

SEAFORD NATURAL HISTORY SOCIETY

CONSTITUTION

A. Name.

1. The name of the organisation to which this constitution applies is Seaford Natural History Society, hereafter referred to as 'the Society'.

B. Objectives.

1. To promote the appreciation, enjoyment and study of natural history generally, by means of a programme of indoor and outdoor meetings.
2. To promote and undertake the study and conservation of local flora and fauna and their habitats.

C. Administration.

1. Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the members of the Committee, as constituted by clause D of this constitution.

D. Committee.

1. The Committee shall consist of not less than 5 or more than 10 members of the Society who shall be elected at the Annual General Meeting and shall hold office from the conclusion of that meeting. From the Committee members there must be elected a Chair and a Treasurer. If possible, a Secretary shall also be appointed as an Officer of the Society and member of the Committee. If this is not possible, a temporary Secretary shall be appointed by the Committee as the need arises.
2. The Committee may in addition appoint not more than 2 co-opted members, such appointment to be made at a Committee meeting which must not be called with less than 21 days' notice and with the proposed appointment given the same notice on an Agenda for that meeting. Any person so appointed shall retain his or her office only until the next Annual General Meeting but shall be eligible for re-election.
3. All the members of the Committee shall retire from office together at every Annual General Meeting, but they may be re-elected or re-appointed.
4. The maximum period of time a Committee member may continuously serve will normally be 10 years.
5. The proceedings of the Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
6. Nobody shall be appointed as a member of the Committee who is less than 18 years old at the time of election.

E. Termination of Membership of the Committee.

A member of the Committee shall cease to hold office if he or she:

1. is legally disqualified from acting as a member of the Committee;

2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
3. notifies to the Committee a wish to resign.

F. Committee Members Conflicts of Interest.

1. No member of the Committee shall acquire any financial interest in property belonging to the Society, or receive remuneration, and may only be financially interested in any contract entered into by the Committee if, (a) full disclosure is made of such interest before the contract is entered into and (b) the member concerned takes no part in any vote on the matter

G. Meetings and Proceedings of the Committee.

1. The Committee shall hold at least two meetings each year. Meetings may be called at any time by the Chair or shall be called by the Secretary on the request of at least three members of the Committee. Regular meetings may be held as agreed by the Committee but giving at least 21 days' notice. A special meeting may be called at any time by the Chair or by the Secretary on request of 3 members of the Committee upon giving not less than 4 days' notice to the other Committee members including information on the matters to be discussed. On any occasion when the Committee determine that meeting in person is not possible or feasible, virtual meetings are permitted, but if the quorum has not been achieved within half an hour of the scheduled start time, of any Committee meeting, it must be abandoned and re-scheduled.
2. Electronic communication may be used when the Committee needs to conduct urgent business between the times of scheduled meetings, but any decision made this way must be ratified at the next formal Committee meeting.
3. If the Chair is absent from any meeting, if previously appointed, the Vice-chair will deputise. If neither is present, the members of the Committee present shall choose one of their number to be Chair of the meeting before any other business is transacted.
4. A quorum is a one third + 1 of the total members elected to the Committee.
5. The Chair shall seek to establish consensus on business matters brought before the Committee. Where this is not possible, the matter shall be determined by a majority of votes of the members of the Committee voting on the question, but in the case of equality of votes the Chair of the meeting shall have a second or casting vote.
6. The Committee shall keep minutes as a permanent record of the proceedings of all its meetings. The minutes shall be taken by the Secretary, if present. In the absence of the Secretary, the Chair shall seek a volunteer to take the minutes. The minutes shall not be an official record of the meeting until they have been approved by the Committee at a subsequent meeting and signed by the Chair.
7. The Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

8. The Committee may appoint one or more sub-committees on such terms and with such powers as the Committee from time to time determine. All acts and proceedings of any such sub-committees shall be fully and promptly reported to the Committee.

H. Committee Powers.

The Committee, is responsible for delivering the Objectives of the Society. When undertaking its business, it will reflect the views and interests of the majority of members of the Society, but only in support of the Objectives of the Society, and within the rules of this Constitution.

In furtherance of the Objectives, but not otherwise, the Committee may:

1. raise funds and invite and receive contributions;
2. buy, take on, or take in exchange any goods or equipment for use in the achievement of the Objectives. All transactions must be subject to the approval of the treasurer and those over £800 must, in addition, be ratified by members at a General Meeting; **Ammended at 2022 AGM to read** buy, take on, or take in exchange any goods or equipment for use in the achievement of the Objectives. Individual Committee Members can authorise transactions of up to £100 with the prior 'in principle' agreement of the Treasurer. The Committee must approve transactions of from £100 to £800, and those over £800 must, in addition, be ratified by members at a General Meeting;
3. subject to any legal requirements sell, or dispose of all or any part of the property of the Society subject to approval and ratifications as in G 2;
4. co-operate and exchange information and advice with individuals or other organisations operating in furtherance of the Objectives;
5. subject to the approval of the members at a General Meeting, enter into arrangements with other organisations operating in furtherance of the Objectives;
6. appoint and constitute any sub-committees as the Committee may think fit;
7. make, repeal and amend any Society rules as the Committee may from time to time consider necessary for the well-being of the Society. Such changes shall have temporary effect until ratified at the next Annual General Meeting or an Emergency General Meeting. However, no rule may be made which is inconsistent with this constitution;
8. do any such other lawful things as are necessary to achieve the Objectives;
9. scrutinise activity within the Society to ensure that it conforms to current legislation.

I. Society Membership.

1. Membership of the Society shall be open to any person who is supportive of the Objectives of the Society and interested in furthering its work and has paid in full any properly constituted subscription set by the Society.

2. Honorary Membership may be conferred, after approval by the members at a General Meeting. An Honorary Member will have the same benefits and obligations as a subscribing member.
3. Every member shall have a single and equal vote.
4. The Committee may give notice of the intention to terminate the membership of a member whose behaviour is considered to be disruptive to the conduct of Society events, abusive towards others, dishonest or contrary to the Objectives of the Society. The member will be given the opportunity to respond and the Committee will fully consider that response before finalising its decision.
5. Subscription rates and categories are to be set by the Committee, subject to ratification by members at a subsequent general meeting. Members whose subscriptions are five months in arrears are deemed to have resigned their membership.

Amended at 2022 AGM to read Subscription rates and categories are to be set by the Committee, subject to ratification by members at a subsequent general meeting. Members who have not paid their subscriptions by the end of February are deemed to have resigned their membership.
6. Visitors may attend all indoor and outdoor meetings and events run by the Society unless the programme specifies that the meeting or event is for members only. A fee may be charged for their attendance, and this is to be set by the Committee, subject to ratification by members at a subsequent general meeting.

J. Insurance and Expenses.

1. The Committee shall ensure that the Society's members and Committee Members are insured against any claims that are made against them by any other members of the Society or members of the public, whilst they are authorised to be acting on behalf of the Society or attending any activity run or organised by the Society. Any additional risks to be insured and the amount of cover will be determined by the Committee.
2. No Committee Member or other person nominated by the Committee to represent the Society may receive remuneration.
3. Anyone undertaking an approved activity for the Society must not, of necessity, be out-of-pocket as a result of the requirements of that activity. In particular, and subject to prior Committee approval, claims can be made up to 100% of the cost of items required for use solely in undertaking approved Society activities, and in this event, an item which is financed 100% by the Society would be considered to be Society property.
4. Similarly, if in undertaking an approved Society activity, an item which has been subject to significant use on Society business requires replacement, then up to 25% of the cost of the replacement can be claimed. Approval of payment of any out-of-pocket expenses must be received from the Committee prior to the purchase, and the Committee may also impose a maximum financial limit on claim payments. The Committee must make clear the process and restrictions associated with any expenses claim.

K. Receipts and Expenditure.

1. The funds of the Society, including all donations, contributions and bequests, shall be paid into an account operated by the Committee in the name of the Society.
2. All cheques drawn on the account for an amount over £100 must be signed by two members of the Committee. The chair must be advised of all electronic payments over £100.
3. Receipts must be obtained for all purchases and given to the treasurer.
4. The funds belonging to the Society shall be applied only in furthering the Objectives.

L. Property.

1. Custodians/Trustees will be appointed in the event of any Society undertaking requiring a legally binding contractual obligation. The Custodians /Trustees will be vested with the power to deal with the property/goods as directed by resolution of the Committee.
2. Any Custodians/Trustees shall be appointed by the Committee and shall hold office until death or resignation unless removed by a resolution passed by the Committee.
3. Any Custodians/Trustees shall be indemnified out of the property of the Society for all expenses and other liabilities properly incurred by them in the discharge of their duties.

M. Accounts.

The Committee shall comply with their legal obligations under any Acts or Laws to which they are subject, and in addition, requirements under this Constitution regarding the:

1. keeping of accounting records for the Society;
2. preparation of annual statements of accounts for the Society;
3. auditing or independent examination of the statement of account of the Society;
4. transmission of the statements of account of the Society to the members.

N. Annual General Meeting.

1. The financial year for the Society will run between 1st January and 31st December. The Annual General Meeting of the Society will be held within three months of the end of the financial year. In extreme circumstances, where the Committee determine that holding an AGM in person or delaying it is not possible or feasible, then the meeting may be conducted virtually. If the quorum has not been achieved within half an hour of the scheduled start time, the meeting must be abandoned and re-scheduled.
2. The business of the Annual General Meeting will be published in advance in the notice of the meeting. Exceptionally the Chair may take additional business if informed of this before the start of the meeting.
3. Every Annual General Meeting shall be called by the Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the

Society, this notice shall invite nominations for the Committee. All the members of the Society shall be entitled to participate and vote at the meeting. Non-members have no right to attend unless invited by the Chair.

5. The Chair of the Annual General Meeting shall be the Chair of the Committee, but if he or she is not present, the Vice-chair of the Committee (if one has been appointed), will deputise. If neither are present, a temporary chair shall be appointed by the Committee for the meeting.
6. The Committee shall present to each Annual General Meeting the report and accounts of the Society for the preceding year. Other persons (whether members of the Society or not) may be invited by the Committee to address the Annual General Meeting if this is deemed appropriate.
7. Nominations for election to the Committee must be made by members of the Society in writing and must be in the hands of the Secretary of the Committee at least 7 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by show of hands unless the chair or 3 members request a ballot of the members present, but may also include prior written voting, electronic or otherwise, at the discretion of the Committee. Should vacancies exceed nominations, additional nominations shall be invited at the meeting, before the election.
8. The quorum for the Annual General Meeting shall be at least 20% of the current membership of the Society, and may include members attending virtually, and those voting in advance in writing in instances where this is considered acceptable by the Committee.

O. Extraordinary General Meetings.

1. The Committee may call a special Extraordinary General Meeting of the Society at any time. If at least ten members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.
2. The quorum for an Extraordinary General Meetings shall be at least 20% of the current membership of the society. If the quorum has not been achieved within half an hour of the scheduled start time, the meeting must be abandoned and re-scheduled.

P. Notices.

1. Any notice required to be served on any member of the Society (unless otherwise approved at a General Meeting) shall be in writing and shall be served by the Secretary of the Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 3 days of posting.

Q. Alterations to the Constitution.

1. The constitution may only be altered by a resolution passed by a majority of the members voting at an Annual General Meeting or Extraordinary General Meeting. The notice of the Meeting must include notice of the resolution, setting out the terms of the alteration proposed.

