance with its constitution, adhere to these Byelaws.

9.4 Lodge/Centre Secretaries shall notify in writing the Company Secretary of the English Society and Federation Secretaries/Registrars of all changes to membership and their officers as soon as they occur.

9.5 An English Society Member may not be a full member of more than one Lodge/Centre at a time, but may be accepted as an 'Affiliated' or 'Honorary' member of Lodges/Centres other than the one in which they are a full member. Affiliated or Honorary members may possess such rights and privileges as are accorded to them by the Lodge/Centre in which they hold such membership.

9.6 A Lodge/Centre is self-governing. Its rules must be consistent with the Pattern Set of Rules, the Rules of the English Society and *The Theosophical Society*. A copy of Lodge/Centre rules/byelaws shall be sent to the English Society's Company Secretary. A Lodge/Centre which does not make its own rules/byelaws shall be governed by the *Pattern Set of Lodge/Centre Rules/Byelaws*. (See Appendix 3). These rules/byelaws and any changes thereto must be approved by the Trustees of the English Society.

9.7 Lodges/Centres may set annually their own Lodge/Centre membership fees to cater for their local needs. These shall include the sum determined by the English Society for National Dues for Attached Members, and Federation Dues where applicable.

9.8 Lodges/Centres may set whatever concessions, discounts etc. they deem appropriate to their local circumstances, provided that no later than 30 November each year Lodges/Centres must send to the National Treasurer the appropriate National Dues in full for each Lodge/Centre member.

9.9 A half-yearly report on the work of each Lodge/Centre shall be made by the Lodge/Centre Secretary and sent to the National President (and others if required by the Federation Rules) by 10<sup>th</sup> March and 10<sup>th</sup> October in each year.

## 10 FEDERATIONS

10.1 Lodges, Centres and Unattached English Society Members shall group themselves into Regional Federations with the approval of the Trustees. Their purpose is to provide support for their Lodges/Centres and members and to arrange regional events, newsletters etc.

10.2 A Federation is self-governing. Its rules/byelaws must be consistent with the Rules of the English Society and *The Theosophical Society*. A copy of each Federation's rules/byelaws, and any amendments thereto, shall be sent to the National President. These rules/byelaws and any changes thereto must be approved by the Trustees of the English Society.

10.3 Each Federation shall appoint a Federation Secretary who shall be the recognized channel for official communications; except that financial business shall be transacted through the Federation Treasurer.

10.4 A Federation may set an annual levy from the Lodges, Centres and Unattached English Society Members within its jurisdiction to cater for its local needs, as approved by its governing body. (See Appendix 1).

10.5 Each year, no later than the 21<sup>st</sup> October following the end of the English Society's financial year, each Federation Secretary shall send to the National President a report of the Federation's work during the year to 30 September.

10.6 The Federation Treasurer shall send to the National President and National Treasurer a copy of the annual financial statements by no later than 31<sup>st</sup> December each year, following the end of the English Society's financial year. These shall be independently checked by a competent person. If the Federation holds substantial financial assets these shall be independently audited by an accountant.

## 11 NATIONAL DUES

11.1 All English Society Members (except National Life Members) shall pay annual National Dues to the English Society. Electronic payment, to save admin costs, will be encouraged.

11.2 The membership year will run from 1<sup>st</sup> October to 30<sup>th</sup> September. Annual National Dues for the current year shall be paid no later than 31<sup>st</sup> October each year.

11.3 The Trustees shall propose the amount of annual National Dues for the forthcoming year for ratification by the Company Law Members at their April meeting.

11.4 English Society Members joining part way through the membership year will pay annual National Dues on a pro rata basis to the nearest full month at the time of joining. (See Appendix 1).

11.5 Members under 18, or over 60, or unwaged, may claim to exempt 50% of the annual National Dues.

11.6 Where two or more English Society Members of the same family are living together at the same address, the second and further members may pay 50% of the current National Dues. (Only one copy of the members' magazine and other postal material will be provided).

11.7 Financial hardship shall not be a barrier to membership. The National President or National Treasurer may, at their discretion, reduce or waive National Dues for an English Society Member in a special case, to be reviewed annually. Lodges/Centres may also reduce or waive their dues at their discretion.

11.8 Unattached members shall pay annual National Dues directly to the English Society

11.9 Attached Lodge/Centre members shall pay annual National Dues to the English Society through their Lodges/Centres. Lodge/Centre officers shall collect and remit to the National Treasurer the appropriate National Dues for each of their members by 30<sup>th</sup> November each year.

11.10 An English Society Member may become a 'National Life Member' by joining the National Life Membership scheme, see Appendix 4. The annual National Dues are waived for National Life Members. In this case annual National Dues are waived, but Lodge/Centre subscriptions must still be paid.

11.11 Honorary National Life Membership may be given at the discretion of the Trustees.

11.12 Fifteen percent of the annual National Dues received by the English Society is payable to the International Treasurer of the Theosophical Society before 1<sup>st</sup> March each year.

11.13 Seven-and-a-half percent of the annual National Dues received by the English Society is payable to the European Federation of *The Theosophical Society* before 1<sup>st</sup> March each year.

## **12 NATIONAL AND OTHER REGISTERS**

12.1 Maintenance of the register of members of the English Society is subject to the requirements of the Companies Act 2006. All personal data shall be subject to data protection legislation (including the Data Protection Act 1998). Membership data may be used within the English Society and its affiliated companies, as well as all related unincorporated affiliates e.g. Lodges/Centres and *The Theosophical Society*). No personal data shall be disclosed to persons or organisations outside the English Society without prior consent from the member concerned,

12.2 Inspection or use of registers of the English Society or of any Federation/Lodge/Centre shall only be permitted to Trustees, staff or others in carrying out their official duties within the English Society, and to any person for a purpose under company law following submission of a request to the English Society that complies with section 116 of the Companies Act 2006.

12.3 Federation Secretaries shall be responsible for maintaining registers of officers and members within their Federation. Changes in details and records of former members shall be kept for a minimum of ten years. The registers will show as a minimum:

- (a) the name, address, telephone numbers and email addresses of each Member;
- (b) the date of joining, date of resignation, transfer or death;
- (c) whether the member is Attached or Unattached;
- (d) the Lodge or Centre to which an Attached member belongs, and
- (e) whether the member is a Company Law Member or holds Office within the English Society

## 13 GOVERNANCE

13.1 The English Society shall be governed by its Trustees ex officio and its elected National Councillors in accordance with its Articles of Association. The National Council will also include Members of the General Council of *The Theosophical Society* who are members of the English Society resident in the UK, who are not elected or ex officio members of the National Council, as well as up to a maximum of three Co-opted Members at the discretion of the National Council.

### 13.2 National Councillors

13.2.1 National Councillors shall be elected from each Region within the National Society.

13.2.2 National Councillors must actively seek the views of all their constituents on all matters of policy within the English Society, including elections, and must reflect the majority views of all their constituents when voting provided always that they shall seek to act in the best interests of the English Society.

13.2.3 The number of National Councillors shall be no more than 20. To promote democratic representation, the number of National Councillors within each Regional Constituency will be determined on a pro rata basis to the number of the English Society Members in the Region. The pro rating by Region and/or the parameters of the Regions shall be reviewed and may be set by the Trustees before each election with the aim of achieving, to a reasonable degree, approximate equal weight for each member's vote. (See Appendix 2.)

13.2.4 National Councillors may exercise all of the rights accorded to company members under company law. These rights include, but are not limited to, proposing and voting on a change in the Articles of Association of the English Society and appointing and removing the Trustees (within the parameters set by relevant company law).

13.2.5 A member shall be deemed to have resigned as a National Councillor who:

- (a) Has been absent from the United Kingdom for more than nine consecutive months and the Trustees acting reasonably resolve that he/she deemed to have resigned;
- (b) Has been absent from three consecutive National Council Meetings without leave;
- (c) Has ceased to maintain effective contact with the Region by which he was elected and the Trustees acting reasonably resolve that he/she deemed to have resigned;
- (d) Is suspended or expelled from the English Society or a Lodge/Centre of the English Society;  
or
- (e) Ceases to be a Company Law Member under the Articles of Association of the English Society.

### 13.3 *Trustees*

13.3.1 The Trustees of the English Society shall be responsible for the management of the affairs of the English Society in a manner consistent with their obligations under company law and charity law and on behalf of the National Councillors and the English Society Members.

13.3.2 The elected Trustees shall all be English Society Members in good standing who have been elected by English Society Members.

13.3.3 There shall be a minimum of five, and (other than in exceptional circumstances) a maximum of seven, elected Trustees (including the National Officers), and a maximum of three Trustees co-opted under Rule 13.3.4.

13.3.4 The Trustees may co-opt up to three trustees. The co-opted Trustees may or may not be English Society Members but shall have specialist qualifications or skills, such as legal, financial, marketing or fund-raising skills. These co-options will be reviewed annually by the elected Trustees.

13.3.5 The Trustees may appoint any English Society Member to fill an elected Trustee board vacancy (a "casual vacancy") until an election can be held. Such appointment shall not be treated as a co-option under Rule 13.3.4.

13.3.6 Five Trustees, at least four of whom must be elected Trustees, shall form a quorum unless otherwise agreed by the Trustees. The number of Trustees required to form a quorum may not be fewer than five unless there are fewer than five Trustees in office in which case it shall be three or such other number as may be determined by the Trustees. For the purpose of the quorum, elected Trustees must always outnumber co-opted Trustees.

13.3.7 A Trustee who has been absent from four consecutive Board meetings without leave may be removed by the Trustees. An elected Trustee who resigns, or is suspended or expelled from, the English Society shall cease to be a Trustee.

13.3.8 The elected Trustees of the English Society shall ex officio be directors of all subsidiaries and other companies controlled by the English Society, including the Foundation for Theosophical Studies (company number 02748983).

13.3.9 The Trustees may appoint such sub-committees as are necessary to further the work of the English Society.

#### 13.4 *National President*

13.4.1 The English Society members shall appoint a National President who has a sound understanding of Theosophy, and who will be a Trustee ex-officio.

13.4.2 The National President's role is to take the lead in promoting, governing and administering the English Society and, in particular, s/he shall:

- (a) promote Theosophy and the objects of *The Theosophical Society* and administer his/her duties in accordance with the general policies adopted by the Trustees, and in consultation with other National Officer(s).
- (b) encourage all English Society Members and Lodges, Centres and Regions to be as fully involved in the life of the English Society as possible, ensuring they are supported by the provision of study material and invited to take part in activities.
- (c) have the ex-officio right to attend and participate at all meetings arranged by Lodges, Centres, Federations and Regions.
- (d) submit an annual report of the English Society covering the previous year's activities, including the work of the Society's companies, to the AGM. Copies shall be sent by email to every Company Law Member and Lodge/Centre, and published in the *Members Only* section of the English Society's website.
- (e) send to the *International President*, not later than 1<sup>st</sup> November each year, a copy of the annual report of the English Society, including the statistics of Lodges/Centres/Federations/Regions and of the English Society Membership.

#### 13.5 *National Treasurer*

13.5.1 The Trustees shall appoint a National Treasurer who is suitably qualified for the role. The National Treasurer shall be a Trustee, either selected from within the elected Trustees or through co-opted appointment.

13.5.2 The National Treasurer, in particular, shall:

- (a) Administer the finances of the English Society in accordance with the general policies adopted by the Trustees, and in consultation with the other National Officer(s).

- (b) Oversee the preparation of quarterly management accounts of the English Society and other companies affiliated to it including the Foundation for Theosophical Studies, for the quarters ended December, March, June, September. Such accounts to include inter alia: a detailed income and expenditure account, a balance sheet, notes and schedules to the accounts and an aggregated cash and bank accounts summary showing, by category, receipts and payments for the relevant quarter.
- (c) No later than the March meeting of the Trustees submit statutory financial statements for the year ended the previous 30<sup>th</sup> September for approval by the Trustees. These accounts, once approved by the Trustees, shall be audited and presented to Company Law Members at the Annual General Meeting (AGM) of the English Society to be held in April each year.
- (d) No later than the September meeting of the Trustees submit a draft budget of estimated income and expenditure for the following financial year.
- (e) Insure the property of the English Society and other companies affiliated to it and take out other insurance policies as considered necessary by the Trustees to protect the English Society and its Trustees.
- (f) Ensure there is an expenses policy which will apply to all expenses incurred by those on behalf of the English Society, and which is reviewed from time to time.

### 13.6 *Company Secretary*

13.6.1 The Trustees shall appoint a Company Secretary who is suitably qualified for the role. The Company Secretary, who need not be a Trustee, will deal with company secretarial matters. S/he shall work under the direction of the National Officers and be responsible for:

- (a) organising all governance meetings of the English Society;
- (b) the drafting of all agendas and minutes;
- (c) the conduct of elections;
- (d) the maintenance of the register of members and other registers required by company law;
- (e) filing the annual Trustees' report and statutory accounts, annual confirmation statement and any other necessary filings with Companies House, the Charity Commission and HM Revenue and Customs as appropriate;
- (f) advising on regulatory compliance; and
- (g) any other pertinent matters.

### 13.7 *Chairmanship*

13.7.1 The National President shall be the chair at all meetings of the English Society at which s/he participates, but may vacate the chair at his/her discretion.

13.7.2 Any meeting may require the National President to vacate the chair by at least a two-thirds majority of those voting.

13.7.3 If the chair be vacated, those voting (i.e. the Trustees at a Trustees' meeting or the Company Law Members at a National Council Meeting) shall elect a temporary chair.

## 14 THE ENGLISH SOCIETY ELECTIONS

14.1.1 Generally, under English company law it is the company law members who vote the board into office. However, the English Society wishes to encourage the equal participation of all its members in choosing its National Officers and Trustees and has developed a two-tiered voting system to give all members a vote. By 'two tiered' is meant the combination of legal voting by the Company Law Members and the voluntary extension of voting rights to all of the membership in elections for the National Councillors and Trustees. This protocol is binding under the Articles of Association of the English Society.

14.1.2 The intention behind this two-tiered voting method is to seek to ensure that all English Society Members in good standing for 24 months have an approximately equal vote towards the elections of both the National President and Trustees, and also National Councillors. It also ensures that both the legal obligations are met and that National Councillors/Company Law Members reflect the views of those by whom they are elected, which is the membership as a whole.

### 14.2 Election Committee

14.2.1 A further intention is not just to ensure, but most importantly to demonstrate, fairness and transparency in all elections. The establishment of an election committee, which expresses this intention, reflects the procedure used by *The Theosophical Society* for the election of the International President, where an election committee of three, chaired by the International Secretary, presides over that election.

14.2.2 Therefore, the Company Secretary shall conduct all English Society elections through an 'Election Committee', comprising him/herself and two English Society Members, who may include staff, neither of whom are themselves standing for election, and who may also act as tellers. These other two members must be approved by the Trustees. At least one of the three should be an Unattached English Society Member and at least one of the three should be an Attached English Society Member. This Committee shall, with the help of staff, conduct all English Society elections.

14.2.3 The Election Committee will also conduct any English Society participation in *The Theosophical Society* elections, and may conduct any other elections, as required.

14.2.4 All English Society elections shall be guided by the Electoral Reform Society's protocols for their own internal elections, see [www.electoral-reform.org.uk](http://www.electoral-reform.org.uk). The nominations and results process shall be transparent to the Elections Committee and be properly documented at every stage and held centrally on file, and the elections shall be as transparent as possible.

14.2.5 The Elections Committee may draw up and from time to time review a more detailed elections procedure in consultation with the Trustees. Such procedure will be published in the *Members Only* section of the English Society's website at least three months prior to the elections.

14.3 For all elections the elected candidates will take up office with effect from the beginning of the next meeting following the election.

## **15 ELECTION OF NATIONAL PRESIDENT AND TRUSTEES**

### ***15.1 Nominations for National President & Trustees***

15.1.1 Each Trustee, including the National President shall be elected once every three years by postal or electronic ballot of the whole membership of the English Society (the Ballot), and shall serve for three years. All shall automatically retire at the beginning of the third AGM following the commencement of their term but may be re-appointed.

15.1.2 Only those English Society Members in good standing for at least 24 months immediately prior to the Ballot are eligible to vote.

15.1.3 The Election Committee shall, at least 12 weeks before the close of the next Ballot, post a notice to all English Society Members on the English Society website and any other pertinent communications as appropriate, copied by email to all National Councillors and all English Society Members who have notified their email address to the English Society, calling for nominations for the post of National President and Trustees and specifying the details and dates for each stage of the process in accordance with these Rules/Byelaws.

15.1.4 All nominations must be made in writing and sent to the Election Committee at least eight weeks before the close of the next Ballot. Each nomination must be supported by at least three English Society Members (one of whom may be the nominee) who have been in good standing for at least 24 months immediately prior to the election and each nominee must have been an English Society Member, in good standing for at least 24 consecutive months prior to the date of nomination. Qualifying candidates may nominate themselves as one of the three. Candidates must provide their biography (and may provide a statement if they wish). If candidates nominating themselves do not provide their biography, the Election Committee shall write to them within five days of the closing date for nominations to request that they do so.

15.1.5 Within five days of the closing date for nominations, the Election Committee shall write to nominees (save those who have nominated themselves) asking them whether they are willing to stand for election and to provide their biography (and a statement if they wish). Nominees (if any) whose replies in writing have not been received within 14 days from the date of the inquiry may be deemed to have declined to stand.

15.1.6 Immediately after the closing date for acceptance of nominations, the Election Committee must publish the official list of Candidates and their sponsors on the *Members Only* section of the English Society website.

## *15.2 Eligible Nominees as National President & Trustees*

15.2.1 All nominees for the posts of National President or Trustees must:

- (a) be resident in the United Kingdom; and
- (b) except for co-opted Trustees, have been English Society Members in good standing and have served on the National Council for a minimum 36 consecutive months immediately prior to the closing date of the election.

In special circumstances the National Council shall have the power to waive the requirements of this Rule/Byelaw.

15.2.2 Members who wish to serve as Trustees must also be eligible to do so under the provisions of the Companies Act 2006 and the Charities Act 2011 and their successors. A Member may not be elected who:

- a. is under 18 years old;
- b. is disqualified or debarred from being a company director or charity trustee;
- c. is an employee of the English Society or one of its affiliated companies or provides paid services to the English Society;
- d. has an unspent conviction for fraud, misappropriation, money laundering, dishonesty, or another serious offence which might be liable to bring the English Society into disrepute;
- e. is currently suspended or expelled or has been suspended or expelled from membership of the English Society at any time during the last 36 months, unless prior to the date of close of nomination for election the suspension or expulsion concerned has been found by the National Councillors or the Trustees to be unjustified;
- f. has at any time been suspended or expelled from, or formally asked in writing to resign from a governing committee of the English Society (including the TSE) or any of its subsidiary companies or another National Society, Section, Federation or Lodge/Centre of the English Society. The Trustees may, by a simple majority vote, waive this sub-Rule/Byelaw after due enquiry.

## *15.3 Procedure for Election of National President & Trustees*

15.3.1 All English Society Members in good standing for 24 months will be eligible to vote.

15.3.2 Voting will take place by paper or electronic ballot. The Elections Committee will distribute voting papers within 21 days of the closing date for acceptance of nominations and at least three English Society Members who are not nominated will together count the votes.

15.3.3 All candidates must provide a biography, and may provide a statement, which will be distributed with election voting papers.

15.3.4 English Society Members must return their voting papers by the date given by the Election Committee, at which point the Ballot will close.

15.3.5 The President, to be elected, shall require more than fifty percent of the total votes cast. Abstentions are excluded from the voting count.

15.3.6 Where there are more than two candidates for Office, the system of Single Transferable Vote, (see [www.electoral-reform.org.uk](http://www.electoral-reform.org.uk)) will be used. In the unlikely event of a tie and neither candidate withdraws, the Trustees at their next meeting shall appoint an Interim Officer until a subsequent election is held.

15.3.7 In the event of a single candidate standing for an Office, a vote shall be taken on a 'For or Against' ballot. In the event of the rejection of a single candidate by this method, the Trustees at their next meeting shall appoint an Interim Officer.

15.3.8 The Trustees other than the President will be elected by a vote in which the candidate with the most votes is elected. Abstentions are excluded from the voting count.

15.3.9 The results of the Ballot will be published on the *Members Only* section of the English Society website at least two weeks before the AGM and will be distributed with the papers for the AGM. The electoral decisions of the membership are binding.

## **16 ELECTION OF NATIONAL COUNCILLORS**

### **16.1 Nominations for National Councillors**

16.1.1 National Councillors are appointed to represent Regional Constituencies (see Rule 13.2.1 above).

16.1.2 National Councillors shall be elected once every three years by postal or electronic ballot of the English Society Members voting on a Regional Constituency basis, and shall serve for three years from the date at which their appointment becomes effective. All National Councillors must retire after three consecutive years in office but may be re-elected.

16.1.3 The Election Committee shall post a notice to all English Society Members on the English Society website, and by other appropriate means, calling for nominations, and specifying details and dates for each stage of the process.

16.1.4 All nominations must be made in writing and sent to the Election Committee at least eight weeks before the close of the Ballot. Each nomination must be supported by at least three English Society Members (one of whom may be the nominee) who have been in good standing for at least 24 months immediately prior to the election and who live in the Regional Constituency for which they are nominating. Members, and specifically Unattached members, who may not have nominators, may contact the National President for assistance with nomination.

16.1.5 The Election Committee shall ask nominees in writing:

- (a) whether they are willing to stand for election (save those who have nominated themselves) within five days of the closing date for nominations and
- (b) to provide their biography (and a statement if they wish).

Nominees whose replies in writing have not been received within 14 days from the date of the inquiry (if any) will be deemed to have declined to stand.

## **16.2 Eligible Nominees for National Council**

16.2.1 All nominees for National Council must:

- (a) be resident in the Regional Constituency in which they are candidates; and
- (b) have been English Society (or TSE) Members in good standing for at least 36 consecutive months immediately prior to the closing date of the Election.

In exceptional circumstances the National Council shall have the power to waive the requirements of this Rule/Byelaw.

16.2.2 A member may not be elected to National Council who:

- (a) might be liable to bring the English Society into disrepute in the view of the Trustees acting reasonably;
- (b) is currently suspended or expelled or has been suspended or expelled from membership of the English Society or TSE at any time during the last 36 months, unless prior to the date of close of nomination for election the suspension or expulsion concerned has been found by the National Councillors or the Trustees to be unjustified;
- (c) has during the last 36 months been suspended or expelled from, or formally asked in writing to resign from, another National Society, Section, Federation or Lodge/Centre of the English Society. The Trustees or the National Councillors may, by a simple majority vote, waive this sub-Rule/Byelaw after due enquiry.

## **16.3 Procedure for Election of National Councillors**

16.3.1 All English Society Members in good standing for 24 months will be eligible to vote in their designated Regional Constituency only. In the event of uncertainty, the Trustees may determine an English Society Member's Regional Constituency and such determination shall be final.

16.3.2 Voting will take place by paper or electronic ballot. The Elections Committee will distribute voting papers within 14 days of the closing date for acceptance of nominations and at least three English Society Members, who are not in the ballot, will together count the votes.

16.3.3 All candidates must provide a biography (and may provide a statement) which will be distributed with election voting papers.

16.3.4 The National Councillors will usually be elected by simple majority vote. Where there are many candidates the system of Single Transferable Vote (see [www.electoral-reform.org.uk](http://www.electoral-reform.org.uk)) may be used with agreement of the Elections Committee.

16.3.5 The results of the ballot will be announced at least two weeks before the AGM.

16.3.6 If an elected National Councillor resigns, or becomes a Trustee or National Officer, a casual vacancy in the National Council will be deemed to have occurred and may be filled by an eligible candidate from the same Region co-opted by the Trustees.

## 17 NATIONAL COUNCIL MEETINGS

17.1 'National Council Meetings' are meetings of the Company Law Members that is the Trustees and the National Councillors. Two National Council Meetings shall normally be held each year in April and October. The April meeting will usually be the AGM. Dates for Council meetings shall be agreed no later than six months prior to the date of the meeting.

17.2 The main official business of the AGM will be to receive the annual audited accounts and to review the National President's and National Treasurer's reports and the annual report. The main business of the other National Council Meeting will be to present the budget and the plans for the forthcoming year.

17.3 The National Council shall further discuss any proposals or suggestions Members wish to raise or discuss, including the furtherance of the English Society's Objects and Principles of Theosophy, and shall also report on achievements and concerns of the wider membership.

17.4 Proxy voting will be allowed at National Council Meetings, provided that each signed proxy form is in accordance with the Articles of Association and is given to the Company Secretary at least 48 hours before the meeting to which it relates.

17.5 The agenda for each National Council Meeting shall be prepared by the Company Secretary in consultation with the National Officers. A proposal notified in writing to the Company Secretary by at least two National Councillors shall appear on the agenda of the next National Council Meeting provided that it is received by the Company Secretary at least one calendar month before the day of that meeting.

17.6 The agenda shall be sent to every Company Law Member, the Trustees, any patron(s) and to the auditors at least 21 Clear Days before the meeting and published in the *Members Only* section of the English Society's website.

17.7 Minutes of National Council Meetings shall be sent to Company Law Members within six weeks of holding such meetings and published in the *Members Only* section of the English Society's website.

17.8 A report of the proceedings of the Trustees shall be sent to all members of the National Council at least 21 days before the National Council Meeting.

17.9 The *International President* and/or *International Vice-President*, when present, shall be invited to attend at National Council Meetings and meetings of the Trustees. Members of the General Council of *The Theosophical Society* resident in England shall be invited to attend National Council Meetings.

## 18 FINANCIAL MATTERS

18.1 The English Society's financial year shall run from 1<sup>st</sup> October to the following 30<sup>th</sup> September unless otherwise determined by the Trustees in accordance with relevant law.

18.2 At the AGM, the audited statutory accounts for the year ended the previous 30<sup>th</sup> September shall be presented to the Company Law Members.

18.3 At the AGM, the Company Law Members shall appoint or re-appoint auditors who shall be Chartered or Certified accountants.

18.4 The National Officers shall authorize all financial transactions subject to appropriate delegation approved by the Trustees. Payments outwards shall require the authority of two bank signatories. Additional signatories may be authorised by the Trustees.

18.5 Management accounts of the English Society for the quarters ended December, March, June and September are to be prepared within one month of the relevant quarter's end and promptly provided to the Trustees. The management accounts are to include inter alia: a detailed income and expenditure account, a balance sheet, appropriate notes and schedules to the accounts and an aggregated cash and bank accounts summary showing, by category, receipts and payments for the quarter to date.

18.6 Draft statutory accounts for the year ended the previous 30<sup>th</sup> September are to be presented at the March meeting of the Trustees for approval by the Trustees. These accounts will then be presented to the auditors for their sign off.

18.7 An income and expenditure budget for the following financial year shall be presented to the Trustees at their September meeting.

## 19 WINDING UP

19.1 At any time before, and in expectation of, the winding up or dissolution of the English Society, the Company Law Members or, subject to any resolution of the Company Law Members, the Trustees, may resolve that any net assets of the English Society after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the English Society be applied or transferred to *The Theosophical Society* subject to the condition that *The Theosophical Society* may use such assets only for the objects of the English Society within England; or (if *The Theosophical Society* no longer exists or declines to receive the assets on this condition) then

- (a) directly for the objects of the English Society; or
- (b) to any institution or institutions which is or are regarded as charitable under the law of England and Wales:
  - (i) for purposes similar to the objects of the English Society; or
  - (ii) for use for particular purposes that fall within the objects of the English Society.

19.2 In no circumstances shall the net assets of the English Society be paid to or distributed among the Company Law Members under this Rule 19 (except to one or more Company Law Member(s) which are themselves institution(s) chosen to benefit under this Rule 19).

19.3 If no resolution is passed in accordance with Rule 19.1 the net assets of the English Society shall be applied for such purposes regarded as charitable under the law of England and Wales as are directed by the Charity Commission.

## 20 RULES/BYELAWS

20.1 The English Society has the power to make its own Rules/Byelaws, which shall, however, not be incompatible with the International Rules.

20.2 The International Rules shall apply in respect of any matter about which the Articles and Rules/Byelaws of the English Society are silent.

20.3 If, by a change made at any time in a Rule of *The Theosophical Society*, any Rule/Byelaw of the English Society ceases to be compatible with the Rules of *The Theosophical Society*, such a Rule/Byelaw shall cease to be valid and shall be promptly amended so as to be in consonance with the Rules of *The Theosophical Society*.

20.4 Any two or more Company Law Members may make proposals to alter these Rules/Byelaws in writing to the Company Secretary.

20.5 The Trustees will consider the proposed changes, noting advantages and objections, and any rewording that the Trustees think desirable. The Trustees may initially delegate this task to a Rules/Byelaws sub-committee, which may include the National Officers (if they consent) and at least two Company Law Members who are not Trustees.

20.6 Any amendment to the English Society's Rules/Byelaws shall then be submitted for approval by the *International President* and shall be put into force if approval has not been refused within nine months of acknowledgement of their receipt.

20.7 Any inconsistency between the English Society's Rules/Byelaws and the Rules of a Federation, Lodge/Centre shall be reported to the Company Secretary who, after due consultation with the Trustees, shall advise the Federation, Lodge/Centre concerned on the changes necessary to align its Rules and may direct the Federation, Lodge/Centre to make those changes within three months or longer in exceptional circumstances at the discretion of the Trustees.

## 20 DEFINITIONS

20.1 The definitions of terms used in these Rules/Byelaws are as per the below. Where a term is not defined below or earlier in these Rules/Byelaws, it shall have the meaning given to it in the Articles of Association of the English Society:

*AGM* has the meaning given in Rule 17.1.

*April meeting* (or AGM) means the meeting on or nearest to the first Saturday in April, unless otherwise varied.

*Clear Days* means, in relation to a period of notice, complete days not including the day on which the period begins nor the day for which the notice is received.

*English Society* means The Theosophical Society in England, a charitable company limited by guarantee, incorporated on 28 July 2015 and registered in England, company number 09705732, registered office 50 Gloucester Place, London, W1U 8EA and registered with the Charity Commission, registered charity number 1167737. Adopted by the Theosophical Society (TSE) on date:

*In good standing.* A member is in good standing if his Dues have been paid for the current membership year. In this context, subscriptions to TSE shall be taken into account where required.

*In writing* includes any printed or typewritten document, emails and any other method of representing or reproducing words, symbols or other information in visible form. A signature may include an authenticated e-mail signature.

*Independently* reviewed means, in relation to accounts and financial statements, a financial audit carried out by a person or persons other than those concerned with the receipt and disbursement of funds and/or preparation of the accounts or financial statements subject to review.

*International President* means the President of *The Theosophical Society* (see below)

*National Dues* means subscriptions to the English Society.

*National Officers* means the National President and the National Treasurer.

*Regional Constituency* or *Region/Regional/Regionally* refers to the following geographic regions: London (including Overseas), Midlands and East, North East, North West, and Southern, or as set by the Trustees from time to time.

*Send (sent)* to every member means communication by post, by e-mail or by facsimile to members directly or via Lodge, Centre or Federation Secretaries.

*The Theosophical Society* means The Theosophical Society founded in New York, USA, on 17 November 1875 and currently headquartered in Adyar, India. It may also be referred to as *The International Society*.

## **APPENDIX 1 Prescribed Rates**

The prescribed rates currently are:

The prescribed rates may be varied from time to time by the Trustees.

## **APPENDIX 2 Regional Constituencies**

The numbers of National Councillors for each Regional Constituency, based on membership numbers in autumn 2016, were as follows:

Regional Constituency	No. of Members		No. of Nat Councillors
London (including overseas)	308	36%	7
Midlands and East	115	13%	3
North East	71	8%	2
North West	109	13%	3
Southern	250	29%	5
	<u>853</u>		<u>20</u>

The Regional Constituencies may be varied from time to time by the Trustees.

## **APPENDIX 3 Pattern Set of Rules**

The Pattern Set of Rules follows and may be varied from time to time by the Trustees.

## **APPENDIX 4 National Life Membership Scheme**

To follow