

DYSERTH AND DISTRICT FIELD CLUB

Registered Charity 1117013

Founded 1911



CONSTITUTION

Adopted on the Eighteenth day of February 2006

Amended on the Twenty-fourth day of January 2009

A Name.

The name of the Association shall be The Dyserth and District Field Club ('the Club').

B Administration.

Subject to the matters set out below the Club and its property shall be administered and managed in accordance with this constitution by the members of the Management Committee constituted by clause G of this constitution ('the Management Committee').

C Object.

The Object of The Dyserth and District Field Club shall be to promote and encourage the education and understanding of the public in the conservation, protection and appreciation of the physical and natural environment. This to be achieved by:

- (1) a programme of walks, lectures and excursions throughout the year which are recorded in an annual publication known as the 'Proceedings';
- (2) giving access to a collection of reference books;
- (3) liaison with related organisations as the opportunity arises.

D Powers.

In furtherance of the Object but not otherwise the Management Committee may exercise any or all of the following:

- (1) the 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;
- (2) the power to buy, take on lease or in exchange any property necessary for the achievement of the Object and to maintain and equip it for use;
- (3) the power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Club;

U Dissolution.

If the Management Committee decides that it is necessary or advisable to dissolve the Club it shall call a meeting of all members of the Club, 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 a two-thirds majority of those present and voting the Management Committee shall have power to realise any assets held by or on behalf of the Club. 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 Object of the Club as the members of the Club 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 Club must be sent to the Charity Commission.

END

R Procedure at General Meetings.

- (1) The General Secretary or other person specially appointed by the Management Committee shall keep a full record of proceedings at every General Meeting of the Club.
- (2) There shall be a quorum when at least one tenth of the number of members of the Club for the time being or ten members of the Club, whichever is the greater, are present at any General Meeting.

S Notices.

Any notice required to be served on any member of the Club shall be in writing and shall be served by the General Secretary or the Management Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such a member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

T 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 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 amendment may be made to clause A (the name of Club clause), clause C (the Object clause), clause I (Management Committee members not to be personally interested clause), clause U (the Dissolution clause) or this clause without the prior consent in writing of the Charity Commissioners.
- (3) No amendment may be made which would have the effect of making the Club cease to be a Charity at law.
- (4) The Management Committee shall promptly send to the Charity Commission a copy of any amendment(s) made under this clause.

- (4) the power subject to any consents required by law to borrow money and to charge all or any part of the property of the Club with repayment of the money so borrowed;
- (5) the power to employ such staff (who shall not be members of the Management Committee) as are necessary for the proper pursuit of the Object and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (6) the power to co-operate with charities voluntary bodies and statutory authorities operating in furtherance of the Object or of similar charitable purposes and to exchange information and advice with them;
- (7) the power to establish or support any charitable trusts, associations or institutions formed for all or any part of the Object;
- (8) the power to appoint and constitute such advisory committees as the Management Committee may think fit;
- (9) the power to do all such other lawful things as are necessary for the achievement of the Object.

E Membership.

- (1) Membership of the Club shall be open to:
 - (a) individuals over the age of 18 years who are interested in furthering the Object of the Club and who have paid the annual subscription as decided by the membership at an Annual General Meeting. Every member over the age of 18 years shall have one vote.
 - (b) individuals under the age of 18 years who are interested in furthering the work of the Club and who have paid any annual subscription as decided by the membership at an Annual General Meeting. This category of membership will be called Junior Membership (any such individuals being called in this constitution a 'junior member'). Junior members shall not have a vote.

- (2) The Management Committee may by unanimous vote and for good reason terminate the membership of any individual: provided that the individual concerned shall have the right to be heard by the Management Committee, accompanied by a friend, before a final decision is made.
- (3) If a member has not paid the subscription for the current year by March 1st, a written reminder of this clause will be sent to that member by the General Secretary or other delegated member of the Management Committee. If the subscription has not been received within two months of the date this reminder was sent the membership will lapse.
- (4) The Management Committee may by unanimous vote and for good reason elect a member to the position of Honorary Life Member, subject to such action being ratified at a subsequent Annual General Meeting. Honorary Life Members shall be exempt from payment of the annual subscription.

F Honorary Officers.

At the Annual General Meeting of the Club the members shall elect from amongst themselves a President, a Vice-President, a General Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.

G Management Committee.

- (1) The Management Committee shall consist of not less than 12 members nor more than 20 members these being the Honorary Officers specified in the preceding clause and not less than 8 and not more than 16 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
- (2) The Management Committee may in addition appoint not more than 3 co-opted members but no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Management Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Management Committee called

O Annual Return.

The Management Committee shall comply with its obligations under the Charities Act 1993 (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.

P Annual General Meeting.

- (1) There shall be an Annual General Meeting of the Club which shall be held in the month of January in each year or as soon as practicable thereafter.
- (2) Every Annual General Meeting shall be called by the Management Committee. The General Secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Club. All the members of the Club shall be entitled to attend and vote at the meeting. Junior members may attend but shall have no vote.
- (3) The President shall be the Chair of Annual General Meetings, but if he or she is not present, before any 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 Club for the preceding year.
- (5) Nominations for election to the Management Committee must be made by members of the Club in writing and must be in the hands of the General Secretary at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

Q Special General Meetings.

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

trustees. Holding trustees may be removed by the Management Committee at its pleasure and shall act in accordance with the lawful directions of the Management Committee. Provided 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 Club, the Management Committee may permit any investments held by or in trust for the Club 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.

M Accounts.

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

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

N Annual Report.

The Management Committee shall comply with its obligations under the Charities Act 1993 (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.

under clause J (1) and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.

- (3) All the members of the Management Committee shall retire from office together during the next Annual General Meeting after the date on which they came into office, but may be re-elected or re-appointed.
- (4) The proceedings of the Management Committee 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.
- (5) Nobody shall be elected or appointed as a member of the Management Committee who is aged under 18 or who would if elected or appointed be disqualified under the provisions of clause H.
- (6) No person shall be entitled to act as a member of the Management Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Management Committee a declaration of acceptance and of willingness to act as a Trustee of the Club.

H Determination of Membership of 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 its meetings held within a period of six months and the Management Committee resolves that his or her office be vacated; or

- (4) notifies the Management Committee of a wish to resign (but only if at least three members of the Management Committee will remain in office when the notice of resignation is to take effect).

I Management Committee Members not to be Personally Interested.

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

J Meetings and Proceedings of the Management Committee.

- (1) The Management Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the President 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 but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (2) The President shall act as Chair at meetings of the Management Committee. If the President 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.
- (3) 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.
- (4) Other than in accordance with clause E(2) and clause E(4) 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 President or the Chair of the meeting shall have a second or casting vote.

- (5) The Management Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Management Committee and any sub-committee.
- (6) The Management Committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Management Committee may appoint one or more sub-committees consisting of three or more members of the Management Committee for the purpose of making any 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-committee shall be fully and promptly reported to the Management Committee.

K Receipts and Expenditure.

- (1) The funds of the Club, including all donations contributions and bequests, shall be paid into an account operated by the Management Committee in the name of the Club at such bank as the Management Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two of the three nominated members of the Management Committee.
- (2) The funds belonging to the Club shall be applied only in furthering the Object of the Club.

L 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 Club which is not vested in the Official Custodian for the Club;
 - (b) all investments held by or on behalf of the Club 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