



## **CONSTITUTION**

**Approved at the AGM on 7<sup>th</sup> March 2024**

### **NAME**

1. The Society shall be called the Keswick Natural History Society.

### **OBJECTIVES**

2. To promote and support interest in natural history and the environment, by:
  - (i) Offering a programme of illustrated talks on a range of topics, to members of the Society, and to others.
  - (ii) Offering a programme of guided walks, illustrating a range of relevant topics, to members of the Society.
  - (iii) Co-operating with other natural history and environmental entities.
  - (iv) Engaging in any other relevant activities, as agreed by the Committee.

### **MEMBERSHIP**

3. Membership shall be open to anyone agreeing with the Objectives of the Society, and complying with its Terms of Reference (below), on payment of the relevant subscription.
4. All potential members are welcome.
5. Categories of membership shall be:

Ordinary Members - Any person over the age of 16, not in full-time education, and not granted Honorary or Concessionary Membership; on payment of the annual subscription.

Honorary Members - Will be proposed by the Committee, for ratification by the AGM; and if approved will henceforth not be required to pay any subscription.

Junior Members - Any person under the age of 16, or still in full-time education, will not be required to pay a subscription. Those under 16 should attend Society activities with a parent or guardian.

Concessionary Members: - Concessionary membership may also be granted at the discretion of the Committee; any such decisions shall be reviewed annually by the Committee.

6. Membership subscription rates shall be proposed by the Committee to the AGM, and on ratification will apply to subscriptions paid for the following season of Society activities.
7. The Committee shall have the power to terminate anyone's membership, if they are deemed by a majority of the Committee to have failed to comply with its Terms of Reference, as specified in this Constitution.

#### **COMMITTEE AND OFFICERS**

8. The Committee shall be fully responsible for the conduct of the Society in all matters, and shall act for and on behalf of the Society.
9. The Committee shall comprise up to 9 members, and shall preferably have at least 8 members.
10. There shall be three Officers, the Chair, Treasurer and Secretary, who will take ultimate responsibility for the conduct of the Society according to its Constitution, in close consultation with all members of the Committee.
11. There may also be up to 6 Ordinary members, of whom some may be designated by the Committee as delivering specific roles, e.g. the Talks Programme Organiser.
12. Elections to the posts of Officer and Ordinary Committee members shall be made at the Annual General Meeting. Each person standing for election shall have a proposer and a seconder; all three shall be members of the Society. All members of the Society shall be invited to nominate themselves or another member to stand, in advance of the AGM. Election shall be by a majority of those members present at the AGM, with the Chair having a casting vote in the event of a draw.

13. Officers and Ordinary Members shall be appointed for a period of 3 years.
14. Additional members may be co-opted onto the Committee as determined by a majority of Committee members, where this does not exceed the limit of 9 Committee members in total, for a period up until the next AGM.
15. The Committee may also invite other people to attend Committee meetings for specific reasons, at their discretion.
16. Meetings of the Committee may be held in person, or via Zoom or a similar internet-enabled medium. Whenever possible, at least 10 days' notice of each meeting shall be given to all Committee members.
17. Meetings of the Committee shall be deemed quorate if five or more members are present, including at least two Officers.
18. The Committee may also debate and reach agreement on specific issues via an exchange of emails with all Committee members.
19. Decisions of the Committee shall be recorded and held on suitable media for future reference.
20. The Chair, or if absent, another Committee member whom they nominate to act as deputy, shall take charge of all Committee meetings. Should this not be possible, the Committee will elect one of its members to chair meetings until such time as the situation can be regularised.
21. The Committee shall strive to reach a consensus in all its decisions, but if this cannot be achieved, then decisions can be made by a simple majority of those attending. Account should be taken, however, of the views of any Committee member who has been unable to join the meeting, but has expressed their clear views on an issue to another Committee member. In the event of a hung vote, the Chair shall have a deciding vote.

## **FINANCES**

22. The Society shall hold a bank account at a nationally recognised Bank and/or Building Society, approved by the Committee, for which the Treasurer shall be the responsible Officer.

23. The Society's basic aim should be to have the bank account remain in credit at all times, and to keep a sufficient balance to be able to cover unavoidable outgoings for at least 2 years, regardless of income.
24. The Committee shall designate which Officers or other members shall be able to authorise expenditure. At least two such people must authorise all outgoings.
25. The Treasurer shall be responsible for monitoring the Society's income and expenditure, assets and anticipated expenditure. They shall report regularly to the Committee about the state of the Society's finances, and shall prepare an annual financial statement, made up to a suitable date which will usually (but not necessarily) be 28<sup>th</sup> February. This statement shall be submitted to the Committee, for comment and approval.
26. There shall be an independent examiner proposed to and appointed by the AGM, who shall scrutinise and report on the annual financial statement, as approved by the Committee, at least 2 weeks before the AGM.
27. The financial statement, approved by the independent examiner, shall be reported to the membership in advance of or at the AGM. Members will be invited to approve their acceptance of the statement, and the financial conduct of the Society, at the AGM.
28. The financial statement shall be made available to any member who requests to see a copy.

#### **ANNUAL GENERAL MEETING**

29. There shall be an Annual General Meeting held, in Keswick, to report to the membership on the state of health of the Society, including its levels of membership, finances and activities.
30. Members shall be given 14 days' notice of the date, time and venue of the AGM, and its draft Agenda. At that time, members will be invited to propose themselves or other members to stand for election as Ordinary members of the Committee, or for any Officer post that is falling due for election.
31. The meeting shall be deemed quorate if at least 25% of members attend.
32. The current year's Chair shall start the AGM proceedings. When the current Chair is standing for re-election, that part of the proceedings shall be chaired by the Secretary or another person

designated by the Committee. Thereafter, the successful candidate will take over the Chair for the remainder of the AGM.

33. Decisions reached by the meeting shall be recorded by the Secretary, and agreed by the Committee, then held on suitable media for future reference.
34. The items to be included on the agenda shall include the Record of the previous year's AGM; Matters arising from the previous year; reports on the year by the Chair and the Treasurer; Elections for any Officers whose term of office has expired; Elections for vacant posts of Ordinary members to the Committee; Approval of the independent examiner for the following year; and Any Other Competent Business.
35. Should any amendments to the Constitution be required, they shall be put to the AGM for approval.
36. Approval of any item shall be by a show of hands. A simple majority of those present shall be sufficient to approve an item. In the event of a tie, the Chair shall have the casting vote.

#### **SPECIAL GENERAL MEETING**

37. Should decisions be required in advance of the Annual General Meeting, a Special General Meeting may be called at the discretion of the Committee, or on submission of a written request to the Secretary signed by at least ten members of the Society.
38. Written notice of a Special General Meeting shall be given to all members of the Society, with at least 14 days' notice, and an explanation of the issue(s) for which it is being called.
39. The conduct of a Special General Meeting shall be as that set out for the Annual General Meeting, above.

#### **CHANGES TO THE CONSTITUTION**

40. No alteration to the Constitution or Terms of Reference of the Society shall be made, except at an Annual General Meeting, or at a Special General Meeting convened for that purpose.
41. Proposals for changes to the Constitution may be made by the Committee. They may also be put forward by any member of the Society; whose proposals should be submitted to the Committee at least 2 weeks before the Annual General Meeting or Special General Meeting,

along with an explanation as to why this is being proposed, and signed by at least 5 members of the Society.

## **DISSOLUTION OF THE SOCIETY**

42. The Society may be dissolved only by the consent of a majority of the members who are present at a Special General Meeting called for that purpose.
43. Such meeting shall appoint a person or persons to administer the disposal of any assets or funds belonging to the Society. The person or persons so appointed can be existing members of the Society.
44. Upon dissolution the net assets of the Society will be given to one or more groups, societies or charities whose aims relate to the conservation of the environment or wildlife. These shall be chosen as follows: any current member of the Society may nominate a suitable group, society or charity. A vote of members present at the Special General Meeting will be taken to select one or more of these, and which or how much of the Society's assets will be received by each.

## **TERMS OF REFERENCE**

45. The Society shall be committed to operating with equality of opportunity and inclusivity. It shall not tolerate discrimination.
46. Members of the Society shall not bring the Society into disrepute.
47. Members shall act towards each other, and towards all members of the public, with courtesy. Respect shall be shown to all persons and points of view.
48. The Committee shall be deemed responsible for ensuring that these Terms of Reference are adhered to at all times.