

HARROGATE AND DISTRICT NATURALISTS' SOCIETY

Registered Charity No. 503860

Supporting: The Royal Society for the Protection of Birds; The British Trust for Ornithology;
The Botanical Society of the British Isles; The Yorkshire Wildlife Trust Ltd;
The Yorkshire Naturalists' Union; Butterfly Conservation and The British Dragonfly Society.

CONSTITUTION AND BYE LAWS: Revised April 2012

1. NAME

The name of the Society shall be the HARROGATE & DISTRICT NATURALISTS' SOCIETY and, unless it shall possess any permanent premises, the official address shall be that of the General Secretary at any given time.

2. OBJECTS

The objects of the Society shall be the promotion and dissemination of Natural History knowledge in all its aspects and also to direct its energies towards some practical form of nature conservation.

3. MEMBERSHIP

All persons interested in natural science shall be eligible to join the Society which shall consist of ordinary members, life members and junior members (under the age of 18 years). Each candidate for membership must make application to the Membership Secretary, at whose discretion provisional acceptance shall be made and the names laid before Council for ratification. Ordinary members, having paid their annual subscriptions, as fixed by Council, shall be entitled to attend and vote at all meetings. Junior members may attend all meetings but not vote.

4. THE COUNCIL

The business of the Society shall be conducted by the Council which shall consist of the following, to be elected from members of the Society:

OFFICERS

The President, who shall be elected annually and, if re elected, shall in normal circumstances serve for two consecutive years, and not be eligible for re election to Council for one year.

The Vice President, who will be President elect, shall be elected annually and, in normal circumstances, serve for two years.

A **General Secretary**, a **Treasurer**, a **Membership Secretary** and a **Programme Secretary**, all of whom shall be elected annually.

MEMBERS

Six other members who shall serve for three years. The senior two, based on length of service, shall retire each year and be ineligible for immediate re election. If, for whatever reason, more than two members have served the same period of time, then retirement shall be determined alphabetically. Should a member resign before the end of three years service, Council has the power to co opt a replacement to serve until the next Annual General Meeting. If such a co option is ratified at the AGM, the co opted member shall serve for a period, until the year in which the replaced member would have retired.

5. ELECTION OF COUNCIL

The election of nominated officers and members shall take place at the Annual General Meeting. The names of Council's nominees, selected in accordance with Rule 4, shall be circulated to all members of the Society with the preliminary notice convening this meeting. Should any member of the Society wish to nominate other candidates, such nominations should have a seconder and the consent of the nominee, and must reach the General Secretary two clear weeks before the AGM.

6. COMMITTEES

The Council may appoint committees for specific purposes and give them terms of reference. Appointments shall be made annually. Each committee shall elect from its members a chairman and, if necessary, a secretary and shall submit reports to Council.

7. RECORDERS AND GROUP LEADERS

The Recorders and Leaders (where appropriate) for all groups shall be appointed annually by the Council.

8. ANNUAL SUBSCRIPTIONS

The Annual Subscription is due on 1st April each year; that of members joining after 1st February shall cover the period from the time of joining to the end of the following financial year.

9. FINANCE

The Society's financial year shall end on 31st March. The administration of the Society's assets shall be vested in the Council which may not dispose of more than 50% of the current cash assets (after adjustment for outstanding commitments) without prior approval at an Annual or Special General Meeting.

The Treasurer shall prepare a statement of the Society's receipts and payments for each period of 12 months ending on 31st March, together with a statement showing the financial position and a summary of assets on that date; such statement to include debts owed to and by the Society, estimated as accurately as possible, if necessary.

A synopsis of these statements shall be approved by Council before presentation to the Annual General Meeting and subsequent inclusion in the Annual Report. One Auditor, who shall not be a member of Council, shall be appointed annually to audit the books and accounts of the Society.

10. REPORTS

The General Secretary shall, on behalf of Council, prepare annually a report of the Society's activities, membership and other matters of general interest during the previous twelve months. After approval by Council, this report shall be presented at the Annual General Meeting and subsequently included in the Annual Report. The Council may authorize, at any time, the preparation and reproduction of checklists, detailed reports on any aspect of the Society's activities or any other literature calculated to further the objects of the Society.

11. GENERAL MEETINGS

The Annual General Meeting shall take place on a convenient day in April. A Special General Meeting may be called at the request of not fewer than twenty members making written representation to the General Secretary stating their reasons. The council shall then arrange for such a meeting to be held not later than one month after receiving the request.

12. VOTING

- a) Voting on motions proposed at any general meeting of the Society shall be on the basis of one vote per adult member present at the meeting.
- b) Voting on motions at any meeting of the Council shall be on the basis of one vote per member present at the meeting. If considered relevant by the President, a record of votes for, against and abstentions shall be recorded in the minutes.
- c) Every member of a committee appointed by Council under Rule 6, shall be entitled to one vote on any motion proposed at a meeting of such committee at which he or she is present.
- d) In the event of an equality of votes at any meeting of the Society's Council or its committees, the chairman of the meeting shall be entitled, but not obliged, to give a casting vote in addition to his or her ordinary vote already given.
- e) At the discretion of the Council Life Memberships are awarded in exceptional circumstances and such members will have full voting rights.

13. TERMINATION OF MEMBERSHIP Council may terminate the membership of any person or body of persons found to have been acting in a manner considered to be detrimental to the interests or aims of the Society at a meeting called for the purpose. The proposal to do so must be notified to those concerned at least one month before the final decision is taken. Council shall be bound to consider any written or oral representations made to it on the matter by the person or body of persons or their representative in defence of their actions at some time within the said month. The motion to terminate membership must be supported by two-thirds of all members of the Council, whether present at the meeting or not. Any appeal must be lodged within 30 days of this decision being taken.

An officer or member of Council may be removed from office, the Council and/or membership if a motion of censure is supported by a majority of those present at a Special General Meeting (SGM). The officer or member concerned shall be informed at least one month before the SGM, which should be called as soon as possible after the said month has elapsed and is bound to consider any representation made to it orally or in writing by the officer, member or their representative, who should be nominated to Council or the SGM in advance. Any appeal must be lodged within 30 days of the SGM's decision.

Any member whose subscription is in arrears on 1st November following the AGM shall be liable to have his or her membership removed from the list of members, subject to the approval of a majority of Council members.

14. RESIGNATION OF MEMBERS

Resignation of members shall be by giving four weeks notice in writing, having paid all sums due to the Society.

15. DISSOLUTION

In the event of the Society being dissolved, any assets remaining after payment of outstanding debts and liabilities, shall be transferred to some other charitable institution or institutions having objects which are similar to those of the Society.

16. ALTERATION TO CONSTITUTION AND BYE LAWS

No alteration of, or addition to, the Constitution and Bye laws shall be made unless duly approved by a majority of members present at the Annual General Meeting, or at a Special General Meeting, called for the specific purpose of considering such proposed alterations or additions, fourteen days notice and notification of the proposed changes having been given to members of the Society. No other business may be conducted at such a Special General Meeting. No amendments shall be made which will cause the Society to be ineligible for charitable status.

17. QUORUMS

The following numbers are required to form a quorum:

- a) at meetings of Council four
- b) at committee meetings two
- c) at general meetings ten