

# **Constitution of the Buckinghamshire Bird Club**

## ***Registered Charity No. 802292***

*(Version 3.00 November 2020)*

### 1. Name

The name shall be “Buckinghamshire Bird Club” (the Club)

### 2. Adoption of the Constitution

The Club and its property will be administered and managed in accordance with the provisions in this Constitution and in accordance with the Laws of England by a Committee comprising the Officers and other members elected in accordance with this Constitution. The Officers of the Committee (excluding any *ex officio* members of the Committee) shall be Trustees of the Club and in this Constitution are together called “the Trustees”

### 3. Objectives

- a. To advance the education of the public in the knowledge and understanding of ornithology in the county of Buckinghamshire.
- b. To help towards the conservation and preservation of wild birds and their environment in the county of Buckinghamshire, for the benefit of the public today and in years to come.

### 4. Powers

To achieve the above objects the Club shall have the following powers:

- a. To encourage the study and recording of birds in the county
- b. To act as a focus for all birdwatching activities in Buckinghamshire.
- c. To publish an Annual Report which would include the annual county bird and bird ringing reports, to also include the results of local surveys and papers on local ornithological surveys if deemed suitable
- d. To publish a regular newsletter to members, known as The Bulletin
- e. To promote the publication of a county avifauna and the organisation of local surveys including a tetrad analysis of breeding birds in the county. The Club would organise, collate and publish the results

- f. To work with the BTO to promote national surveys such as WeBS, BBS etc. and to encourage participation locally by Club members
- g. To help foster in young people an interest in natural history
- h. To promote the collection of data which is of conservation value on Buckinghamshire bird habitats with a view to providing better information to Natural England, the Royal Society for the Protection of Birds, Berkshire, the Buckinghamshire and Oxfordshire Wildlife Trust and any other relevant bodies
- i. To promote a responsible attitude in all those who watch birds
- j. To run a programme of indoor meetings by local and nationally known speakers on ornithological topics and run a programme of outdoor meetings
- k. To do any such other lawful things as shall further aid the said objects
- l. To distribute funds to projects and/or organisations which the Club considers to meet the Objectives

## 5. Application of Income and Property

- a. The income and property of the Club shall be applied solely towards the promotion of the Objectives.
- b. A Trustee may pay out of, or be reimbursed from, the property of the Club reasonable expenses properly incurred by him or her when acting on behalf of the Club.
- c. None of the income or property of the Club may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Club.
- d. No Trustee may be paid or receive any other benefit or profit (other than benefits available to the other members of the Club or members of the public) for being a Trustee.
- e. A Trustee must absent himself or herself from any discussions of the Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Club and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- f. In this Clause 5, "Trustee" shall include any person, firm or company connected with a Trustee.

## 6. Trustee Contribution and Liability

Every Trustee undertakes to contribute to the Club's assets in the event of it being wound up while he/she is a member or within one year after he/she

ceases to be a Trustee, for payment of the Club's liabilities an amount not exceeding £1.00.

## 7. Dissolution

The Club may be dissolved by a resolution passed by two-thirds majority of those present and voting at an Extraordinary General Meeting convened for the purpose of which 21 days' notice shall have been given to the members.

Such resolution may give instructions for the disposal of any the assets held by or in the name of the Club provided that;

if any of the 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 insofar as effect cannot be given to this provision, then to some other charitable purpose.

In the event of dissolution, a copy of the statement of accounts, or account and statement, for the final accounting period of the Club must be sent to the Charity Commissioners for England and Wales ("the Commission").

## 8. Annual Report and Return and Accounts

Accounts shall be kept which are open to the inspection of members. Once in every year the accounts shall be examined, and the correctness of the balance sheet ascertained by two members of the Club.

- a. The Trustees must comply with their obligations under the current legislation with regard to:
  - i. the keeping of accounting records for the Club;
  - ii. the preparation of annual statements of account for the Club;
  - iii. the transmission of the statements of account to the members;
  - iv. the preparation of an annual return and its transmission to the Charity Commission; and
- b. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless

the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

## 9. Amendments to the Constitution

Alterations of this Constitution shall require the assent of two-thirds of the members present and voting at the Annual General Meeting or an Extraordinary General Meeting. A resolution for the alteration of the constitution must be received by the Secretary of the Club at least 28 days before the meeting at which the resolution is to be brought forward. At least 21 days' notice of such a meeting must be given by the Secretary to the membership and must include notice of the alteration proposed. No alteration shall be made to clause 3 (objectives), clause 7 (dissolution) or this clause (9. Amendments to the Constitution) and no alteration shall be made which would have the effect of causing the club to cease to be a charity in law.

## 10. Management

- a. The Club shall be managed by a Committee of not more than 15 (fifteen), all of whom shall be Trustees of the Club and which shall be composed as follows: The Chairman, Honorary Secretary and Honorary Treasurer (who are Officers of the Club) and not more than nine other members of the Committee, who shall be elected at each AGM. Names of the consenting nominees for these positions shall be submitted in writing with a proposer and seconder and shall be in the hands of the Honorary Secretary at least 15 (fifteen) days prior to the AGM.
- b. Each member of the Committee, including Officers, may serve for a period of five years initially but may continue to serve thereafter subject to the passing of a Special Resolution naming the specific member of the Committee at each subsequent AGM. In the event of the proposed continuation of a number of committee members then a single Resolution naming each one will be sufficient, but the meeting must vote on each one.
- c. From time to time, the Committee may approach an individual of standing to act as the club President. Appointment of a President will be subject to a vote at each AGM.
- d. The County Bird Recorder and President shall be ex-officio members of the Committee for the duration of their tenure of office, which shall not be specified.

- e. A further one vacancy shall exist so that the Committee may, at any time, co-opt an individual onto the Committee for a specific purpose. This individual's membership of the Committee shall expire at the AGM following his/her co-option, at which AGM he/she may seek formal election. For the purposes of this constitution, "year" means the period from the conclusion of one AGM to the conclusion of the next.

## 11. General Meetings

- a. The Club shall hold a General Meeting in every calendar year as its AGM at a time and place determined by the Committee. An AGM shall be held not more than 15 months after the last AGM.
- b. All other general meetings shall be called Extraordinary General Meetings, (EGM). The Committee may whenever they think fit convene an EGM and must do so within 40 days of the Secretary receiving a written request to do so by a minimum of ten paid up members.
- c. At least 21 days written notice shall be given of every AGM or EGM specifying the place, date and time together with an agenda describing the business to be conducted at the meeting.
- d. Accidental omission to give notice of the meeting or non-receipt of notice shall not invalidate any resolution passed or proceeding at any meeting.
- e. Written notice of any motion to be moved at the AGM shall be submitted in writing with the signatures of a proposer and seconder and shall be in the hands of the Secretary at least 21 days prior to the AGM. Any amendment to the form of words of an existing motion may be made any time before the start of the AGM.
- f. A copy of the Club's latest accounts shall be sent to members with the notice of the AGM.

## 12 Communications to members

All members shall provide the Membership Secretary with a suitable electronic address to which all correspondence is to be sent. Where this Constitution refers to "written" or similar, this shall mean a communication sent electronically. It is each member's responsibility to ensure his/her details are kept up to date and notified to the Membership Secretary. All communications that are to be sent out in accordance with this Constitution will be by suitable electronic means to the last notified address. Where the committee decides

otherwise in limited situations such as the Annual Report, these may be sent by surface mail. Communications will be treated as having been received:

Within 24 hours after being sent by electronic means.

Within 2 clear days after being sent by 1st class post or 3 clear days after being sent by 2nd class post or delivered by hand.

### 13. Quorum at General Meetings

- a. No business shall be transacted at any General Meeting unless a quorum is present.
- b. A quorum is fifteen members or one tenth of the total membership at the time, whichever is the lesser number.
- c. The authorised representative of a member organisation shall be counted in the quorum.
- d. If: i. a quorum is not present within half an hour from the time appointed for the meeting; or ii. during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Committee shall determine.
- e. The Committee 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.
- f. 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.

### 14. Voting

- a. All members present except Juniors shall have one vote. Family members shall have one vote per adult member.
- b. No member may vote unless he/she has paid his/her subscription for that year.
- c. A majority of one is required to pass any motion and the Chairman shall have the deciding vote except where vote falls under the scope of clause 9.

### 15. Registered particulars

The Trustees must notify the Charity Commission promptly of any changes to the Club's entry on the Central Register of Charities.

## 16. General

The Committee may from time to time, subject to the approval of the Annual General Meeting, fix the amount of the entrance fee and subscriptions payable by members.

The following classes of membership shall be defined, but the committee will decide which of the classes shall be made available and may change the list of available classes from time to time. Each class of membership will receive one set of publications:

- i. Ordinary
- ii. Junior – a person under 16 years of age.
- iii. Student – a person in full-time education under 21 years of age.
- iv. Concession – a person over 60 years of age.
- v. Family – persons at the same address.
- vi. Family Concession – persons at the same address where one person is over 60 years of age.
- vii. Affiliated - companies, organisations and other bodies.

The subscription year shall run from 1st April in each year. Persons joining between 1st January and 31st March in any year will be deemed to have paid their subscription up to 31st March in the following year.

If an annual subscription is not received in full by the end of June in any year, the member will receive no further club benefits, including free admission to indoor meetings, the Bulletin or a copy of the Annual Bird Report. Every reasonable attempt will be made to give members warning that this action is pending.