

# **The Constitution of the European Human Behaviour and Evolution Association**

Adopted on the 28 August 2013

**Note:** text highlighted in yellow has been added to or altered from the Charity Commission of England and Wales' standard constitution text.

## **PART 1**

### **1. The Adoption of the Constitution**

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this Constitution

### **2. Name**

The association's name is

The European Human Behaviour and Evolution Association (EHBEA)

(and in this document it is called the charity)

### **3. Objects**

The charity's objects ('the objects') are to

Advance scientific research, particularly among European academics and research students, in evolutionary accounts of human cognition, behaviour and society, including human behavioural ecology, evolutionary psychology, cultural evolution and gene-culture co-evolution, human ethology, behavioural genetics, the comparative method, and evolutionary sub-disciplines of economics, medicine, population studies, archaeology, and other human sciences. EHBEA is committed to a broad, pluralistic and interdisciplinary perspective, and encourages rigorous science with strong theoretical foundations and integration across disciplines.

This object will be achieved by the following activities:

- (a) Coordinating annual EHBEA conferences at which research related to evolutionary accounts of human cognition, behaviour and society may be disseminated.
- (b) Publicizing information about European activities, collaborations, jobs and funding on the EHBEA website and in EHBEA paperwork
- (c) Offering EHBEA members research and travel grants to assist in the generation and dissemination of research

- (d) Sponsoring and organising small workshops and meetings to promote understanding of evolution and human behaviour, to facilitate research collaborations, and to further research
- (e) Promoting high-quality teaching of evolution and human behaviour in educational establishments
- (f) Enhancing the public understanding of, and engagement in, the field of evolution and human behaviour

Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

#### **4. Application of income and property**

- (1) The income and property of the charity shall be applied solely towards the promotion of the objects.
  - (a) A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
  - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee from receiving:
  - (a) a benefit from the charity in the capacity of a beneficiary of the charity;
  - (b) reasonable and proper remuneration for any goods or services supplied to the charity.

#### **5. Benefits and payments to charity trustees and connected persons**

##### **(1) General provisions**

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ('the Commission'). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

**(2) Scope and powers permitting trustees' or connected persons' benefits**

- (a) A trustee or connected person may receive a benefit from the charity as a beneficiary provided that it is available generally to the beneficiaries of the charity.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

**(3) Payment for supply of goods only – controls**

The charity and its charity trustees may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.

- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minute book.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.

**(4) In sub-clauses (2) and (3) of this clause:**

- (a) 'the charity' includes any company in which the charity:
  - (i) holds more than 50% of the shares; or
  - (ii) controls more than 50% of the voting rights attached to the shares; or
  - (iii) has the right to appoint one or more trustees to the board of the company.
- (b) 'connected person' includes any person within the definition set out in clause 34 (Interpretation).

**6. Dissolution**

- (1) If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- (2) The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- (3) The trustees must apply any remaining property or money:
  - (a) directly for the objects;
  - (b) by transfer to any charity or charities for purposes the same as or similar to the charity;
  - (c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.

- (5) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- (6) The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.
- (7) Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustees Investment (Scotland) Act 2005.

## **7. Amendment of constitution**

- (1) The charity may amend any provision contained in Part 1 of this constitution provided that:
  - (a) no amendment may be made that would have the effect of making the charity cease to be a charity at law;
  - (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
  - (c) no amendment may be made to clauses 4 or 5 without the prior written consent of the Commission;
  - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

## **Part 2**

### **8. Membership**

- (1) Membership is open to individuals over eighteen or organisations who are approved by the trustees.
- (2)
  - (a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
  - (b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

- (c) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The trustees must keep a register of names and academic affiliations (if available) of the members which must be made available to any member upon request.

## **9. Termination of membership**

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within one month of it falling due;
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity), has been allowed to make representations to the meeting.

## **10. General meetings**

- (1) The charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called special general meetings.
- (4) The trustees may call a special general meeting at any time.
- (5) The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater.

The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

## **11. Notice**

- (1) The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the trustees.

## **12. Quorum**

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
  - (a) 10 members entitled to vote upon the business to be conducted at the meeting; or
  - (b) one tenth of the total membership at the time, whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- (4) If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the trustees shall determine.
- (5) The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

### **13. Chair**

- (1) General meetings shall be chaired by the person who has been elected as President.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

### **14. Adjournments**

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

### **15. Votes**

- (1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.



## **16. Representatives of other bodies**

- (1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- (2) The organisation must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.
- (3) Any notice given to the charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

## **17. Officers and trustees**

- (1) The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers shall be the trustees of the Charity and in this constitution are together called 'the trustees'.
- (2) The charity shall have the following officers/trustees:
  - (a) A president,
  - (b) A vice-president,
  - (c) A secretary,
  - (d) A treasurer.
- (3) A trustee must be a member of the charity or the nominated representative of an organisation that is a member of the charity.
- (4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 20.
- (5) The number of trustees shall be not less than four but (unless otherwise determined by a resolution of the charity in general meeting) shall not be subject to any maximum.
- (6) The first trustees/officers shall be those persons currently elected as trustees and officers at the time of the meeting at which this constitution is adopted.
- (7) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

## **18. Appointment of trustees**

- (1) The charity in general meeting shall elect the officers and the other trustees.
- (2) The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause 5(b) of this clause, they may also appoint trustees to act as officers.
- (3) Each of the trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (4) No-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the charity is given a notice that:
  - (a) is signed by a member entitled to vote at the meeting;
  - (b) states the member's intention to propose the appointment of a person as a trustee or as an officer;
  - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5)
  - (a) The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.
  - (b) The trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

## **19. Powers of trustees**

- (1) The trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):
  - (a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 117- 122 of the Charities Act 2011;
  - (d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;

- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
  - (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
  - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
  - (j) to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
  - (k) to do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

## **20. Disqualification and removal of trustees**

A trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the charity;
- (3) in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (4) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

## **21. Proceedings of trustees**

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any trustee may call a meeting of the trustees.
- (3) The secretary must call a meeting of the trustees if requested to do so by a trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.
- (8) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (9) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the President shall chair meetings of the trustees.
- (11) If the President is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (13) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

## **22. Conflicts of interests and conflicts of loyalties**

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

## **23. Saving provisions**

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of the charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
  - (a) who is disqualified from holding office;
  - (b) who had previously retired or who had been obliged by this constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

## **24. Delegation**

- (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.

- (2) The trustees may impose conditions when delegating, including the conditions that:
  - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

## **25. Irregularities in proceedings**

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
  - (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;if, without:
  - (d) the vote of that trustee; and
  - (e) that trustee being counted in the quorum,the decision has been made by a majority of the trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.
- (3) No resolution or act of
  - (a) the trustees
  - (b) any committee of the trustees
  - (c) the charity in general meetingshall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

## **26. Minutes**

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees;
- (2) proceedings at meetings of the charity;
- (3) meetings of the trustees and committees of trustees including:
  - (a) the names of the trustees present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions.

## **27. Accounts, Annual Report, Annual Return**

- (1) The trustees must comply with their obligations under the Charities Act 2011 with regard to:
  - (a) the keeping of accounting records for the charity;
  - (b) the preparation of annual statements of account for the charity;
  - (c) the transmission of the statements of account to the Commission;
  - (d) the preparation of an Annual Report and its transmission to the Commission;
  - (e) the preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

## **28. Registered particulars**

The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

## **29. Property**

- (1) The trustees must ensure the title to:
  - (a) all land held by or in trust for the charity that is not vested in the Official Custodian of Charities; and

- (b) all investments held by or on behalf of the charity, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.
- (3) The trustees may remove the holding trustees at any time.

### **30. Repair and insurance**

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

### **31. Notices**

- (1) Any notice required by this constitution to be given to or by any person must be:
  - (a) in writing; or
  - (b) given using electronic communications.
- (2) The charity may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register either a postal address or an email address with the charity shall not be entitled to receive any notice from the charity.
- (4) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
  - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.



- (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

### **32. Rules**

- (1) The trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
  - (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
  - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
  - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
- (5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

### **33. Disputes**

If a dispute arises between members of the charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be

resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

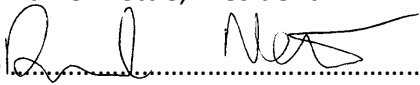
### **34. Interpretation**

In this constitution 'connected person' means:

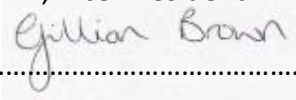
- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled –
  - (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
  - (b) by two or more persons falling within sub-clause (4)(a), when taken together
- (5) a body corporate in which –
  - (a) the charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
  - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- (6) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

## Signatures


Professor Daniel Nettle, President

Signature  ..... Date .....28 August 2013.....

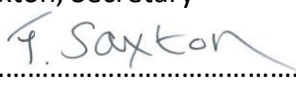
Dr Gillian Brown, Vice-President

Signature  ..... Date .....28 August 2013.....

Dr Alex Mesoudi, Treasurer

Signature  ..... Date .....28 August 2013.....

Dr Tamsin Saxton, Secretary

Signature  ..... Date .....28 August 2013.....

## **By-laws of the European Human Behaviour and Evolution Association (EHBEA)**

### **By-law 1 – Membership categories**

- (1) Membership of EHBEA may be taken in one of the following categories:
  - (a) Full membership is available to persons with a recognised postgraduate degree qualification in a relevant area, such as anthropology, biology, psychology or archaeology. Applicants must provide information about postgraduate qualifications.
  - (b) Associate membership is available to persons with an interest in the evolutionary human behavioural sciences but who do not have a recognised and relevant post-graduate degree. Associate members can participate in all EHBEA activities, except that such members cannot hold office or vote at EHBEA business meetings.
  - (c) Student membership is available to current undergraduate or postgraduate students who are studying at a higher education institution (either full-time or part-time). An email address of a course tutor or advisor is required in order to confirm student status.

### **By-law 2 – Officer and committee roles and responsibilities**

- (1) The smooth running of EHBEA, and all EHBEA business, will be the responsibility of a committee of at least four officers specified in By-law 2, clause (2), up to six ordinary members, specified in By-law 2, clause (3), and any co-opted members, as specified in By-law 2, clause (4). The committee will be the formal decision-making body of the society. All major decisions associated with EHBEA activity will be made by the committee, and the committee is required to ratify any steering group decisions. In general, ordinary committee members will be expected to take on a fair share of the Society's workload and manage it. The majority of the committee officers must be affiliated with a European institution at the time of nomination.
- (2) Officers/trustees have the following roles and responsibilities:
  - (a) President (steering committee)

#### ***Responsibilities:***

The President is the principal figurehead and publicist of the Society, as well as having oversight of its work. The President along with three other officers (Vice-President, Secretary, Treasurer) form a Steering Committee which takes the large bulk of responsibility in the day-to-day running of the society. The President will chair EHBEA business meetings.

#### ***Eligibility:***

Must be a senior academic who is well known for their contribution to the human evolutionary behavioural sciences and whose research agenda

closely matches the stated aims of the EHBEA project (i.e. they are committed to a broad, pluralistic and interdisciplinary perspective on human behaviour). Candidates must a full EHBEA member at time of nomination.

(b) Vice-President (steering committee)

The VP is a core member of the Steering Committee, along with the President, Secretary and Treasurer, and thus plays a key role in the strategic operations of the Association.

***Responsibilities:***

As a member of the Steering Committee, the Vice President contributes to EHBEA activities at every level ranging from input into strategic direction of the Association, through to creation of official aims and regulations. One of the key roles for Vice-President is to act as primary liaison between the EHBEA Committee and the local organisers for each annual conference. The Vice President monitors progress of conference preparations, advises on conference planning and decisions, and acts as one of the reviewers of submitted conference abstracts. In addition to Steering Group activities, the Vice President supports the President in his/her activities and will take over such activities in the President's absence. The Vice President attends the twice-yearly EHBEA Committee meetings and is reimbursed for associated costs. The time commitment of the role varies over the year, but averages around one to two hours per week.

***Eligibility:***

Must be a relatively senior academic who is known for their contribution to the human evolutionary behavioural sciences and whose research agenda matches the stated aims of the EHBEA project (i.e. they are committed to a broad, pluralistic and interdisciplinary perspective on human behaviour). Candidates must a full EHBEA member at time of nomination.

(c) Treasurer (steering committee)

***Responsibilities:***

The role of Treasurer involves handling EHBEA membership fees and grant income, making payments to EHBEA conference/workshop organisers and grant winners, maintaining financial records and the EHBEA bank/Paypal accounts, and producing financial reports for the Steering Committee. The Treasurer is also responsible for maintaining membership records and assessing membership applications. In their role as a Steering Committee member, the Treasurer also plays a key role in the day-to-day running of the society and decision-making regarding the future direction of EHBEA.

***Eligibility:***

Candidates must be a full EHBEA member at time of nomination.

- (d) Secretary (steering committee)

**Responsibilities:**

The Secretary acts to coordinate and convene meetings of the committee; this includes the preparation of meeting agendas, the dissemination of minutes and 'action lists' from all meetings and the archiving of relevant material. The Secretary acts as the main liaison between the steering committee and wider committee, as well between the membership and the committee. As a Steering Committee position, the Secretary plays a key role in the day-to-day running of the society, including decision-making at this level.

**Eligibility:**

Must be an EHBEA member at the time of nomination.

- (3) Up to six ordinary (non-trustee) members may take on one of the following roles (a role is not required, and committee members may be members without portfolio):

- (a) Early Career Representative (non-steering committee)

**Responsibilities:**

The Early Career Officer represents the interests of early career researchers within the EHBEA membership. This Officer is a full member of the EHBEA Committee and attends the spring Committee Meeting, which is usually held on the first day of the EHBEA conference. Reasonable expenses for attending the Committee Meeting are reimbursed. As well as contributing to Committee decisions, the Early Career Officer organises the biannual Student Research Grant competition, including collating grant applications, and commissioning and collating reviewers' comments.

**Eligibility:**

Must be a current early career post-doctoral researcher or lecturer (defined as within 8 working years of gaining a PhD). Must be a full EHBEA member at the time of nomination. Responsible for coordinating the Student Research Grants (including soliciting reviews and informing applicants of the outcome), and providing career advice to student and early career members of EHBEA.

- (b) Outreach Officer (non-steering committee)

**Responsibilities:**

The 'Outreach Officer' will represent the interests of current non-UK EHBEA members and will provide specific input on committee decisions influencing this body of our membership. The Outreach Officer will also be active in seeking new opportunities to raise awareness of EHBEA and its activities across continental Europe.

**Eligibility:**

This committee member should already have strong links to relevant non-UK European research communities. Must be an EHBEA member at the time of nomination.

- (c) Student Representative (non-steering committee)

**Responsibilities:**

The role of the Student Representative includes representing student views in the committee, liaising with students to ask what they want, making sure that students have information about EHBEA activities, and advertising opportunities for students to present their work at the EHBEA conference.

**Eligibility:**

Must be an EHBEA Student member at the time of nomination.

- (d) Publicity & Website Officer (non-steering committee)

**Responsibilities:**

The Publicity & Website Officer's role is to promote EHBEA through online, printed and social media routes. This Officer is a full member of the EHBEA Committee and attends the spring Committee Meeting, which is usually held on the first day of the EHBEA conference. Reasonable expenses for attending the Committee Meeting are reimbursed. In addition to contributing to Committee decisions, the Publicity & Website Officer collates material for the annual EHBEA Newsletter, which is circulated in autumn, and updates EHBEA's online presence, supported by the EHBEA Secretary and external web manager.

**Eligibility:**

Must be a full/student EHBEA member at the time of nomination.

- (4) The committee reserves the right to appoint unelected 'co-opted members' to serve on the committee, if those co-opted members possess technical skills or specialized knowledge necessary to maintain the functioning of the society. Co-opted committee members include (but are not restricted to) the following roles:
  - (a) Web-manager: The Web-manager will be knowledgeable in website development and maintenance, and be responsible for maintaining the official EHBEA website and membership database.
- (5) The full committee is required to meet a minimum of twice a year, typically immediately before the annual EHBEA conference and in September to deal with matters arising during the year, such as grant applications and EHBEA conference organisation; the President, Treasurer and Secretary should also attend the AGM at the end of the conference. All committee members are provided with limited EHBEA funds to travel to the annual meeting during the EHBEA conference. Efforts should be made to keep costs as low as possible (e.g., advance booking) and committee members are expected to first make use of any other research funds where available. Committee members should discuss with the Treasurer prior to booking travel and accommodation.
- (6) For each of the decision award meetings at least three committee members must be present:
  - (a) New Investigator award: Treasurer, Secretary and the EC officer
  - (b) ECR/Student research grants: Treasurer, Secretary and/or the EC/student officer
  - (c) Workshop grant: Treasurer, Secretary and one other member of the committee who is available.

### **By-law 3 – Procedure for appointment of officers and committee members**

- (1) All officers and committee members will be elected for a period of three years.
- (2) As far as possible, the election of officers and committee members will be staggered to ensure that whole-scale changes in the composition of the steering group and committee do not occur in the same year, and the committee shall have the collective right to re-appoint officers and committee members for a further year (i.e. delaying the election of a replacement) to assist in this smooth running.
- (3) Prior to the AGM at which a new officer or committee member is to be appointed, all members will be notified of vacant and soon-to-be-vacant positions and of the due date for nominations.
- (4) Any Full or Student EHBEA member will be eligible to stand for office or committee member, provided they are nominated by another EHBEA member, with nominations sent to the Secretary by the published date. The exception is the Student Representative, who should be a Student member.
- (5) Where more than one nomination is received for a given position, elections will take place. Election of officers and committee members will be by postal or electronic ballot of members, with the final decision ratified by the committee. All current



EHBEA members (Full, Student and Associate) will be eligible to vote in elections, with the exception of the Student Representative position, for which only Student members may vote.

- (6) Candidates with the majority of votes will be formally elected at the AGM, at which point their term begins.
- (7) If none of the officers/trustees are based in England or Wales, the steering committee must appoint a trustee that is based in England or Wales if they wish to maintain charity status with the Charity Commission of England and Wales. This trustee does not necessarily have to be a committee member.

#### **By-law 4 – Types of EHBEA grants**

The following grants and awards shall be available to EHBEA members:

- (1) Workshop grants: grants of up to €1000 to fund or part-fund meetings organized by EHBEA members that promote discussion of topics within EHBEA's remit. Up to two awards will be made per year, although the committee reserves the right to award more than this limit if financial circumstances allow. A workshop grant will be subject to the following conditions:
  - (a) EHBEA's sponsorship of the event will be mentioned on all event literature, including any web page relating to the event (which should provide a link to EHBEA's web site)
  - (b) A representative of EHBEA will be entitled to attend the event and be given a five-minute slot to say a few words about EHBEA's work (we may not always take up this entitlement)
  - (c) A brief report of the event (500 to 1000 words) will be provided for EHBEA's Newsletter and website within one month of the event taking place
  - (d) Funding will be limited to reimbursement of actual expenditure on items such as room hire, travelling expenses, promotion, printing of conference materials, light refreshments, etc.
- (2) Student research grants: grants of up to €1000 for Student EHBEA members to conduct a specific research project that complements the academic aims of the Association. Up to two grants will be awarded each year, although the committee reserves the right to award more than this limit if financial circumstances allow. Funds may also be used for professional/research skills development. Students must demonstrate why these skills are required and how they complement the academic aims of EHBEA. Grant applications will be assessed on the basis of scientific quality, feasibility and quality of the applicant.
- (3) Early career researchers (ECR) research grants: grants of up to €1000 for ECR EHBEA members to conduct a specific research project that complements the academic aims of the Association. ECR are those who have completed their PhD but yet to take up a permanent, faculty position (individuals unsure if they are eligible are encouraged to email the committee to check). Up to two grants will be awarded each year, although the committee reserves the right to award more than this limit if financial circumstances allow. Funds may also be used for professional/research skills development. ECRs must demonstrate why these skills are required and how they complement the academic aims of EHBEA Grant

applications will be assessed on the basis of scientific quality, feasibility and quality of the applicant.

- (4) New Investigator Award: Awarded annually to an EHBEA member near the beginning of their research career who has made an outstanding contribution to research within EHBEA's remit. Candidates should:
- (a) be a current member of EHBEA
  - (b) have a degree and PhD in a relevant topic
  - (c) have fewer than 5 years' postdoctoral experience
  - (d) have an exceptional track record of high-quality research in the field of evolution and human behavior

