



*Promoting the highest standards
of feng shui practice*

29th October 2011
incorporating revisions up to 19th May 2018

THE FENG SHUI CONSTITUION

THE FENG SHUI SOCIETY CONSTITUTION (the “Constitution”)

Constitution last adopted by members at the EGM held on 29th October 2011 (subject to ratification) and
Incorporating revisions made at the AGM on 10th June 2017 and 19th May 2018

1. AIMS AND OBJECTIVES

- 1.1 To advance Feng Shui principles, practices and concepts as a contribution to the creation of harmonious environments for individuals, business and society.
- 1.2 To serve as a focus for the exchange of information and experience within the Feng Shui community and related interest groups and to raise understanding and awareness of Feng Shui generally.
- 1.3 To set and maintain high standards in Feng Shui professional practice and education.
- 1.4 To maintain a code of conduct and practice for those registered as Accredited Consultants and International Affiliate Consultants of the Society and ensure that Consultants maintain the principles enshrined in the Code.
- 1.5 To maintain a code of conduct and practice for Consultants who train Students in Feng Shui and ensure that Teachers maintain the principles enshrined in the Teachers' Code.
- 1.6 To maintain a Client complaints and Consultant's disciplinary procedure to discipline Consultants in breach of the Code.
- 1.7 To provide public confidence in the integrity of Feng Shui practice and safeguard the reputation of Consultants.
- 1.8 To advance these aims and objectives by maintaining an independent association managed by an executive committee elected by its voting membership and established by this Constitution.

2. DEFINITIONS

- 2.1 “Accreditation Panel” means a panel determined by the Executive Committee, with external verification and support as may be appropriate, to receive, scrutinise, approve or reject applications from consultants, schools, teachers and others, to become Accredited Consultants or International Affiliate Consultants and/or set up foundation courses, practitioner training courses and other categories that may be determined from time to time.
- 2.2 “Accredited Consultant” means a currently registered and paid-up professional member of the Society, residing within the UK and Ireland, whose application for admission to the register of the Society has been successful, who agrees to abide by the Code and is accordingly entitled to use the letters FSSA (Feng Shui Society Accredited) as an indication of professional accreditation and regulation by the Society.

- 2.3 “Annual General Meeting” and “AGM” mean the annual meeting of Voting Members of the Society for the purposes specified in paragraph 1 of Appendix A.
- 2.4 “Annual Report” means the document prepared yearly by the Officers containing the information detailed in paragraph 2 of Appendix A.
- 2.5 “Chairman” and “Chair” means the Officer who holds the position of the chairman of the Society.
- 2.6 “Client” means any natural person, corporate or unincorporated body who contracts with a Consultant for Feng Shui services.
- 2.7 “Code” means the ‘Consultants’ Code: Standards of Conduct and Practice’ as amended from time to time by the Executive Committee.
- 2.8 “Consultant” means any currently registered and paid up professional consultant member of the Society, and refers to both an Accredited Consultant FSSA and an International Affiliate Consultant IAFSS.
- 2.9 “Deputy” means anyone who shadows or takes on the responsibilities of an Officer or Executive in accordance with Appendix D.
- 2.10 “Disciplinary Procedure” means the ‘Client Complaints and Consultants’ Disciplinary Procedure’ as amended from time to time by the Executive Committee.
- 2.11 “Electronic Vote” means a vote submitted by email by a Voting Member, as set out in paragraph 12 of Appendix A.
- 2.12 “Electronic Vote Form” means a form, as amended from time to time by the Executive Committee, used to submit an Electronic Vote.
- 2.13 “Executives” means members of the Executive Committee who are not Non-Voting Executives or Officers.
- 2.14 “The Executive Committee” means the management team of the Society whose structure is as set out in paragraph 1 of Appendix C and whose actions are governed by the principles and rules of this Constitution.
- 2.15 “Executives’ Code” means the ‘Executive Members’ Code of Conduct and Duties and Responsibilities’, as amended from time to time by the Executive Committee, applicable to all Officers, Executives, Non Voting Executives and Life Fellows (whenever applicable) of the Society.
- 2.16 “Extraordinary General Meeting” and “EGM” mean a general meeting of the Society requested by the Voting Members in accordance with paragraph 4 of Appendix A.
- 2.17 “Feng Shui” is the practice of analysing and influencing the interaction between people, buildings and the environment in order to enhance quality of life. Originating in ancient China, its basis is the understanding of the vital energy known as chi. It means, in this context, the practices as laid out according to the various schools of feng shui.
- 2.18 “Financial Year” shall have the meaning given in clause 6.4.

- 2.19 “General Meeting” means any meeting of the Voting Members which is not an AGM or an EGM.
- 2.20 “International Affiliate Consultant” means a currently registered and paid-up professional member of the Society, residing and providing Feng Shui consultations in a country outside the UK and Ireland, whose application for admission to the register of the Society has been successful, who has agreed to abide by the Code and is accordingly entitled to use the letters IAFSS (International Affiliate of the Feng Shui Society) as an indication of professional accreditation and regulation by the Society. This form of professional membership only entitles practice within the UK and Ireland provided that all the requirements of the Society’s Code are fully met.
- 2.21 “Life Fellow” is an honorary title awarded in recognition of exceptional service to the development, wellbeing and professional standards of the Society and feng shui without conferring or implying any superior professional status. Life Fellows may be called upon at any time to provide guidance to the Society through the Executive Committee, observing at all times the Executives’ Code at Executive Committee meetings, but without Executive’s voting rights. A Life Fellow shall retain that title after ceasing to be an Accredited Consultant, at which time he or she shall become a non-voting honorary member and invited to attend Society events.
- 2.22 “Nominees” means those nominated to be voted to the Executive Committee as laid out in the Annual Report each year.
- 2.23 “Nomination Deadline Date” means the date by which Nomination Forms must be returned to the membership secretary or returning officer.
- 2.24 “Nomination Form” means the forms upon which Voting Members nominate potential Executive Committee members in accordance with the procedure set out in Appendix B.
- 2.25 “Non-Voting Executives” means members of the Executive Committee who are not Officers or Executives and who are suitably qualified or experienced persons invited onto the Executive Committee at the discretion of the existing Executive Committee members. They shall not have the ability to vote at AGMs, EGMs, General Meetings or Executive Committee meetings unless given the ability to do so under the procedure set out in paragraph 3 of Appendix C.
- 2.26 “Officers” means those holding the positions of Chairman, Treasurer and Secretary on the Executive Committee whose voting rights on the Executive Committee are as described in paragraph 1 of Appendix C.
- 2.27 “Point of Contact” means an individual Voting Member who provides information to the public about the Feng Shui activities in their area, without having any responsibility for holding events themselves, and promotes, as a local spokesperson, the aims and objectives of the Society.
- 2.28 “Postal Vote” means a vote submitted via the post by a Voting Member as set out in paragraph 12 of Appendix A.
- 2.29 “Postal Vote Form” means a form, as amended from time to time by the Executive Committee, used to submit a Postal Vote.
- 2.30 “Proxy” shall have the meaning as set out in paragraph 13 of Appendix A.

- 2.31 “Proxy Notice” shall have the meaning set out at paragraph 13 of Appendix A.
- 2.32 “Regional Group” means a group founded and run by a Regional Organiser, under the name of the Society with a territorial suffix added; administered by Voting Members in accordance with guidelines provided by the Society from time to time, responsible in all respects to the Society.
- 2.33 “Regional Organiser” means an individual Voting Member of the Society who undertakes responsibility for running a Regional Group.
- 2.34 “Secretary” means the Officer who holds the position of secretary of the Society.
- 2.35 “The Society” means The Feng Shui Society, an unincorporated non-profit association inaugurated 9 November 1993 and established by the principles and rules defined in this Constitution, or such other organisation as may be determined from time to time by the Voting Membership.
- 2.36 “Standards Committee” means a committee empowered by the Executive Committee to examine, discuss and report on issues of standards within Feng Shui practice and perception.
- 2.37 “Student” means any natural person who is receiving training in Feng Shui by a Teacher.
- 2.38 “Subscriber” means a non-voting supporter of the Society with an interest in Feng Shui, having no form of membership or professional accreditation conferred or implied by this category. Subscribers may be offered invitations and discounted entry fees to Society events and activities from time to time.
- 2.39 “Teacher” means any Consultant who trains students in Feng Shui and agrees to abide by the terms of the Teachers’ Code.
- 2.40 “Teachers’ Code” means the Code of Conduct and Ethics for Teachers, as amended from time to time by the Executive Committee.
- 2.41 “Treasurer” means the Officer who holds the position of treasurer of the Society.
- 2.42 “Voting Member” and “the Voting Membership” mean Accredited Consultant(s) (FSSA) or International Affiliate Consultant(s) (IAFSS), both entitled to vote at AGMs, EGMs and General Meetings.

3. ACTIVITIES

The activities of the Society may include any of the following, at the discretion of and with the approval of the Executive Committee:

- 3.1 To provide forums and events for the discussion, sharing, evaluation and education on the principles and concepts of Feng Shui and related subjects to Society members, Subscribers, guests, the general public and the media.
- 3.2 Organise, facilitate, approve and accredit educational courses and events in Feng Shui and related philosophies.

- 3.3 Provide a reference library facility for members offering Feng Shui and related study material including books, videos, audio tapes, etc. and to sell copies of such material.
- 3.4 Purchase, lease, hire or otherwise acquire any property and equipment required for implementing the Society's objectives and to define regulations for the use and disposal of such assets.
- 3.5 Subject to such consents as are required by law, to raise, borrow, lend or invest money or accept gifts on such terms and security as shall be deemed necessary, for the purpose of implementing the Society's objectives.
- 3.6 Hold AGMs, EGMs and/or General Meetings for the assessment, approval and/or change of Society objectives, policies, activities, performance and management structure. The rules for organising and holding such meetings are given in Appendix A.
- 3.7 Establish and support special interest groups as may be proposed from time to time and approved by the Executive Committee.
- 3.8 Establish and support Regional Groups and Points of Contact as may be proposed.
- 3.9 Conduct other lawful activities as are incidental or conducive to the attainment of the Society's objectives.
- 3.10 Support a Standards Committee to accredit or approve courses and events intended to provide education in Feng Shui leading to professional practice in this field and maintain standards of practice and codes of conduct among Accredited Consultants and International Affiliate Consultants of the Society and discipline those found to be in breach.
- 3.12 Publish a newsletter, journal or other material from time to time for distribution to members and subscribers of the Society and, as appropriate, to the public.
- 3.13 Publish and maintain a website for general public and restricted Voting Members access.

4. ORGANISATIONAL STRUCTURE

- 4.1 The Society shall have the following Officers – Chairman, Treasurer, and Secretary. Management of the Society's affairs shall be the responsibility of an Executive Committee, composed of the Officers and up to seven Executives and Non-Voting Executives.
- 4.2 The nomination and election process for the Executive Committee occurs annually and as set out in Appendix B.
- 4.3 Members of the Executive Committee shall volunteer their time and skills to their respective roles, but reasonable out of pocket expenses, agreed in advance by the Executive Committee, shall be reimbursed by the Society and privileged access to courses or events may be awarded. The Executive Committee shall have discretion to pay fees to any person whose special professional skills may be commissioned and to contribute towards the costs incurred by any Voting Member or other person in attending its meetings.

- 4.4 The Executive Committee shall convene regularly, but at least six times per year, to review the status of each area of activity, deal with Voting Members' issues, and to specify, plan and allocate actions for the following period.
- 4.5 Procedures and rules for establishing an Executive Committee quorum and for the efficient processing of business at their meetings are set out in Appendix D.

5. MEMBERSHIP

- 5.1 Subject to clause 5.5, one becomes a Voting Member of the Society automatically upon becoming an Accredited Consultant or an International Affiliate Consultant. 'Friends of Feng Shui', with non voting rights, are able and welcome to join the Society, subject to the approval of the Executive Committee
- 5.2 The Voting Members shall set membership fees at each Annual General Meeting and the Executive Committee may suspend or terminate at its discretion at any time the membership of any Voting Member who fails to pay such fees.
- 5.3 Any Voting Member, other than an Officer, may resign their membership of the Society by giving the membership secretary seven days notice in writing to that effect and the refund of any membership fee for the remainder of the year shall be at the discretion of the Executive Committee.
- 5.4 Voting Members' membership of the Society shall be renewed on a yearly basis upon payment by the Voting Members to the Society of the applicable renewal fees for that year;
- 5.5 The Executive Committee reserves the right at all times to decline to accept an application or renewal of membership of a Voting Member.
- 5.6 Where the Executive Committee is of the opinion that a Voting Member of the Society has failed or refused to comply with any of the provisions of this Constitution, the Code, or any other conditions of membership, or has persistently, wilfully or irresponsibly acted in a manner prejudicial to the best interests of the Society, the Executive Committee may expel or suspend that person from membership of the Society at its discretion. Refund of any membership fee for the remainder of the year will be at the discretion of the Executive Committee. Before considering whether to exercise its discretion under this paragraph, the Executive Committee must;
- (i) Give the Voting Member at least 14 days' written notice of its intention to do so;
 - (ii) At the same time, notify the Voting Member of the precise grounds upon which it is proposing to do so and invite the Voting Member to submit written representations to the Executive Committee within 7 days; and
 - (iii) If the Voting Member so requests, permit him or her to make oral representations to the Executive committee immediately prior to the meeting at which the Executive Committee considers exercising its discretion
- 5.7 Where the Executive Committee is of the opinion that any Officer, Executive or Non-Voting Executive has failed or refused to comply with any of the provisions of this Constitution or the conditions of the Executives' Code, or has persistently, wilfully or irresponsibly acted in a manner prejudicial to the best interests of the Society, the Executive Committee may resolve by a majority vote to expel or suspend that person from membership of the Executive Committee and the Society, at its discretion.

5.8 Further categories of membership, such as that of a Life Fellow, are within the gift of the Society and are to be awarded by resolution at the discretion of the Executive Committee.

6. FINANCIAL CONTROL

6.1 The Society shall receive contributions from the Voting Membership, Subscribers and others by way of subscriptions or otherwise and from other activities in support of the Society's objectives, as may be approved by the Executive Committee from time to time.

6.2 All money received by the Society shall be used to cover its running costs, any surplus being applied to advancing the aims and objectives of the Society, as deemed appropriate by the Executive Committee from time to time.

6.3 The Treasurer shall keep proper account of all income and expenditure and arrange for such books of account to be examined by an independent accountant each year. Such examination to ensure that:-

1. Any expenditure is in accordance with the stated Aims and Objects of the Society
2. The constitution and various codes of practice have been adhered to in terms of the processes involved, in particular that bank payments are authorised by two officers in accordance with the constitution.
3. Any capital or unusual expenditure has been duly authorised by a minute of the Executive Committee
4. All expenditure is covered by a Receipt or Invoice detailing the goods or services supplied
5. All tangible and non-tangible assets be verified.

And that any material failure in any of these examinations should be reported individually to all of the executive committee and to all Life Fellows of the Society. The accounts shall be submitted to all Voting Members in the Annual Report and accepted or rejected by the Voting Members at the Annual General Meeting.

6.4 The financial year of the Society shall end on the 31st October in each year (the "Financial Year") to which date the accounts of the Society shall be finalised.

6.5 The Executive Committee shall have the power to open such bank accounts as it deems necessary. All cheques shall require two signatures of the Treasurer, Chair and Secretary. All cheques shall be written out fully, with the name of the payee and the amount, before signature.

6.6 Each Regional Group shall have a bank account set up in its own name. All cheques shall require two signatures of the Regional Organiser, treasurer and secretary of that region. All cheques shall be written out fully, with the name of the payee and the amount, before signature. All regional receipts and payments must pass through the regional bank accounts and be properly recorded.

6.7 All amounts for payment shall be given to the Treasurer with receipts attached.

6.8 The Treasurer shall prepare a budget for the Society's activities for the following year. The budget shall be approved by the Executive Committee and presented to all Voting Members in the Annual Report.

6.9 The Treasurer shall track Society income and expenses against the current approved budget and report the status at each Executive Committee meeting, as required. The Treasurer shall ensure that the annual budgets are not exceeded except in

exceptional circumstances where prior approval is given by the Executive Committee.

7. AMENDMENTS TO THE CONSTITUTION

- 7.1 The rules in this Constitution may only be amended by a resolution of the Voting Members at any AGM or General Meeting, provided that the resolution has been sent to each Voting Member at least 21 days before the AGM or General Meeting.
- 7.2 All amendments to the Constitution require a majority vote at an AGM or General Meeting, such majority including votes by Proxies, Postal Votes and Electronic Votes.

8. DISSOLUTION

- 8.1 If the Executive Committee, by a two-thirds majority, decides at any time that, on the grounds of expense or otherwise, it is necessary or advisable to dissolve the Society, it shall call a General Meeting stating the terms of the resolution and giving at least 21 days notice.
- 8.2 If the resolution to dissolve the Society is approved by a two-thirds majority of those Voting Members present at the General Meeting, the Executive Committee shall have the power to wind-up the Society.
- 8.3 If, upon winding-up the Society, there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall be given or transferred to some other charitable institution or institutions or non-profit associations at the discretion of the Executive Committee.

9. NOTICES

- 9.1 Any notice may be served by the Secretary on any Voting Member or Subscriber either personally or by courier, by post or electronically, addressed to that Voting Member or Subscriber at his or her last known address and any notice so sent shall be deemed to have been received within seven days of despatch.

10. INTERPRETATION

- 10.1 For the interpretation of this Constitution, the Interpretation Act 1978 shall apply as it applies to the interpretation of an Act of Parliament.
- 10.2 The Appendices form part of this Constitution.
- 10.3 This Constitution and any disputes or claims arising out of or in connection with its subject matter or formation are governed by and construed in accordance with the laws of England.

APPENDICES

APPENDIX A - CONDUCT OF GENERAL MEETINGS

1. An Annual General Meeting of the Society shall be held during each Financial Year of the Society (not being more than 15 months after the holding of the preceding Annual General Meeting) for the purposes of:
 - a) providing a forum for Voting Members to comment on and discuss the Annual Report and to vote for any recommended changes in policies, activities, management structure or other matters relating to the conduct of the Society's activities;
 - b) electing the Executive Committee of the Society for the ensuing year; and
 - c) appointing an Examining Accountant
2. An Annual Report shall be prepared by the Officers and distributed to all Voting Members at least 21 days before the date of the Annual General Meeting. The Annual Report shall contain at least the following sections:
 - a) A summary of the year's activities and events.
 - b) A summary of the status of the Voting Membership.
 - c) Balance sheet and statement of accounts.
 - d) Budget for the following year.
 - e) Any recommendations by the Executive Committee for changes to the Society's Constitution.
 - f) Baseline plans for the following year's activities and events.
 - g) An invitation to the Annual General Meeting giving the date, place and time.
 - h) A list of Executive Committee nominees.
 - i) An Electronic Vote Form and a Postal Vote Form.
3. Additional General Meetings may be called as considered necessary by the Executive Committee and their agendas shall be made at the discretion of the Executive Committee with notice being provided to all Voting Members at least 10 days before any such General Meeting.
4. An Extraordinary General Meeting of the Society should be held within 28 days if requested by at least 10% of the total number of Voting Members, who shall have addressed such request in writing to the Secretary.
5. Each Voting Member shall give seven clear days written notice, by post or email, to the Secretary before the date of any AGM, EGM or General Meeting, of any motion or amendment of any motion that he or she seeks to propose at such a meeting.
6. No business shall be transacted at any AGM, EGM or General Meeting unless a quorum is present, and a quorum shall consist of at least 10% of the Voting Members at the time of such a meeting, including any Proxies, as identified on qualifying Proxy Notices.
7. The Chairman shall take the Chair at all AGMs, EGMs and General meetings unless unable or unwilling to do so. In this case, the Treasurer or Secretary shall take the chair as agreed by those present at the meeting.
8. All decisions and resolutions of Voting Members at AGMs, EGMs and General Meetings shall be put to a vote of the Voting Members, to be decided by a majority on a show of hands of those Voting Members and Proxies in attendance, as well as all Electronic Votes and Postal Votes.

9. The Chairman of any AGM, EGM or General Meeting shall not have a vote on any issue except in the case of an equality of voting, in which case he or she shall have a casting vote.
10. The chairman of any AGM, EGM or General Meeting, with the consent of the majority of those Voting Members present at the meeting, shall have the power to adjourn the meeting.
11. Minutes of all AGMs, EGMs and General Meetings shall be kept by the Secretary and shall be available for inspection or distributed as necessary, to all Voting Members.
12. A Voting Member wishing to vote on a motion at an AGM, EGM or General Meeting at which he or she will not be present, may submit a notice in writing, either by email (via an Electronic Vote Form) or post (via a Postal Vote Form), to the Secretary or another Officer, identifying their vote and signed by the said Voting Member, provided that such Electronic Vote or Postal Vote is in the hands of the chairman at the start of the meeting.
13. A Voting Member wishing to vote on a motion at an AGM, EGM or General Meeting at which he or she will not be present may appoint a proxy ("Proxy"), being another Voting Member, to attend the meeting and vote on their behalf by submitting a notice ("Proxy Notice") in writing, by email or post and in any form they wish, to the Secretary or another Officer, signed by the said Voting Member and identifying the Proxy, such Proxy only being allowed to vote in place of the absent Voting Member if the Proxy Notice is in the hands of the chairman at the start of the meeting.

APPENDIX B – EXECUTIVE COMMITTEE ELECTION PROCESS

The annual process for electing a new Executive Committee shall be as follows:

1. At some time after the Financial Year end, a Nomination Form is distributed to each Voting Member. This form must clearly state the Nomination Deadline Date and the date by which the nomination ballot list will be sent.
2. Nomination Forms must be received by the Voting Members at least 21 days before the Nomination Deadline Date. A Voting Member wishing to stand for election must be nominated by another Voting Member.
3. No nominations can be accepted after the Nomination Deadline Date.
4. Completed and returned Nomination Forms are passed to the person acting as membership secretary or returning officer.
5. The membership secretary or returning officer draws up a list of Nominees to be published within the Annual Report.
6. Non Voting Executives to be elected to the Executive Committee shall be nominated by at least a two-thirds majority vote of the Executive Committee and shall be included in the list of Nominees;
7. Any Officers or Executives co-opted onto the Executive Committee since the last AGM shall be included in the list of Nominees;

8. A Postal Vote Form and Electronic Vote Form for completion by Voting Members who are unable to attend the AGM are included with the Annual Report. Voting Members unable to attend may also send a Proxy Notice to the Society by following the procedure as set out in paragraph 13 of Appendix A. Returned Postal Vote Forms, Electronic Vote Forms and Proxy Notices are passed into the hands of the Chairman at the start of the AGM.
9. Nominees may be invited, as guests, to at least one Executive Committee meeting prior to the AGM at the discretion of the Executive Committee.
10. All Nominees are issued with the Executives' Code.
11. At the AGM, a vote is taken, which, if passed, elects the new Nominees to the Executive Committee.
12. Nominees may withdraw their nomination at any point up before the AGM at which they are to be elected.
13. The business of the Executive Committee shall not be invalidated by any failure to elect, or any defect in the election, appointment, co-option or qualification of any Voting Member or Non-Voting Member.

APPENDIX C – EXECUTIVE COMMITTEE STRUCTURE

1. The Executive Committee shall consist of three Officers: the Chairman, Treasurer and Secretary, and a maximum of five Executives and Non-Voting Executives. Officers and Executives are entitled to vote at Executive meetings, with the exception of the Chairman who is only entitled to vote on any issue in the event of an equality of votes, when he or she shall have a casting vote. Non-Voting Executives shall not be allowed to vote at Executive Meetings unless authorised to do under the procedure in paragraph 2 of this Appendix C.
2. In addition, the Executive Committee, at any time, may co-opt, by not less than a two-thirds majority vote, further members of its committee, being Voting Members or other persons, who shall serve at the discretion of the Executive Committee as Non-Voting Executives. Co-opted Voting Members shall be entitled to vote at meetings of the Executive Committee (and shall not lose the right to vote at AGMs, EGMs or General Meetings), whereas co-opted other persons shall serve as Non-Voting Executives and shall only be entitled to vote at meetings of the Executive Committee if approved to do so by the Executive Committee at the time of co-option.
3. The Officers of the Society shall be ex-officio members of the Executive Committee and of any other committees or panels. The Officers, Executives and Non-Voting Executives shall hold office until the conclusion of the Annual General Meeting held next after their election.
4. The Executive Committee may appoint such special or standing committees and panels at its discretion and shall determine their terms of reference, delegated powers, duration and composition. All acts and proceedings of such committees shall be reported back to the Executive Committee as soon as possible. Such committees shall abide by the Executives' Code.
5. Any member of the Executive Committee failing to attend regularly without the prior approval of the Chairman shall be required to resign from the Executive Committee if

so requested by a majority vote of the Executive Committee. Absence from six meetings without prior consent shall lead to automatic resignation.

6. Administrative functions and Executive Committee responsibilities are separate and are detailed in Society documents that do not form part of this Constitution.
7. All co-opted Officers and Executives hold acting positions until formal election at the first AGM or General Meeting following their co-option.

APPENDIX D - CONDUCT OF THE EXECUTIVE COMMITTEE

1. The Executive Committee shall have the power to co-opt further members of the Executive Committee as shall at any time be necessary to fill casual vacancies, and shall have the power to appoint and dissolve sub-committees as it shall consider necessary. Members of sub-committees shall abide by the Executives' Code and shall be chosen by votes of the Executive Committee from either Voting Members or, at the discretion of the Executive Committee, any other persons who may volunteer for election to that sub-committee.
2. By no less than a two-thirds majority vote, the Executive Committee may appoint a Deputy for any Executive Committee member. The Deputies may be other members of the Executive Committee or other Voting Members of the Society, and must be fully acquainted with the workings of the Executive Committee and its activities. Deputies may attend Executive Committee meetings with their corresponding Executive Committee member, but in this case, shall not have a vote.
3. Should any Executive Committee member be unable to attend a meeting of the Executive Committee, such Executive Committee member may be replaced by their Deputy (if applicable), who shall assume all the responsibilities, obligations and voting rights of the absent Executive Committee member at such meetings.
4. Officers, Executives, Non-Voting Executives and, when applicable, Life Fellows shall be required to abide by the terms of the Executives' Code, which is based upon the Constitution and incorporates the Code.
5. Each Executive Committee member is responsible for the efficient and timely performance of the position he or she holds.
6. The Executive Committee shall meet at such intervals as they may from time-to-time determine, but at least six times per year. Each Officer shall be represented at these meetings, either in person, by a written report or by a Deputy.
7. No business shall be transacted at any meeting of the Executive Committee unless a quorum is present. A quorum shall consist of one-third of the current Executive Committee members at any time, including at least the Chairman or Treasurer or Secretary.
8. The Chairman shall take the chair at each meeting, but if he or she shall not be present within fifteen minutes of the time appointed for the meeting, or if he or she desires not to chair the meeting, then the chair shall be taken at the discretion of those present at the meeting.

9. All decisions and resolutions of the Executive Committee at their meetings shall be put to a vote of all those in attendance to be decided by a majority on a show of hands (except as stated otherwise in this Constitution).
10. The chairman of each Executive Committee meeting shall not vote on any issue except that, in the case of an equality of votes, he or she shall have a casting vote.
11. The minutes of each Executive Committee meeting, and of any sub-committee thereof, shall be kept by the Secretary. The minutes shall contain, as a minimum:
 - the date, time, place and agenda of the next meeting;
 - a list of attendees and written submissions;
 - a list of the topics discussed and decisions made; and
 - any action items defined, with the specified actionees and required completion dates.
12. The Executive Committee may appoint and fix the remuneration of all such staff as in their opinion may be necessary, subject to the majority approval of the Voting Membership at a properly constituted General Meeting.
13. The Executive Committee shall have sole responsibility for amending, from time to time, the contents of the Code, the Teachers' Code and the Disciplinary Procedure.

The foregoing Constitution was adopted by the voting membership of the Society at the EGN held in London on 29th October 2011 (to be ratified)

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