

# **BATH NATURAL HISTORY SOCIETY**

## **CONSTITUTION**

Adopted at the AGM on the seventeenth of January 2004, amended at the EGM on the sixteenth of November 2004 and the AGMs on the ninth of January 2010 and the fifth January 2013.

### **NAME**

1. The Society shall be called the Bath Natural History Society.

### **ADMINISTRATION**

2. Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by members of its Executive Committee, to be called 'the Council' constituted by Clause 7 of this constitution.

### **OBJECTS**

3. The objects of this Society shall be for the benefit of the public and to advance education by all or any of the following:
  - 3.1. To promote interest in all aspects of natural history and in the activities of the Society.
  - 3.2. To promote the study, conservation and recording of the fauna and flora of the Bath area
  - 3.3. To liaise with other natural history societies and conservation bodies
  - 3.4. To publish an annual magazine, which shall be free to members, except those whose annual subscriptions are in arrears.

### **POWERS**

4. In furtherance of the objects but not otherwise the Council may exercise the following powers:
  - 4.1. Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them.
  - 4.2. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
  - 4.3. Power to do all such other lawful things as are necessary for the achievement of the objects.
  - 4.4. Power to raise funds and to invite and receive contributions provided that in raising funds the Council shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
  - 4.5. Power to insure the Council and volunteers against the costs of a successful defence to a criminal prosecution brought against them as Charity Trustees or volunteers, or against personal liability incurred in respect of any act or omission which is, or is alleged to be, a breach of trust or breach of duty, unless the Trustee or volunteer concerned knew that, or was reckless as to whether the act or omission was a breach of trust or breach of duty.

## **MEMBERSHIP**

5.1. Membership of the Society shall be open to:

- a) Individuals who are interested in furthering the work of the Society and who have paid any annual subscription laid down from time to time by the Council
  - b) Any body corporate or unincorporated association which is interested in furthering the Society's work and has paid any annual subscription (any such body being called in this constitution a 'member organisation')
- 5.2. The Society shall have the following categories of membership - Ordinary (Single), Ordinary (double – that is at the same address) Student (in full time education or under the age of 18), Corporate and Honorary. Distinguished scientists or special benefactors may be elected by the Council to be Honorary Members and shall be entitled to the privileges of an Ordinary Member.
- 5.3. Every member, except any under the age of 18, shall have one vote. Members under 18 shall not be eligible to vote or be elected to Council
- 5.4. Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Society, and may appoint an alternate to replace its appointed representative at any meeting of the Society if the appointed representative is unable to attend.
- 5.5. Each member organisation shall notify the name of the representative appointed by it and of any alternate to the Secretary. If the representative or alternate resigns from or otherwise leaves the member organisation he or she shall forthwith cease to be the representative of the member organisation.
- 5.6. The annual subscription, and any other charges, and categories of membership shall be determined by the Council on the advice of the Treasurer, notified to members in the September Notes and Notices, and shall apply from 1 January. A member organisation shall pay twice the annual subscription of a Single Ordinary Member. Members joining after 1 July shall pay half the subscription for the current year.
- 5.7. No member shall be entitled to any of the privileges of the Society whose subscription is three months in arrears, at which time it will be deemed that his or her membership has ceased.
- 5.8. The Council may unanimously and for good reason terminate the membership of any individual or member organisation, provided that the individual or the appointed representative of the member organisation concerned (as the case maybe) shall have the right to be heard by the Council, accompanied by a friend, before a final decision is made.
- 5.9. Visitors shall be welcome at all meetings, except that they shall not be eligible to vote, stand for election to the Council or receive copies of the magazine.

## **HONORARY OFFICERS**

6. At the Annual General Meeting of the Society, the members shall elect from amongst themselves a Chairman (the President), Deputy Chairman (the Deputy President) a Secretary (the General Secretary) and a Treasurer, who shall hold office from the conclusion of that meeting.

## **EXECUTIVE COMMITTEE**

- 7.1. The Executive Committee, (the Council) shall consist of 12 members, comprising:
- a. 4 Honorary Officers specified in the preceding clause, up to two of whom may serve simultaneously as Executive Officers
  - b. 4 Executive Officers (Membership Secretary, Publications and publicity Co-ordinator, Programme and Education Co-ordinator, and Field and Conservation Co-ordinator) who may be appointed from within Council or co-opted by Council from Society membership.
  - c. Not less than 4 and not more than 6 ordinary Council Members, without a role as Honorary or Executive Officers, elected at the Annual General Meeting.
- 7.2. The Council may appoint not more than 2 co-opted members to fill any short-term vacancies or undertake any specific tasks that arise, but no longer than to the next Annual General Meeting.
- 7.3. All members of the Council shall retire at the Annual General Meeting coincident with the end of their allotted term of office, but may be eligible for re-election or re-appointment. Terms of office are as follows:
- a. The President shall be elected for a term of 3 years and will be eligible for immediate re-election for not more than a further 3 years
  - b. The Deputy President shall be elected for a term of 1 year and will be eligible for annual re-election for up to 5 further years
  - c. The General Secretary, Treasurer, Membership Secretary and Publications and Publicity Co-ordinator shall be elected for a term of 3 years and will be eligible for re-election for further terms of 3 years.
  - d. The Field and Conservation Co-ordinator and Programme and Education Co-ordinator shall be elected for a term of 3 years and will be eligible for immediate re-election for not more than a further 3 years.
  - e. Ordinary members of Council shall be elected for a term of 3 years and will be eligible for immediate re-election for not more than a further 3 years.
- 7.4. The proceedings of the Council shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member
- 7.5. Nobody shall be appointed as a member of the Council who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- 7.6. No person shall be entitled to act as a member of the Council whether on a first or on any subsequent entry into office until after signing in the minute book of the Council, a declaration of acceptance and of willingness to act in the trusts of the Society.

## **DETERMINATION OF MEMBERSHIP OF COUNCIL**

8. A member of the Council shall cease to hold office if he or she:
  - 8.1. is disqualified from acting as a member of the Council by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
  - 8.2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs
  - 8.3. is absent without the permission of the Council from all their meetings held within a period of six months and the Council resolve that his or her office be vacated
  - 8.4. notifies to the Council a wish to resign (but only if at least three members of the Council remain in office when the notice of resignation is to take effect).

## **COUNCIL MEMBERS NOT TO BE PERSONALLY INTERESTED**

9. No member of the Council shall acquire any interest in property belonging to the Society (otherwise than as a Trustee of the Society) or receive remuneration or be interested (otherwise than as a member of the Council) in any contract entered into by the Council.

## **MEETINGS AND PROCEEDINGS OF THE COUNCIL**

- 10.1 The Council shall hold at least four meetings each year. A special meeting may be called at any time by the Chairman or by any two members of the Council upon not less than 4 days' notice being given to the other members of the Council of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given
- 10.2 The President shall act as Chairman at meetings of the Council. If the Chairman is absent from any meeting, the Deputy President, or, in the latter's absence, another member of Council present shall be appointed Chairman of the meeting before any other business is transacted.
- 10.3 There shall be a quorum when at least one third of the number of members of the Council for the time being or three members of the Council, whichever is the greater, are present at the meeting.
- 10.4 Every matter shall be determined by a majority of votes of the members of the Council present and voting on the question but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- 10.5 The Council shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Council and any sub-committee.
- 10.6 The Council may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 10.7 The Council may appoint one or more sub-committees comprising no more than 6 members of the Society, including at least 3 members of Council, for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Council.

## **RECEIPTS AND EXPENDITURE**

- 11.1 The funds of the Society, including all donations, contributions and bequests, shall be paid into an account operated by the Council in the name of the Society at such bank as the Council shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Council.
- 11.2 The funds belonging to the Society shall be applied only in furthering the objects.

## **PROPERTY**

- 12.1 Subject to the provisions of sub-clause 12.2 of this clause, the Council shall cause the title to:

- a) all land held by or in trust for the Society which is not vested in the Official Custodian for Charities, and
- b) all investments held by or on behalf of the Society;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Council at their pleasure and shall act in accordance with the lawful directions of the Council. Providing they act only in accordance with the lawful directions of the Council, the holding trustees shall not be liable for the acts and defaults of its members

- 12.2 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Society, the Council may permit any investments held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Council and may pay such a nominee reasonable and proper remuneration for acting as such.

## **ACCOUNTS**

- 13 The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- 13.1. the keeping of accounting records for the Society
- 13.2. the preparation of annual statements of account for the Society
- 13.3. the auditing or independent examination of the statements of account of the Society and
- 13.4. the transmission of the statements of account of the Society to the Commission

## **ANNUAL REPORT**

14. The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of the Act) with regard to the preparation of an annual report and its transmission to the Commission.

## **ANNUAL RETURN**

- 15 The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of the Act) with regard to the preparation of an annual return and its transmission to the Commission.

## **ANNUAL GENERAL MEETING**

- 16.1 There shall be an Annual General Meeting of the Society which shall be held in the month of January in each year or as soon as practicable thereafter.
- 16.2 Every Annual General Meeting shall be called by the Council. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Society. All members of the Society shall be entitled to attend and, if aged 18, or over, vote at the meeting.
- 16.3 The President shall be the Chairman, but if he or she is not present, before any other business is transacted, the persons present shall appoint a Chairman of the meeting, who shall normally be the Deputy President or, in the latter's absence, another Council member.
- 16.4 The Council shall present to each Annual General Meeting the report and accounts of the Society for the preceding year.
- 16.5 Nominations for election to the Council must be made by members of the Society in writing and must be in the hands of the Secretary of the Council at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

## **SPECIAL GENERAL MEETINGS**

- 17 The Council may call a special general meeting of the Society at any time. If at least ten members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

## **PROCEDURE AT GENERAL MEETINGS**

- 18.1 The Secretary or other person specially appointed by the Council shall keep a full record of proceedings at every general meeting of the Society
- 18.2 There shall be a quorum when at least one tenth of the number of members of the Society for the time being or ten members of the Society, whichever is the greater, are present at any general meeting.

## **NOTICES**

- 19 Any notice required to be served on any member of the Society shall be in writing and shall be served by the Secretary or the Council on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

## **ALTERATIONS TO THE CONSTITUTION**

- 20.1 Subject to the following provisions of this clause the constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- 20.2 No amendment may be made to Clause 1, Clause 3, Clause 9, Clause 21 or this clause without the prior consent in writing of the commissioners
- 20.3 No amendments may be made which would have the effect of making the Society cease to be a charity at law.

20.4 The Council should promptly send to the Commission a copy of any amendment made under this clause.

## **DISSOLUTION**

21. If the Council decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Council shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Commission.