

SUSSEX ORNITHOLOGICAL SOCIETY

As adopted at 2023 AGM

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 engage, inspire and educate people to enjoy, appreciate and understand birds and their habitats.

MEMBERSHIP

2. The members of the Society shall be such persons as shall have paid their subscriptions as determined in accordance with these Rules. A person shall cease to be a member if they die, resign or forfeit membership under the provisions 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 or to nominate any person for, or hold, any office. Members under the age of 18 shall not be entitled to serve as a Trustee of the Society.
4. (a) Council may at its absolute discretion reject any application for membership and need not give its reason for such decision to any person.  
  
(b) 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 notice shall be given to that member at the last address recorded in the register of members stating the nature of the alleged misconduct and informing the member of their right to make representation concerning their membership in writing or orally to a meeting of Council arranged to take place at least twenty-eight days after the notice is issued. 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 their membership.
5. An applicant for membership shall pay their initial subscription with their application (to be refunded if their membership is not approved) 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 their subscription shall not be paid during the ensuing six months, their 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. The subscriptions payable to the Society shall be reviewed from time to time and any new rates shall be proposed by Council and approved at a General Meeting. 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 Life Member and any other member who in any year pays, or has paid, the full subscription (or such reduced subscription as shall by direction of the Council under Rule 5 qualify the member paying it for the privilege conferred by this Rule) due to the Society 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 their knowledge tend to result in a breach of those laws. Any officer, member of Council or member who is representing the Society shall comply with all applicable laws in relation to the use of personal data and other information which may become known to them 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 (the "Council") consisting of the Chair of Council, the Secretary, the Treasurer, the Chair of the Scientific Committee, the Chair of the Membership & Publicity Committee and not less than five nor more than eight other members of the Society. All members of the Council shall be elected at an Annual General Meeting and shall hold office for a term of five years from the date of their appointment. The members of the Council shall be the Trustees of the Society. The Council shall seek to procure that at least three members of the Council are associated with other organisations whose objects are similar to, or compatible with, the Objects of the Society.  
  
(b) Each member of the Council may be re-elected at an Annual General Meeting provided that no member shall serve for a period beyond the tenth Annual General Meeting after the date of their appointment.
10. The Council shall manage the affairs of the Society as it thinks fit. The Council may delegate powers to one or more committees (including, but not limited to, a Scientific Committee, Membership & Publicity Committee and Records Committee) and Council and the Committees may appoint from time to time such officers to assist with the promotion of the Objects of the Society as they think fit. Members of the Society's Committees shall be nominated by the Committee concerned but be subject to the approval of the Council.
11. No person who is not a member of the Society shall be eligible to be a member of the Council, President of the Society or member of any of its Committees, and any such person who ceases to be a member of the Society shall ipso facto vacate office.
12. The Society shall have a President who will be elected to serve for a period of five years, which may be extended to ten years. Nominations for President shall be approved by Council and the appointment of the President shall be approved at a General Meeting. Any extension shall be approved in the same manner.

13. It shall be the duty of the President to preside at all General Meetings of the Society, but if they shall not be present within 10 minutes after the appointed hour, the Chair of Council for the forgoing year shall preside in their stead, or if neither the President nor Chair of Council for the forgoing year shall be present within the time aforesaid, the members shall choose one of their number to be the Chair of the meeting. The President may attend and address meetings of Council and may chair those meetings if invited to do so but shall not be entitled to vote at those meetings.
14. 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 they remain a member of the Society or for such other period as may be determined by a General Meeting of the Society.
15. The Secretary shall keep minutes of all proceedings of meetings of the Council, Annual General Meetings and any other meetings of the Society as defined in Rule 20.
16. (a) The Treasurer shall keep the accounts of the Society and make up the Trustees' report and financial statement to the 31<sup>st</sup> December in each year. This report will be examined (in accordance with the rules of the Charity Commission) by a suitably qualified firm of accountants ("the Examiners") who have experience in acting for Charities and it shall be presented to the Trustees for approval. The Examiners shall be appointed at the Annual General Meeting to examine the content of the Trustees' report and financial statement in the ensuing year. If the Examiners for any reason become unable (temporarily or permanently) to perform their duties during the term of office, the Council may appoint an alternative to act instead until such time (not being later than the next Annual General Meeting) as the Council may appoint.  
  
(b) A summary of the financial information contained in this report will be included in the Officials & Members report which will be circulated to the members along with the notice of the Annual General Meeting. A full copy of the report will be available on the Society's website and members can obtain a full hard copy if required direct from the Treasurer.  
  
(c) Each year the Treasurer will produce for the members a report summarising the achievements and activities of the Society during the year which will be published within the Officials & Members report referred to in the preceding paragraph.  
  
(d) Each month the Treasurer will forward to the Chairman a copy of the Society's current bank account statement.  
  
(e) The Treasurer will also produce comprehensive management accounts before each Council meeting.
17. 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.

18. The Council may meet, adjourn and otherwise regulate their proceedings as they think fit. At any meeting of the Council five members present in person or by continuous electronic communication shall form a quorum, questions arising shall be decided by a majority of votes and the Chair shall have a second or casting vote. All acts done in good faith by any meeting of the Council shall, even if it is later 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.
19. A meeting of the Council or of any Committee of the Society may be held in person or by suitable alternative means agreed between the members of the Council or the relevant Committee in which all participants may communicate simultaneously with all other participants.

#### GENERAL MEETINGS

20. (a) The Council shall convene an Annual General Meeting which must be held in each calendar year and not more than fifteen months may elapse between Annual General Meetings.
- (b) All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- (c) The Council may call an Extraordinary General Meeting at any time.
- (d) The Council must call an Extraordinary General Meeting if requested to do so in writing by at least fifty members or by a member who has been expelled by the Council and wishes to appeal. The request must state the nature of the business that is to be discussed. If the Council fail to hold the meeting within fifty-six days of the request, the members may proceed to call an Extraordinary General Meeting but in doing so they must comply with the provisions of these Rules.
- (e) 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. 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.
21. At any General Meeting 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 Chair of the Meeting shall have a second or casting vote and their declaration that a resolution (ordinary or special) has been carried or lost shall be conclusive.

22. No business shall be transacted at a General Meeting unless a quorum is present.  
A quorum is 20 members entitled to vote upon the business to be conducted at the Meeting. The authorised representative of a member organisation must be counted in the quorum.  
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,
23. the Meeting must be adjourned to such time and place as the Council determine. The Council 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. 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. 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.
24. Council shall determine whether any General Meeting should be held in person or by a suitable alternative means, or by a hybrid of methods in which all participants may communicate simultaneously with all other participants.

#### ELECTIONS

25. If at a General Meeting there should be only one eligible candidate for a position as member of the Council, 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 Chair of the meeting.
26. A retiring member of the Council shall be eligible for re-election without nomination. Except as aforesaid, no person shall be eligible for election as a member of the Council unless their nomination shall have been approved by the Council and they 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 meeting; but 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 their names at the meeting.

#### AMENDMENT OF RULES

27. The Society may amend any of these Rules but:  
(a) no amendment may be made that would have the effect of making the Society 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 Society;
  - (c) no amendment may be made to Rule 1, Rule 28 or Rule 29 without the prior written consent of the Charities Commission.
  - (d) any amendment of these Rules is approved by a Special Resolution.
- No alteration of these Rules or any special resolution has retrospective effect to invalidate any prior act of the Council.

#### PROPERTY OF THE SOCIETY

28. (a) The income and property of the Society must be applied solely towards the promotion of the objects of the Society.
- (i) A Trustee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.
  - (ii) A Trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (b) None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Society. This does not prevent:
- (i) distribution of copies of the Sussex Bird Report or of the Society's Newsletters and other publications of ornithological interest free of charge among the subscribing members of the Society (including members of the Council); or
  - (ii) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Society.
- (c) No Trustee or connected person may:
- (i) buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;
  - (ii) sell goods, services or any interest in land to the Society;
  - (iii) be employed by, or receive any remuneration from, the Society;
  - (iv) receive any other financial benefit from the Society;

unless the payment is permitted by clause (d) of Rule 28, or authorised by the court or the Charity Commission. In this clause, a “**financial benefit**” means a benefit, direct or indirect, which is either money or has a monetary value.

(d) (i) A Trustee or connected person may enter into a contract for the supply of goods or services, or of goods and of services, to the Society where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.

(ii) A Trustee or connected person may receive interest on money lent to the Society at a reasonable and proper rate, which must be not more than the Bank of England bank rate (also known as the base rate).

(iii) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal, or the rent, or other terms of the lease are under discussion.

(iv) A Trustee or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

(e) In clause (d) of Rule 28:

(i) “**the Society**” includes any company in which the Society:

(1) holds more than 50% of the shares; or

(2) controls more than 50% of the voting rights attached to the shares; or

(3) has the right to appoint one or more trustees to the board of the company.

(ii) ‘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 (ii)(1) above;

(3) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (ii)(1) or (2) above;

(4) an institution which is controlled:

(a) by the Trustee or any connected person falling within sub-clause (e)(ii) (1), (2) or (3) above; or

(b) by two or more persons falling within sub-clause (ii)(4)(a), when taken together;

(5) a body corporate in which -

(a) the Trustee or any connected person falling within sub-clauses (e)(ii) (1) to (3) has a substantial interest; or

(b) two or more persons falling within sub-clause (ii)(4)(a) who, when taken together, have a substantial interest.

(f) Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Rule.

#### DISSOLUTION

29.(a) A resolution for the dissolution of the Society must be passed by a majority of the members present and voting at a general meeting, and confirmed by a Special Resolution passed at an Extraordinary General Meeting held not less than 6 weeks thereafter.

(b) If the members resolve to dissolve the charity, the members of the Council will remain in office as charity Trustees and be responsible for winding up the affairs of the Society in accordance with this clause.

(c) The Trustees must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society.

(d) The Trustees must apply any remaining property or money:

(i) directly for the objects of the Society;

(ii) by transfer to any charity or charities for purposes the same as or similar to the Society;

(iii) in such other manner as the Charity Commission may approve in writing in advance.

(e) The members may pass a resolution before or at the same time as the resolution to dissolve the Society 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 (i) – (iii) inclusive in sub-clause (d) above.

(f) In no circumstances must the net assets of the Society be paid to or distributed among the members of the Society (except to a member that is itself a charity).

(g) The Trustees must notify the Commission promptly that the Society has been dissolved. If the Trustees are obliged to send the Society's accounts to the Commission for the accounting period, which ended before its dissolution, they must send the Commission the Society's final accounts.

#### NOTICES

30. (a) Any notice required by these Rules to be given to or by any person must be:

(i) in writing; or



- (ii) given using electronic communications.
- (b) The Society may give any notice to a member either:
- (i) personally; or
  - (ii) by sending it by post in a prepaid envelope addressed to the member at their address; or
  - (iii) by leaving it at the address of the member; or
  - (iv) by giving it using electronic communications to the member's address.
- (c) A member who does not register an address with the Society or who registers only a Postal address that is not within the United Kingdom is not entitled to receive any notice from the Society.
- (d) A member present in person at any meeting of the Society is deemed to have received notice of the meeting and of the purposes for which it was called.
- (e)
- (i) Proof that an envelope containing a notice was properly addressed, prepaid and posted is conclusive evidence that the notice was given.
  - (ii) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators is conclusive evidence that the notice was given.
  - (iii) A notice is deemed to be given 72 hours after the envelope containing it was posted or, in the case of an electronic communication, 72 hours after it was sent.



