



RULES OF THE CYBERNETICS SOCIETY

Founded 11th December 1967

Registered under the Friendly Societies Act 1974 on 25 June 1976

Register No. 195 SA.

Registered with and reporting to the Financial Conduct Authority (FCA)

REGISTERED OFFICE: Accounting & Taxation Centre, 36 Queens Road,
Newbury, RG14 7NE.

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NAME AND CONSTITUTION

1. (1) The Society is a Specially Authorised Society. It shall be called the Cybernetics Society and is hereinafter referred to as "the Society".
- (2) The Society shall be regulated by Rules approved by Members of the Society as provided for by the Friendly Societies Act 1974 and the special provisions specified in clause 3.
- (3) Subject to the Rules, the Council of Management (herein called 'the Council') shall define Policies as required as a regulative framework for decisions.
- (4) Officers and any volunteers or employees engaged in administration shall make best endeavours to act according to the Rules and Policies.
- (5) No amendment shall be made which would have the effect of making the charity cease to be a charity at law.

REGISTERED OFFICE

2. (1) The registered office of the Society shall be Accounting & Taxation Centre, 36 Queens Road, Newbury, RG14 7NE.
- (2) The registered office shall not be changed, except by resolution of a general meeting.
- (3) In the event of any change in the situation of the registered office, notice of such change shall be sent to the Authority in the appropriate form.

OBJECTS

3. The Society is established for the advancement of education, in particular the advancement and diffusion of a knowledge of cybernetics pure and applied and especially promoting the efficiency and usefulness of members of the Society for the public benefit by setting up a high standard of professional education and knowledge, pursuant to the special authority of 10 June 1976 given under section 7(1)(f) of the Friendly Societies Act 1974.

APPLICATION OF FUNDS

4. (1) All moneys received on account of entrance fees, subscriptions, fines, donations, sale of Rules, or otherwise and interest on investments shall be applied in carrying out the objects of the Society, in accordance with the Rules.

(2) Any officer misapplying the funds shall repay the amount mis-applied and be expelled from the Society without prejudice to their liability to prosecution for such misapplication or to their liability arising from any other legal action commenced in respect of their misapplication.

INVESTMENT

5. (1) So much of the funds as may not be wanted for immediate use, or to meet the usual accruing liabilities, shall, with the consent of the Council, or of a majority of the members present and entitled to vote in general meeting, be invested by the Trustees in any of the following ways, namely in the purchase of land, or in the erection or alteration of offices or other buildings thereon, or in any investment in which Trustees are for the time being by law authorised to invest trust funds.

(2) The Trustees, with the consent of a special general meeting, may hold, purchase or take on lease any land and may sell, exchange, mortgage or lease any such land and erect, alter or pull down buildings on it; and a purchaser, assignee, mortgagee, or tenant shall not be bound to inquire as to the authority for any sale, exchange, mortgage, or lease by the Trustees, and the receipt of the Trustees shall be a discharge for all moneys arising from or in connection with such sale, exchange, mortgage, or lease.

(3) Mortgages or other assurances for securing money to the Society may be vacated by a receipt endorsed or annexed, signed by the Trustees and countersigned by the Secretary, in the form contained in the Fourth Schedule to the Friendly Societies Act 1974 ('the Act').

MEMBERSHIP

6. (1) The Council may at its absolute discretion elect any person who has demonstrated a good working engagement with significant aspects of cybernetics and its reasoning at the equivalent of degree-level ability, or above, to be a Member of the Society. Members (except those who are three months or more in arrears with their subscriptions) will be entitled to use the initials 'MCybS' after their names. The Council shall maintain Policy guidelines and requisite fair administration for such election.

(2) The Council may at its absolute discretion elect to the membership grade of Fellow of the Society any member whose knowledge and use of cybernetics has led them to produce useful innovation(s), invention(s), or novel insight(s) whether theoretical or practical in effect, which is considered at least equivalent to contemporary doctoral degree standards by any recognised method including any of our own published criteria. Fellows (except those who are three months or more in arrears with their subscriptions) will be entitled to use the initials 'FCybS' after their names. The Council shall maintain Policy guidelines and requisite fair administration for such election.

(3) An Associate is a non-voting member joining to learn. The Council may at its absolute discretion elect such persons as it thinks fit to be Associates of the Society. The Council may at any time terminate the rights, privileges, and benefits of any Associate. All provisions with regard to Associates shall save as provided by these Rules be prescribed by the Bye-laws.

(4) The Council may recommend, for election by a General Meeting as Honorary Fellows of the Society, persons of distinction who have contributed to the advancement of cybernetics. Honorary Fellows will be entitled to all the rights, privileges and benefits of membership but shall not be required to pay any subscription.

(5) The Council may exempt from future payment of subscriptions any member who has rendered distinguished services to the Society. Members so exempt shall retain all the rights, privileges and benefits of membership.

(6) Any member over the age of 70 may transfer their existing membership to the equivalent Lifetime membership on payment of a one-time subscription which is an actuarially appropriate multiple of the relevant member rate at the time of transfer. Lifetime members retain all the rights, privileges and benefits of membership applying to their status at the time of the transfer.

(7) The Society's members and the Council shall maintain and uphold policies that respect the dignity and value of each member or person the Society employs or works with as an individual without bias as to age, disability, sex, gender, sexual orientation, race, national background, religion, or any stereotype. Non-compliance shall be managed by an effective and fair review process with the power to remove membership.

SUBSCRIPTIONS

7. (1) Every member of the Society (other than a member exempt in accordance with these Rules) shall pay annually on 1st January a subscription of such sum as shall be decided by the Council subject to a maximum of One Hundred Pounds or such maximum as shall be decided with consent of two-thirds of those members present at a general meeting called for or including that purpose.

(2) The Council may consider temporarily waiving or suspending a part of the fee in exceptional circumstances, such as cases of severe financial hardship.

ARREARS

8. The Council may suspend the membership of members who are three months or more in arrears with their subscriptions and may withdraw the membership of members who are twelve months or more in arrears with their subscriptions.

RESIGNATIONS OF MEMBERSHIP

9. Resignations of members must be sent in writing to the Secretary of the Society.

CHANGE OF RESIDENCE

10. Any change of a member's address must be advised in writing to the Secretary of the Society, which may also be done by updating any membership system provided.

MEETINGS

11. (1) The Annual General Meeting shall be held in each year on such date prior to the 1st August as the Council shall decide.

(2) A special general meeting shall be held whenever the Council think expedient, or whenever thirty members or one-fifth of the total number of members whichever is the less so request in writing signed by them and delivered to the Secretary. Council approved digital poll procedures may be used as a substitute.

(3) Seven days' notice of any general meeting, stating the business to be transacted at such meeting, shall be given to every member in writing, left at or posted to their last known address or email address.

(4) All general meetings shall be held at the registered office unless the Council (either generally or in a particular case) otherwise decide.

(5) At all general meetings the President, or if not present, the Vice-President, shall preside. Five members present in person shall form a quorum at least three of whom shall be Members of Council.

(6) Every Member or Fellow present in person or by proxy (and not disqualified by arrears or otherwise as mentioned in these Rules) shall have one vote.

(7) The instrument appointing a proxy shall be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing. Persons acting as proxy must be entitled on their own behalf to be present and vote at the meeting at which they act as proxy.

OFFICERS

12. (1) The Society shall have the following officers who shall form the Council: Three Trustees, a President, a Vice-President, a Treasurer, a Secretary, and six further Council Members.

(2) Only members of the Society shall be officers. No person who is a minor shall be elected to any office. A member shall not be nominated for office who is three months in arrears with their subscriptions. The same person shall not be Secretary or Treasurer and also a Trustee of the Society.

(3) The Trustees, Treasurer and Secretary shall hold office during the pleasure of the Society. The Members of Council shall be elected annually at the Annual General Meeting of the Society. They shall hold office until the Annual General Meeting following their election or appointment to office but shall be eligible for re-election. The Treasurer and Secretary shall be elected by a majority of the members present and entitled to vote at an annual or special general meeting.

(4) Any officer may be removed by resolution of a special general meeting which may proceed to fill the vacancy.

(5) In case any officer (other than a Trustee) shall die, resign, be removed, or become unfit or incapable to act, the Council may at any time appoint a person to fill the vacancy until the next Annual General Meeting, unless the vacancy is previously filled at a special general meeting.

(6) In the event of any Trustee dying, resigning, or being removed from office, another shall be appointed by a resolution of a majority of the members present and entitled to

vote at the Annual General Meeting or at a special general meeting. Every resolution appointing a Trustee shall be entered on the minutes of the meeting at which that Trustee is appointed.

(7) The Society shall notify the Authority of the appointment of any Trustee in the manner required by section 24 of the Act.

TRUSTEES

13. (1) All deeds, documents of title and securities for money shall be held by the Trustees, who shall take such measures for the safe custody and preservation thereof at the expense of the Society as they may think fit, and they shall be responsible for the safe custody of all such deeds, documents and securities as are placed in their hands or under their control, and shall produce them for inspection by the auditors, when required by them, and whenever else required by a resolution of a general meeting or of the Council.

(2) The Trustees shall be the persons to sue and be sued on behalf of the Society.

(3) If any Trustee or ex-trustee, being removed from their office, refuses or neglects to assign or transfer any property of the Society as a general meeting may direct, such Trustee shall be expelled from membership, and cease to have any claim on the Society without prejudice to any liability to prosecution for breach of the criminal law or to any other legal action.

TREASURER

14. The Treasurer shall on all occasions, in the execution of their office, act under the controls defined in Clause 1. The Treasurer shall maintain in appropriate consultation with the Secretary and President the financial order of the Society pursuant to its Objects and Rules and resolutions of the Society, Council, or Trustees, and the agreed activities of the Society. The Treasurer shall therefore maintain and ensure such financial planning, budgeting, arrangements, commitments, member subscriptions and donations, other donations, transactions including required payments and receipts, records, instruments, funds and their management and security, and their proper reporting, including to the Financial Conduct Authority (FCA). The Treasurer will direct authorisation for other agents including Officers or those working for the Society to make financial arrangements and transactions subject to the limiting authorities granted by Council and its approved budget without further written authority. Matters within budget but exceeding these limited authorities shall be agreed with either the President or the Secretary, or another officer in case of incapacity of the President or Secretary. Matters exceeding the budget must be approved by Council. The Treasurer shall also give up all books, documents, moneys and property of the Society possessed when required so to do by a resolution of the Society, or of the Council, or by the Trustees. For such services, the Treasurer shall receive such sum as the Council shall determine.

SECRETARY

15. The Secretary shall on all occasions, in the execution of their office, act under the controls defined in Clause 1. The Secretary shall attend all meetings of the Society, and of the Council and shall record the names of the officers there present, and the minutes of the proceedings, which shall be maintained in secure documents and approved by the Council as the proceedings of the meeting. Pursuant to Clause 6, the Secretary with any administrative support and any membership group or person(s) mandated by the Council shall receive proposals for admission to the Society. The Secretary shall forthwith hand over all moneys received to the Treasurer and shall produce all books, documents, and property of the Society in their possession, and render a full and clear account at each audit and whenever required by resolution of the Society or of the Council or by the Trustees. The Secretary shall summon and give due notice of all meetings of the Society and of the Council and keep the documents* and papers of the Society in such manner and for such purposes as the Council may appoint. For his or her services he or she they shall receive such sum as the Council shall determine.

COUNCIL

16. The Council shall meet as necessary and as may be agreed from time to time (failing which the President and the Secretary may together decide) and of which the Secretary shall give seven days' prior notice thereof in writing to the members of the Council. The President, or if not present, the Vice-President, shall preside. Any five shall form a quorum and shall have full power to superintend and conduct the business of the Society according to the Rules thereof and shall in all things act for and in the name of the Society. Every question shall be decided by a majority of votes, and if the votes are equal the President or in their absence the Vice-President shall have a casting vote in addition to their vote as a member. Any three of the Council may call a special meeting thereof, by giving seven clear days' notice in writing to the Secretary, but at such special meeting no other business than that specified in the notice shall be taken into consideration.

17. (1) The continuing members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by these Rules as the necessary quorum of the Council, the continuing member or members of the Council may act for the purpose of increasing the number of members of the Council to that number, or of summoning a general meeting of the Society, but for no other purpose.

(2) A resolution in writing, signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

ACCOUNTS

18. (1) The Council shall cause proper accounts of the Society to be kept by the Treasurer in accordance with the requirements of Section 29 of the Act.

(2) It shall be the duty of the Council to keep a copy of the last annual balance sheet and of the report of the auditor (if an audit is required) on the balance sheet if required, or such other report as may be required by statute, always hung up in a conspicuous place at the registered office of the Society.

INSPECTION OF BOOKS

19. The Council shall cause the books to be available for the inspection of any member or person having an interest in the funds of the Society at all reasonable hours, at the registered office or at any place where the books are kept, or in digital format, and it shall be the duty of the Treasurer to produce them accordingly.

20. (1) Subject to the following paragraphs of this Rule, the Society shall in each year of account appoint a qualified auditor or qualified auditors to audit its accounts and balance sheet for that year. For the purposes of this Rule "qualified auditor" means a person who is a qualified auditor under section 36 of the Act or any amendment thereof.

(2) Paragraph (1) of this Rule shall not apply to the Society if:

(a) the receipt and payments of the Society in respect of the previous year of account did not in the aggregate exceed £90,000 and

(b) the value of its assets at the end of that year did not in the aggregate exceed £1,400,000 (or, in each case, such other sum or number as may be prescribed by regulations then in force) and the Society having power to disapply it under section 32A of the Act exercises that power in accordance with the provisions of that section.

(3) If, by reason of paragraph (2) of this Rule, paragraph (1) does not apply, the Society may, nevertheless in respect of the current year of account appoint in that year a qualified auditor or qualified auditors or two or more persons who are not qualified auditors to audit its accounts and balance sheet for that year unless the Authority directs it to appoint a qualified auditor.

(4) Save as provided in paragraph (5) of this Rule every appointment of an auditor shall be made by resolution of a general meeting of the Society.

(5) The Council may appoint an auditor to fill any casual vacancy occurring between general meetings of the Society. Any auditor appointed by the Council who is not a qualified auditor shall hold the appointment until the conclusion of the first or next Annual General Meeting as the case may be.

(6) A qualified auditor appointed to audit the accounts and balance sheet of the Society for the preceding year of account (whether by a general meeting or by the Council) shall be re-appointed as auditor of the Society for the current year of account (whether or not any resolution expressly re-appointing them has been passed) unless:

(a) a resolution has been passed at a general meeting of the Society appointing somebody instead of them or providing expressly that they shall not be re-appointed, or

(b) they have given to the Society notice in writing of their unwillingness to be re-appointed, or

(c) they are ineligible for appointment as auditor of the Society for the current year of account, or

(d) they have ceased to act as auditor of the Society by reason of incapacity, or

(e) a resolution has been passed at a general meeting of the Society appointing them as an "appropriate person" in accordance with section 39A of the Act, or

(f) a resolution has been passed disapplying paragraph (1) of this Rule,

provided that a retiring auditor shall not be automatically re-appointed by virtue of this Rule if notice of an intended resolution to appoint another person in their place has been given in accordance with paragraph (7) of this Rule and the resolution cannot be proceeded with because of the death, incapacity or ineligibility of that other person.

(7) A resolution at a general meeting of the Society

(a) appointing another person as auditor in place of a retiring qualified auditor or

(b) providing expressly that a retiring auditor shall not be re-appointed

shall not be effective unless notice of the intention to move it has been given to the Society not less than twenty-eight days before the meeting at which it is moved. On receipt by the Society of notice of the intention to move any such resolution the Society shall give notice of the resolution to the members in accordance with Section 34 of the Act. The Society shall also give such notice to the retiring auditor in accordance with section 35 of the Act and shall give notice to the members, in accordance with that section of any representations made or intended to be made by the retiring auditor.

(8) None of the following persons shall be appointed as auditor of the Society

(a) an officer or servant of the Society, or

(b) a person who is a partner of or in the employment of or who employs an officer or servant of the Society.

(9) The auditor shall in accordance with section 38 of the Act make a report to the Society on the accounts examined by them and on the revenue account or accounts and the balance sheet of the Society for the year of account in respect of which they are appointed.

ANNUAL RETURN

21. (1) In every year the Secretary of the Society shall ensure that the Authority is sent an annual return relating to its affairs for the year of account for which the return is required to be sent. The last date for filing the annual return shall be that prescribed by the Authority. The return shall be made up for the period of 12 months beginning with the 1st January of the year preceding the year in which the return is required to be sent. The return shall be made in accordance with the provisions in section 43 of the Act and in the form prescribed by the Authority and shall contain such particulars as may from time to time be required by the form.

(2) In respect of a year of account for which a disapplication under section 32A (1) of the Act is in force the Society shall send with the annual return in respect of that year a copy of such reports, if any, as it is required to obtain under section 39A of the Act.

Where a disapplication under section 32A (1) is not in force in relation to that year, a copy of the report of the auditor on the accounts and balance sheet contained in the return must be sent with the annual return.

(3) On the application of a member or person interested in the funds of the Society the Secretary, for the Society, shall supply to such person free of charge either, a copy of the last annual return or, a balance sheet or other document duly audited containing the same particulars relating to the affairs of the Society as are contained in the annual return together with a copy of the report of the auditor on the annual return or their report on the balance sheet or other document supplied in lieu of the annual return. In respect of a year of account for which a disapplication under section 32A (1) is in force the Secretary or Treasurer shall supply with the annual return or balance sheet a copy of such reports, if any, as the Society is required to obtain under section 39A of the Act.

DISPUTES

22. (1) If any dispute shall arise between a member or person claiming through a member or under the Rules, or any person aggrieved who has ceased to be a member, or any person claiming through such person aggrieved on the one hand, and the Society, or any officer of the Society on the other, it shall be decided in the manner set out below.

(2) Five arbitrators shall be elected at a general meeting, not more than one of whom shall be currently serving on the Council, and any vacancy or vacancies among the arbitrators so appointed shall be filled at a general meeting. The complaining party to a dispute, or someone appointed by them, shall draw three names out of the five by lot in the usual way and the three arbitrators whose names are first drawn shall decide the dispute. The decision so given by the arbitrators shall be binding and conclusive on all parties to the dispute without appeal and may not be removed into any court of law or restrained by injunction.

(3) An application for enforcement of the decision of the arbitrators given under paragraph (2) of this Rule may be made to the County Court.

(4) Where no decision is made on a dispute within 40 days after application to the Society for arbitration of a dispute then any person such as is mentioned in paragraph (1) above, or the Society, may apply to the County Court and the court to which application is so made may hear and determine the matter in dispute.

(5) The County Court may also hear and determine a dispute falling within paragraph (1) above if the parties to the dispute agree that it shall be so determined instead of being determined under paragraph (2) above.

(6) In this Rule the expression 'dispute' includes any dispute arising on the question whether a member or person aggrieved is entitled to be, or continue to be, a member or to be reinstated as a member but, save as aforesaid, in the case of any person who has ceased to be a member, does not include any dispute other than a dispute on a question between them and the Society or an officer thereof, which arose whilst a member or arises out of their previous relation as a member of the Society.

VOLUNTARY DISSOLUTION

23. The Society may at any time be dissolved by an instrument of dissolution approved by a special resolution of the Society subject to the provisions of Rule 1(5) and 24.

DISTRIBUTION OF SURPLUS ASSETS ON DISSOLUTION

24. (1) Upon the dissolution of the Society by consent any surplus of assets and funds remaining, after payment in full of the Society's creditors, shall not be distributed among members of the Society.

(2) Any surplus shall on dissolution be transferred to some other charity in law, which the members shall have agreed when they shall have approved the resolution for dissolution.

(3) The agreed charity must have either similar Objects, or purposes similar to the Objects, or the transfer must be for particular purposes similar to or that fall within the Objects.

NOTICES

25. (1) All summonses and notices shall be deemed to have been duly served if addressed to the member or person for whom they are intended at their last known address, and delivered at or sent by post to that address, provided that such notice may be given by e-mail or other written medium to any member who has agreed in writing to receive notices by such alternative medium and shall be deemed delivered if sent to the last e-mail or other address notified by such member in writing to the Society's membership system or the Secretary.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

COPIES OF RULES

26. The Secretary shall deliver to every person on demand a copy of the Rules on payment of such reasonable fee as the Council may from time to time decide.

AMENDMENT OF RULES

27. (1) The majority of the members at a general meeting of which notice has been given specifying the intention to propose an amendment of the Rules may amend them by adding, rescinding or varying any provision.

(2) No amendment of the Society's Rules shall take effect until registered.

BYE-LAWS

28. The Society in general meeting may from time to time make, vary and revoke bye-laws for the regulation of the business of the Society, provided that no bye-law shall amend any provision of these Rules.

INTERPRETATION

29. In these Rules, unless the contrary intention appears -

- (1) Words denoting a limited gender shall be deemed to include any relevant gender.
- (2) Words in the singular shall include the plural and words in the plural shall include the singular.
- (3) 'The Act' means the Friendly Societies Act 1974 (as amended by the Friendly Societies Act 1992), and any Acts or subordinate legislation (including the Deregulation (Industrial and Provident Societies) Order 1996 and the Financial Services and Markets Act 2000 (Mutual Societies Order 2001) amending or substituted for it and for the time being in force and unless the context otherwise requires expressions used in these Rules which are in the Act shall have the same meaning as they have for the purposes of the Act.
- (4) 'The Rules' means these Rules of The Cybernetics Society. 'Bye-laws' means the Bye-laws of The Cybernetics Society.
- (5) 'The Authority' means the Financial Conduct Authority ('FCA')
- (6) Words suggesting paper-based documents or financial records shall also denote digital communications, records, or files as relevant to the context and use.

[Bye-laws follow]

BYE-LAWS

[Rule 28 provides that the Society in general meeting may make, vary and revoke bye-laws for the regulation of the business of the Society. The main purpose of bye-laws is to describe the various routines and guidelines involved in running the Society. However, this is a recent innovation, and drafting of the Bye-Laws is a slow process.]

ASSOCIATES

[Made at the Annual General Meeting held on 29 July 2002.]

- 1. (1) Associates of the Society may be elected in accordance with rule 6 (3).
- (2) Associates will be entitled to all the rights, privileges, and benefits of membership, excepting always the right to vote at meetings of members of the Society.
- (3) Associates of the Society are not thereby entitled to use any initials after their names.
- (4) Subject to Clause 7, the annual rate of subscription by Associates shall be as determined by the Council, which may also reduce the rate of subscription for Associates who are bona fide students of such courses at educational institutions as it thinks fit.
- (5) Any existing Associate who becomes eligible for Membership or Fellowship shall forthwith notify the Secretary of that fact.

END

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