



British Herpetological Society
since 1947

Constitution and Rules

Last revised: March 2009

BRITISH HERPETOLOGICAL SOCIETY

REVISED CONSTITUTION FOLLOWING THE AGM OF MARCH 2009

UNCONTROLLED COPY

1. NAME

The Society shall be called the BRITISH HERPETOLOGICAL SOCIETY (BHS).

2. AIMS

The promotion of the study and protection of amphibians and reptiles in particular through scientific research, captive breeding and husbandry, conservation and fieldwork and education.

To this end, the Society considers membership applications from all age groups and from all countries of the world, and publicises its work through meetings, the media and a range of publications.

3. POWERS

In the furtherance of the above aims the Society shall have the power to:

- a) Publish and disseminate information in different and appropriate forms, set up exhibitions, commission research;
- b) Raise funds and invite and receive contributions, provided that in raising funds the Society shall not undertake any substantial permanent trading activities;
- c) Buy, take on lease or in exchange, any property and maintain and equip it for use;
- d) Sell, lease, or otherwise dispose of any part of the Society's property, subject to complying with the restrictions on disposals imposed under Section 36 of the Charities Act 1993;
- e) Borrow money and mortgage all, or any part of the Society's property, as security for repayment of the money borrowed, subject to complying with the restrictions on mortgages imposed by section 38 of the Charities Act 1993;
- f) Invest the funds of the Society in any of the investments for the time being authorised for the investment of charity funds;
- g) Employ staff for the purposes of furthering the aims of the Society;
- h) Provide indemnity insurance to cover the liability of the trustees of the Society, as detailed in Clause 14, below;
- i) Appoint sub-groups of the Society and Council (hereinafter mentioned) and determine their purposes and periods of activity;
- j) Undertake any other such activity that furthers the aims of the Society.

4. MEMBERSHIP.

- a) Membership of the Society is open to all interested in the different aspects of herpetology.
- b) Membership will fall into the following categories:
 - (i) **Ordinary and Full Membership.** The Society shall consist of an unlimited number of Ordinary and Full Members resident in any country and of any age. Every Ordinary and Full Member shall pay an annual subscription, valid for 12 months from receipt and acceptance of application. Payment of the subscription implies acceptance of the Society's rules. Members receive publications of the Society: Ordinary Members will receive the Bulletin and NatterJack newsletter but not the Journal; Full Members will receive the Bulletin, NatterJack newsletter and the Journal, this being the only difference between Ordinary and Full Membership. Both Ordinary and Full Members are entitled to vote at meetings of the Society.
 - (ii) **Fellowship.** Persons who have rendered outstanding service to the Society or to herpetology are awarded Fellowship of the Society on the nomination of Council. Apart from past Presidents and Chairmen, such Members shall not exceed 10 in number; they will receive all the privileges of Full Members.
 - (iii) **Family Membership.** Family Membership includes all members of a family (a family is defined as up to 2 adults and unlimited numbers of children below the age of 18) in Ordinary, Full and Junior categories as appropriate, and entitles attendance at meetings. Families receive a single copy of each issue of the Journal, Bulletin and NatterJack newsletter, and publications of the Young Herpetologists Club if the family includes one or more Junior Members. Other qualifications apply as in (i), except that both adults may vote at General Meetings.
 - (iv) **Junior Membership.** Young people up to the age of 18 are eligible to join the Junior Section of the Society on payment of an annual subscription determined by Council. Council may require proof of age. Junior Members will receive publications of the Young Herpetologists Club and are eligible to participate in any Junior Section meetings or projects that may from time to time be organised by the Education Committee. Junior Members receive the YHC newsletter, and may receive the Bulletin at an increased subscription rate decided by Council. Junior Members may attend meetings of the Society but are not entitled to vote at the Annual General Meeting or at Extraordinary General Meetings.

- (v) **Student Membership.** Anybody in full-time education is eligible to join the Society at a reduced annual subscription rate determined by Council. Publications will be supplied online only as available. Council may require proof of student status. There will be a single Student Membership rate, which will give Student Members the same other entitlements as Full Members.
- (vi) **Associate Membership.** Institutions, including libraries, may apply for Associate Membership. The annual subscription shall be greater than the Full Membership subscription, as determined by Council from time to time. Associate Members will receive the Society's Journal and Bulletin. Each Associate Member may nominate an individual to represent it at meetings on the same basis as a Full Member.
- c) Ordinary, Full, Family and Associate membership categories shall be available in two forms; hardcopy publications via postal delivery or online.
- d) If a Member, in the opinion of the Council, acts in a manner injurious to the interests or the good name of the Society, the Chairperson or his deputy will be directed to contact that Member, stating the nature of the alleged offence and asking for an explanation. The Council shall then allow 28 days for a reply or for a request from the Member to appear before Council. If the Council decides that the Member's explanation, made in writing or orally, is unsatisfactory, it shall have the power to remove his or her name from the Society's list.

5. OFFICERS

- a) The Society shall elect Officers consisting of President, Chairperson, Secretary and Treasurer.
- b) Officers shall be elected for a period of five years, at the end of which they may stand for re-election.
- c) Officers shall be members of the Council (hereinafter mentioned).
- d) The Council may fill any casual vacancy occurring among the Officers, but all such appointments shall terminate at the next Annual General Meeting, unless confirmed by the normal process of election.
- e) The Council shall have power to appoint a deputy or assistant to act for any Officer for an unspecified period.
- f) If at any time there is a vacancy in any of the Officer roles, this will not invalidate any business transacted.

6. COUNCIL

- a) The Society shall appoint a Council of trustees, consisting of members of the Society, whose duty it shall be, subject to any conditions imposed from time to time by the Society, to direct and carry out the policy and general management of the affairs of the Society. The total membership of the Council shall be determined from time to time by the Society, but shall not exceed 20.
- b) In addition to the Officers (Clause 5c) and Chairpersons of Committees (Clause 8c) Council shall, normally, include three other members, elected by the membership at the Annual General Meeting.
- c) Additionally, the Society shall normally elect the following from amongst the Society's membership:
 - Editor or deputy editor of *The Herpetological Journal*
 - Editor or deputy editor of *The Herpetological Bulletin*
 - Editor or deputy editor of the *NatterJack*
 - Web-site editor
- d) The Council shall have power to co-opt additional members of the Society to serve on the Council as trustees for such period as the Council shall determine. Such co-opted members shall not have voting rights until confirmed by an AGM. The number of such co-opted members shall not exceed one fourth of the total number of elected members serving on the Council at anyone time.
- e) The period of office for trustees other than Officers (Clause 5b) shall be three years, after which they may stand for re-election.
- f) In the event of a trustee vacancy occurring between two Annual General Meetings, Council shall have the power to appoint a substitute to serve until a new election can be made at an Annual General Meeting or at an Extraordinary General Meeting.
- g) Council shall normally meet not less than three times a year.
- h) A quorum shall be one half of the Council membership.
- i) The Council shall have the power to suspend any trustee by a majority vote of three-quarters of the Council Membership, following which a decision shall be made at a General Meeting to be called within 30 days if requested by the trustee concerned.
- j) The Council shall have the power to appoint Observers and Advisors (by a majority vote of two thirds of Council Membership) to undertake specified tasks on behalf of the Society.
Such Observers may be honorary or paid. No Observer shall, ex officio, have a seat on Council, but may be required to attend Council Meetings as part of his /her recognised duties.

7. ELECTIONS TO COUNCIL

- a) The Society shall elect members of Council at the Annual General Meeting.
- b) Nomination from members of the Society for either Officers or other Council members must be in writing, together with written agreement from nominated candidates to serve if elected, to be received by the Secretary at least 40 days before the Annual General Meeting.
- c) The names of nominees of the Council for election or re-election shall be circulated to the membership not less than 30 days before the Annual General Meeting.
- d) Should nominations exceed vacancies, elections shall be by ballot.
- e) Only Members who are subscribers to the Society at the time ballot papers are circulated are entitled to vote.
- f) A Member unable to be present at the Annual General Meeting may record his or her vote by sending it in a sealed envelope to the Chairperson, signed and marked "Ballot Paper", to arrive before the Annual General Meeting begins. Such envelopes are to be opened by the Annual General Meeting Chairperson and the ballot paper handed to the scrutineers.

8. COMMITTEES

- a) The Society may appoint such Committees as may be deemed necessary and may determine their terms of reference, composition and powers.
- b) All Committee members shall be members of the Society, except in the case of Clause 8d below.
- c) The Chairpersons of Committees will be elected by the membership of the Society at the Annual General Meeting.
- d) An Appeals Committee may be set up to raise funds for the Society, with powers to co-opt persons interested in this field of activity, without restriction.
- e) Each Committee will be accountable to the Society and will report on its activities and finances through its Chairperson (or, in their absence, through another trustee) at each Council meeting.
- f) Each Committee will provide a statement of account to Council to be scrutinised with the Society's funds before the end of the financial year.
- g) There shall be at least two trustees on each Committee.
- h) A quorum shall contain at least one trustee.
- i) Any member of Council may attend a meeting of a Committee, but may not vote unless they have been appointed a member.

9. LOCAL GROUPS

- a) The Society will encourage the formation of Local Groups as may be deemed appropriate and may determine their terms of reference, composition and powers.
- b) All Local Group members shall be members of the Society.
- c) The Chairpersons of Local Groups will be elected by the membership of the Society at the Annual General Meeting.
- d) Each Local Group will be accountable to the Society and will report on its activities and finances through its Chairperson (or, in their absence, through another trustee) at the first available Council meeting.
- e) Each Local Group will provide a statement of account to Council to be scrutinised with the Society's funds before the end of the financial year.
- f) A quorum shall contain at least one trustee.

10. MEETINGS OF THE SOCIETY

- a) The Annual General Meeting of the Society shall be held each year within six months of the close of the relevant financial year at such time and place as the Council shall determine.
- b) Other meetings of the Society shall be held at such times and places as may be determined by the Society or by Council.
- c) The Secretary shall give at least 21 clear days' notice of the meetings, referred to in clauses 10a and 10b, in writing to the membership.
- d) At the Annual General Meeting the business shall include consideration of the Annual Report and Accounts, the election of Council and review of subscription rates for the following year.
- e) An Extraordinary General Meeting of the Society may be called by Council or by the President or upon the written demand of any ten members of the Society, addressed to the President. During this Meeting, the business for which it was convened shall alone be discussed. When calling an Extraordinary General Meeting on any application, the President shall allow at least 14 days to intervene between the date of issue of the notices and the date fixed for the meeting. The meeting shall be held within 30 days of the receipt of the original request by the President.

11. RULES OF PROCEDURE AT ALL MEETINGS

- a) Notices: The notice of every meeting shall include the Agenda. All reports and other supporting papers for every meeting shall be in the hands of Members at least seven clear days before the meeting, except in the case of an emergency, as decreed by the Officers.
- b) Quorum: The quorum at the Annual General Meeting or Extraordinary General Meeting shall be one twentieth of the UK membership and at a meeting of any Committee shall be one-third of the Committee or any such greater fraction as the Society may from time to time determine.
- c) Voting: Subject to the provisions of clauses 16 & 17 hereof, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. No person shall exercise more than one vote, notwithstanding that he may have been appointed to represent two or more interests, but in the case of an equality of votes the Chairperson shall have a casting vote.
- d) Ordinary Members, Full Members, Student Members aged 18 or above, Fellows of the Society, Associate Member representatives, and Family Members (Clause 4), but not Junior Members, are entitled to vote at the Society's Meetings.
- e) Minutes: Council and all Committees shall keep minutes of all meetings and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.

12. FINANCE

- a) The income and property of the Society shall be applied solely towards the promotion of its aims as set forth in Clause 2, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the members of the Society and no member of the Council of the Society shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society. This does not prevent a Trustee being paid for professional services PROVIDED THAT the Trustee withdraws from any decision-making relating thereto.
- b) The Society may appoint a Custodian Trustee or a trust corporation of not less than three individuals (not being members of the Society or Council) to hold any property held by or in trust for the Society or may, with the agreement of the Official Custodian for Charities transfer to him personal property (within the meaning of Section 16 (2) of the Charities Act 1960) so held and make application for an order vesting in him any other property so held.

13. THE SOCIETY'S FINANCIAL YEAR

- a) The Society's year shall run from January 1st to December 31st.
- b) Once at least in every year the accounts, showing in detail the receipts and expenditure of the Society and the whole of its property, credits and liabilities, (including those of the Committees) shall be prepared, at a minimum, in accordance with Charity Law.
- c) The books of the Society shall be kept by the Treasurer.

14. TRUSTEE INDEMNITY

Indemnity insurance shall be provided to cover the liability of the members of the Council of the Society by virtue of which any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society: provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Council of the Society knew to be a breach of duty or which was committed by the members of the Council in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the members of the Council of the Society in their capacity as members of the Council of the Society.

15. RULES AND BYLAWS

The trustees may from time to time make such rules or bylaws, as they may deem necessary, expedient or convenient for the proper conduct and management of the charity.

16. ALTERATIONS TO THE CONSTITUTION

Alterations to the Constitution shall receive the assent of not less than two-thirds of the members voting. Written notice of the resolution for the alteration of the Constitution shall be received by the Chairperson at least twenty-eight clear days before the Annual General Meeting or Extraordinary General Meeting at which the resolution is to be brought forward. The notice of such Annual General Meeting or Extraordinary General Meeting shall include notice of the alterations proposed PROVIDED THAT no alteration to Clause 2, 3, 17 or 18 shall be made without the approval of the Charity Commissioners.

17. DISSOLUTION

The Society may at any time be dissolved by a resolution passed by a two-thirds majority of those present and entitled to vote (as defined in Clause 11d) at a meeting of the Society at which at least 42 days' notice shall have been sent to all members. Such resolution may give instructions for the disposal of any assets held by or in the name of the Society PROVIDED THAT if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed amongst the members of the Society, but shall be given or transferred to other such charitable institution or institutions which have objectives similar to those of the Society as the Society may, with the approval of the Charity Commissioners, determine.

18. INTERPRETATION

The Interpretation Act 1978 applies for the interpretation of this Constitution as it applies for the interpretation of an Act of Parliament.

