

SUSSEX ORNITHOLOGICAL SOCIETY

As at 18 July 2020

RULES

(As adopted at the Annual General Meeting 1963 with subsequent amendments and additions)

OBJECTS

1. The Objects of the Society are as follows:-
  - (a) to record and study wild birds in the county of Sussex.
  - (b) to assist in the conservation of the wild birds of Great Britain.
  - (c) to encourage by the use of films, books, meetings, outings and other means
    - (i) the study of birds in the field and ornithological science generally, and
    - (ii) the education of its members and the general public in ornithological science and the need for protection of wild birds and their habitats.

MEMBERSHIP

2. The members of the Society shall be such persons as shall have paid their subscriptions for the year (as determined in accordance with these Rules) before the Annual General Meeting, or shall pay the same, or any balance thereof, within one month after the said meeting, together with such other persons as shall apply for membership. The Secretary, or some other person appointed by the Council, shall maintain a register of members, distinguishing between those under 18 years of age and ordinary members, and delete from it the name of any member who dies or resigns or forfeits membership under the provision of these Rules.
3. Members under the age of 16 shall be entitled to all the privileges of ordinary members, except they shall not be entitled to vote at general meetings, to serve on the Council or to nominate any person for, or hold, any office.
4.
  - (i) Council may at its absolute discretion reject any application for membership and need not give its reason for such decision to any person
  - (ii) If, in the opinion of Council, any member may have acted in a manner prejudicial to the interests or good name of the Society, or have breached Rule 8 below, a letter shall be sent by first class mail to that member at the last address recorded in the register of members mentioned above stating the nature of the alleged misconduct and informing the member of his right to make representation concerning his membership in writing or orally to a meeting of Council arranged to take place at least twenty-eight days after such letter is posted. Having considered any such representations or should none be made before or at the said meeting Council shall have the power to deprive such member of his membership.
5. An applicant for membership shall pay his initial subscription with his application (to be refunded in the case of non-election) and all other subscriptions shall be payable on 1<sup>st</sup> January in each year. Any member whose subscription is three months in arrears shall cease, until payment thereof, to enjoy any of the privileges of membership (including the right to vote) and, if his subscription shall not be paid during the ensuing six months, his name shall be deleted from the register of members; provided that the Council shall have power at its discretion in any particular case to waive payment of the whole or any part of any subscription, and any payment so waived shall be deemed for all the purposes of these Rules to have been made in full.
6.
  - (i) The subscriptions payable to the Society shall be as follows:

- (a) for ordinary members the annual sum of £14;
  - (b) for members age 20 and under the annual sum of £4.50;
  - (c) for life members one payment of £200;
  - (d) for joint life members, being two persons living at the same address, one payment of £250;
  - (e) for joint/family ordinary members, being two persons living at the same address, £17.
- (ii) The Council shall have the power to fix special rates of subscription in respect of:
- (a) persons receiving full-time education;
  - (b) persons in receipt of a State retirement pension.
- (iii) The Council have the power to decide whether the payment of the first subscription by a person applying for membership on or after the 1<sup>st</sup> of July, or on or after such other later date as the Council may decide, shall count as payment of the subscription for the following year.
- (iv) In respect of a joint/family membership or joint life membership only one copy of each Notice of General Meeting, Bird Report and Newsletter shall be supplied
7. Every member who in any year pays the full subscription (or such reduced subscription as shall by direction of the Council under Rule 6 (ii) qualify the member paying it for the privilege conferred by this Rule) shall receive a free copy of the Sussex Bird Report compiled that year.
8. Every member shall observe the general laws concerning the protection of birds and shall not disclose any information which may to his knowledge tend to result in a breach of those laws.
- 8A Any Officer, Member of Council or ordinary member who is representing the Society should respect the confidentiality of personal data and other information which may become known to him/her while acting on the Society's behalf.

#### COUNCIL OF MANAGEMENT AND OFFICERS

- 9 (a) The entire business of the Society shall (except as otherwise provided by these Rules) be managed by a council consisting of the Honorary Officers and not less than three nor more than six other members of the Society. All Honorary Officers and Members of the Council shall be elected at the Annual General Meeting and shall hold office until the next following Annual General Meeting.
- (b) Provided always:
- (i) that any person (except the President) who has held the office of an Honorary Officer for five consecutive periods each running from one Annual General Meeting to the next Annual General Meeting shall not be eligible for re-election to that Honorary Office or as a member of the Council at the Annual General Meeting at which the last of such five periods comes to an end; or for appointment by the Council under Rule 18 at any time until after the Annual General Meeting next following the Annual General Meeting last referred to; subject to the provisions of the following two subparagraphs:

(ii) any person who has served on Council for ten such consecutive periods shall not be eligible for re-election to the Council at the Annual General Meeting at which the last of such ten periods comes to an end;

(iii) should it not be possible to identify a suitable replacement candidate acceptable to Council to hold an Honorary Office, Council may, should the incumbent be willing, accept a proposal to reappoint that individual until such time as the position can be filled by a suitable replacement. At that time the incumbent will step down and the replacement will be co-opted onto Council until the next Annual General Meeting at which that individual will be able to stand for election.

(c) Provided also:

(i) that any person who has held the office of a member of the Council for five such consecutive periods shall not be eligible for re-election as a member of the Council at the Annual General Meeting at which the last of such periods comes to an end; or for appointment by the Council under Rule 18 at any time until after the Annual General Meeting next following the Annual General Meeting last referred to;

(ii) a member of the Council may be elected (or appointed under Rule 10) as an Honorary Officer at any time whether or not the provisions of paragraph (c)(i) of this Rule apply to him/her and so that for the purposes of the future application to him/her of paragraph b(i) of this Rule his/her previous periods of office as a member of Council shall be disregarded.

10. The Honorary Officers of the Society shall be the President, the Secretary, the Treasurer, the Recorder, the Surveys and Projects Officer, the Conservation Officer or Officers, the Conservation Field Officer (until 2012), the Editor of the Sussex Bird Report, the Newsletter Editor, and the Press and Public Relations Officer. If any Officer shall die, resign or become incapable (temporarily or permanently) of performing his duties during his term of office, the Council may appoint a deputy to act in his stead until such time (not being later than the next Annual General Meeting) as the Council may appoint.
- 11A. On the recommendation of the Council, one or more Vice Presidents may be elected at an Annual General Meeting of the Society by Special Resolution and any Vice President so elected shall remain a Vice President of the Society for life, provided that he or she remains a member of the Society or for such other period as may be deemed expedient by a General Meeting of the Society.
11. No person who is not a member of the Society shall be eligible to be an Honorary Officer or a Member of the Council, and any such officer or member who ceases to be a member of the Society shall ipso facto vacate office.
12. It shall be the duty of the President to preside at all General Meetings of the Society, but if he shall not be present within 10 minutes after the appointed hour, the Chairman of Council for the forgoing year shall preside in his stead, or if neither the President nor Chairman of Council for the forgoing year shall be present within the time aforesaid, the members shall choose one of their number to be the Chairman of the meeting.
13. The Secretary shall conduct the correspondence of the Society and shall keep proper minutes of all proceedings.
14. The Treasurer shall keep the accounts of the Society and shall make up the Annual Statement of Accounts and Balance Sheet to the 31<sup>st</sup> December in each year which will be circulated amongst the members with the notice of the Annual General Meeting. The Treasurer shall produce at the Annual General Meeting for inspection by members, a copy of the examined accounts as at the 31<sup>st</sup> December of the preceding year, and the Treasurer shall confirm to the Annual General Meeting whether the examined accounts are identical to those previously circulated to members. The accounts will be examined (in accordance with the rules of the Charity Commission) by a (suitably qualified) firm of accountants who have experience in acting for Charities. The firm shall be appointed at the Annual General Meeting to examine and certify the Annual Statement of Accounts and Balance Sheet in the ensuing year. If this firm for any reason becomes unable

(temporarily or permanently) to perform its duties during its term of office, the Council may appoint an alternative firm to act in its stead until such time (not being later than the next Annual General Meeting) as the Council may appoint.

15. The Recorder shall keep records of all ornithological occurrences in the county of Sussex which are of scientific interest and shall supply a report based on such records (except such as it may be undesirable for security reasons to publish) to the Editor of the Sussex Bird Report. No record which shall have been rejected by the Rare Birds Committee of "British Birds" or (if not adjudicated upon by that Committee) by the Recorder and no breeding record which shall not have been passed by the Recorder as safe for publication shall be published in the Sussex Bird Report.
- 15A The Conservation Officer shall discharge his/her duties over the entire county unless the Council deems from time to time that there should be a Conservation Officer for West Sussex and another for East Sussex (to include Brighton and Hove). If this is decided then both Conservation Officers will be equal in status.
- 15B For security reasons, any appointment to the post of Assistant Recorder must be approved and recommended by Council.
16. The Editor of the Sussex Bird Report shall edit and procure the annual publication of the Sussex Bird Report.
17. The Honorary Officers shall be responsible to the Council for the performance of their duties and, subject to these Rules, the Council may regulate those duties and may appoint other Officers to assist the Honorary Officers or to carry out special duties.
18. Any casual vacancy in the Council may be filled up by the Council, and the Council may from time to time appoint additional members of the Council up to the prescribed maximum. Any member appointed under this Rule shall retire at the next following Annual General Meeting. The Council may act notwithstanding any such vacancy, but if at any time the members of the Council shall be reduced in number to less than the prescribed minimum, they may act as the Council for the purpose of filling up any such vacancy, or of summoning a general meeting, but not for any other purpose.
19. The Council may meet, adjourn and otherwise regulate their proceedings as they think fit, and shall elect in the meeting immediately after the Annual General Meeting a chairman from their number who will hold that position for one year. A chairman may be re-elected in subsequent years if that is the decision of the Council. At any meeting of the Council three shall form a quorum, questions arising shall be decided by a majority of votes and the chairman shall have a second or casting vote. All acts bona fide done by any meeting of the Council shall, notwithstanding it be afterwards discovered that some member present at the meeting was not duly appointed or was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

#### GENERAL MEETINGS

20. The Council shall summon an Annual General Meeting of the Society once in every calendar year at such time and place as it may determine, and shall specify the meeting as such in the notice calling it. All other general meetings shall be called Extraordinary General Meetings. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and shall do so on receiving a requisition signed by at least ten members of the Society or by a member who has been expelled by the Council and wishes to appeal.
21. At least 14 days' notice in writing of any general meeting, specifying the general nature of the business to be transacted, and the place, day and hour of the meeting, shall be sent to every member, and any notice sent by post shall be deemed to have been served in due course of post if sent in a prepaid envelope addressed to the member at his last known address. The accidental

omission to give notice of a meeting to, or the non-receipt of such notice by, a member shall not invalidate any resolution or proceeding passed or had at such meeting.

22. At any general meeting 20 members personally present and entitled to vote shall be a quorum, and a resolution (other than a special resolution) shall be decided on a show of hands by a majority of the members present, voting and entitled to vote. The chairman of the meeting shall have a second or casting vote and his declaration that a resolution (ordinary or special) has been carried or lost shall be conclusive.
23. A Special Resolution means a resolution carried on a show of hands by a two-thirds majority of the members present, voting and entitled to vote at a general meeting. No special resolution shall be considered at a general meeting, unless notice of the intention to propose the same has been sent to every member at least 14 days before that general meeting, and it shall be the duty of the Secretary on request to send notice of any such intention to every member with or in the notice convening that general meeting.

#### ELECTIONS

24. At every Annual General Meeting the Society shall elect the honorary officers and members of the Council for the ensuing year. If there should be only one eligible candidate for an office, or if the number of eligible candidates for membership of the Council shall not exceed the prescribed maximum, such candidate or candidates shall be deemed duly elected. In any other case an election shall be conducted under the direction of the chairman of the meeting. Voting shall be by a secret ballot and the chairman shall appoint scrutineers to examine the voting papers and count the votes.
25. A retiring honorary officer or member of the Council shall be eligible for re-election without nomination. Except as aforesaid, no person shall be eligible for election as an honorary officer or as a member of the Council unless his nomination shall have been approved by the Council and he shall have been nominated in writing by at least two members of the Society entitled to vote at the meeting at which the election is to be held, and shall have countersigned the nomination form and such nomination form shall have been received by the Secretary at least seven days before the said meeting; provided that if no candidate for election to an office, or if insufficient candidates for election as members of the council shall be forthcoming, then any two of the retiring officers or other members of the council may nominate a candidate or candidates by announcing his or their names at the said meeting. For security reasons, nominations for the Honorary Office of Recorder, the Surveys and Projects Officer, the Conservation Officer and Editor of the Sussex Bird Report may only be accepted if approved and recommended by Council.

#### AMENDMENT OF RULES

26. No Rules of the Society shall be repealed or amended, and no new rule made, save by a special resolution passed at a general meeting.

#### PROPERTY OF THE SOCIETY

27. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the Objects of the Society as set forth in these Rules, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Society; provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding Six Pounds per centum per annum on money lent, or reasonable and proper rent for premises demised or let, by any member of the Society, nor prevent distribution of copies of the Sussex Bird Report or of the Society's Newsletters and other publications of ornithological interest gratis among the subscribing

members of the Society, but so that no member of Council shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of the Council, except repayment of out-of-pocket expenses and except interest, rent and the Society's publications in accordance with the foregoing provisions, provided that the provision last aforesaid shall not apply to any payments to any Company or Corporation of which a member of Council may be a member holding not more than one hundredth part of the capital, and such member shall not be bound to account for any share of profit which he may receive in respect of such payment.

#### DISSOLUTION

28. If at any general meeting a resolution for the dissolution of the Society shall be passed by a majority of the members present and voting, and such resolution shall be at an Extraordinary General Meeting held not less than 6 weeks thereafter be confirmed by a resolution passed by a majority of three-fourths of the members voting thereon the Council shall thereupon, or at such future date as shall be specified in such resolution, proceed to realise the property and discharge the liabilities of the Society; and if upon the winding up or dissolution of the Society there remains, after the satisfaction of all its liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some body or bodies the objects of which are charitable and include the advancement of the science of ornithology or the protection of birds, either in the county of Sussex or in Great Britain, and which shall prohibit the distribution of its or their income and property among its or their members to such an extent at least as is imposed on the Society under or by virtue of Rule 27 (such body or bodies to be determined by the members of the Society in general meeting, or in default thereof by a Judge of the High Court of Justice having jurisdiction with regard to charitable funds), and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.