

CONSTITUTION (revised 2019)

1. Name and status

1.1 The association is known as **THE SUFFOLK NATURALISTS' SOCIETY**

It is also known by the acronym SNS and is referred to below as 'The Society'

1.2 The Society is and will remain a Charity registered with the Charity Commission:
Number 206084.

2. Objectives

2.1 To study and record the fauna, flora and geology of the County.

2.2 To promote wider interest in natural history and the activities of the Society by:

- Publishing *Suffolk Natural History*, *Suffolk Birds* and *White Admiral* at appropriate intervals. These publications shall be free to members except those whose annual subscriptions are in arrears
- Maintaining an up-to-date website detailing the activities, publications and governance of the Society
- Maintaining a regular and relevant presence on social media
- Collecting, keeping and publishing records or other information
- Holding meetings, events and conferences
- Providing grants and bursaries to organisations and individuals to further the study of natural history in the county

2.3 To liaise with and, where appropriate, support other natural history societies and conservation bodies working within the County and further afield.

2.4 To raise funds and receive contributions from any person by way of subscriptions, donations and trading activities.

3. Governance

3.1 The Society shall be governed by a Council to manage its affairs and control its assets.

3.2 Members of Council are deemed to be the Trustees of the Charity under the terms set out by the Charity Commission.

3.3 The Trustees nominated for contact with the Charity Commissioners shall be the holders of the posts of Chair, Honorary Treasurer and Honorary Secretary.

3.4 The Council shall consist of 14 members, who are current members of the Society include:

- the Officers of the Society: Chair, Honorary Treasurer and Honorary Secretary
- the Editors of the Society's regular publications (*Suffolk Natural History*, *Suffolk Birds* and *White Admiral*) and the Editor of the Society's website
- a representative of Suffolk Biodiversity Information Service
- and - as some of the roles cited may be held by the same person - an appropriate number of Elected Members to bring numbers up to 14

3.5 Council members may hold more than one role, but Officers of the Society may not also be Elected Members.

3.6 The Chair shall hold office for four years and cannot stand again except by annual agreement of Council. The post is nominated and voted for within Council and presented to members at the next AGM for approval and endorsement

3.7 Other Officers (Hon. Secretary, Hon. Treasurer, Editors and SBIS representative) are appointed by Council for an indefinite period, subject to them fulfilling their roles to the

satisfaction of Council. The Officers of the Society shall also be approved and endorsed at each AGM.

3.8 Elected Members serve for four years. They can be re-elected for a second consecutive term, before being required to stand down but can be co-opted back onto Council for one year, following which they can be re-elected.

3.9 Nominees for Elected Members of Council must be proposed and seconded by members of the Society and approved at the AGM. Should one or more vacancies arise, nominations shall be given to the Hon. Secretary by email or in writing by February 28th. If there are more nominees than vacancies, a ballot will be held at the AGM.

3.10 The Council shall have the power to co-opt additional members to perform specific duties for a specified duration or to fill vacancies for Elected Members for a period up to the next AGM when they can be elected. Co-opted Council Members must be members of the Society but are not Trustees of the Charity.

3.11 Any Elected Member of Council who does not attend any of the Council meetings in a year shall stand down at the next AGM, unless there are exceptional circumstances as determined by Council.

4. Council meetings

4.1 Council shall meet at least four times a year with dates fixed at the beginning of the calendar year. The agenda will be sent to Council members at least a week before each meeting.

4.2 A quorum of at least five of its current membership shall be necessary to conduct business. Conduct of Council meetings shall be by the Chair or in their absence, a member of Council elected on that occasion.

4.3 Written records of Council, Annual General and Extraordinary General meetings shall be kept by the Hon. Secretary and sent to Council members within three weeks of the meeting.

4.4 Council shall be entitled to appoint a sub-committee to deal with any matter. The Chair of a sub-committee must be a member of the Council. Council shall agree the terms of reference for each sub-committee.

5. Annual General Meetings

5.1 The Annual General Meeting shall be held in April. Notice of its business shall be sent to all members at least 14 days in advance of the meeting.

5.2 Motions for discussion at the Annual General Meeting shall be submitted in writing to the Hon. Secretary by February 28th, signed by a proposer and seconder, both of whom shall be current members of the Society.

6. Extraordinary General Meetings

6.1 An Extraordinary General Meeting may be called by the Chair, or by a minimum of 25 current members submitting a written request specifying the proposed motion to the Chair or Hon. Secretary.

6.2 Notice of an Extraordinary General Meeting and of the business to be transacted, shall be sent to all members at least 14 days in advance of the meeting.

7. Policies

7.1 In order to safeguard the assets and reputation of the Society, Council shall adopt a Risk Management Policy and maintain a Risk Register to be reviewed on an annual basis.

It shall place these documents on the Society's website and report on any issues arising at the Annual General Meeting.

7.2 In order to safeguard the personal data of the Society's membership, Council shall adopt a Data Protection Policy to meet the requirements of the General Data Protection Regulation (2018). It shall place this document on the Society's website and report on any issues arising at the Annual General Meeting.

7.3 To ensure continued good governance, Council may adopt other Policies as appropriate.

8. Service to the Society

8.1 At the discretion of Council and subject to approval at an Annual General Meeting, the office of **Patron** may be offered to a well-known person in sympathy with the objectives of the Society. The Patron may receive copies of Council minutes and his/her comments and advice will be heard by Council.

8.2 At the discretion of Council and subject to approval at an Annual General Meeting, the office of **President** may be offered to a well-known person in sympathy with the objectives of the Society. In addition to honorary life membership, the President may attend Council meetings, as an observer, and receive copies of Council papers. When present, the President may take the Chair to conduct business at the Annual General Meeting or at Extraordinary General Meetings.

8.3 The role of **Rivis Vice-President** commemorates a generous benefactor to SNS, Frances Rivis (d 1958). This may be awarded to a person who has given exceptional service to the Society. In addition to honorary life membership, Rivis Vice-Presidents may attend all Council Meetings, as observers, and may receive copies of the associated papers. There shall be no more than five Rivis Vice-Presidents at any one time; they are not prohibited from being Elected Members of Council.

8.4 Members who have given valuable service to the Society may be approved by Council as **Honorary Life Members**.

9. Membership

9.1 The Society shall have the following categories of membership:

Individual, Family/Household, Corporate, Student and Honorary.

9.2 Alteration of all or any of the annual subscriptions shall be made only at an Annual General Meeting or an Extraordinary General Meeting.

9.3 A member whose subscription remains unpaid more than 21 days after they have received notice of the arrears from the Honorary Treasurer or whose conduct is, in the opinion of Council, injurious to the interests of the Society may have their membership suspended or terminated by Council.

9.4 Joint memberships may be held with Suffolk Bird Group (SBG). Joint subscription rates will be less than the sum of those for SNS and SBG. Both organisations will consult before changing rates unilaterally and will arrange to meet AGM timetables.

9.5 Joint members with SBG will receive, in addition to the Society's publications the SBG newsletter 'The Harrier' and any other publications offered by SBG.

10. Finance

10.1 The funds of the Society shall be held in a General Account. Those requiring investment shall stand in the name of the Official Custodian for Charities, but investment shall be in such securities as the Council shall think fit and be preferably of an ethical nature, as befits the Society's aims. Both capital and interest may be spent in

furtherance of the Society's objectives at the discretion of the Council.

10.2 An independently examined statement of Accounts for the previous financial year shall be presented to the Annual General Meeting by the Hon. Treasurer. It shall be the duty of the Hon. Treasurer to supply the Auditor with such information as they may require in time for accounts to be reviewed at the Council meeting preceding the AGM and presented at the AGM in April.

10.3 During the continuance of the Society no part of its funds shall be distributed among the members generally, but this rule shall not preclude the Council from making grants to individual members in furtherance of the objectives of the Society.

11. Dissolution

11.1 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, of which 21 days' notice shall be given to the members. Such a resolution shall also give recommendations from Council for the disposal of any remaining assets held by or in the name of the Society.

11.2 On the dissolution of the Society, any funds and assets remaining after the satisfaction of all debts and liabilities shall be transferred by the Trustees (with the knowledge and approval of the Charity Commission) to such other charitable societies or institutions whose objectives include the study or protection of the fauna, flora and geology of the County, or England generally.

11.3 No part of the said funds and assets shall be distributed amongst the members.

12. Interpretations and alterations to the Constitution

12.1 If any question or dispute shall arise as to the correct interpretation of any part of this Constitution, the Council shall give a ruling, which shall be deemed for all purposes to state the true interpretation and meaning thereof.

12.2 No alteration to this Constitution shall be made except by resolution, notice of which shall be given to the Hon. Secretary in writing before February 28th, and then passed at the Annual General Meeting of the Society. At least 14 days' notice of such a meeting must be given by the Hon. Secretary to the membership and must include notice of any alteration(s) proposed.

12.3 Any alteration shall require the assent of two-thirds of the members present and voting at an Annual General Meeting for adoption. Provided that: No alteration to Clause 2 (Objectives), Clause 11 (Dissolution) or this Clause may take effect until the approval in writing of the Charity Commission or other authority having charitable jurisdiction shall have been obtained, and no alteration shall be made which would have the effect of causing the Society to cease to be a charity in law.

12.4 A copy of this Constitution and any subsequent revisions and interpretations shall be given to all members, displayed on the Society's website and formally deposited with the Charity Commission.

13. Adoption

13.1 This Revision of the SNS Constitution was adopted at the AGM dated: 10 April 2019

13.2 It replaces the Revision adopted on 22/04/2009.