

THE CHESHIRE AND WIRRAL ORNITHOLOGICAL SOCIETY

CONSTITUTION

1. NAME

The name of the charity shall be "The Cheshire and Wirral Ornithological Society" hereinafter referred to as "The Society".

2. OBJECTS

The objects of the Society shall be for the public benefit :-

- a) To advance public education in ornithology and related matters and in particular to promote the study of birds and other wildlife within Cheshire and Wirral.
- b) To support and encourage the preservation, conservation and study of wild birds and places of ornithological interest, especially within Cheshire and Wirral, and to protect these from injury, ill-treatment or destruction.
- c) To promote the recording, study and research into all aspects of the avifauna of the Administrative County of Cheshire as designated on 1st April 1974 together with the Metropolitan Borough of Wirral (including the Hilbre Islands) and to collate, maintain and publish the useful results of such recording, study and research.

In furtherance of the above objects but not further or otherwise the Society shall have the following powers :-

- d) To publish reports, newsletters and other papers of ornithological interest or as may be deemed by the Society suitable or desirable for promoting its objects.
- e) To co-operate with the British Trust for Ornithology, the Royal Society for the Protection of Birds and other similar organisations in scientific ornithological enquiries and in promoting wildlife protection and conservation, and, where Council may so decide, to subscribe to such organisations.
- f) For the above purposes to raise and maintain funds, and in connection therewith to fix subscriptions and to receive donations, legacies and other gifts, and to make and publish appeals and requests for financial assistance, and to enter into and accept covenants to pay an amount for a fixed number of years.
- g) To do all such other lawful things as are necessary for the attainment of the aforesaid objects.

3. COMPOSITION

The Society shall consist of a Honorary President, Honorary Life Vice-Presidents, elected Executive Officers comprising a Chairman, a Vice-Chairman, a Secretary, a Treasurer, a Recorder and such other non-Executive Members of Council as may be elected from time to time, and Individual/Family/ *Young Person*/Corporate members.

4. CONDITIONS OF MEMBERSHIP

- a) Membership of the Society shall be open to any person or organisation interested in furthering the objects of the Society, whose application has been approved by Council. Provided that the Council shall only have power to refuse membership for good and sufficient reason, and that the individual concerned shall have the right to be heard before a *final decision is made*.
- b) Members shall be required to abide by the Constitution and bylaws of the Society and to keep the British laws and orders concerning Bird Protection and to observe the "Birdwatchers' Code of Conduct" as published by the Royal Society for the Protection of Birds. Any member that Council considers has deliberately failed to keep such laws, orders and code of conduct or to have acted in any manner prejudicial to the aims and interests of the Society or injurious to its reputation shall be deprived of membership. The decision of Council in such matters shall be final.
- c) Any member wishing to terminate his membership shall give due notice of his intention in writing to the Secretary or the Treasurer.

5. TYPES OF MEMBERSHIP

- a) Life Membership - Honorary Life Vice-Presidents may be nominated by Council, in recognition of outstanding service to Ornithology, and proposed for election at an Annual General Meeting.
- b) Individual Membership - Individual membership shall be open to any person over the age of 18 years who subscribes to the conditions of membership set out in clause 4. Individual members shall pay an annual subscription and shall be entitled to receive one copy of all the Society's publications, notices of all meetings and other matters pertaining to the Society including a copy of the Society's constitution, and be entitled to vote at the Society's meetings.

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c) *Young Person*/Membership – Membership shall be *open to any person under the age of 21 years* on the 1st January *or whilst still in full-time education to the age of 25*. They shall receive all the benefits of Individual Membership, but shall not be eligible to vote or hold office.

d) Joint/Family Membership - Any two or more members of the Society living at the same address may pay a single joint/family subscription and shall be entitled to only one copy of the Society's publications and notices. In all respects the Joint/Family Members shall enjoy all the privileges of Individual Members save that those members of the Joint/Family unit who are under the age of 18 years shall not be entitled to vote at the Society's meetings or to hold office.

e) Corporate membership - Corporate Membership shall be open to any local Ornithological Society, Natural History Society, Ringing Group, RSPB Members Group, Branch of Cheshire Conservation Trust, Bird Club, School, Youth Organisation or similar minded organisation which subscribes to the objects of the Society and the conditions of membership set out in clause 4. These organisations shall pay an annual corporate subscription, and shall be entitled to one copy of the Society's publications and notices, and to record a single vote at the Society's meetings, but shall not be eligible to hold office.

6. SUBSCRIPTIONS

a) The annual rates of subscription for Individual, *Young Person*, Family and Corporate membership shall be decided by Council and approved by the membership at a General Meeting.

b) The Society's financial year shall be from 1st January to the 31st December and subscriptions shall be due on 1st January in the year to which they relate.

c) Members joining after 1st October in any one year and paying the subscription appropriate for the following year shall not be liable for further payment until 1st January in the year thereafter. Members so joining shall not be entitled to receive a free copy of the Annual Bird Report published in the year they join.

d) Any member whose subscription is three months in arrears shall be reminded by the Treasurer, removed from the mailing list and shall not be entitled to receive further publications from the Society until the arrears have been paid. Any member whose subscription is six months in arrears shall be deemed to have resigned his/her membership, shall be deleted from the list of members and shall cease to be entitled to the privileges of membership.

7. MANAGEMENT

a) The affairs of the Society shall be administered by a Council consisting of the Elected Executive Officers of the Society, the Chairman of each sub-committee, and six non-Executive Members. Six members of Council shall constitute a quorum at Council meetings. The Secretary shall keep Minutes of all Council and General Meetings and prepare such literature as shall keep the members informed of the Society's activities.

b) Council shall have the power at its discretion to fill vacancies as they arise and to co-opt additional members of Council for such special purposes as may from time to time appear desirable, provided that there shall be no more than five co-opted members at any one time. Additional members of Council appointed under this clause shall cease membership automatically at the next Annual General Meeting, but may be renewed.

c) Council shall have the power to appoint sub-committees from such of its own members and any other members of the Society as may be considered necessary or appropriate in order to delegate such of its own functions, responsibilities and powers, except the power to appoint sub-committees, to promote the objects of the Society. Each sub-committee shall appoint its own Chairman and Secretary and may co-opt additional members. All sub-committees shall periodically report their proceedings to Council and shall conduct their business in accordance with the direction of Council. Two shall constitute a quorum of a sub-committee. The Elected Executive officers shall be ex-officio members of all sub-committees.

d) Council shall have the power on behalf of the Society to enter into Deeds of Covenant with such members as shall be willing to covenant to pay an annual sum by way of donation for a period of at least four years or for such period as shall from time to time be prescribed by the general law and to make claims for the repayment of tax deducted by members in respect of payment under such Deed of Covenant.

e) There shall be an Executive Committee consisting of the Chairman, Secretary and Treasurer which shall be responsible for the day to day running of the Society's affairs on behalf of the Council, provided that all acts and proceedings of the Executive Committee shall be fully and promptly reported to Council. The Terms of Reference of the Executive Committee shall be determined by Council and may be varied from time to time at any meeting of Council.

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8. ELECTION OF OFFICERS

Any *Individual or Joint/family* member of the Society over the age of 18 years shall be eligible for election either as an Executive Officer or a non-Executive Member of Council subject to their being proposed and seconded and elected by a simple majority of those members present and eligible to vote at the Annual General Meeting.

a) The Executive Officers of the Society shall all be honorary and elected at each Annual General Meeting for which provision is hereinafter made. They shall be the Chairman, Vice-Chairman, Secretary, Treasurer, Recorder and any other Officer with special responsibilities whom Council may from time to time decide is necessary. They shall hold office until the next such meeting when they shall be eligible for re-election. The Chairman shall hold office for not more than five consecutive years.

b) Non-Executive Members of Council shall be elected at the Annual General Meeting and shall hold office until the next such meeting, when they shall be eligible for re-election.

c) Council may propose an Honorary President of the Society for election at the Annual General Meeting. Such Honorary President shall hold office for five years and be eligible for re-election.

d) Nominations for the election of Executive Officers and non-Executive Members of Council at the Annual General Meeting may be made by Council or by any member of the Society by notice in writing to the Secretary at least seven days before the meeting, such nominations must be accompanied by the written consent of the nominees. Except as may be necessary to fill vacancies no further nominations may be made at the Annual General Meeting itself.

e) The attendance at Council Meetings by Members of Council shall be recorded by the Secretary. Any member who does not make at least two attendances during the year, commencing with the first Council meeting after the Annual General Meeting, shall, if Council so decides, cease to be a Member of Council. Council shall have the power at its discretion to appoint members to fill vacancies occurring by virtue of this clause.

9. GENERAL MEETINGS

a) Annual General Meetings: The Annual General Meeting of the Society shall be held once in every calendar year and there shall not be more than 15 months between one Annual General Meeting and the next. The business transacted shall include the election of the Executive Officers, non-Executive Members of Council and the President in accordance with clause 8 hereof, and the presentation and adoption of Annual Reports by the Chairman, Secretary and Treasurer. The Treasurer's report shall contain an audited Statement of Accounts for approval. Additionally, a member of one of the bodies specified or referred to in sub-section (3) of section (8) of the Charities Act 1960 shall be appointed as Auditor of the Society's accounts.

b) Extraordinary General Meetings: The Chairman or Council may at any time at their discretion, or at the request of any twenty voting members, in writing to the Secretary, specifying the nature of the business to be considered, shall within six weeks of such request, convene an Extraordinary General Meeting of members for a specific purpose.

10. CONDUCT OF MEETINGS

a) The Secretary shall at least 21 days before any General Meeting send to each member a notice of such meeting stating the business that will be brought to it.

b) The Honorary President shall be invited to take the Chair at each Annual General meeting during his term of office. If the Honorary President declines to take the chair for whatever reason the Chairman of the Society, or in his absence the Vice-Chairman, shall preside. If neither the President, Chairman nor Vice-Chairman is present within 15 minutes after the time appointed for holding the Annual General Meeting, or is unwilling to take the chair for whatever reason, the Meeting shall choose some other member of Council who is present to preside.

c) The voting at a General Meeting shall be by a simple majority on a show of hands or, at the insistence of the Chairman of the meeting or any five members present, by ballot. In the event of an equal number of votes being cast, the Chairman of the meeting shall have a casting vote. No proxy votes shall be permitted.

d) The Secretary shall keep minutes of each General meeting.

e) The quorum for a General Meeting shall be **15** voting members.

*Revised 1st November 2019
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11. ORDINARY COUNCIL MEETINGS

- a) Ordinary Council Meetings of the Society shall be held as deemed desirable by Council at a date and time to be fixed by Council and notified by the Secretary, but in any case, not less frequently than four times in one year.
- b) Emergency Council Meetings may be called at the discretion of the Chairman and one other Executive Officer of Council or shall be held within twenty one days on the written request of not less than five Members of Council or on a petition signed by not less than twenty voting members of the Society.
- c) The Chairman, or in his absence the Vice-Chairman, shall preside and, in the event of a vote and an equal number of votes being cast, he shall have a casting vote.
- d) The Secretary shall ensure that minutes of all Council Meetings are taken and that they will subsequently and prior to the next such meeting be distributed to all relevant parties together with the agenda for the next such meeting.

12. ALTERATION OF CONSTITUTION

- a) The Constitution shall not be altered save by a two-thirds majority of all members present and voting at a General Meeting.
- b) A resolution for the alteration of the Constitution must be received in writing by the Secretary at least 28 days before the General Meeting at which the resolution is to be considered. Notice of the intention to propose any alteration to the Constitution, together with details of the proposed alteration, shall be given to the Membership, in writing, by the Secretary not less than 21 days before the meeting and printed on the agenda of that meeting.
- c) No alteration made to clause 2 (Objects), clause 18 (Dissolution) or this clause shall take effect until the approval in writing of the Charity Commissioners for England and Wales or other authority having charitable jurisdiction shall have been obtained, and no alteration shall be made so as to cause the Society to cease to be a Charity by law.

13. PUBLICATIONS

The Society shall publish "The Cheshire & Wirral Bird Report" annually and shall send a copy free of charge to all eligible members, who shall also receive one copy of such bulletins as the Society may, from time to time, publish.

14. CONSTITUTION

A copy of this Constitution shall be available on request from the Secretary of the Society.

15. ACCOUNTS & BANKING ACCOUNT

The Society shall be empowered to open and maintain a Bank Account or Accounts in the name of the Society and all cheques shall be signed by any two of the Chairman, Vice-Chairman, Secretary and Treasurer. The Treasurer shall have the power to give receipts for all monies paid to him on the Society's account and shall ensure that proper books of accounts are kept, regularly maintained and audited in accordance with the provision of clause (9a) prior to each Annual General Meeting.

16. DEEDS

All deeds and documents which require to be executed and signed by the Society (except transfers of real and personal property which shall be executed in the names of the Trustees to be nominated as occasion may require by Council) shall be executed by the Chairman and Secretary for the time being on behalf of the Society, but no such deed or document shall be executed or signed except in pursuance of a resolution of Council.

17. PROPERTY

The property of the Society shall be held in the name of four individuals as Trustees, who shall administer the same in all respects in accordance with the directions of the Council.

18. DISSOLUTION

The Society may be dissolved by a resolution passed by a two-thirds majority of those present and voting at an Extraordinary General Meeting convened for the purpose. In the event of the dissolution of the Society such assets as remain after the clearance of all outstanding debts and liabilities shall be donated or transferred to another charitable organisation or organisations having similar objects to those of the Society, as the Council may, with the approval of the Charity Commissioners for England and Wales, determine.

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