



1 **Constitution**

2
3 Adopted on the day of
4

5 **1 Name**

6
7 1.1 The name of the Association is **The Derbyshire Ornithological Society** ("the Charity"),
8 registered charity number 502422.
9

10 **2 Administration**

11
12 2.1 Subject to the matters set out below the Charity and its assets shall be
13 administered and managed in accordance with this constitution by the
14 members of the General Committee, constituted by clause 7 of this constitution
15 ("General Committee").
16

17 **3 Aim**

18
19 The Charity's aim is:

20
21 3.1 To promote the study, recording and conservation of birds and their habitats,
22 throughout the county of Derbyshire.
23

24 **4 Powers**

25
26 In furtherance of the object but not otherwise the General Committee may exercise the
27 following powers:
28

29 4.1 to raise funds and to invite and receive contributions provided that in raising
30 funds the General Committee shall not undertake any substantial permanent
31 trading activities and shall conform to any relevant requirements of the law.
32

33 4.2 to buy, take on lease or in exchange any equipment necessary for the
34 achievement of the objects and to maintain it for use.
35

36 4.3 subject to any consents required by law to sell, lease or dispose of all or any
37 part of the assets of the Charity.
38

39 4.4 subject to any consents required by law to borrow money and to charge all or
40 any part of the property of the Charity with repayment of the money so
41 borrowed.



- 42
- 43 4.5 to co-operate with other charities, voluntary bodies and statutory authorities
- 44 operating in furtherance of the objects or of similar charitable purposes and to
- 45 exchange information with them.
- 46
- 47 4.6 to establish or support any charitable trusts, association or institutions formed
- 48 for all or any of the objects.
- 49
- 50 4.7 to appoint and constitute such advisory sub-committees as the General
- 51 Committee may think fit.
- 52
- 53 4.8 to do all such other lawful things as are necessary for the achievement of the
- 54 objects.
- 55

56 **5 Membership**

- 57
- 58 5.1 Membership of the Charity shall be open to:
- 59
- 60 5.1.1 Individuals (over the age of 18 years) who are interested in furthering
- 61 the work of the Charity and who have paid any annual subscription
- 62 determined from time to time by the General Committee.
- 63
- 64 5.1.2 A body-corporate or unincorporated association, which is interested in
- 65 furthering the Charity's work and has paid any annual subscription
- 66 (any such body being called in this constitution a "member
- 67 organisation").
- 68
- 69 5.1.3 Individuals who have been granted Life Membership
- 70
- 71 5.1.4 Anyone accepted as a member under the Student Membership
- 72 Scheme. This scheme allows students in full-time education over 18 to
- 73 become members at no cost for the duration they remain students
- 74
- 75 5.1.5 Individuals under the age of 18 are welcome as part of a family
- 76 membership but may not vote until they reach the age of 18
- 77
- 78 5.1.6 The General Committee reserves the right to refuse or terminate
- 79 membership (see clause 5.7).
- 80
- 81 5.2 The standard membership under clause 5.1.1 covers all members of the same
- 82 family residing at the same address but see clause 5.3.
- 83



84 5.3 Every standard membership household shall have one vote per person over 18
85 except as in clause 5.1.4.

86
87 5.4 Each member organisation may appoint an individual to represent it and to vote
88 on its behalf at meetings of the Charity; and may appoint an alternate to replace
89 its appointed representative at any meeting of the Charity if the appointed
90 representative is unable to attend. Any appointed representative must be an
91 individual member of the Charity, however individuals asked to substitute for an
92 appointed representative who cannot attend a meeting need not be a member
93 of the Charity.

94
95 5.5 Each member organisation shall notify the name of the representative
96 appointed by it and of any alternate to the secretary. If the representative or
97 alternate resigns from or otherwise leaves the member organisation, he or she
98 shall forthwith cease to be the representative of the member organisation.

99
100 5.6 Subscriptions shall become due on the 1st January each year. Members joining
101 between 1st January and 31st August must pay a full year's subscription and will
102 be entitled to an Annual Report published in that year. Members joining from
103 1st September will be entitled to membership until 31st December the
104 following year but will not be entitled to a free copy of the Annual Report for
105 the year of joining. Any member whose subscription is more than three months
106 in arrears shall be deemed to have resigned.

107
108 5.7 The General Committee may for good reason terminate the membership of any
109 individual or member organisation on a majority of those voting at a special
110 meeting convened for that purpose.

111
112 5.8 The individual or the appointed representative of the member organisation
113 concerned (as the case may be) shall have the right to be heard by the General
114 Committee, accompanied if they wish by a friend, before a final decision is
115 made.

116

117 **6 Officers of the Charity**

118

119 6.1 At the annual general meeting of the Charity the members shall elect from
120 amongst themselves a chair, a vice-chair, a general secretary, a treasurer and a
121 membership secretary who shall hold office from the conclusion of that
122 meeting.

123 6.2 The Society shall have a President and a Vice-president appointed by the
124 General Committee who shall be honorary officers with no executive powers.



125

126 **7 General Committee**

127

128 7.1 The General Committee shall consist of not less than 6 nor more than 16
129 members excluding representatives of member organisations:

130

131 7.1.1 The five officers specified in clause 6.1.

132

133 7.1.2 Two and not more than 11 members elected at the annual general
134 meeting who shall hold office from the conclusion of that meeting.

135

136 7.2 The General Committee may in addition appoint not more than six, co-opted
137 members but no-one may be appointed as a co-opted member if, as a result,
138 more than one third of the members of the General Committee would be co-
139 opted members. Each appointment of a co-opted member shall be made at an
140 ordinary or special meeting of the General Committee called under clause 10
141 and shall take effect from the end of that meeting unless the appointment is to
142 fill a place which has not then been vacated in which case the appointment
143 shall run from the date when the post becomes vacant.

144

145 7.3 All the members of the General Committee shall retire from office together at
146 the end of the annual general meeting next after the date on which they came
147 into office, but they may be re-elected or re-appointed.

148

149 7.4 The proceedings of the General Committee shall not be invalidated by any
150 vacancy among their number or by any failure to appoint or any defect in the
151 appointment or qualification of a member.

152

153 7.5 Nobody shall be appointed as a member of the General Committee who is aged
154 under 18.

155

156 7.6 No person shall be entitled to act as a member of the General Committee
157 whether on a first or on any subsequent entry into office until they have signed
158 a declaration that they are willing to serve and are not disqualified under
159 clause 8.1.

160

161 7.7 All members of the General Committee shall automatically become a Trustee
162 of the Charity on appointment.

163

164 **8 Determination of Membership of General Committee**

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

166



- 167 8.1 Is disqualified from acting as a member of the General Committee by virtue of
168 section 72 of the Charities Act 1993 (or any statutory re-enactment or
169 modification of that provision).
170
- 171 8.2 Becomes incapable by reason of mental disorder, illness or injury of managing
172 and administering his or her own affairs.
173
- 174 8.3 Is absent without the permission of the General Committee from all General
175 Committee meetings held within a period of nine months and the General
176 Committee resolve that his or her office be vacated, or
177
- 178 8.4 Notifies to the General Committee a wish to resign (but only if at least six
179 members of the General Committee will remain when the notice of resignation
180 is to take effect).
181

182 **9 General Committee Members not to be personally interested**

- 183
- 184 9.1 Subject to the provisions of sub-clause 9.2 of this clause no member of the
185 General Committee shall receive remuneration or have an interest (otherwise
186 than as a member of the General Committee) in any contract entered into by
187 the General Committee.
188
- 189 9.2 Any member of the General Committee for the time being who is a person
190 engaged in a profession may charge and be paid all the usual professional
191 charges for business done by him or her or his or her firm when instructed by
192 the other members of the General Committee to act in a professional capacity
193 on behalf of the Charity, provided that at no time shall a majority of the
194 members of the General Committee benefit under this provision and that a
195 member of the General Committee shall withdraw from any meeting at which
196 his or her own instruction or remuneration or that of his or her firm, is under
197 discussion.
198
- 199 9.3 Any member of the General Committee may claim reasonable expenses
200 incurred whilst acting in the business of the General Committee. The General
201 Committee shall determine expenses rates from time to time having regard to
202 guidance issued by HMRC and the Charity Commission.
203

204 **10 Meetings and proceedings of the General Committee**

- 205
- 206 10.1 The General Committee shall hold at least three ordinary meetings each year.
207 A special meeting may be called at any time by the Chair or by any two
208 members of the General Committee upon not less than 4 days' notice being



- 209 given to the other members of the General Committee of the matters to be
210 discussed but if the matters include an appointment of a co-opted member
211 then not less than 21 days' notice-must be given.
212
- 213 10.2 The Chair shall act as chair at meetings of the General Committee. If the chair
214 is absent from any meeting, the members of the General Committee present
215 shall choose one of their number to be chair of the meeting before any other
216 business is transacted.
217
- 218 10.3 There shall be a quorum when at least one third of the number of members of
219 the General Committee for the time being or five members of the General
220 Committee, whichever is the greater, are present at a meeting.
221
- 222 10.4 Every matter shall be determined by a majority of votes of the members of the
223 General Committee present and voting on the question but in the case of
224 equality of votes the chair of the meeting shall have a second. or casting vote.
225
- 226 10.5 The General Committee shall keep minutes, in books kept for the purpose or
227 by electronic means, of the proceedings at meetings of the General Committee
228 and any sub-committee.
229
- 230 10.6 The General Committee may from time to time make and alter rules for the
231 conduct of their business, the summoning and conduct of their meetings and
232 the custody of documents. No rule may be made which is inconsistent with
233 this constitution.
234
- 235 10.7 The General Committee may appoint one or more sub-committees consisting
236 of three or more members of the General Committee for the purpose of
237 making any inquiry or supervising or performing any function or duty which in
238 the opinion of the General Committee would be more conveniently
239 undertaken or carried out by a sub-committee: provided that all acts and
240 proceedings of any such sub-committees shall be fully and promptly reported
241 to the General Committee. Sub-committees will have the power to co-opt
242 from outside the General Committee in order to provide any necessary
243 expertise or skills.
244
- 245 10.8 Any member may attend any meeting of the General Committee or Sub-
246 committee as a non-voting observer but may not take part in discussions.
247 They will be required to treat any proceedings as confidential.
248

249 **11 Receipts and expenditure**

250



251 11.1 The funds of the Charity, including all donations contributions and bequests,
252 shall be paid into an account operated by the General Committee in the name
253 of the Charity at such a bank or fund, as the General Committee shall from
254 time to time decide. All cheques drawn on the account must be signed by at
255 least two officers of the Charity.

256
257 11.2 The funds belonging to the Charity shall be applied only in furthering the
258 objects or running the legitimate affairs of the Charity.

259
260 **12 Accounts**

261
262 12.1 The General Committee shall comply with their obligations under the Charities
263 Act 1993 (or any statutory re-enactment or modification of that Act) with
264 regard to:

265 12.1.1 the keeping of accounting records for the Charity.

266
267 12.1.2 the preparation of annual statements of account for the
268 Charity.

269
270 12.1.3 the auditing or independent examination of the statements of
271 account of the Charity; and

272
273 12.1.4 the transmission of the statements of account of the Charity to
274 the Commission if required.

275
276 **13 Annual Report**

277 13.1 The General Committee shall comply with their obligations under the Charities
278 Act 1993 (or any statutory re-enactment or modification of that Act) with
279 regard to the preparation of an annual report and its transmission to the
280 Commission if required.

281

282 **14 Annual Return**

283 14.1 The General Committee shall comply with their obligations under the Charities
284 Act 1993 (or any statutory re-enactment or modification of that Act) with
285 regard to the preparation of an annual return and its transmission to the
286 Commission.

287

288

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290



291 **15 Annual General Meeting**

292

293 15.1 There shall be an annual general meeting of the Charity which shall be held in
294 the month of March in each year or as soon as practicable thereafter

295

296 15.2 The annual general meeting shall be called by the General Committee. The
297 secretary shall give at least 21 days' notice of the annual general meeting to all
298 the members of the Charity. All the members of the Charity shall be entitled to
299 attend and, if eligible, vote at the meeting

300

301 15.3 The General Committee shall present to each annual general meeting the
302 report and accounts of the Charity for the preceding year

303

304 15.4 Nominations for election to the General Committee must be made by members
305 of the Charity in writing or by verifiable electronic means and must be in the
306 hands of the secretary of the General Committee at least 14 days before the
307 annual general meeting. Should nominations exceed vacancies, election shall
308 be held by show of hands at the AGM

309

310 15.5 Members wishing to raise an AGM item of business must send it to the
311 secretary of the General Committee at least 21 days in advance of the AGM
312 date

313

314 15.6 Should any national or local emergency outside the control of the Charity
315 prevent the holding of the annual general meeting, the officers of the Charity
316 will propose a course of action after consultation with the Charity Commission.
317 All efforts will be made to hold a meeting by means other than face to face, for
318 example using internet meetings. The course of action selected will be made
319 known to the membership via the Bulletin.

320

321 **16 Special General Meetings**

322

323 16.1 The General Committee may call a special general meeting of the Charity at any
324 time, if at least ten members request such a meeting in writing stating the
325 business to be considered. The secretary shall call such a meeting and at least
326 21 days' notice must be given. The notice must state the business to be
327 discussed. The provisions in clause 15.5 will also apply to special general
328 meetings.

329

330 **17 Procedure at General Meetings**

331



332 17.1 The secretary or other person specially appointed by the General Committee
333 shall keep a full record of proceedings at every general meeting of the Charity.
334

335 17.2 There shall be a quorum when at least twenty subscribing members of the
336 Charity are present at any general meeting.
337
338
339

340 **18 Notices**

341
342 18.1 Any notice required to be served on any member of the Charity shall be in
343 writing and shall be served by the secretary or the General Committee on any
344 member either personally or by sending it through the post in a prepaid letter
345 addressed to such member at his or her last known address in the United
346 Kingdom, and any letter so sent shall be deemed to have been received within
347 10 days of posting.
348

349 **19 Alterations to the Constitution**

350
351 19.1 Subject to the following provisions of this clause the Constitution may be
352 altered by a resolution passed by not less than two thirds of the members
353 present and voting at a general meeting. The notice of the general meeting
354 must include notice of the resolution, setting out the terms of the alteration
355 proposed.
356

357 19.2 No amendment may be made to clause 1, clause 3, clause 9 or this clause 19,
358 without the prior consultation with the Charity Commission.
359

360 19.3 No amendment may be made which would have the effect of making the
361 Charity cease to be a charity at law.
362

363 19.4 The General Committee should promptly send to the Charity Commission a
364 copy of any amendment made under this clause.
365

366 **20 Dissolution**

367 20.1 If the General Committee decides that it is necessary or advisable to dissolve
368 the Charity it shall call a meeting of all members of the Charity, of which not
369 less than 21 days' notice (stating the terms of the resolution to be proposed)
370 shall be given.
371



372 20.2 If the proposal is confirmed by a two-thirds majority of those present and
373 voting the General Committee shall have power to realise any assets held by or
374 on behalf of the Charity.
375

376 20.3 Any assets remaining after the satisfaction of any proper debts and liabilities
377 shall be given or transferred to such other charitable institution or institutions
378 having objects similar to the objects of the Charity as the members of the
379 Charity may determine or failing that shall be applied for some other charitable
380 purpose. A copy of the statement of accounts, or account and statement, for
381 the final accounting period of the Charity must be sent to the Commission.
382
383

384 **21 Adoption of this constitution**

385
386 21.1 Until the first annual general meeting takes place after adoption, this
387 constitution shall take effect as if references in it to the General Committee
388 were references to the persons whose signatures appear at the bottom of this
389 document.
390

391 21.2 This constitution was adopted on the date mentioned above by the persons
392 whose signatures appear at the bottom of this document.
393

394 21.3 This constitution or amendment was approved by the membership of the
395 Charity at a special meeting convened under rules prevailing at the time for this
396 purpose on:
397

398 _____
399

401
402 Signed by officers of the charity:
403
404
405

406 _____
407 Chair

406 _____
407 Vice-chair

408
409
410
411 _____
412 General Secretary

411 _____
412 Treasurer
413



414

415

416

417

Membership Secretary

418

DRAFT