

## SANDWICH BAY BIRD OBSERVATORY TRUST

### CONSTITUTION, AS AT 22<sup>ND</sup> MAY 2017

- 1) The name of the organisation is SANDWICH BAY BIRD OBSERVATORY TRUST of Guilford Road, Sandwich Bay, Sandwich, Kent, CT13 9PF, (The Trust).
- 2) The object of the Trust is for the advancement of the education of the public by:
  - (a) the study of birds, their distribution and migration in accordance with the rules of the British Trust for Ornithology,
  - (b) the study and conservation of flora and fauna in the area of Sandwich Bay, Kent and in such other study areas adjacent thereto as may from time to time be considered reasonable and appropriate.

In the furtherance of the above object but no further or otherwise, the Trust shall have the following powers:

- i. to appoint specialist consultants and other experts able to provide information to the Trust and to publish to all matters relevant to the aforementioned objects,
  - ii. to undertake research and surveys and publish the results,
  - iii. to purchase, take on lease or exchange, hire or otherwise acquire, any real or personal property and any rights or privileges which the Trust may think necessary for the promotion of its objects, and to construct or maintain or alter any buildings or erections considered necessary for the works of the Trust,
  - iv. to accept subscriptions, covenants and donations.
  - v. to do all such other lawful things as shall further the object of the Trust.
- 3) Membership of the Trust shall be open to any person who supports the objectives of the Trust, as described in Paragraph 2, (above). The Trust shall consist of Life Members, Individual Members, Joint/Family Members, Corporate Members and Concessionary Members as hereafter defined.

To join, completion of a form of application supplied by the Trust, and payment of the current subscription rate as determined by the Council of the Trust, shall constitute an application for membership which will start from the date of the applicant's acceptance as a member by the Trust in the applicable category, as listed below.

(A) Life Members

Life members shall be entitled to the rights and privileges of Full Individual membership. Life membership can also be conferred by the Trust free of charge to those person's that it deems fit.

(B) Individual Members

Individual members shall be entitled to the following rights and privileges:

- i) access to facilities at the Sandwich Bay Bird Observatory and associated areas,
- ii) receipt of Annual Reports and quarterly newsletters
- iii) eligibility to serve on council
- iv) voting rights at all general meetings.

(C) Joint/Family Members

Joint or Family members shall be entitled to the following rights and privileges:

- i) access to facilities at the Sandwich Bay Bird Observatory and associated areas,
- ii) receipt of Annual Reports and quarterly newsletters
- iii) eligibility to nominate one representative to serve on council
- iv) eligibility to attend and one vote at general meetings.

(D) Corporate Members

Corporate members shall be entitled to the following rights and privileges:

- i) access (with appropriate notice) to facilities at the Sandwich Bay Bird Observatory and associated areas,
- ii) receipt of Annual Reports and quarterly newsletters
- iii) eligibility to nominate one representative to serve on council
- iv) eligibility to nominate one representative to attend and vote at general meetings.

(E) Concessionary Members

Such form of membership will be considered for applicants who may be a) 65 years and over, b) Unwaged, c) under 18yrs or in full-time education. Concessionary members shall be entitled to the following rights and privileges:

- i) access to facilities at the Sandwich Bay Bird Observatory and associated areas,
- ii) receipt of Annual Reports and quarterly newsletters
- iii) eligibility to serve on council\*
- iv) voting rights at all general meetings\*.

\*Members under the age of 18 shall not be entitled to either serve on Council or to vote at any meeting of the Trust.

Council will review the above categories, privileges and subscription rates annually.

- 4) Council of the SBBOT may revoke membership if
  - a) the annual subscription of any member is in arrears for three months,
  - b) any member of whatever class offends against the rules of the Trust and whose conduct, in the opinion of Council, renders such person(s) unsuitable for membership, or whose conduct in any other area related to the work of the Trust is, in the opinion of a majority of Council members, such as to render that person unsuitable for membership. Before any such member is expelled, the Secretary shall give the Member at least 7 days written notice to attend a meeting of the Council and shall inform her/him of the complaint made against them. It will be deemed that the notice has been received within 2 days of posting. No member should be expelled without first having an opportunity of an appearance before the Council and answering such complaints nor unless at least 2/3rds of the Council then present vote in favour of such expulsion.
- 5). The Trust shall hold an Annual General Meeting in May of each year or, in exceptional circumstances, no later than the end of June in each year, as decided by the Council of the Trust.
- 6). The Annual General Meeting of the Trust shall be summoned by written notice of not less than 28 days prior to the date appointed.

- 7). The Chair shall have a casting vote.
- 8.) There shall be a quorum when 15 persons including 5 Council members are present.
- 9). Every matter other than as provided in Paragraph 30 shall be decided in the first place in a show of hands but the Chair may order a poll and must do so if it is requested by more than three attending members.
- 10). Management of the Trust shall be vested in the Council of the Trust which shall comprise the following who will also be Trustees of the Trust:
  - i. Chair
  - ii. Vice-Chair
  - iii. Secretary
  - iv. Treasurer
  - v. Up to 14 (but not less than 9) members elected in Annual General Meeting as hereinafter provided, the Council having power to co-opt to replace retiring members.
- 11). The President, Vice Presidents, Chair and Vice-Chair shall be elected by the Trust in Annual General Meeting. President and Vice President are honorary and not Council positions by right unless elected to Council in Annual General Meeting.
- 12) .The Trust in Annual General Meeting shall elect a Secretary who shall attend meetings of the Trust and Council and shall be jointly responsible with the Chair and Vice-Chair for the day-to-day management of the affairs of the Trust.
- 13). The Trust in Annual General Meeting shall elect a Treasurer who shall be responsible to the Council for the proper keeping of the accounts of the Trust and shall administer the funds of the Trust in accordance with the instructions of the Council.
- 14). The Trust in Annual General Meeting shall elect from Life Members, individual Members, Corporate and Joint/Family Members' nominees, up to 14 (but not less than 9) Members of the Council who will have the power to co-opt to replace retiring members.

- 15). The President, Vice Presidents, Chair, Vice-Chair, Secretary and Treasurer and each member of the Council shall hold office from the end of the meeting at which they were elected until the end of the next Annual General Meeting of the Trust but any member may be re-elected for a further term or terms.
- 16) Meetings of the Council may be called by the Secretary of the Council as often as s/he may consider necessary but at least four times a year.
- 17) There shall be a quorum when six members of the Council are present. The Chair shall have a casting vote.
- 18) Council of the SBBOT may revoke membership of the Council if
  - i. the member attends less than 50% of the regular Council meetings in a six month period
  - ii. Before any such member is removed from Council, the Secretary shall give the member at least 7 days written notice to attend a meeting of the Council and shall inform her/him of the intention to remove them from Council. It will be deemed that the notice has been received within 2 days of posting. No member should be removed without first having an opportunity of an appearance before the Council and nor unless at least 2/3rds of the Council then present vote in favour of such removal.
  - iii. Removal from Council will not necessarily mean revoking membership of the Trust. Should this additional sanction be felt to be necessary it will be dealt with as described in Rule 4, above.
- 19) Minutes of all meetings of the Trust and of the Council shall be kept in both electronic and / or hard copy formats. At every meeting of the Trust or the Council, the minutes of the last meeting of the Trust or the Council (as the case may be) shall be read and if confirmed by the meeting, signed by the Chair.
- 20) An Extraordinary General Meeting of the Trust may be convened by the Council at any time and shall be called by the Council upon a requisition signed by fifteen or more members of the Trust (being Life, Individual, Family/Joint or Corporate Members) setting out the object of the meeting.

- 21) The Council may appoint a panel of experts in such fields of the Trusts objects as it considers fit. The members of the panel of experts shall necessarily be sympathetic to the aims of the Trust and agree to promote the Trusts interests at all appropriate times.
- 22) The Council may appoint other Officers, Wardens and Employees as may from time to time be found necessary for carrying out the works of the Trust and may fix their duties and remuneration and the terms of their responsibilities. No Council member may be appointed as a paid employee except with the prior written consent of The Charity Commission.

The Chair, Secretary and Treasurer of the Council may all delegate to such persons all duties of a routine nature provided that the officers in question bear responsibility for such works to the Council and that all acts and proceedings of such persons of whom powers are delegated must be reported back to the Council as soon as possible.

- 23) The Council shall maintain such banking account or accounts as it thinks fit into such of which as may be appropriate shall be paid forthwith all sums of cash for the time being belonging to the Trust, all such banking accounts being held in the name of the Trust. Cheques shall be signed by such persons as the Council shall from time to time authorise.
- 24) The Council shall authorise only such expenses as they consider properly incurred by persons in pursuance of the Trust's objects.
- 25) The Council may receive on behalf of the Trust gifts, whether in the form of permanent endowment or otherwise, for any special purposes connected with the Trust.
- 26) All sums at any time standing to the credit of the said banking accounts and not required for immediate working purposes shall be invested by the Trust and held in the name of the Trustees of the Trust who shall be appointed by the Trust in general meeting. Subject to any trusts thereto any such sums may be invested in securities for the time being authorised by law for the investment of Trust funds or in such other investments (including the purchase of freehold or leasehold land) as the Trust shall on

the advice of its financial advisers given at the time of investment selected provided as follows:

- i) subject as hereinafter provided an investment shall be so made that of the total funds of the Trust then invested not less than one-third in value shall be invested in securities for the time being authorised by law for the investment of Trust funds,
  - ii) investments representing cash of the nature of income may not without consent of the Trust in General Meeting be realised and applied as income,
  - iii) subject to any special trusts attached thereto investments may with the consent of the Trust in general meeting be realised and proceeds applied in the purchase of land and buildings for the use of the Trust and the value of such land and buildings shall not be taken into account when valuing the funds of the Trust in accordance with proviso (i) above,
  - iv) subject to the aforesaid limitations, investments may be transposed in such manner as the Trust acting on the advice of its financial advisers sees fit.
- 27) The financial year of the Trust shall end on the 31<sup>st</sup> December in each year and the accounts of the Trust shall be presented by the Treasurer to the Council at its last meeting before the Annual General Meeting and shall be presented to the members of the Trust at its first Annual General Meeting after that date.
- 28) The accounts shall be audited by an auditor appointed by the Trust in Annual General Meeting provided that such auditor is not a member of Council. The Council shall be empowered to fix an honorarium for such as it thinks fit. Alternatively the accounts may undergo independent examination, or other such examination as may be permitted in law for a charity of SBBOT's size.
- 29) The dissolution of the Trust may be effected only by a resolution passed by a two-thirds majority of the members of the Trust present in person or by proxy at a Special General Meeting convened for that purpose and of which notice has been served on every then member at his or her last known address in the United Kingdom. Any assets remaining on dissolution of the Trust after satisfying all outstanding debts and liabilities shall not be distributed amongst the members of the

Trust but shall be given or transferred to some other charitable organisation having similar objects.

- 30) These rules, other than rule (2) (the object) and rule 30, may be altered or revoked and new rules not inconsistent with these rules may be made by the Trust's Annual General Meeting by a two-thirds majority of those present and entitled to vote, but any proposal to alter the rules for the time being in force must be communicated to the Secretary of the Council in writing at least 28 days before the meeting at which the proposal is being moved. No amendment, deletion or addition may be made to these rules, the effect of which would cause the Trust at any time to cease to be a charity in law.