



# The Rules of The West Midland Bird Club updated May 2018

## 1. The Name of the Club

- 1.1 The Club shall be known as The West Midland Bird Club, subsequently referred to as 'the Club'.

## 2. Aims

2.1 The aims of the Club shall be to:

- advance the education of the public in the knowledge, understanding and appreciation of wild birds and wild bird study, and
- promote the conservation of, and raise public and scientific awareness of, wild birds and their habitat.

In furtherance of these aims, but not otherwise, the Club shall have the power to:

- 2.1.1 Encourage and organise the study and recording of wild birds, especially in the counties of Warwickshire, Staffordshire, The West Midlands and Worcestershire, (the Club's Area).
- 2.1.2 Promote the protection of wild birds, the preservation of their habitats, and provide detailed information of the value of such habitats.
- 2.1.3 Manage or participate in habitat management.
- 2.1.4 Provide facilities for people interested in ornithology to meet and exchange ideas and information.
- 2.1.5 Liaise with local and national organisations in the interests of wild birds.
- 2.1.6 Encourage the promotion of an informed body of public and scientific opinion on wild birds and their conservation.
- 2.1.7 Publish papers and reports, such as the 'West Midland Bird Club Annual Report', and to record, in an appropriate form, information on all aspects of wild bird life in the Club's area.
- 2.1.8 Participate in national and local biological surveys.
- 2.1.9 Do anything else which will further the aims of the Club.

## 3. Board of Trustees

- 3.1 The Trustees have responsibility for directing the affairs of the charity, and ensuring that it is solvent, well run, and delivering the charitable outcomes for which it has been set up.
- 3.2 The Trustees must ensure that the Club complies with the law and the requirements of the Charity Commissioners; that the charity does not breach any of the requirements or rules set out in this document; and that it complies with other relevant legislation.
- 3.3 The trustees must act with integrity and avoid personal conflicts of interest.
- 3.4 There shall be from 5 to 7 Trustees: 3 Executive Trustees (Chairperson, Deputy Chairperson and Treasurer of the MC) and up to 4 other Independent Trustees. Trustees will be appointed at an AGM by the members.
- 3.5 Independent Trustees shall be appointed for a maximum of 9 years (3 terms of 3 years). The initial appointments should be for varying periods in order to provide for future continuity at re-election time.
- 3.6 The Chairperson of the Board of Trustees shall be elected annually, in a unanimous vote by the 4 independent trustees, and shall have a maximum tenure of 5 consecutive years.
- 3.7 Quorum for Trustee meetings shall be 3.
- 3.8 If a quorum is not present 30 minutes from the time that the meeting is scheduled to commence, the meeting shall stand adjourned until such time and place as may be determined.
- 3.9 At the resumption of any adjourned meeting, only the business on the previous agenda may be discussed, save that the Board may take advantage of later information.
- 3.10 At any meeting of the Board of Trustees, voting shall be a show of hands. In the event of an equality of votes, the Chairperson of the meeting shall have a casting vote.
- 3.11 The Board shall have the power to fill any vacancy arising among the Trustees until the next General Meeting.

## 4. Management Committee

- 4.1 The daily management of the Club shall be in the hands of the Management Committee (MC), through the delegated powers of the Trustees.
- 4.2 The MC shall consist of a Chairperson, Deputy Chairperson, Secretary, Treasurer, Membership Secretary, two elected members, and a representative from each branch and WMBC reserve. Members of the MC shall be elected by the members each year at the Club Annual General Meeting, or, in the case of the branch representatives, at their branch AGM and in the case of the Reserves be the nominated representative of their reserve management team.

- 4.3 In addition to the permanent members of the MC, as required from time to time, a representative of any other relevant group or external speakers may be invited to attend and report. Only the permanent members shall have voting rights.
- 4.4 Members of the MC shall all be members of the Club and have paid any subscriptions due.
- 4.5 All Officers of the MC must be elected annually.
- 4.6 Nominations for the MC may be made by any ten members and must be received by the Secretary, together with the consent in writing of the nominee, at least 15 days before the Annual General Meeting.
- 4.7 The MC shall have the power to fill any vacancy arising among the Officers or elected members until the next General Meeting.
- 4.8 At any meeting of the MC, four members entitled to attend and vote shall form a quorum.
- 4.9 If a quorum is not present 30 minutes from the time that the meeting is scheduled to commence, the meeting shall stand adjourned until such time and place as may be determined.
- 4.10 At the resumption of any adjourned meeting, the business on the previous agenda shall be discussed first.
- 4.11 At any meeting of the MC, voting shall be a show of hands. In the event of an equality of votes, the Chairperson of the meeting shall have an additional vote.
- 4.12 The MC shall have the power to appoint non-executive officers of the Club. Officers so appointed shall not become members of the MC by virtue of their appointment, nor have voting rights at any MC meeting but shall act with the devolved authority of the MC within the duties of their office. The MC shall also have the power to dismiss non-executive officers.
- 4.13 The MC shall have the power to co-opt additional members. These members shall serve until the next Annual General Meeting.
- 4.14 The MC shall have the power to form sub-committees and working parties, to carry out any specific task it may authorise and, for that purpose, to appoint any member of the Club that it shall see fit to serve on that committee. The MC may dissolve any such committee at any time.
- 4.15 Minutes of the actions and proceedings of all groups, including branches, shall be kept and shall be fully and promptly reported to the MC, at a meeting or via the secretary in advance.
- 4.16 Minutes of meetings of the MC shall be kept. A summary of actions taken or approved, and other points of interest, shall be made available to members.

## 5. Membership

- 5.1 The Club shall consist of an Honorary President, Honorary Vice Presidents, Honorary Life Members and subscribing Members.
- 5.2 The Board of Trustees, on the recommendation of the MC, may nominate an Honorary President and up to three Honorary Vice Presidents, who shall be granted the same privileges as life members. Such nominations shall be confirmed by a simple majority vote at a General Meeting.
- 5.3 Honorary Members - in recognition of exceptional service to the Club, the MC may grant Honorary Life Membership. Honorary Life Members shall pay no subscription and shall be entitled to all the privileges of Club membership, including fee admission to indoor meeting.
- 5.4 Corporate membership shall be open to relevant bodies, for an annual sum determined by the Management Committee. Such membership shall not carry voting rights or access to Club reserves.
- 5.5 Subscribing Members shall be entitled to attend and vote at General Meetings, and to avail themselves of the facilities provided for indoor meetings and field trips. The categories of membership, conditions for access to reserves, subscription rates and other membership benefits shall be set by the MC.
- 5.6 Forfeiture of Membership - Any Member whose subscription has not been paid within two months of the due date shall automatically cease to be a member of the Club. The MC may, at the request of any four ordinary/non-committee members and after due consideration, call on any member to resign, if for any reason his or her connection with the Club is considered detrimental to its interests. Such a member shall be afforded a right to appeal in person to a meeting of the Independent Trustees against such a dismissal.

## 6. Groups

- 6.1 The MC may at any time set up branches or groups within the Club's Area.
- 6.2 Groups, branches and working parties within the Club's Area may not engage in activities outside the Aims of the Club.
- 6.3 Each branch shall be administered by as many members as is deemed necessary to achieve its agreed objectives. Such objectives might include bringing together groups of birders, and organising indoor meetings, or field trips, research and ringing within the area. A suitable person shall be nominated to responsible to the Club Treasurer for the disbursement and collection of branch funds.
- 6.4 Branch officers and committee members shall be elected by members of the Club at the annual AGM of the branch, which should be held before April 1st each year. All branch officers shall be eligible for re-election. Nominations for a branch committee may be made by any two members of the Club and must be received by the branch secretary at least fifteen days before the AGM of that branch. Each branch shall nominate one person to represent that branch on the MC.

- 6.5 Branches will levy a charge for admission to indoor meetings, as agreed by the MC, no charge being made for those under 16 years of age.
- 6.6 Each group shall have specific terms of reference, to be agreed with the MC annually.

## **7. Finance**

- 7.1 The Club is a registered charity and shall comply with the requirements of the Charities Act. It shall also take advantage of all tax concessions due to charities of its size and standing.
- 7.2 Subject to the above:
  - 7.2.1 The Financial Year shall end on 31st December.
  - 7.2.2 The audited accounts shall be presented to the Annual General Meeting and shall be sent to all members within six months of the year end.
  - 7.2.3 The Club is empowered to acquire and hold land in the furtherance of its Aims. The title to the property shall be vested in the name of the Official Custodian for Charities.
  - 7.2.4 The Club is empowered to hold such investments as permitted under the Charities Act. These investments shall be held in the name of the Club.
  - 7.2.5 The MC will set subscription levels annually.
  - 7.2.6 Subscriptions shall be payable by a date deemed desirable by the MC and publicised to all members.
  - 7.2.7 New Members joining after 30th September, and signing a standing order, shall not be required to pay a further subscription for the following year and shall be entitled to the appropriate privileges of Membership.

## **8. General Meetings**

- 8.1 Subject to the provisions of Rule 10, the following rules shall apply to the holding of General Meetings:
  - 8.1.1 The Annual General Meeting of the Club shall be held before 30th June each year. Extraordinary General Meetings may be held at any time as required. An Extraordinary General Meeting may be called by the Trustees, on the recommendation of the MC, or by a request in writing to the Secretary signed by at least 10% of the total membership.
  - 8.1.2 The Membership shall be given a minimum of 28 days notice of the date, venue and agenda of any General Meeting.
  - 8.1.3 A quorum for a General Meeting shall be not less than 20 members.
  - 8.1.4 All votes at a General Meeting shall be carried by a simple majority of members present and entitled to vote. In the event of a tie, the chairperson shall have an additional vote.

## **9. Alteration to Rules**

- 9.1 Proposals for any alteration to these Rules may be made by the Board of Trustees, MC or 10% of the membership. They will normally be considered at the next Annual General Meeting of the Club, but the MC may recommend their consideration at any General Meeting.
- 9.2 Such proposals shall first be submitted to the MC, by them to the Board of Trustees, and then, subject to their agreement, shall be circulated to the membership by the Secretary not less than 28 days before the General Meeting at which they are to be considered.
- 9.3 Such alterations shall be incorporated into the Rules of the Club provided they are approved by a simple majority vote of those members present and entitled to vote. In the event of a tie, the chairperson shall have a casting vote. No alteration shall be made to these Rules which would cause the Club to cease to be a charity in law.

## **10. Dissolution of the Club**

- 10.1 If the Board of Trustees and the MC decide that it is necessary or advisable to dissolve the Club, they shall call a General Meeting of all Members. The notice of the meeting shall state the terms of the resolution being proposed.
- 10.2 If the proposal is confirmed by a two thirds majority of those present and having voting rights, the Trustees and MC shall have the power to realise any assets held by or on behalf of the Club.
- 10.3 Any Assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such a charitable institution or institutions having objectives similar to those of the Club as the membership may determine or, failing that, shall be applied for some other charitable purpose.