

# British Arachnological Society

## Constitution

of a Charitable Incorporated Organisation  
adopted on the 1st June 2019.



### 1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is the British Arachnological Society.

### 2. National location of principal office

The principal office of the CIO is in England.

### 3. Objects

The object of the CIO is to advance the education of the public in the study of the Arachnida, especially spiders, pseudoscorpions and harvestmen, by promoting study of, and encouraging interest in, arachnology for people of all ages.

### 4. Powers

The CIO has power to do anything which is calculated to further its purpose or is conducive or incidental to doing so. In particular, the CIO's powers include:

- 4.1 Publishing a scientific journal, a newsletter, a Society handbook and occasional publications, providing relevant information for the benefit of both amateur and professional arachnologists.
- 4.2 Running recording schemes and take all steps necessary to develop our knowledge of the status, distribution, habitat preferences, phenology and conservation of British arachnids.
- 4.3 Holding and encourage the holding of courses, meetings and other gatherings to foster the study of spiders and other arachnids.
- 4.4 Operating a website providing information on spiders and other arachnids, and on the Society and its activities.
- 4.5 Providing impartial scientific advice and guidance to the public on spiders and other arachnids, and to individuals, voluntary groups and government bodies on the status and conservation of the British arachnid fauna.
- 4.6 Maintaining a library of arachnological material to aid research by interested parties.

### 5. Application of income and property

- 5.1 The income and property of the CIO must be applied solely towards the promotion of the objects.
  - 5.1.1 A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the CIO.
  - 5.1.2 A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

- 5.2 None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:
- 5.2.1 a benefit from the CIO as a beneficiary of the CIO;
  - 5.2.2 reasonable and proper remuneration for any goods or services supplied to the CIO.
- 5.3 Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

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

### **6.1 General provisions**

No charity trustee or connected person may:

- 6.1.1 buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- 6.1.2 sell goods, services, or any interest in land to the CIO;
- 6.1.3 be employed by, or receive any remuneration from, the CIO;
- 6.1.4 receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (6.2) of this clause, or authorised by the court, or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

### **6.2 Scope and powers permitting trustees’ or connected persons’ benefits**

- 6.2.1 A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- 6.2.2 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 CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- 6.2.3 A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 6.2.4 A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. 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.
- 6.2.5 A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

## **7. Conflicts of interest and conflicts of loyalty**

A charity trustee must:

- 7.1 declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- 7.2 absent themselves from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

## **8. Liability of members to contribute to the assets of the CIO if it is wound up**

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## **9. Membership of the CIO**

### **9.1 Admission of new members**

#### **9.1.1 Eligibility**

Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated their agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause. A member may be an individual, or an individual representing an organisation or corporate body.

#### **9.1.2 Admission procedure**

The charity trustees:

- (a) may require applications for membership to be made in any reasonable way that they decide;
- (b) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- (c) shall, if they decide to refuse an application for membership give the applicant their reasons for doing so within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (d) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

### **9.2 Transfer of membership**

Membership of the CIO cannot be transferred to anyone else.

### **9.3 Duty of members**

It is the duty of each member of the CIO to exercise their powers as a member of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO.

### **9.4 Termination of membership**

#### **9.4.1 Membership of the CIO comes to an end if:**

- (a) the member dies, or, in the case of the representative of an organisation that organisation ceases to exist; or
- (b) the member sends a notice of resignation to the charity trustees; or
- (c) any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or
- (d) the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.

#### **9.4.2 Before the charity trustees take any decision to remove someone from membership of the CIO they must:**

- (a) inform the member of the reasons why it is proposed to remove them from membership;
- (b) give the member at least 21 clear days notice in which to make representations to the charity trustees as to why they should not be removed from membership;
- (c) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;

- (d) consider at that meeting any representations which the member makes as to why the member should not be removed; and
- (e) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

#### 9.5 Membership fees

The CIO may require members to pay reasonable membership fees to the CIO.

### 10. Members' decisions

#### 10.1 General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (10.4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (10.2) of this clause or by written resolution as provided in sub-clause (10.3) of this clause.

#### 10.2 Taking ordinary decisions by vote

Subject to sub-clause (10.4) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot).

#### 10.3 Taking ordinary decisions by written resolution without a general meeting

10.3.1 Subject to sub-clause (10.4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

- (a) a copy of the proposed resolution has been sent to all the members eligible to vote; and
- (b) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature or in such other manner as the CIO has specified.

10.3.2 The resolution in writing may comprise several copies to which one or more members has signified their agreement.

10.3.3 Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (10.3.1) above.

10.3.4 Not less than 10% of the members of the CIO may request the trustees to make a proposal for decision by the members.

10.3.5 Sub-clauses (10.3.1) to (10.3.3) of this clause apply to a proposal made at the request of members.

#### 10.4 Decisions that must be taken in a particular way

10.4.1 Any decision to amend this constitution must be taken in accordance with clause 27 of this constitution (Amendment of Constitution).

10.4.2 Any decision to wind up or dissolve the CIO must be taken in accordance with clause 28 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

### 11. General meetings of members

#### 11.1 Types of general meeting

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual

statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13. Other general meetings of the members of the CIO may be held at any time.

All general meetings must be held in accordance with the following provisions

## 11.2 Calling general meetings

### 11.2.1 The charity trustees:

- (a) must call the annual general meeting of the members of the CIO in accordance with sub-clause (11.1) of this clause, and identify it as such in the notice of the meeting; and
- (b) may call any other general meeting of the members at any time.

### 11.2.2 The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:

- (a) they receive a request to do so from at least 10% of the members of the CIO; and
- (b) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

### 11.2.3 If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause 11.2.2(a) of this clause shall have effect as if 5% were substituted for 10%.

### 11.2.4 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

### 11.2.5 A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

### 11.2.6 Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 50 days from the date on which it is called.

### 11.2.7 If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

### 11.2.8 A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

### 11.2.9 The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

## 11.3 Notice of general meetings

### 11.3.1 The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 21 clear days notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.

### 11.3.2 If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (11.3.1) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

### 11.3.3 The notice of any general meeting must:

- (a) state the time and date of the meeting;
- (b) give the address at which the meeting is to take place;
- (c) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
- (d) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;

- (e) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 21 (Use of electronic communication), details of where the information may be found on the CIO's website.
- 11.3.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- 11.3.5 The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.
- 11.4 Chairing of general meetings

The person nominated as chair by the charity trustees under clause 19.2 (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.
- 11.5 Quorum at general meetings
  - 11.5.1 No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
  - 11.5.2 Subject to the following provisions, the quorum for general meetings shall be fifteen members.
  - 11.5.3 If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
  - 11.5.4 If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume.
  - 11.5.5 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.
  - 11.5.6 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- 11.6 Voting at general meetings
  - 11.6.1 Any decision other than one falling within clause 10.4 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.
  - 11.6.2 A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person at the meeting.
  - 11.6.3 A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
  - 11.6.4 A poll may be taken:
    - (a) at the meeting at which it was demanded; or

- (b) at some other time and place specified by the chair; or
- (c) through the use of postal or electronic communications.

11.6.5 In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

11.6.6 Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

#### 11.7 Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## 12. Charity trustees

### 12.1 Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

12.1.1 to exercise their powers and to perform their functions as a trustee of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO; and

12.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

- (a) any special knowledge or experience that they have or hold themselves out as having; and
- (b) if they act as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

### 12.2 Eligibility for trusteeship

12.2.1 Every charity trustee must be a natural person.

12.2.2 No one may be appointed as a charity trustee:

- (a) if they are under the age of 16 years; or
- (b) if they would automatically cease to hold office under the provisions of clause 15.1.5.

12.2.3 No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office of charity trustee.

12.2.4 At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

### 12.3 Number of charity trustees

12.3.1 There must be at least nine charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

12.3.2 The maximum number of charity trustees is eighteen. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

### 12.4 The first charity trustees of the CIO are:

Helen Smith  
Lawrence Bee  
Richard Gallon

Janet Beccaloni  
Francis Farr-Cox  
Paul Lee  
Alastair Lavery  
Geoffrey Oxford  
Paul Selden  
Peter Harvey  
James Pewtress  
Robert Dawson  
Hilary Grant  
William Parker  
Richard Pearce  
Richard Burkmar

### **13. Appointment of charity trustees**

- 13.1 At the first annual general meeting of the members of the CIO one-third of the charity trustees shall retire from office.
- 13.2 At every annual general meeting of the members of the CIO, one-third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one eligible charity trustee, they shall retire.
- 13.3 The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- 13.4 The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause 13.5 of this clause;
- 13.5 The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12.3 on the number of charity trustees would not as a result be exceeded;
- 13.6 A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses 13.2 and 13.3 of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.
- 13.7 The charity trustees will appoint from among themselves:
- a) a President;
  - b) a Vice President;
  - c) a Secretary;
  - d) a Treasurer.

### **14. Information for new charity trustees**

The charity trustees will make available to each new charity trustee, on or before their first appointment:

- 14.1 a copy of this constitution and any amendments made to it; and



14.2 a copy of the CIO's latest trustees' annual report and statement of accounts.

## **15. Retirement and removal of charity trustees**

15.1 A charity trustee ceases to hold office if they:

- 15.1.1 retire by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- 15.1.2 are absent without the permission of the charity trustees from all the meetings held within a period of six months and the trustees resolve that their office be vacated;
- 15.1.3 dies;
- 15.1.4 in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- 15.1.5 is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

## **16. Reappointment of charity trustees**

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment.

## **17. Taking of decisions by charity trustees**

Any decision may be taken either:

- 17.1 at a meeting of the charity trustees; or
- 17.2 by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that
  - 17.2.1 a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
  - 17.2.2 the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve.

## **18. Delegation by charity trustees**

- 18.1 The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- 18.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements -
  - 18.2.1 a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
  - 18.2.2 the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

- 18.2.3 the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **19. Meetings and proceedings of charity trustees**

### **19.1 Calling meetings**

19.1.1 Any charity trustee may call a meeting of the charity trustees.

19.1.2 Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

### **19.2 Chairing of meetings**

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

### **19.3 Procedure at meetings**

19.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is nine charity trustees, or the number nearest to one half of the total number of charity trustees, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.

19.3.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.

19.3.3 In the case of an equality of votes, the chair shall have a second or casting vote.

### **19.4 Participation in meetings by electronic means**

19.4.1 A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

19.4.2 Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

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

## **20. Execution of documents**

20.1 The CIO shall execute documents by signature.

20.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.

## **21. Use of electronic communications**

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

21.1 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;

21.2 any requirements to provide information to the Commission in a particular form or manner.

## **22. Keeping of Registers**

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

## **23. Minutes**

The charity trustees must keep minutes of all:

- 23.1 appointments of officers made by the charity trustees;
- 23.2 proceedings at general meetings of the CIO;
- 23.3 meetings of the charity trustees and committees of charity trustees including:
  - a) the names of the trustees present at the meeting;
  - b) the decisions made at the meetings; and
  - c) where appropriate the reasons for the decisions;
- 23.4 decisions made by the charity trustees otherwise than in meetings.

## **24. Accounting records, accounts, annual reports and returns, register maintenance**

- 24.1 The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- 24.2 The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

## **25. Rules**

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

## **26. Disputes**

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **27. Amendment of constitution**

As provided by clauses 224-227 of the Charities Act 2011:

- 27.1 This constitution can only be amended:
  - 27.1.1 by resolution agreed in writing by all members of the CIO; or
  - 27.1.2 by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- 27.2 Any alteration of clause 3 (Objects), clause 28 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- 27.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

- 27.4 A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

## **28. Voluntary winding up or dissolution**

- 28.1 As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
- 28.1.1 at a general meeting of the members of the CIO called in accordance with clause 11 (General meetings of members), of which not less than 50 days' notice has been given to those eligible to attend and vote:
- (a) by a resolution passed by a 75% majority of those voting, or
  - (b) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting;
- or
- 28.1.2 by a resolution agreed in writing by all members of the CIO.
- 28.2 Subject to the payment of all the CIO's debts:
- 28.2.1 Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
- 28.2.2 If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
- 28.2.3 In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- 28.3 The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
- 28.3.1 the charity trustees must send with their application to the Commission:
- (a) a copy of the resolution passed by the members of the CIO;
  - (b) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
  - (c) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
- 28.3.2 the charity trustees must ensure that a copy of the application is sent within seven days to every member of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- 28.4 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

# Rules

Section 25 of the constitution of the British Arachnological Society (BAS) gives Council the power to create and modify rules for the proper conduct and management of the charity as long as these are consistent with the constitution. The rules should be applied with reference to the constitution; major references to the constitution are noted.

## 1. Membership

Membership is covered in Sections 9 and 10 of the constitution. In addition to these constitutional provisions:

- 1.1 Members' subscription shall be established by recommendation of Council at the annual general meeting and shall be ratified by a majority vote of members attending the meeting (Section 9.5).
- 1.2 The privileges of membership shall include the right to vote in accordance with the constitution, to receive publications and to participate in all the activities and functions of the Society.
- 1.3 A member whose subscription has not been paid within six months of the due date shall forfeit the privileges of membership.
- 1.4 A class of Honorary Membership will enjoy all the privileges of membership. An individual who has rendered valuable service to the Society, or who has promoted its scientific work, or the interests of arachnology, may be elected at the annual general meeting by the proposal of Council. The number of Honorary Members shall not exceed 5 per cent of the total membership. Honorary membership shall be free of the liability to pay the subscription.

## 2. Council

The membership, powers and operation of the Council are set in Sections 12 to 18 of the constitution. Section 13.7 establishes the core Council roles of President, Vice-president, Secretary and Treasurer, referred to here as Officers. In addition to these constitutional provisions:

- 2.1 Council will include such additional Officers as it shall deem to be necessary to conduct the Society's affairs efficiently (Section 9.18).
- 2.2 Council shall appoint sub-committees with no delegated powers to deal with any matter. Recommendations of the sub-committee will only be implemented by authorisation of Council (Section 18).
- 2.3 The President shall serve for three years or until a successor is elected.
- 2.4 All other Officers shall serve for three years or until their successors are elected
- 2.5 The President, if present, shall preside at the annual general meeting and at meetings of Council.
- 2.6 The Vice-President shall assume the duties of President if absent at meetings and shall become President in the event of the death, resignation, disability, or inability of the President, until the next annual general meeting. In the absence of both the President and Vice-President, a temporary chairperson shall be chosen to preside at any meeting by those members attending the meeting.

## 3. Appointment of Trustees.

The appointment of Trustees, by members at the AGM or by co-option by Council, is covered in Sections 13.4 and 13.4. The conduct of general meetings is governed by Section 11.

- 3.1 Trustees can be nominated by Council providing notice is given to all British members at least 21 days before the annual general meeting.
- 3.2 Trustees can be nominated in writing to the Secretary by any member in good standing, at least 21 days before the annual general meeting. A nomination should be accompanied by a statement from the nominee declaring a willingness to serve if elected.

#### **4. Expenses and services**

Sections 5 and 6 of the constitution cover payments to trustees.

- 4.1 Trustees and members may be paid, on application, approved expenses properly incurred by them in connection with their attendance at council, committee or general meetings or otherwise in connection with the discharge of their duties, subject to the terms set out in the Society's Travel Expenses document. Trustees shall otherwise be paid no remuneration for acting as Officers or Ordinary Council members.
- 4.2 A person who provides goods and services to the Charity and is also a member of Council or a person connected with a member of Council may be paid for those goods or services, subject to the provisions of the Society's Procurement Policy and Section 6.2 of the constitution. In addition:
  - a) there will be a written agreement which sets out the exact or maximum amount to be paid;
  - b) the member of Council to benefit (directly or indirectly) will play no part in decisions about the arrangement;
  - c) the payment is reasonable and in the best interests of the Charity;
  - d) the total number of Council members benefiting, directly or indirectly, are in the minority;
  - e) Council members follow the duty of care set out in Section 12 of the constitution.

#### **5. Meetings**

The purpose and conduct of meetings is described in Section 11 (General meetings) and Section 19 (Council meetings) of the constitution. In addition:

- 5.1 Council shall meet at least twice per year, in addition to the Annual General Meeting.

#### **6. Finance.**

Financial matters are set out throughout the constitution and in particular Sections 5 and 24. In addition:

- 6.1 Institutional and Society subscriptions and the sales of publications and promotional material shall be at rates determined by Council and duly announced to the membership.
- 6.2 The financial year shall run from the first day of January to the last day of December and members' subscriptions are liable for payment on the first day of January.

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