

The Autscope Organisation Bye-laws

1 Interpretation of the Bye-laws

1.1 These Bye-laws must be read with the Articles of Association. If there is any inconsistency between these Bye-laws and the Articles, the Articles apply.

1.2 The headings and sub-headings in the Bye-laws are only included for convenience. They do not affect the meaning of the Bye-laws.

1.3 Where the Bye-laws give any power or authority to anybody, this power or authority can be used on any number of occasions, unless the context does not allow this meaning.

1.4 Where the Bye-laws refer to months or years, these are calendar months or years.

2 Directors

*2.1 The maximum number of directors shall be 9.

2.2 Elected directors hold office for three years. Directors can be elected for subsequent terms of three years. There is no limit on the total period of time for which a director may serve.

2.3 The period of office starts from September 1st and ends on August 31st.

2.4 After the first elections held after these Bye-laws come into effect, the board will fix retirement dates for all directors so that one third of the directors retire each year.

2.5 The directors may make further regulations governing election procedures.

2.6 Where members elect directors, all such appointments shall be as directors and not to any named role. Offices of the board described in the Bye-laws 3.2, 3.3 and 3.4 and/or in terms of reference approved by the board, shall be appointed by the board and not directly elected by the members.

2.7 A director can resign by writing to the company secretary. His or her resignation will take effect 30 days from receiving his or her resignation, or earlier if the board agrees.

3 The board

3.1 As laid out in the Articles, the directors are responsible for the management of the company's business. The directors acting collectively shall be known as the board.

3.2 The board should seek to appoint a chair to provide strategic leadership and may set terms of reference for the chair. Any person appointed to serve as chair of the board must be a director of the company. The chair will normally take primary responsibility for chairing directors' meetings in accordance with the Articles, but may delegate the task.

3.3 The board should seek to appoint a treasurer to take primary responsibility for financial matters and may set terms of reference for the treasurer. Any person appointed to serve as treasurer must be a director of the company.

3.4 The board should seek to appoint a company secretary to support and advise the board and can set terms of reference for the company secretary. Any person appointed to serve as company secretary may or may not be a director of the company, but must, in the board's opinion, possess the skills necessary to carry out the role.

3.5 The board may terminate the appointments of any persons to the roles referred to in Bye-laws 3.2, 3.3 and 3.4 (and any other roles created by the board) at any time.

3.6 One individual may not simultaneously hold the offices of both Chair and Company Secretary or both Chair and Treasurer, except for a maximum period of 3 months in a situation deemed by the board to constitute an emergency.

3.7 The board can appoint individuals (who may or may not be directors) to carry out roles on behalf of the company, provided that those occupying the roles are exercising authority properly delegated by the board and that, in the case of non-directors, the board is ultimately responsible for supervision of the role. The board can impose conditions and set terms of reference for such roles. Non-directors appointed to such roles should, except in exceptional circumstances, be members of the company

3.8 The board may, at their discretion, create vice or assistant positions. However, there shall be no formal system of succession to or retirement from any of the positions appointed by the board.

4 Committees and delegated powers

4.1 The board can appoint committees. People who are not members of the company can be included on committees, but people who are not members of the company must not account for more than one third of the members on any committee. The Chair is automatically a member of every committee.

4.2 The board can impose conditions, and it can make rules for the procedures of committees (including the quorum).

4.3 Committees will be chaired either by a director or by a person appointed by the board. The chair of a committee will be responsible for reporting to the board on the work of the committee.

4.4 The board may delegate responsibilities to committees and to individuals except the following matters (which are reserved to the board):

- Approval of the annual report and accounts;
- Approval of any significant change in accounting policy, including changes in the signatories of bank accounts operated by the company;
- Appointment or removal of the company secretary;
- Remuneration, appointment or removal of auditors or independent examiners of accounts;
- Approval of the company's principle policies and any material changes to those policies;
- Approval of the budget and the general fee structure;
- Major changes to the governance structure;
- Amendments to the Bye-laws;
- Board appointments and removals;
- Terms of reference of the Chair, Company Secretary, Treasurer and Venue coordinator;
- Terms of reference and conditions of membership of committees;
- Any matter likely to significantly impact on the company's reputation;
- Approval of expenditure above £2,000;
- Contractual agreements and any other matters involving significant legal liabilities;
- Insurance policies (any material changes);
- Rules materially affecting the conduct of members' or directors' meetings;
- Recommending to members:
 - o any matter requiring a special resolution;
 - o motions affecting any of the above issues.

4.5 In delegating its powers, the board can, by passing a resolution, impose controls and safeguards and require supervision.

4.6 The board can revoke any power which it has delegated, at any time, without any restriction.

5 Meetings

Members' meetings

5.1 The quorum for members' meetings shall be 20 members personally attending.

5.2 At members' meetings, if a vote (taken by any method) is equal the motion is treated as lost.

5.3 Unless a poll is demanded, a declaration by the chair of the meeting that a show of hands vote has been carried unanimously or by a certain majority, or lost, is final. A record of a declaration in the minutes of the meeting is conclusive evidence of the result, and no more proof is needed.

Directors' meetings

5.4 The quorum for directors' meetings shall be one-third of the directors or 3 directors - whichever is the greater number.

5.5 Resolutions are decided by a simple majority of the directors voting, unless the Bye-laws or Articles say that a larger majority is needed. If a vote is equal, the resolution may be decided by casting vote in accordance with the Articles. If a vote is equal and no casting vote is used, the resolution is treated as lost.

5.6 The directors may hold meetings for any of the purposes set out in the objects or for social reasons.

5.7 The board can make rules and regulations relating to these meetings.

5.8 In accordance with the Articles, board meetings can be held via the internet in such a way that directors can communicate with each other. It is explicitly not required for directors to be able to see one another.

General

5.9 Matters relating to the conduct of meetings which are not covered by either the Articles or these Bye-laws will be decided in accordance with Robert's Rules of Order Newly Revised, 10th ed. (Cambridge, Mass.: Perseus Publishing, 2000) (RONR). If there is any inconsistency between the Articles and RONR, the Articles apply. If there is any inconsistency between these Bye-laws and RONR, these Bye-laws apply.

6 Administrative

6.1 If any notice of any meeting of the company is accidentally not sent to any member, the meeting will not be invalid as a result.

6.2 Anything done by the board, or by any of its committees, or by any person as a director, committee member or person appointed to a role by the board, shall be fully valid and effective even though afterwards it is found that:

- any meeting was not properly formed;
- there was a defect in the procedure at the meeting; or
- the person was not properly appointed.

6.3 A copy of the Bye-laws must be provided to any member of the company on request.

7 Conduct of directors

7.1 The board may appoint an investigatory committee and/or hold a disciplinary hearing if it is found that a director may:

- be disqualified under the Articles or company law;
- have been convicted of an offence which might bring discredit on the company;
- have failed to uphold a code of conduct approved by the board;
- have behaved, by doing something or not doing something, in a way considered to bring the company into disrepute;
- have disobeyed any decisions of the board, broken any of the company's Bye-laws or Articles;
- have failed to comply or co-operate with a disciplinary investigation;
- or
- have failed to comply with a decision or any conditions made by the board at a disciplinary hearing.

7.2 The role of an investigatory committee is to (a) establish factual information pertinent to the issue and report that information to the board; and (b) recommend a course of action to the board.

7.3 The director concerned has the right to make representations and to have another person act for them and/or support them at any disciplinary hearing.

7.4 Following any hearing held under Bye-law 7.1 the board must state, in writing, to the director concerned:

- what decisions have been made
- the reasons for those decisions
- what sanctions, if any, have been imposed
- information about how to appeal

7.5 The board may impose one or more of the following penalties on a director:

- to issue a written reprimand;
- to dismiss the individual from a post to which they were appointed by the board;
- to call for the director's resignation;
- to dismiss the director (in accordance with the Articles);
- to take any other actions within their powers which they deem appropriate in the circumstances.

8 Finance

8.1 Any bank account held in the name of, or otherwise on behalf of the company, should have at least two authorised signatories.

8.2 The signatories appointed must be, in the opinion of the board, sufficiently independent of each other.

8.3 Where expenditure has been approved by the board in advance (either directly or through delegated authority), payments above an amount specified in the finance policy must either be authorised by at least two signatories or, where this is not possible, a sole signatory must obtain the consent of one other currently serving director who has previously been authorised by the board as an account signatory (on any account).

8.4 Where expenditure has not been approved by the board in advance, payments above an amount specified in the finance policy must either be authorised by at least two signatories or, where this is not possible, a sole signatory must obtain the consent of one other director who has previously been authorised by the board as an account signatory (on any account).

8.5 No person may approve his or her own expense reimbursement as a sole signatory.

9 Amending the Bye-laws

9.1. Where matters are reserved to the members by the Articles (Bye-laws marked *), they can only be amended by resolution of the company.

9.2 In all other cases, the Bye-laws can only be amended, added to or revoked if not less than two-thirds of the currently serving directors vote in favour of such a resolution.