

# Constitution

adopted on the 9th day of October 2002 and amended at Annual General Meetings in March 2007 and October 2023

## 1. Name

The name of the Association is: **Hertfordshire Natural History Society** ("the Charity").

## 2. Administration

Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this Constitution by the members of the Management Committee, constituted by clause 7 of this Constitution ("the Management Committee").

## 3. Objects of the Charity

The Charity's objects ("the objects") are:

To promote the study of and to advance public education in:  
all branches of natural history,

and in:

all matters relating to the conservation of flora, fauna, habitats and geological features, particularly relating to Hertfordshire.

## 4. Powers

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

- i. power to raise funds and to invite and receive contributions, provided that, in raising funds, the Management Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
- ii. power 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.
- iii. power, subject to any consents required by law, to sell, lease or dispose of all or any part of the property of the Charity.
- iv. power, subject to any consents required by law, to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed.
- v. power to employ such staff (who shall not be members of the Management 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 dependents.

- vi. power to co-operate with other charities, voluntary bodies and private bodies and statutory authorities operating in furtherance of the objects, or of similar charitable purposes, and to exchange information and advice with them.
- vii. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
- viii. power to appoint and constitute such advisory committees as the Management Committee may think fit.
- ix. power to do all such other lawful things as are necessary for the achievement of the objects.

## **5. Membership**

1) Full membership of the Charity shall be open to:

- i. individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Management Committee.
- ii. any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this Constitution a "member organisation").

2) In addition to Full membership, the Charity shall have the power to offer Youth Associate membership to individuals under the age of 18 years who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Management Committee.

3) Every Full member, but not Youth Associate member, shall have one vote.

4) Any member corporate body or organisation may appoint one individual to represent it and vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.

5) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the Secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.

6) The Management Committee may unanimously, and for good reason, terminate the membership of any individual or membership organisation; provided that the individual concerned, or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Management Committee, accompanied by a friend, before a final decision is made.

## **6. Honorary officers**

At the annual general meeting of the Charity, the Full members shall elect from amongst themselves a Chair, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.

## **7. Management Committee**

1) The Management Committee (the Trustees) shall consist of no more than 15 full members, including the honorary officers specified in Clause 6.'

2) The Management Committee may in addition appoint up to three co-opted members to attend its meetings in a non-voting, advisory capacity. Co-opted members shall not be appointed as Trustees unless subsequently elected to the Management Committee at an Annual General Meeting.

3) Members of the Management Committee shall retire together at the end of the next Annual General Meeting, but they may be re-elected.

4) The proceedings of the Management Committee shall not be invalidated by any vacancy among their number.

5) Nobody shall be appointed as a member of the Management Committee who is under the age of 18 or who would, if appointed, be disqualified under the provisions of clause 8.

## **8. Determination of membership of the Management Committee**

A member of the Management Committee shall cease to hold office if he or she:

1) is disqualified from acting as a member of the Management Committee by virtue of section 72 of the Charities Act, 1993 (or any statutory re-enactment or modification of that provision).

2) becomes incapable by reason of mental disorder, illness, or injury, of managing and administering his or her own affairs.

3) is absent without the permission of the Management Committee from all their meetings held within a period of six months, and the Management Committee resolve that his or her office be vacated.

4) notifies to the Management Committee a wish to resign.

## **9. Conflicts of interest**

1) No member of the Management Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity), or receive any remuneration, or be interested (otherwise than as a member of the Management Committee) in any contract entered into by the Management Committee.

- 2) To prevent conflicts of interest arising in discussions and decision-making, members of the Management Committee must:
- I. declare the nature and extent of any interest, direct or indirect, in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared; and
  - II. absent themselves from any discussions in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any financial interest).

## **10. Benefits and payments to charity trustees and connected persons**

### 1. General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity; unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ('the Commission').

In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

### 2. Scope and powers permitting trustees' or connected persons' benefits

- (a) A charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

### 3. Payment for supply of goods only – controls

The charity and its charity trustees may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other charity trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

(f) The reason for their decision is recorded by the charity trustees in the approved minutes.

(g) A majority of the charity trustees then in office are not in receipt of remuneration or payments.

### 4. In sub-clauses (2) and (3) of this clause:

(a) 'the charity' includes any company in which the charity:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more trustees to the board of the company.

## **11. Meetings and procedures of the Management Committee**

- 1) The Management Committee shall normally hold at least three ordinary meetings each year. A special meeting may be called at any time by the Chair, or by any two members of the Management Committee upon not less than 4 days' notice being given to the other members of the Management Committee of the matters to be discussed.
- 2) Meetings of the Management Committee can be held in-person, 'online' (via the internet) or a combination of the two.
- 3) The Chair shall act as chair at meetings of the Management Committee. If the Chair is absent from any meeting, the members of the Management Committee present shall choose one of their number to be chair of the meeting before any other business is transacted.
- 4) There shall be a quorum when at least one third of the number of members of the Management Committee for the time being, or three members of the Management Committee, whichever is the greater, are present at a meeting.
- 5) Every matter shall be determined by a majority of votes of the members of the Management Committee present and voting on the question, but in the case of equality of votes, the chair of the meeting shall have a second or casting vote.
- 6) The Management Committee shall keep minutes of its proceedings. Minutes that have been approved as a true record by the Management Committee shall be made available to the Society's members via the website.
- 7) The Management Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings, and the custody of documents. No rule may be made which is inconsistent with this Constitution.
- 8) The Management Committee may appoint one or more sub-committees for the purposes of making an inquiry or supervising or performing any function or duty which in the opinion of the Management Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Management Committee. All such sub-committees shall include at least one representative from the Management Committee present at meetings, or in their stead another member of the Management Committee.

## **12. Receipts and expenditure**

- 1) The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account or accounts operated by the Management Committee in the name of the Charity at such bank or other

recognised financial institution as the Management Committee shall decide from time to time.

- 2) Payments drawn on the accounts must be authorised by at least two members of the Management committee who have been previously authorised to do so by the Treasurer with the agreement of the Management Committee and recorded as such in the minutes.

### **13. Property**

1) Subject to the provisions of sub-clause (2) of this clause, the Management Committee shall cause the title to:

- a. all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
- b. all investments held by or on behalf of the Charity

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Management Committee at their pleasure and shall act in accordance with the lawful directions of the Management Committee. Providing they act only in accordance with the lawful directions of the Management Committee, the holding trustees shall not be liable for the acts and defaults of its members.

2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Management Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stock-broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock-broking company) as nominee for the Management Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

### **14. Accounts**

The Management Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:

1. the keeping of accounting records for the Charity,
2. the preparation of annual statements of account for the Charity,
3. the auditing or independent examination of the statements of account of the Charity; and
4. the transmission of the statements of account of the Charity to the Charity Commission.

### **15. Annual report**

The Management Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act)

with regard to the preparation of an annual report and its transmission to the Charity Commission.

**16. Annual return**

The Management Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

**17. Annual General Meeting**

1) There shall be an Annual General Meeting of the Charity, which shall be held in sufficient time to enable the returns required under clauses 14 and 15 to be sent to the Charity Commission.

2) Every annual general meeting shall be called by the Management Committee. The Secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All members of the Charity shall be entitled to attend the meeting, and all Full members shall be entitled to vote at the meeting.

3) The Chair shall be the chair of the annual general meeting, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chair of the meeting.

4.) The Management Committee shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year, in accord with the requirements of the Charity Commission.

5) The annual general meeting will elect or re-elect the honorary officers and other members of the Management Committee according to this Constitution. Nominations for election to the Management Committee must be made by Full members of the Charity in writing and must be in the hands of the Secretary at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

**18. Special general meetings**

The Management Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing, stating the business to be considered, the Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

**19. Procedure at General Meetings**

1) The Secretary or other person appointed specially by the Management Committee, shall keep a full record of proceedings at every general meeting of the Charity.

2) General Meetings may be held in-person, 'online' (via the internet) or a combination of the two.



- 3) There shall be a quorum when at least one twentieth of the number of Full members of the Charity for the time being, or ten Full members of the Charity, whichever is the greater, are present at any general meeting.
- 4) Every matter shall be determined by a majority of votes of Full members present and voting on the question, but in the event of an equality of votes, the chair of the meeting shall have a second or casting vote.

## **20. Notices**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary or the Management Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, or electronically where an e-mail address has been supplied by the member. Any such communication shall be deemed to have been received within 10 days of despatch.

## **21. Alterations to the Constitution**

1) Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two thirds of the Full members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

2) No amendments may be made to clause 1 (the name of the Charity), clause 3 (the objects), clause 9 (Conflicts of Interest), clause 22 (the dissolution clause), or this clause without the prior consent in writing of the Charity Commission..

3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

4) The Management Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

## **21. Dissolution**

1) If the Management Committee decides that it is necessary or advisable to dissolve the Charity, it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by at least a two thirds majority of the Full members present and voting, the Management Committee shall have power to realise any assets held by or on behalf of the Charity. 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 Charity as the members of the Charity may determine, or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Charity Commission.

2) In the event of dissolution, the records of the Charity shall be offered for safekeeping to such designated official repository as may be appropriate to its objects.

**22. Arrangements until first annual general meeting**

Until the first annual general meeting takes place, this constitution shall take effect as if references in it to the Management Committee were references to the persons whose signatures appear at the bottom of this document.

This Constitution was originally adopted on October 9 2002 by the persons whose signatures appear below.

Signed:

*Alan Reynolds*.....

*Robin Smith*.....

*Linda Smith*.....

*Jed Fletcher*.....

*Peter Delaloye*

*Christine Shepperson*

*Trevor James*

*Stuart Warrington*

*Kea Smith*

It was amended by resolution of the 132nd Annual General Meeting of the Charity held on March 24 2007 and to the text shown by resolution of the 148<sup>th</sup> Annual General Meeting held on 7 October 2023.