

# **Shoreham District Ornithological Society**

## **(The Society)**

### **RULES OF THE SOCIETY**

The Rules of the Society relate to nine areas of the Society's activities. These are: The Name of the Society, Membership, Governance, General Meetings, Financial Conduct, Health and Safety, Data Protection, the Maintenance of Records and Procedures for Dissolution. The Aims and Objectives of the Society are published in a separate document.

#### **NAME**

The name of the Society shall be: Shoreham District Ornithological Society. The Society is an unincorporated organisation and is not a charity.

#### **MEMBERSHIP**

##### **Membership Categories**

Council will publish and keep under review the Categories of Membership and related annual subscription charges.

##### **Life Membership, Honorary Life Membership and Honorary Membership**

Life Membership entitlement predating 2014 will continue. The Life Membership category was discontinued in 2014.

Honorary Life Membership awarded prior to 2021 will continue. The Honorary Life Membership category was discontinued in 2021.

Council may offer an Honorary Membership where such an award would be of benefit to the Society, or to recognise exceptional service to the Society. Honorary Life Members are entitled to all the privileges of membership. The duration and any other terms of an Honorary Membership will be determined by Council and agreed with the Honorary Member at the time of the award.

##### **Membership Subscriptions and Other Fees**

Subscriptions are payable on 1st January. Membership will be considered to have lapsed if a subscription is not renewed before the 31<sup>st</sup> March of the same year..

The subscriptions of new members joining after 1st October will remain valid until the end of the following year.

Subscriptions, or any part thereof, cannot be refunded.

### **Resignation**

Any member wishing to resign shall send written notice to that effect to the Secretary. Resignation removes any voting rights.

### **Visitors**

Occasional Visitors may attend indoor or outdoor meetings without charge.. Regular Visitors (as determined by Council) will be asked to join the Society.

## **GOVERNANCE**

### **The President**

The President is a non-executive role in the Society and the appointment is by invitation from Council. This appointment will be reviewed by Council at 3 yearly intervals. The President is not eligible for election to Council.

### **The Officers**

The Officers of the Society are the Chair of Council, the Secretary, and the Treasurer. Council may nominate existing Council Members to share, and/or, to deputise, for any of these Officer roles on an annual, or more short-term, basis.

### **The Governance of the Society**

A Council consisting of the Officers, and not more than eight Members of the Society will manage the affairs of the Society. The maximum membership of Council is eleven people.

Other Council Members may hold Posts such as Membership Secretary, Minutes Secretary, Outdoor Meetings Co-ordinator, Newsletter Editor and IT Co-ordinator. Other Posts may be created by Council.

Council Members who do not hold Posts are Members without Portfolio.

### **Powers to co-opt and to fill vacancies**

The Council may co-opt Members of the Society. In the event of a vacancy occurring on the Council, the Council may appoint a Member of the Society to serve on the Council until the following Annual General Meeting.

In the event of an Officer position becoming vacant between AGMs the Council may fill the vacancy, and the Officer thus appointed will serve until the following AGM.

Officers may hold an additional Post. A Postholder may hold two Posts. No Member of Council may hold more than two positions at any one time.

### **The calling of meetings and the establishment of Committees**

The Council is empowered to set up committees, and to appoint any Member of the Society to serve thereon.

### **The Appointment of Chairs of Meetings**

The Chair of Council, or a nominated Council Member, will occupy the Chair at Society meetings, including the Annual General Meeting.

### **The timing of Council Meetings**

An annual programme of regular meetings (normally three) will be agreed by Council.

The Secretary may call an additional Council Meeting at any time at the request of three Council Members.

The Secretary will call for Agenda items two weeks before the meeting and circulate an Agenda and accompanying papers one week before.

### **The Quorum and Voting at Council**

The quorum is five Members of Council.

Council Members may participate in meetings remotely by video/internet or telephone.

Each Member will have one vote.

The Chair will have a casting vote.

### **Taking, distributing and approving Minutes of Council**

Minutes will be taken by the Minutes Secretary and distributed in a timely manner.

Minutes will be approved by Council and then signed off by the Chair at the next meeting.

## **GENERAL MEETINGS**

### **Notice of the Annual General Meeting (AGM)**

Notice of the AGM will normally be given by the distribution of the Meetings Programme to members of the Society who have paid their subscription for the current year.

The Agenda and accompanying documentation will be distributed to members by the Secretary one week before the meeting using email (or post where an email address is not available).

### **The Conduct of the Annual General Meeting (AGM)**

The AGM shall be held before 30th April each year unless there are exceptional circumstances determined by Council.

The Chair will present an annual report and the Treasurer will present a financial report for the preceding year.

An election of Council Members will be held at the Annual General Meeting.

The AGM will be asked to approve the appointment of an Examiner of the Accounts for the next Financial year by show of hands

The Quorum for the AGM is 30 Members of the Society.

If circumstances arise that prevent Members meeting together for an AGM then Council may make alternative arrangements to meet and vote remotely.

### **The Process of Elections to Council**

Members of the Society will be elected to the positions of Officers, Postholders and Members without Portfolio annually. The election will be by show of hands.

Any Member of the Society may submit a nomination of a candidate for election to the Council. Nominations will require the consent of the nominated Member and a seconder and should be received by the Secretary at least fourteen days before the AGM.

Existing Officers, Postholders and Members without Portfolio may self-nominate for re-election to their current position. In such a case a seconder is not required.

Positions that are not contested may be elected en bloc at the AGM.

If an election is necessary the candidates will provide a short statement to be circulated by the Secretary at least one week before the AGM using email (or post where an email address is not available).

### **Calling an Extraordinary General Meeting (EGM)**

Ten Members may make a request to the Chair of Council to call an Extraordinary General Meeting at any time.

Members of the Society will receive 21 days notice of an EGM with the simultaneous circulation of the Agenda and any related documentation. The notice and circulation will be the responsibility of the Secretary.

The Chair of Council or a nominee (identified by Council) will establish an Agenda in consultation with the Members requesting the EGM.

Voting at an EGM will be by show of hands.

The Quorum for an EGM is 30 Members of the Society.

If circumstances arise that prevent Members meeting together for an EGM then Council may make alternative arrangements to meet and vote remotely.

### **Voting at Annual and Extraordinary General Meetings**

Voting, if required, will normally be by a show of hands. Paid-up Members of the Society have one vote each.

The Chair will have a casting vote

### **Taking, distributing and approving Minutes of General Meetings**

The Minutes of the AGM will be the responsibility of the Secretary and distributed annually accompanying the Agenda of the next meeting.

The Minutes of an EGM will be the responsibility the Secretary and distributed as determined by the EGM.

Minutes will be approved by the next AGM and signed off by the Chair.

## **FINANCIAL CONDUCT**

The Treasurer will maintain financial records and present a financial statement at Council meetings and at the Annual General Meeting.

The Treasurer will be responsible for the Society's bank accounts and maintain a current list of authorised signatories.

The Treasurer will, annually, identify an Examiner of the Accounts for approval by the Annual General Meeting.

The Treasurer will make an annual recommendation to Council about the amount of the membership subscriptions.

Council is authorised to make small grants from Society funds for bird and nature conservation purposes.

The Financial Year is the Calendar Year and a financial report will be presented annually at the AGM.

## **HEALTH AND SAFETY AND SAFEGUARDING**

### **Statement**

Council have put in place a Health and Safety Policy and a Safeguarding Policy and these will be reviewed by Council at three year intervals, or more frequently as necessary.

### **Insurance**

The Society will maintain annual Public Liability Insurance and All Risks cover for equipment.

### **Indoor Meetings**

The Secretary will liaise on Health and Safety matters with agents letting any meeting room.

### **Health and Safety of Outdoor Meetings**

The Society will publish safety information advice for outdoor meetings.

### **Cancellation of Meetings at short notice**

The Society may cancel meetings at short notice in the case of adverse weather conditions or other unforeseen circumstances. The cancellation of indoor meetings will normally be the responsibility of the Chair of Council. Outdoor meetings may be cancelled or terminated by either the Outdoor Meetings Co-ordinator or the Outdoor Meetings Leader.

## **DATA PROTECTION**

The Society will comply with current Data Protection legislation.

The storage and use of the personal data provided by its members will be in accordance with the Data Protection Policy published on the Society's website.

The IT Co-ordinator may be authorised by Council to utilise third-party specialists and service providers as appropriate and subject to meeting data protection requirements.

## **THE MAINTENANCE OF RECORDS**

Council will maintain a digital record of the Society's documentation and publications.

At the discretion of Council archived documents may be subject to redaction.

## **DISSOLUTION**

In the event of the dissolution of the Society the Council shall arrange to dispose of the assets of the Society to benefit organisations within Sussex (East and/or West) engaged in nature conservation and /or the study and protection of birds.

## **ALTERATIONS TO RULES**

Proposed alterations to these rules must be sent to the Secretary for consideration by Council. If alterations are agreed by Council they will be submitted to the next AGM for consideration.

