

CONSTITUTION OF THE BRITISH PTERIDOLOGICAL SOCIETY

Registered Charity No. 1092399

Adopted at the Annual General Meeting on 5th April 2008 (with amendments 2017 and 2024)

1. NAME

1.1 The Society shall be called “The British Pteridological Society”.

2. OBJECTS

2.1 The objects of the Society are to promote all aspects of pteridology by encouraging the appreciation, conservation, cultivation and scientific study of ferns, horsetails, clubmosses and quillworts through publications, meetings, education, the provision of grants and other appropriate means.

3. MANAGEMENT

3.1 The Officers of the Society shall consist of a President, a President-elect, for one year before his/her term as President, a General Secretary, a Committee Secretary, a Treasurer, a Publications Secretary, a Publicity and Communications Secretary, a Membership Secretary and an Education Secretary. All posts are honorary.

3.2 The management of the Society shall be in the hands of a Committee consisting of not more than four elected members and the Officers of the Society. Eight members including at least two of the President, the General Secretary, the Committee Secretary and the Treasurer shall constitute a quorum.

3.3 The election of Officers and members of the Committee shall take place at the Annual General Meeting. Terms of office shall be as follows:

3.3.1 President: three years, not eligible for re-election in the following three years. In the event of the temporary unavailability of the President then the General Secretary shall deputise.

3.3.2 The President-elect shall be elected to the presidency one year before the expiry of the term of the current President, and shall serve that one year as President-elect before taking up office.

3.3.3 Vice-presidents: three years, eligible for re-election. Vice Presidents may attend Committee meetings, but are not members of the Committee and may not vote.

3.3.4 All other Officers: one year, eligible for re-election.

3.3.5 Elected members; one year, eligible for re-election, up to a maximum of five years. An elected member who has served five consecutive terms may not be reappointed for a sixth consecutive term but may be reappointed after an interval of at least one year.

3.4 Nominations for Officers and members of the Committee must normally be received by the Committee Secretary ten days before the Annual General Meeting.

3.5 A resolution agreed to by all members of the Committee for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and held.

3.6 An Executive Committee comprising the President, General Secretary, Committee Secretary and Treasurer shall have power to act on urgent matters arising between Committee meetings. The Executive Committee shall report its actions to the Committee at the earliest opportunity.

3.7 The Committee may appoint from its own body, with or without the addition of other members, such other committees as may be needed. The Committee may also appoint assistants to any Officer; such assistants shall be entitled to deputise for the respective Officers at meetings.

3.8 The Committee may fill any casual vacancy amongst its Officers or Committee members until the next Annual General Meeting.

3.9 All Committee members in 3.2 above shall be Trustees of the Society within the meaning of the Charities Act 1993 (or any statutory modification or re-enactment of that Act).

4. POWERS

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

4.1.1 to raise funds and to invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;

- 4.1.2 to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- 4.1.3 subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society; 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;
- 4.1.4 to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- 4.1.5 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;
- 4.1.6 to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- 4.1.7 to do any other lawful things as are necessary for the achievement of the objects.

5. RECEIPTS AND EXPENDITURE

5.1 The funds of the Society, including all donations, contributions and bequests, shall be paid into an account operated by the Committee in the name of the Society at such bank as the Committee shall from time to time decide. All withdrawals from the account must be approved by at least two members of the Executive.

5.2 The funds belonging to the Society shall be applied only in furthering the objects.

6. ACCOUNTS

6.1 The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- 6.1.1 the keeping of accounting records for the Society;
- 6.1.2 the preparation of annual statements of account for the Society;
- 6.1.3 the auditing or independent examination of the statement of account of the Society;
- 6.1.4 the transmission of the statements of account of the Society to the Charity Commission.

7. GENERAL MEETINGS

The Annual General Meeting of the Society shall be held at such time and place, including on-line, as the Committee may decide for the purpose of passing accounts, electing Officers and the Committee and transacting the general business of the Society.

7.1 An Extraordinary General meeting shall be called by the Committee Secretary within thirty days of receiving a request in writing from the Committee or from not less than twenty members stating the purpose for which such a meeting is required.

7.2 At least twenty-one days notice of any General Meeting shall be given to all members.

8. NOTICES

8.1 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate any proceedings or resolutions at any meeting of the Society or any committee thereof except in the case of removal from membership.

9. ORDINARY MEMBERSHIP AND SUBSCRIPTIONS

9.1 The annual subscription payable by members shall be payable in advance and due on the First of January in each year, or on joining the Society.

9.2 The rates of subscription shall be fixed by a General Meeting from time to time.

10. HONORARY MEMBERSHIP

10.1 The Committee may elect any person or persons to Honorary Membership of the Society. Honorary Members shall be entitled to all the privileges of membership, but shall not be liable for payment of any subscription.

11. REMOVAL FROM MEMBERSHIP

11.1 Any member whose subscription is unpaid when due shall be liable to have his/ her name removed from the list of members of the Society.

11.2 Any member whose conduct in the opinion of the Committee is prejudicial to the interests of the Society may be removed from membership by a two-thirds majority vote of those present at a meeting of the Committee on the Agenda of which the words "Removal of a Member" shall have appeared; provided no member may be so removed unless due notice has been sent to the member of the intention of the Committee to proceed under this rule and of the nature of the charges made and an opportunity has been afforded of answering such charges to the satisfaction of the Committee. A member so removed shall forfeit any claim upon the Society.

12. AWARDS

12.1 The Committee may make awards in respect of outstanding scientific or horticultural achievements in the field of pteridology.

13. ALTERATION TO RULES

13.1 Any proposal for alteration or addition to this Constitution shall be in writing, and shall be signed by twenty members, and be deposited with the General Secretary not less than thirty days before the Annual General Meeting or before an Extraordinary General Meeting called for the purpose. Such alteration or addition shall be included in the Agenda of that meeting and circulated to all members and shall not be carried unless the votes of two-thirds of the members present at the meeting are cast in favour.

13.2 No alteration shall be made which would have the effect of making the Society cease to be a charity at law.

14. DISSOLUTION

14.1 The Society may be dissolved by a vote of at least three-quarters of those present and voting at an Extraordinary General Meeting called for that purpose and if an effective resolution for dissolution is passed the surplus funds and property of the Society shall be disposed of to an agreed charitable organisation of similar interest.

15. PARTICIPATION IN MEETINGS BY ELECTRONIC MEANS

15.1 A meeting may be held by suitable electronic means agreed by the Executive Committee in which each participant may communicate with all the other participants.

15.2 Any Committee member, participating at a meeting by suitable electronic means agreed by the Committee in which a participant or participants may communicate with all the other participants, shall qualify as being present at the meeting.

15.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

16. USE OF ELECTRONIC COMMUNICATIONS

16.1 The Society shall comply with the requirements of the Communications Provisions in the General Regulations and in particular the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form.

16.2 Any member or Committee member of the Society may communicate electronically with the Society to an address specified by the Society for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Society.

16.3 Any member or Committee member of the Society, by providing the Society with his or her email address or similar, is taken to have agreed to receive communications from the Society in electronic form at that address, unless the member has indicated to the Society his or her unwillingness to receive such communications in that form.

16.4 The Committee members may, subject to compliance with any legal requirements, by means of publication on the Society website:

16.4.1 provide the members with the notice referred to in clause 7 (General Meetings);

16.4.2 give Committee members notice of their meetings.

16.5 The Committee members must:

16.5.1 take reasonable steps to ensure that members and Committee members are promptly notified of the publication of any such notice or proposal;

16.5.2 send any such notice or proposal in hard copy form to any member who has not consented to receive communications in electronic form.