

**CYMDEITHAS ADARYDDOL CYMRU**  
**WELSH ORNITHOLOGICAL SOCIETY**  
**CONSTITUTION**

**1 Name**

The name of the society is Welsh Ornithological Society (Cymdeithas Adaryddol Cymru) ('the Society').

**2 Objects**

2.1 The objects for which the Society is established are:

2.1.1 To promote the conservation of wild birds in Wales;

2.1.2 To advance education and study of all aspects of birds in Wales;

2.1.3 To promote and publish results of research into birds in Wales;

**3 Powers**

3.1 To work in partnership with any other organisations that support these objects;

3.2 To co-ordinate at an all-Wales level ornithological activities; and

3.3 To seek to represent all ornithological societies / bird clubs in Wales at an all-Wales level.

3.4 In furtherance of the objects the Society may:

3.4.1 Prepare and publish, on paper or electronically, information about the Society, the Welsh Bird Report and papers of Welsh Ornithological interest.

3.4.2 Maintain and publish the list of birds in Wales.

3.4.3 Assist and encourage the network of County Bird Recorders in Wales so as to achieve and to sustain a high and unified standard of bird recording in Wales.

3.4.4 Hold regular conferences.

3.4.5 Co-operate with other organisations working on the study and conservation of wild birds and other wildlife in Wales.

3.4.6 Invest assets of the Society not immediately required for such objects in or on such investments securities or property as may be thought fit and ethical, subject nevertheless to such conditions as may be imposed or required by law.

3.4.7 Carry out any other legal activity deemed suitable by council.

## **4 Membership**

- 4.1 Full membership of the Society shall be open to:
  - 4.1.1 individuals of up to and including 25 years of age;
  - 4.1.2 those 26 years old and older (including one or two people at one address);
  - 4.1.3 ornithological, wildlife or conservation societies ('affiliated members'); and
  - 4.1.4 other organisations, whether corporate or unincorporated and ineligible to join the Society as affiliate members ('corporate members').
- 4.2 All such members in clauses 4.1.1 to 4.1.4, above, are liable to pay the annual subscription laid down by the Council (see below). A member whose subscription is not fully paid after a second reminder shall cease to be a member of the Society.
- 4.3 Council may award honorary membership to any people it may consider appropriate.

## **5 President**

- 5.1 The Society shall have an honorary President who shall be elected and stand for an initial term of five years. The President will be eligible to stand for re-election.
- 5.2 Nominations for President must be made by individual members of the Society in writing and must be in the hands of the secretary at least 28 days before the Annual General Meeting.
- 5.3 The President may attend meetings of Council and be able to vote on matters to be decided.

## **6 Nominations of Honorary Officers and Council Members**

- 6.1 Only individual members of the Society shall be eligible to serve as honorary officers or members of the council;
- 6.2 Nominations for honorary officers or members of the Council must be made by individual members of the Society in writing and must be in the hands of the secretary at least 28 days before the Annual General Meeting. Should nominations exceed vacancies the election of officers and ordinary members of Council will be by ballot at the annual general meeting.

## **7 Council**

The Council shall consist of not less than eight and not more than twelve elected members (who shall act as trustees of the Society) and not including the President, elected at the annual general meeting and shall include:

- 7.1.1 a Chair, Vice Chair, Treasurer, Secretary, Membership Secretary and such other honorary officers as the Society shall from time to time decide, who shall hold office for five years from the conclusion of the meeting.
- 7.1.2 Only paid up members of the Society may be elected to be a member of Council.

- 7.1.3 All members of Council shall be in post for five years.
- 7.1.4 All members of Council shall be eligible for re-election at the end of their first term in office.
- 7.1.5 Any member of Council who has been in office for a total of ten years must stand down for at least one year before becoming eligible, again, for election.
- 7.1.6 The honorary officers shall be, ex officio, members of the Council and any other committee of the Society.
- 7.1.7 Council has the power to co-opt additional members of Council.
- 7.1.8 Council may invite representatives of organisations supportive of the objects of the Society to attend Council meetings.
- 7.1.9 The Council shall have the power between annual general meetings to fill any vacancy on the Council (in 7 above) and that person (who shall be a paid up member of the Society) can be co-opted with power to vote until the next annual general meeting.
- 7.2 The Council shall meet not less than three times a year.
- 7.3 If a member of Council misses three consecutive Council meetings that member will be assumed to have resigned.
- 7.4 The Council may appoint special or standing committees as may be deemed necessary.
- 7.4.1 Standing or special committees of Council shall have their terms of reference and composition determined by the Council. All members of such committees must be members of the Society. The Chairs of any such committees shall be appointed by Council and shall:
- ensure the committee meetings are minuted;
  - attend Council meetings as required;
  - present reports on the progress of the committee business and provide a copy of the committee minutes to the Council Secretary; and
  - work within any budget set by Council.
- 7.5 Employees of the Society are eligible to be members of the Society but may not be members of the Council or a committee appointed by the Council under its powers in clauses 7.4 and 7.4.1.
- 7.6 The Council shall determine the level of subscription for the different types of membership, any changes to be agreed at an annual general meeting.

## 8 **Meetings of the Society**

- 8.1 There shall be an annual general meeting held once within each calendar year and not more than 15 months since the preceding annual general meeting. At least 21 days notice shall be given in writing or electronically to every member. At such annual general meeting the business shall include:
- reports on work done by the officers in the preceding year;
  - election of honorary officers (when needed);
  - election of other members of Council (when needed); and
  - appointment of auditors.

- 8.2 A special general meeting may be requested subject to the following conditions (8.2.1 and 8.2.2):
- 8.2.1 12 paid up members, whether individual, family or representative, give the reason for the request to the Secretary.
  - 8.2.2 The Chair using their discretion may request such a meeting.
  - 8.2.3 The Secretary will give notice of such a meeting within 21 days of its request being received.

## 9 **Rules of procedure at all Meetings**

### 9.1 Quorum

- 9.1.1 The quorum at a general meeting of the Society shall be one tenth of the number of members of the Society for the time being or twenty members of the Society whichever is the greater.
- 9.1.2 The quorum at a meeting of the Council or Committee appointed under Clause 7 shall be one third of the total number of members of the Council or Committee for the time being as the case may be, or three members of the Council or Committee whichever is the greater.

### 9.2 **Voting**

- 9.2.1 Save as otherwise provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote.
- 9.2.2 Arrangements for proxy voting may from time to time be made by the council provided that no such arrangements shall be made with regard to clauses 11 and 12.
- 9.2.3 All ordinary and family (except any junior members) may have one vote each. All affiliate members may have one vote per organisation. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

### 9.3 **Minutes**

Minutes shall be kept by the Council and all committees, and the appropriate Secretary shall maintain a file of minutes as a record of all proceedings and resolutions.

### 9.4 **Standing Orders and Rules**

The council shall have power to adopt and issue standing orders and/or rules for the Society. Such standing orders and/or rules shall come into operation immediately provided that they shall be subject to review by the Society in general meeting and shall not be inconsistent with the provisions of this Constitution.

## 10 **Finance**

- 10.1 All money raised by or on behalf of the Society shall be applied to further the objects of the Society and for no other purpose provided that nothing contained in this Constitution shall prevent the payment in good faith of reasonable and proper out of pocket expenses to any member of the Council.

- 10.2 The Treasurer shall keep proper account of the finances of the Society;
- 10.3 The accounts shall be audited at least once a year by the auditor or auditors or independent examiner appointed at the Annual General meeting;
- 10.4 An audited statement of the accounts for the last financial year shall be submitted by the Council to the Annual General Meeting;
- 10.5 A banking account shall be opened in the name of the Society with a bank or building society as the Council shall from time to time decide. The Council shall authorise in writing the Treasurer, the Secretary and two members of the Council to sign cheques on behalf of the Society. All cheques must be signed by not less than two of the four authorised signatories.

## **11 Alterations to the Constitution**

- 11.1 Any suggested alterations to this Constitution must be submitted to the Secretary not less than 28 clear days before the general meeting at which they could be discussed.
- 11.2 The Secretary must send to each member of the Society, electronically or by post, the terms of any suggested alteration.
- 11.3 No suggested alteration can be allowed or distributed if it would have the effect of causing the Society to cease to be charity at law.
- 11.4 No alteration should be made which would have the effect of causing the Society to cease to be a charity at law provided further that no amendment may be made to Clause 2 - Objects, Clause 11 – Dissolution, and this clause, without the prior written consent of the Charity Commission.
- 11.5 Any suggested alteration to this Constitution shall be proposed at the general meeting called for this purpose by the person making the proposal. Otherwise, the suggested alteration is deemed not to have been put.
- 11.6 Any suggested alteration to this Constitution shall receive the assent of not less than two-thirds of the full members of the Society, whether individual or representative, present and voting at general meeting called for this purpose.

## **12 Dissolution**

- 12.1 If the council by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Society, it shall call a meeting of all members of the Society who have the power to vote or which meeting not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given.
- 12.2 If such decision shall be confirmed by a simple majority of those present and voting at such meeting the Council shall have power to dispose of any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the Council may determine.
- 12.3 For the avoidance of doubt, similar objects include the study and conservation of nature and institutions to which assets may be dispersed include the National Museum of Wales (records and minutes), county wildlife trusts under the auspices of the Royal Society of Wildlife Trusts and ornithological societies.

### **13 Notices**

Any notices may be served by the Secretary or any member either personally or by its appointed representative as the case may be or by sending it through the post in a prepaid letter addressed to such member at his, her or its last known address on the Society's database, and any letter so sent shall be deemed to have been received within 10 days of posting.

### **14 Interpretation**

For the interpretation of this constitution, the Interpretation Act 1978 shall apply as it applies to the interpretation of an Act of Parliament.