

## **SURREY BIRD CLUB: The Constitution**

*Showing amendments proposed to be adopted at the 2021 Annual General Meeting*

*Deleted text indicated by ~~strikeout~~*

*New text indicated by double underlining*

*A simpler numbering style has been adopted but for clarity the original rule numbers are not shown nor any minor punctuation changes.*

### **1. Name**

The name of the Club is the Surrey Bird Club (referred to as 'the Club' in the rest of this document). The Club is a registered charity, No 248285.

### **2. Objects of the Club**

The objects of the Club are:

- (a) To advance public education in the birds of the County and the Vice County of Surrey (referred to in this document as "the County")
- (b) To promote and, with others, participate in ornithological studies in the County
- (c) To support and encourage the preservation and conservation of birds and places of ornithological interest in the County
- (d) To publish an annual report about the birds of the Vice-County (the Surrey Bird Report).
- (e) To publish, from time to time, a book on the birds of the County.

### **3. Governance**

#### **3.1 President, Vice Presidents and Officers**

- (a) The President of the Club shall be elected at an Annual General Meeting, shall hold office for three years, and may stand for re-election.
- (b) Vice-Presidents shall be elected at Annual General Meetings and shall hold office for life.
- (c) The Officers of the Club shall be the Chairman, the Treasurer, the General Secretary, the Membership Secretary, the Report Editor and the County Recorder. All Officers are Trustees of the Club, and shall act in accordance with charities legislation and guidance issued by the Charity Commission.
- (d) Officers and ordinary members of the General Committee shall be elected each year at the Annual General Meeting.

#### **3.2 Committees**

- (a) The Club shall be administered by a General Committee, which shall have regard to the Objects of the Club, its status as a charity and the wishes of members as expressed at General Meetings.
- (b) Records of rare or unusual species shall be considered by a Records Committee in order to validate them for subsequent publication in the Surrey Bird Report.
- (c) The General Committee shall have powers to appoint such other sub-committees as it deems appropriate and to delegate any of its powers to a sub-committee should it consider that appropriate. All sub-committees will report their proceedings to the General Committee and act in accordance with any directions given by the General Committee.

## 4. The General Committee

### 4.1 Structure and organisation

- (a) The General Committee shall consist of the Officers of the Club, together with up to nine ordinary members, who may hold functional appointments.
- (b) In the absence of the Chairman at a General Committee meeting, any other member elected at that meeting for that purpose shall take the chair.
- (c) All matters put to the vote shall be decided by a simple majority of those present and voting. In the event of a tie, the chair of the meeting shall have the casting vote.
- (d) The quorum for a General Committee meeting shall be five.
- (e) The General Committee shall meet at least four times a year
- (f) The General Secretary shall give at least 10 days' ~~written notice of meetings~~ notice of the date and time of the meeting, and the venue or format of the meeting
- ~~(g) The Committee shall prepare a report for the Annual General Meeting pursuant to Rule 9.a.i~~

### 4.2 Powers

In furtherance of the objects of the Club, the General Committee shall have power to:

- (a) Fill any casual vacancy that may occur with a co-opted member. Whilst holding an appointment as a co-opted committee member, the person will have a vote on any matter before the General Committee.
- (b) Invite a guest or guests to meetings for specific purposes. Such guest will not have a vote on any matter before the General Committee.
- (c) Arrange lectures, indoor meetings and ~~organise~~ field meetings.
- (d) Provide a Newsletter and other publications.
- (e) Raise and maintain funds, receive donations, legacies and other gifts; make appeals and requests for financial assistance.
- ~~(f)~~ Make donations for purposes that are related to the preservation and conservation of birds and places of ornithological interest in the County and incur expenditure which furthers the objects of the Club
- ~~(g)~~ (g) Enter into Gift Aid agreements with members and make appropriate claims for the repayment of tax under such Gift Aid agreements.
- ~~(h)~~ (h) Invest the monies of the Club not immediately required for its purposes
- ~~(i)~~ (i) Determine the format of Meetings in accordance with Rules 9 and 12

## 5. The Records Committee

- (a) The Composition of the Records Committee will be determined by the General Committee, except that it shall include the County Recorder and be subject to ratification at the Annual General Meeting.
- (b) The conduct of the Records Committee and the method of voting shall be determined by the General Committee.
- (c) The Records Committee shall be empowered to invite any person to attend whose expertise may be valuable to the deliberation of the Committee. Such a person will not have a vote at the meeting.
- (d) Membership of the Records Committee, the voting rules and decisions shall be published.
- (e) Material submitted to the Club shall be deemed the property of the Club unless specified otherwise by the originator.

## 6. Membership

### 6.1 Membership categories and entitlements

- (a) Membership categories shall be fixed from time to time as recommended by the General Committee and ratified by the Annual General Meeting.

Membership of the Club may include the following categories;

- i. ~~Honorary Life Members who are created by resolution of the members at a General Meeting.~~
- ii. ~~Ordinary Members~~
- iii. ~~Additional Family Members who are members of the family of an Ordinary Member~~
- iv. ~~Affiliated Members, who are interested bodies. Any meeting sponsored by the Club or by the affiliated body shall be open to members of both.~~
- v. ~~Junior Members~~

- (b) Membership entitlements (including voting rights) shall be fixed from time to time as recommended by the General Committee and ratified by the Annual General Meeting.

Membership entitlements

- i. ~~Honorary Life Members, Ordinary Members and Affiliated Members shall be entitled to receive one copy of all Newsletters and Surrey Bird Reports published during the period of their membership and notices of General Meetings and other matters pertaining to the Club.~~
- ii. ~~Honorary Life Members, Ordinary Members and Additional Family Members shall each be entitled to one vote at General Meetings.~~
- iii. ~~Affiliated Members shall be entitled to one vote and to send one member to General Meetings~~

- (c) Membership of the Club is not transferable to any other person or organisation.

- (d) Any Affiliated Member must give written notice to the Club of the name of its representative from time to time (the nominee). No person shall be entitled to represent the organisation at any meeting until such notice has been received by the Club. The nominee may thereafter continue to represent the organisation until written notice is received by the Club containing the name of the replacement nominee. This procedure may be repeated as often as is necessary.

- (e) Where a Membership Category allows more than one person to be a member (a joint membership) the first person named as a member (the "Named Member") on the application will be deemed to represent that joint membership unless written notice is received by the Club, signed by all the joint members over the age of 18, containing the name of the replacement Named Member. This procedure may be repeated as often as is necessary.

### 6.2 Misconduct

- (a) If any member shall be guilty of misconduct which, in the opinion of the General Committee, is contrary to the interests of the Club or injurious to its reputation, that person shall be liable to expulsion by resolution of an Annual or Special General Meeting provided that, at least seven days before such meeting, he or she shall have notice ~~thereof~~ thereof and of the allegations made against him or her, and of the intended passing of the resolution; and, before the passage of the resolution, have had an opportunity of giving orally or in writing any defence he or she thinks fit. A notice under this rule shall be held to have been duly given ~~if sent by prepaid post to the address of~~

~~the member appearing in the Club's membership records if served in accordance with Rule 13 of this Constitution.~~

- (b) The General Committee shall have power to suspend the membership of a member pending the action described above.

## 7. Subscriptions

- (a) Annual subscriptions shall be fixed from time to time as recommended by the General Committee and ratified by the Annual General Meeting for new members from the date of ratification and for existing members for the following subscription year. Subscriptions ~~and~~ may include reduced rates of subscriptions or free membership for specified categories of membership.
- (b) Subscriptions shall become due annually on ~~the~~ 1st of April and any member whose subscription is three ~~six~~ months in arrears shall be deemed to have ceased his or her membership.
- ~~(c)~~ The General Committee shall have power at its discretion, in any particular case, to waive payment of the whole or any part of any subscription due for a particular subscription year, and any payment so waived shall be deemed for all the purposes of these Rules to have been made in full.
- ~~(d)~~ (d) Any initial subscription paid during January to March inclusive in any year shall be deemed to be valid until ~~the~~ 31st of March of the following year.

## 8. Finance

- (a) The Treasurer shall keep all accounts of the Club and produce a statement for the Annual General Meeting.
- (b) All disbursements shall be authorised by at least two Trustees and shall be consistent with the Objects of the Club.

## 9. Meetings

- 9.1 An Annual General Meeting of the Club shall be held once in every calendar year, with no more than 15 months between meetings, to transact the following business:
- (a) To receive and, if approved, to adopt any report from the General Committee or reports from individual members of the General Committee on the Club's activities for the year ending the preceding 31st of March.
  - (b) To receive and, if approved, to adopt, a statement of the Club's accounts for the financial year ending the preceding 31st of March.
  - (c) To ratify the rates of subscription as recommended by the General Committee for the financial year beginning the following 1st of April.
  - (d) To elect members of the General Committee and, if appropriate, the President, any Vice-Presidents and any Honorary Life Members.
  - (e) To deal with any matter which the General Committee wishes to put to the members.
  - (f) To consider any business raised, or any motion proposed, by members.
- 9.2 A Special General Meeting shall be held by resolution of the General Committee or by written application to the General Secretary by no less than fifteen members of the Club. Such applications shall ~~be in writing and~~ give notice of the business proposed and be given in accordance with Rule 13.

9.3 General Meetings shall be conducted in accordance with the following rules:

- (a) The General Secretary shall give members at least 21 days' notice of the date and time of the meeting, and the venue or format of the meeting, ~~(together with an agenda of the matters to be considered) of at least 21 days.~~
- (b) The Chairman shall preside over the meeting, save for the appointment of the Chairman. In the absence of the Chairman the President shall preside over the meeting but in the absence of the President at a meeting an Officer of the Club elected by the meeting for that purpose shall preside over the election of any Vice-Presidents and the Chairman and the whole meeting in the absence of the Chairman and the President.
- (c) A quorum shall be 12 members. If any General Meeting should be inquorate then, the meeting shall be adjourned and, at the adjourned General Meeting the quorum shall be deemed to be that number attending the adjourned General Meeting.
- (d) Excepting Rule 10 and Rule 11, any matter put to the vote shall be decided by a simple majority of those members present and voting. In the event of a tie, the chair of the meeting shall have the casting vote.
- (e) Nominations for officers and other members of the Committee may be accepted from the floor from any member at an Annual General Meeting, but should preferably be sent to the General Secretary at least 14 days before the meeting.
- (f) Any motion proposed by a member for an Annual General Meeting shall be in writing, signed by the proposer and a second member and submitted to the General Secretary at least 14 days before the date set for the meeting and be submitted in accordance with Rule 13.

## **10. Dissolution**

The Club may be dissolved by a resolution passed by a two-thirds majority of those present and voting at a Special General Meeting convened for the purpose. Such resolution may give instructions for the disposal of any assets held by or in the name of the Club, provided that, if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid or distributed amongst the members of the Club but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all objects of the Club as the General Committee may determine; and, if in so far as effect cannot be given to this provision, then to some other charitable purpose.

## **11. Alteration of Rules**

No alteration shall be made to these rules except by resolution passed by a two-thirds majority of those members present and voting at an Annual General Meeting or a Special General Meeting. At least 21 days' notice of the proposed resolution shall be given to members. No alteration to Rule 2 (Objects), to Rule 10 (Dissolution) or to this Rule shall have effect without the approval in writing of the Charity Commission or other authority having jurisdiction over charitable bodies, and no alteration may be made which would have the effect of causing the Club to cease to be a charity in law.

## **12 Format of Meetings**

- (a) This rule applies to meetings of any type, including General Meetings and meetings of the General Committee or the Records Committee.
- (b) The term "electronic method" means use of an electronic communication system allowing meetings to take place virtually, including the use of telephones and mobile telephones.

- (c) Meetings may lawfully be held by:
  - (i) meeting together in the same physical location ("physical location") or
  - (ii) using an electronic method ("electronic method") or
  - (ii) on paper ("paper") or
  - (iv) by a combination of any of physical location, electronic method or paper  
in each case without all of those participating in the meeting needing to be together in the  
same physical location.
- (d) Any persons participating in a meeting by an electronic method or on paper shall be  
deemed to be present at the meeting.
- (e) Votes may be cast by:
  - (i) attending a location and raising a hand ("hand") or
  - (ii) using an electronic method ("electronic method") or
  - (iii) on paper ("paper")and any persons that submit their votes in advance of any meeting by electronic method  
or on paper shall be deemed to be present at that meeting for the purpose of ascertaining  
whether a quorum is present.

### **13. Notices, Applications and Motions**

- (a) Any notice, application or motion required by this constitution to be given to or by any  
person must be dated and in writing ("original notice").
- (b) Communications by e-mail are to be treated as being in writing and a person's name  
typed or inserted at the foot of an e-mail (or elsewhere within an e-mail and intended to  
represent a signature) is to be treated as a signature.
- (c) Where a communication requires a signature of more than one member, each member  
may sign a separate piece of paper or electronic communication provided that the  
communication refers to the date and name of the sender of the original notice
- (d) The Club may give any notice to a member:
  - (i) personally; or
  - (ii) by sending it by post in a prepaid envelope addressed to the member at the last-  
known address; or
  - (iii) by giving it using e-mail to the member's last-known address.
- (e) In the case of an Ordinary Membership, serving notice on the Named Member by any  
method is deemed to be service upon all the members of that particular Ordinary  
Membership.
- (f) A member who does not register an address (whether postal or electronic) with the Club,  
changes address (whether postal or electronic) without registering the new address with  
the Club or registers a postal address that is not within the United Kingdom shall not be  
entitled to receive any notice from the Club.
- (g) A notice shall be deemed to be given 48 hours after the envelope containing the notice  
was posted or, in the case of an e-mail, one hour after it was sent.
- (h) Confirmation by the sender
  - (i) that a notice contained in an e-mail was sent and that no message of non-  
delivery was received or
  - (ii) that an envelope containing a notice was properly addressed, prepaid and  
posted,shall be conclusive evidence that the notice was given.
- (i) If the office of General Secretary is vacant then any notice required by this Constitution to  
be given
  - (i) by the General Secretary may be given by any member of the General Committee
  - (ii) to the General Secretary may be given instead to any trustee of the Club.
- (j) A member present in person at any meeting of the Club shall be deemed to have  
received notice of the meeting and of the purposes for which it was called.

Updated Rules approved at the Annual General Meeting of the Club on 25th June 2021  
approved at a Club Special General Meeting on Friday 21st September 2012