Berkshire Ornithological Club

Founded 18th February 1947
Registered Charity No. 1011776

CONSTITUTION

Amended 4th March 2015

1. TITLE OF THE ASSOCIATION

The Association shall be called the BERKSHIRE ORNITHOLOGICAL CLUB, hereinafter referred to as the Club.

***2.* OBJECTS**

The Club is established to advance public education in the study of wild birds and to promote the conservation of wild birds and their habitats in the County of Berkshire. In furtherance of the above OBJECTS but not further or otherwise the Club shall recruit members of the public to membership of the Club and inform them, and the general public, about the avifauna of the Reading area and County of Berkshire and raise funds for the support of such activities and additionally liaise and co-operate with local and national organizations having similar OBJECTS provided that the Club shall not undertake any permanent trading activities in raising funds for the above OBJECTS.

3. MEMBERSHIP

3.1 Membership of the Club shall be open to all those who subscribe to this Constitution, on payment of the appropriate membership fee ruling at the time.

3.2 There shall be the following classes of membership:

1. Individual Membership is for single adults who are not students;
2. Family Membership is for couples and their children under 18 years of age;
3. Student Membership is for full-time students at school or place of Further or Higher Education and provides the same rights as Individual Membership for a reduced subscription;
4. A retired member subscription rate is an option for single adults or couples who have retired from full time employment or have reached the statutory retirement age at the commencement of the Club's financial year and provides the same rights as Individual or Family Membership for a reduced subscription;
5. Country Membership is for those who wish to retain Club membership but who live outside Berkshire and, in the opinion of the Committee, live too far away to attend meetings. They shall receive the Club's newsletter or other literature or publications for a reduced subscription;
6. Honorary Membership of the Club may be granted to individuals for a specified period of time as determined by the Committee at their discretion;
7. Corporate Membership may be granted to other Clubs, Societies or Associations;
8. Life Membership: Honorary Life Membership shall be granted to those who have been members of the Club continuously for 50 years.

3.3 Any class of membership which comprises more than one individual shall entitle those holding such membership to cast one vote and receive one copy of any newsletter, report or other literature or publication distributed to members for each subscription paid, save that all individuals comprised in a Family Membership shall be entitled to one vote each.

3.4 Any member who, in the opinion of the Committee as determined by a two-thirds majority vote of those present and qualified to vote, provided that they form a quorum, has either:

1. brought the Club into disrepute or
2. acted contrary to the Club's Objects or

3. acted contrary to the spirit or requirements of either
   (a) any legislation for the time being in force, the object of which is the protection of wild birds or other wildlife or natural habitats, or
   (b) the Birdwatchers Code of Conduct

   shall be disqualified from membership.

3.5 All members shall be entitled to attend the advertised meetings of the Club and to receive such copies of programmes, bulletins, etc. as may be issued from time to time, except that Family Members shall receive only one copy of such items.

3.6 Members whose subscriptions are still in arrears more than 6 calendar months from the beginning of the subscription year may, at the discretion of the Membership Secretary, be deemed to have resigned and may be removed from the membership record. Any such persons seeking to pay a membership subscription during the remainder of the current subscription year or in the following year shall be required to pay off any arrears of subscriptions at the rate which had then applied.

3.7 Members whose subscriptions are in arrears shall not be eligible either to vote at General Meetings or to receive the Club's literature or publications.

3.8 Any member may introduce guests to any ordinary meeting of the Club.

4. SUBSCRIPTIONS

4.1 There shall be an annual subscription fixed in advance by the Committee at an amount sufficient to cover the running expenses of the Club for the following financial year of the Club which shall be notified in writing to all members.

4.2 Annual subscriptions shall become due on the 1st October in each year and the subscription year shall run for 12 months from that date.

4.3 Persons joining the Club after 30 April in any year upon payment of the appropriate annual subscription shall not be required to pay any further subscription until 1st October of the following year.

5. MANAGEMENT

5.1 The Management and control of the Club and its finances and property shall be vested in a Committee which shall comprise the President, the Honorary Executive Officers listed in clause 5.2 and six Ordinary Committee Members.

5.2 **The Executive Officers** :-

1. The Club's Executive Officers shall comprise a Chairman, Honorary Secretary and Honorary Treasurer;
2. All Executive Officers shall be re-elected each year at the Annual General Meeting. No person shall serve as Chairman for more than three consecutive years.

5.3 **Non-Executive Officers** :-

1. The Committee may from time to time appoint such Non-executive Officers as it considers appropriate to further the Objects of the Club;
2. Non-executive Officers shall be Honorary and appointed by the Committee from among the Club's members;
3. Non-executive Officers may be invited to Committee meetings in an advisory capacity, but shall not be entitled to vote.

5.4 The Ordinary Members of the Committee shall be elected by the members at the Annual General Meeting and shall serve for a period of three years. At the expiry of such period a retiring Ordinary Member shall not be eligible for re-election as an Ordinary Member of the Committee until at least one further year has elapsed.

5.5 The Committee may nominate candidates to fill vacancies among Ordinary Committee Members or the Executive Officers. The number of nominations made by the Committee shall not exceed the number of vacancies.

5.6 Details of vacancies on the Committee shall be circulated to all members with the notice of the Annual General Meeting. Any two members of the Club may nominate candidates to fill vacancies among the Executive Officers or Ordinary Committee Members. Such nominations shall be sent to the Honorary Secretary in writing and shall reach him not less than seven days before the Annual General Meeting.

5.7 The Committee shall appoint the President of the Club who shall be an individual who has made a substantial contribution to Ornithology. The President shall serve for a period of six years, or until earlier removal or retirement. At the end of their term of office, a President may be reappointed by the Committee to serve for a further term. Upon retirement a past President (President Emeritus) shall be entitled to attend meetings of the Committee but shall not be entitled to vote.

5.8 The Committee may fill any vacancies that may arise among the Executive Officers or the Ordinary Committee Members prior to the Annual General Meeting. Any Officer or Committee Member so appointed shall offer themselves for re-election at the next Annual General Meeting and the period of three years in clause 5.2.2 (Chairman) and 5.4 (Ordinary Members) shall be calculated from such Annual General Meeting.

5.9 Removal of Committee Members:-

1. Any Committee Member may resign at any time and shall give written notice of resignation to the Honorary Secretary;
2. Any Committee Member may be removed by a two thirds majority vote either of the Committee or any General Meeting of the Club.

5.10 Conduct of Committee Meetings:-

1. The Committee shall meet at least four times every year:
2. A quorum shall be five elected members of the Committee;
3. The Chairman's decision on any question of procedure shall be final and in the event of a tied vote the Chairman shall have one extra casting vote:
4. The Honorary Secretary shall keep a written record of the proceedings of all meetings of the Committee which shall be made available for inspection by members at ordinary meetings of the Club;
5. The Committee may invite representatives from other organisations having similar or complementary Objects to attend meetings. Such representatives shall be entitled to participate in the Committee's discussions but shall not be entitled to vote.

5.11 The Committee may from time to time appoint Sub-committees from among its Members and other Club members to consider or deal with any aspect of the Club's affairs. Such Sub-committee shall be responsible to the Committee provided that all acts and proceedings of any Sub-committee shall be reported back to the Committee as soon as possible.

5.12 The Committee may from time to time promulgate rules to regulate the conduct of the Club's activities, or the conduct of members, in relation to the Objects of the Club. Such rules shall be distributed to all members.

6. FINANCE

6.1 The Club's Financial Year shall run from 1st October to 30th September in the following year. A statement of accounts shall be prepared annually to 30th September and laid before the Club at the next Annual General Meeting.

6.2 Cheques drawn on behalf of the Club shall be signed by any two of the following - Chairman, Honorary Secretary, Honorary Treasurer, and President.

6.3 A person whom the Committee consider to be competent, who shall neither hold an office in the Club nor be a serving Committee Member, shall be appointed by the Committee to review the annual accounts of the Club. The accounts shall be reviewed to the standard required by the Charity Commission (or its successors).

6.4 The Committee shall be empowered to pay proper remuneration to the person appointed to review the accounts.

6.5 The personal bank accounts of members shall not be used in the running of the Club's finances.

6.6 Any assets of the Club represented by books, office equipment, binoculars and telescopes, slide and similar projectors and screens, gifts to the Club and any other items of tangible or realisable monetary value shall be registered by the Honorary Treasurer.

7. MEETINGS

7.1 The Club shall hold an Annual General Meeting within two months following the end of the Financial Year. The Chairman of the Annual General Meeting shall be the President of the Club or, in his absence, the Chairman of the Club or in his absence the members shall elect a Chairman from amongst themselves.

7.2 The Committee may at any time call an Extraordinary General Meeting and must do so if requested in writing by not less than twenty five paid-up members of the Club.

7.3 The Honorary Secretary shall give at least fourteen clear days notice of General Meetings and the purpose thereof to all members, unless the conditions in clause 7.6 apply when the notice period shall be ten clear days.

7.4 At a General Meeting each member and honorary member shall have one vote. Payment of Family membership shall confer votes on all individuals comprised in a Family Membership who are.present at the meeting.

7.5 At a General Meeting the Chairman's direction as to how a ballot is to be taken, his declaration as to the result of any voting and his decision on any question of procedure or point of order shall be considered final. In the event of an equal vote the Chairman shall have one extra casting vote.

7.6 At a General Meeting no business shall be transacted unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall be 20% of the Clubs membership or a minimum of 40 paid-up members personally present.

If within half an hour from the time appointed for the meeting a quorum is not present then the meeting, if convened upon the request of members, shall be dissolved; in any other case it shall stand adjourned to a day not more than four weeks later; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting then the members present shall be a quorum. The Honorary Secretary shall give at least ten clear days notice of any adjourned General Meeting to all members.

7.7 No Extraordinary General Meeting shall be held within twenty-eight days of a previous one.

7.8 The Club shall hold as many other ordinary meetings and activities as the Committee may determine having regard to the wishes of the members to promote the Objects of the Club.

7.9 The Committee may resolve to carry out a postal ballot or to allow members to appoint proxies to vote on their behalf on any resolution to be decided upon by a General Meeting where the Committee considers that the importance of the resolution warrants that either or both facilities be afforded to the members. The ballot papers or forms of proxy shall be distributed with the notice of the meeting given under clause 7.3 above. In the case of a postal ballot the Honorary Secretary shall count the votes received by post, or hand, prior to the date of the General Meeting, after the vote of members present and before the result is announced. In the case of a proxy vote all forms of proxy received by the Honorary Secretary prior to the date of the General Meeting shall be counted.

8. ALTERATIONS TO THE CONSTITUTION

Alteration to this Constitution shall receive the assent of two-thirds of the members present and voting at an Annual General Meeting or an Extraordinary General Meeting. A resolution for the alteration of the Constitution must be received by the Honorary Secretary of the Club, at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days notice of such a meeting must be given by the Honorary Secretary to the membership and must include notice of the alteration proposed. Provided that no alteration made to Clause 2 (Objects), Clause 9 (Dissolution), or this Clause, shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained; and no alteration shall be made which would have the effect of causing the Club to cease to be a Charity in Law.

9. DISSOLUTION OF THE CLUB

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 of which 21 days notice shall have been given to the members in writing. 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 to or distributed among 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 of the Objects of the Club as the Club may determine and if and in so far as the effect cannot be given to this provision then to some other charitable purpose.

10. INTERPRETATION

In this Constitution any words importing the masculine include the feminine.

4/3/2015