

Constitution of the



As amended on 23 February 2021

CONSTITUTION OF THE NATURAL HISTORY SOCIETY OF NORTHUMBRIA

1. Name

The organisation shall be called the Natural History Society of Northumbria (hereafter called the Society).

2. Objects

The objects of the Society are the encouragement by every means of the study of natural history in all its branches and the conservation of the natural environment in the north east of England including its geology, flora and fauna.

3. Furtherance of the Objects

In furtherance of the objects, but not otherwise, the Society shall:

- (a) endeavour to ensure that the building and grounds of its property known as the Great North Museum: Hancock and all its collections are maintained and, where appropriate, the collections extended and made accessible to the general public,
- (b) maintain and extend the Society's library and archives,
- (c) publish scientific papers and other publications,
- (d) organise lectures, discussions, field meetings and other relevant activities and events,
- (e) co-operate with other scientific bodies and organisations with similar objects,
- (f) provide education activities relevant to natural history,
- (g) carry out activities to conserve the native species and habitats of the north east of England and encourage appreciation of them, including the ownership and maintenance of nature reserves.

4. Administration

The general management and conduct of the affairs of the Society, its property, the investment and expenditure of its funds and the enforcement of this constitution shall be the responsibility of the members of an executive council, hereafter called the Council, constituted by Clause [11] of this constitution.

5. Powers

In furtherance of the objects but not otherwise the Council may exercise the following powers:

- (a) to raise and invest funds and to invite and receive contributions, provided that in raising funds there shall not be any substantial permanent trading activities;
- (b) to buy, take on lease or exchange, any property necessary for the achievement of the objects, and to maintain and equip it for use;
- (c) subject to any consents required by law and to its acquisitions and disposal policies to sell, lease or dispose of all or any part of the property of the Society;
- (d) subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;
- (e) to arrange such insurance in relation to the Society as it considers appropriate;

- (f) to form and dissolve sub-committees of the Council and to delegate to any such sub-committee such of its functions and authority as it may from time to time determine;
- (g) to create and constitute such sections as the Council may think fit with, if considered appropriate, delegated powers including that to expend such sums as may be made available to them by the Council;
- (h) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (i) to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (j) to appoint such honorary and paid officers and staff as it may from time to time think fit and to invite such people as it thinks fit to attend Council meetings;
- (k) to fill the vacancy until the next annual meeting shall take place in the event that any officer or member of the Council, other than a president, shall die, resign or become incapable of acting and to co-opt additional members of the Council to hold office until the next annual meeting;
- (l) to make rules or standing orders consistent with this constitution for the proper conduct and management of the Society, including in relation to the proceedings at general meetings, and to amend or revoke any such rules or standing orders;
- (m) to do all such other lawful things as are necessary for the achievement of the objects.

6. Membership and Classes of Members

- (a) Membership shall be open to all who have a beneficial interest in natural history. The Council may make standing orders concerning classes of membership, the privileges of membership, membership subscriptions and the termination of membership.

7. General Meetings

(a) Annual meetings

At the annual meeting of the members the following business shall be undertaken:

- (i) to present the report of the Council of the proceedings of the past year;
- (ii) to present the accounts for the past financial year, which have been independently examined by a suitably qualified accountant;
- (iii) to appoint a suitably qualified accountant to undertake the independent examination of the accounts for the current year;
- (iv) to elect such officers and members of Council as it has power to do as described in Clause [8];
- (v) any other business which can properly be undertaken by the annual meeting.

(b) Special Meetings

- (i) The Council may call a special meeting of the Society at any time.
- (ii) A special meeting shall be called by the Director following the written request to the Director of not fewer than ten current members detailing the matter to be discussed. Any such meeting shall be called within 10 days of the date of receipt of the request and held

within a further 28 days. At a special meeting only the business for which it is convened shall be considered.

- (c) The notice convening the annual and special meetings shall be sent to all members at least 10 days before the proposed date and the notice shall include a statement of the business to be transacted.
- (d) The quorum at annual and special meetings shall be 10 members entitled to vote.
- (e) Only members shall vote at the annual or special meetings of the Society. Every member shall have one vote at annual or special meetings.
- (f) For the avoidance of doubt a member entitled to vote is one who has been recorded by the treasurer as having paid the appropriate subscription for the current year at the time of voting and who has not been expelled.
- (g) Any notice required by this constitution to be given to or by any person must be in writing or given using electronic communication.
- (h) The Council may make whatever arrangements they consider appropriate to enable those attending an annual or special meeting to exercise their rights to speak or vote at it. In particular any annual or special meeting may be held by telephone, video-conference or other electronic means. A member is able to exercise the right to speak at an annual or special meeting when they are in a position to communicate to all those attending the meeting. In determining attendance at an annual or special meeting it is immaterial whether any two or more members attending it are in the same place as each other.

8. Composition of the Council

- (a) The Council shall comprise no more than 12 members, consisting of
 - members who are proposed either by the membership or Council for election at an annual meeting.
 - (i)
- (b) All members of Council shall be elected for terms of three years and shall be eligible for re-election up to a maximum of nine years continuous service.
- (c) Applications for the position of member of the Council shall be open to all current members of the Society. The Council may make standing orders governing the procedure for the election of members of Council.
- (d) The Council shall have the power to fill vacancies and co-opt additional members of the Council in accordance with Clause 5(k).
- (e) The president shall not automatically be a member of the Council but shall be eligible to be elected as a member of Council under Clause 8(a).
- (f) The skills, knowledge and experience of the members of the Council should, when possible, broadly reflect those required for the effective running of the Society and its activities.
- (g) At the first meeting of the Council after the annual meeting it shall appoint a chair and an honorary treasurer from amongst its members.
- (h) The members of the Council are the trustees of the Society and shall be responsible for the good governance of the Society, and ensuring that it is run in an efficient manner and in accordance with charity and common law. In particular they shall safeguard the Society and its assets by receiving reports on such subjects and at such frequency as they consider fit including the insurance policies held by the Society (including both their scope and the sums insured), by

creation of such policies and procedures as they consider necessary to achieve good governance, and by periodically reviewing the risks under which the Society operates and taking appropriate action to mitigate them as far as is practicable.

9. President

- (a) A president may be elected by members at the annual meeting for a term of three years, after which they can stand for re-election.
- (b) The role of president is an honorary position to help raise the Society's profile and influence, by encouraging others to support the Society and its work and by acting as an ambassador for the Society.

10. Sub-committees and sections

- (a) The Council may determine the constitution and terms of reference of each sub-committee created under the powers of Clause 5(f).
- (b) The Council may determine the constitution and terms of reference of each section formed under Clause 5(g).

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11. Emergency Powers

In circumstances which the chair or such other person as the Council may delegate properly deems an emergency, the chair (or such other person) acting with at least one other member of the Council, may take such action as may be considered necessary to resolve such situation. (Should none be available, the chair may act alone). In both cases the members of Council shall receive a report on the matter at the following meeting of Council.

12. Officers

- (a) The Chair

The chair shall chair meetings of the Council and between meetings shall be responsible through the Director for the smooth running of the Society. Unless decided otherwise by the Council, the chair shall act through the Director as the main contact on the Council for staff members.

- (b) The Treasurer

The treasurer shall be responsible for managing the financial affairs including the preparation of budgets of the Society in accordance with Clause [17].

In the event that it is not possible to elect a treasurer at any meeting of Council, the Council may employ a financial manager in which case the duties will be as those of the treasurer except that the financial manager shall not be entitled to a vote at meetings of the Council. The powers of a financial manager to sign cheques or commit the Society to expenditure shall be decided by the Council prior to the post being taken up.

- (c) The Director

The Director, who may be honorary or a member of staff (in which latter case he or she shall not be a member of the Council), shall record the proceedings of general and special meetings of members and of the Council and shall, under the Council's direction, be responsible for the overall running of the Society, including management of staff, its correspondence and preparation of the annual report. In addition, he or she shall make the Council aware of any grant applications being considered in the name of the Society, and shall in any case seek the Council's approval before accepting any grant above a limit which shall be set by the Council.

13. Eligibility for membership of Council

- (a) Nobody shall be a member of the Council who is aged under 18 or who would be disqualified under the following provisions of paragraph (b).
- (b) A member of Council shall cease to hold office if he or she:
 - (i) misses three consecutive meetings, except in a case of ill-health, and the Council determines by simple majority that the member should cease to hold office;
 - (ii) is disqualified from acting as a member of the Council by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - (iii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (iv) notifies to the Council a wish to resign (but only if at least three members of the Council will remain in office when the notice of resignation is to take effect);
 - (v) is considered by two thirds of the other members of Council after due investigation (which shall include hearing the member's defence) to have been incompetent in discharging duties on behalf of the Society.
- (c) Provided that the Council contains no fewer than three members, the proceedings of the Council shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (d) No person shall be entitled to act as a member of the Council whether on a first or on any subsequent entry into office until after signing a declaration of acceptance and of willingness to act as a Charity Trustee of the Society.

14. Employees

- (a) The Society shall have an equal opportunities policy.
- (a) All employees shall be given a contract of employment within one month of taking up their post.
- (b) Employees shall not be entitled to vote at any of the meetings of the Society.

15. Personal Interest

Except with the prior written approval of the Charity Commission no member of the Council may:

- (a) receive any benefit in money or in kind from the Society; or
- (b) have a financial interest in the supply of goods or services to the Society; or
- (c) acquire or hold any interest in property of the Society (except in order to hold it as trustee of the Society).

16. Council Procedures

- (a) Meetings of the Council shall be convened by the Director on a regular basis as determined by the Council or at least twice per year. The Director shall be required to convene an additional meeting on receipt of a request to do so by at least one third of members of the Council or at the request of the chair of the Council. At all meetings of the Council one third of members shall constitute a quorum.
- (b) Should the chair of the Council be unable to attend a meeting, the members present shall elect one of their number as chair for that meeting, and such person shall, during the meeting, have the same powers as the chair.

- (c) Full minutes of the meetings of the Council shall be kept by the Director and be available to any member for inspection on request.
- (d) Any decision of the Council may be taken either:
 - (i) at a meeting of Council; or
 - (ii) by resolution in writing or electronic form agreed by all of the members of Council, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more members of Council has signified their agreement.
- (e) The Council may regulate their proceedings as they see fit, subject to the provisions of this constitution. In particular members of Council may participate in meetings of the Council when they can communicate to the others and wherever they are situated and meetings of Council can be held by telephone, video-conference or other electronic means.

17. Accounts

- (a) The Council shall comply with the accounting requirements of the Charities Act 2011 (or any statutory re-enactment or modification of that Act) relevant to the income/expenditure level of the Society with regard to:
 - (i) the keeping of accounting records;
 - (ii) the preparation of annual statements of account;
 - (iii) the auditing or independent examination of accounts;
 - (iv) preparation of an Annual Report;
 - (v) the submission of these documents to the Council for their approval prior to their issue to members and consideration at the annual meeting and subsequently to the Charity Commission within the statutory timescale.
- (b) Cheques drawn on the Society's account above a limit to be set by the Council shall be signed by two signatories from a list of three or more signatories approved by the Council.
- (c) A budget of income and expenditure for the coming year shall be prepared for Council at the last meeting before the end of the financial year.
- (d) In addition all money belonging to the Society (except that currently needed in cash) shall be kept in an approved bank account or invested in a manner approved by the Council.
- (e) Nothing in this constitution shall prevent the Council requiring the accounts of the Society to be audited by a suitably qualified auditor should the Council so require.

18. Property

- (a) The property of the Society, both real and personal, shall be applied solely for the purpose of the Society's objects as defined in Clause 3. The Council shall cause the title to all land held by or in trust for the Society to be vested in the Official Custodian of Charities or, if this is not possible, in a corporation entitled to act as custodian trustee or in not fewer than three individuals appointed by it as holding trustees.
- (b) The Council may permit any investment held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any company which is authorised under the Financial Services and Markets Act 2000 as nominee for the Council, and may pay such a nominee reasonable and proper remuneration for acting as such.

- (c) The Society shall formulate and maintain policies for the acquisition and disposal of its collections which shall be in accordance with the guidelines issued from time to time by the Museums and Galleries Commission (or by any body which shall succeed the Commission as the national arbiter of good practice in museum management). The Council may at any time and in accordance with its acquisition and disposal policies, sell exchange mortgage or otherwise dispose of any of the real or personal property of the Society (subject in the case of the collections or any real or leasehold property to the approval of the members at an annual or special meeting) in such manner as shall be resolved or purchase any real or leasehold property for the purpose of the Society's objects and a recital of such resolution in the conveyance of such property shall be deemed to be conclusive evidence of its having been properly made and the receipt of the Council shall be a sufficient discharge to any persons paying money thereunder. Such persons shall thereupon not be accountable to see to the application of such money and shall be free from any obligation to ascertain that the resolution in question was duly made.
- (d) Notwithstanding anything hereinbefore but always in accordance with its acquisition and disposal policies, the Council shall have the power to loan such of its property as it may consider appropriate under such conditions as it shall set, and to sell, or otherwise dispose of redundant or unsuitable specimens and books in such a manner as it judges conducive to the interests of the Society unless such specimens were received by the Society with an express stipulation to the contrary.
- (e) For the avoidance of doubt, nothing in the foregoing shall relieve the members of the Council, as members of the governing body and Trustees of the Society, from any of their responsibilities in respect of the Society.

19. Constitutional Amendments

- (a) Amendments to this constitution may be made only at an annual meeting or special meeting convened for the purpose. Any proposals from the membership for any such amendment must be proposed and seconded by current members and must be given to the Director two months before the annual meeting or a special meeting to be convened for the purpose of consideration of such proposed amendment. The notice of the meeting shall give notice of the resolution setting out the amendment(s) proposed in writing. To be valid, the resolution must be passed by at least two thirds of those members present at the annual meeting or such special meeting.
- (b) Notwithstanding the above, no amendment shall be made to this clause or to the clauses relating to the objects, personal interests of members of the Council, dissolution, or the Council's powers of investment without the prior written approval of the Charity Commission.
- (c) Following any changes the Director or other nominated member of the Council shall promptly send to the Commission a copy of the amendment and the Director shall keep a copy of the amendments with this constitution.

20. Dissolution

- (a) If the Council decides that it is necessary or advisable to dissolve the Society, it shall call in writing a meeting of all members, stating the resolution to be considered and giving the members at least 28 days' notice. If the proposal is confirmed by a two thirds majority of those present and voting, the Council shall have power to realise any assets which it may be allowed to dispose of in accordance with Clause 5(c) as are 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 or other organisation having objects similar to the objects of the Society as the members of the Society may determine, or, if that cannot be done, shall be applied for some other charitable purpose.
- (b) A copy of the statement of accounts, or account and statement, for the final accounting period of the Society shall be sent to the Charity Commission.