

ORIENTAL BIRD CLUB

Registered Charity No: 297242 (U.K.)

CONSTITUTION

(As amended at the AGM on 1st December 2001)

1. The name of the association shall be the 'Oriental Bird Club' (UK Registered Charity number 297242), hereinafter called the Club.
2. The Club shall concentrate on the birds of the Oriental faunal region, with the addition of the areas to the north and east, thus embracing northern China, Mongolia, the Russian Far East, Japan and Korea. The Club shall also maintain an interest in those areas adjacent to this expanded Oriental Region. References to 'Oriental birds' are to the birds of the expanded Oriental Region.
3. The object for which the Club is established shall be to promote an interest in Oriental birds and their conservation for the benefit of the public. In furtherance of this object, but not otherwise, the Club may:
 - (a) Act as a forum for persons interested in Oriental birds by holding regular meetings, providing an information service and publishing a bulletin keeping members informed of current developments in Oriental ornithology.
 - (b) Collate and make available for public use material on Oriental birds and publish a journal by the name of 'Forktail'.
 - (c) Work with and promote the activities of other non-profit making organisations with similar aims within the Region and any non-profit making international conservation bodies concerned with Oriental birds.
 - (d) Encourage members to carry out conservation-orientated research on Oriental birds and their habitats.
4. Membership of the Club shall be open to all, of whatever nationality, subject to payment of the appropriate subscription. Subscriptions shall be payable on 1st January for each calendar year.

Every member whose subscription is not in arrears shall receive one free copy of each issue of the bulletin and the 'Forktail' relating to the calendar year. Joint members (husband and wife or other couple), both of whom shall have a vote, or institutions who have paid a single subscription, shall be entitled to only one copy of each issue of the bulletin and the 'Forktail' relating to the calendar year. Any member who fails to pay his or her subscription by the end of the calendar year in which it is due shall cease to be a member of the Club. The Council shall have the power to veto and to refuse the renewal of a membership subscription without explanation.
5. A Council, who will constitute the Trustees of the charity, shall be elected from among the members to manage the affairs of the Club.
 - (a) The proceedings of Council 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;
 - (b) No person shall be appointed as a member of Council who is aged under 18.
 - (c) No person shall be entitled to act as a member of Council until they have made a declaration of acceptance and of willingness to act in the trusts of the Charity and this has been minuted.

6. The Council shall have no fewer than ten members and shall include the following Executive Officers: Chairman, Secretary and Treasurer. Other members of Council shall be appointed to specific roles by Council as necessary and required. All Council members shall be elected on an annual basis. No Executive Officer shall serve in the same position for more than five consecutive years. No person without a specific role shall serve on Council for more than two consecutive years.
7. New members of Council may be co-opted at any time subject to confirmation at the Annual General Meeting.
8. Council meetings shall be held at least twice each year. A meeting may be called at any time by the Chairman or any two Council members upon not less than four days' notice being given to all members of Council of the matters to be discussed but if the matter includes an appointment of a co-opted member then not less than twenty one days' notice must be given.
 - (a) The Chairman shall act as chairman at Council meetings. If the Chairman is absent from any meeting, the members of Council present shall choose one of their number to be chairman of the meeting before any other business is transacted.
 - (b) Every matter shall be determined by a majority of votes of the members of Council present and voting on the question, but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
 - (c) The Council shall keep minutes of the proceedings at Council meetings.
 - (d) The Council 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.
9. Five Council members, or at least one third of the number of members of Council, whichever is greater, shall constitute a quorum.
10. Council meetings shall, in general, be open to non-Council members of the Club, though such members shall not be entitled to vote. However, the Council reserves the right of entry to such meetings.
11. A Council member shall cease to be a member of Council if he or she:
 - (a) Is disqualified from acting as a member of Council by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (b) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (c) Is absent without the permission of Council from all Council meetings held within a period of one year and Council resolve that he or she shall cease to be a member of Council; or
 - (d) Notifies Council of a wish to resign (but only if at least five members of Council remain when the notice of resignation takes effect).
12. No member of Council shall acquire any interest in property belonging to the Club (otherwise than as trustee for the charity) or receive remuneration or be interested (other than as a member of Council) in any contract entered into by Council.
13. The work of Council may be assisted and advised by Representatives in Oriental and non-Oriental countries. The selection and precise role of Representatives shall be determined by Council. Representatives shall be (re)-elected on an annual basis.
14. The Council shall have the right to elect Honorary Members of the Club who shall not be required to pay a subscription but who shall have the privileges of membership. A list of such members shall be available on request.

15. The Council shall have the power to elect a president and/or vice-president, subject to confirmation at the Annual General Meeting.
16. The Council shall have the power to form committees to deal with particular tasks and shall have the right to appoint any member of the Club to such committees as it sees fit. The Chairman shall be an ex-officio member of any committee. Decisions and action recommended under delegated responsibilities shall be reported back to Council for ratification.
17. The Council or other appointed members shall have the right to raise funds for the exclusive use of the Club in furtherance of its objects but not further or otherwise and obtain and receive monies and funds by way of subscriptions, contributions, covenants, donations, fees, legacies, grants and payments by public bodies and others, provided that in raising funds the Council shall not undertake any substantial permanent trading activity and shall conform to any relevant requirements of the law.
18. The Council or other appointed members shall have the right to launch, promote and conduct an appeal or appeals, or take other steps as may be deemed necessary for the purpose of procuring contributions to the funds of the Club for the exclusive use of the Club, in furtherance of its objects but not further or otherwise.
19. The Council shall maintain bank accounts, and operate credit card facilities, in the name of the Club. Cheques for small amounts, as determined by Council from time to time, shall require the signature of one authorised member of Council. All other cheques shall bear the signature of two authorised members of Council or one authorised member of Council and one authorised member of the Finance Committee.
20. The Council shall establish bank accounts overseas to assist members who have difficulty in making payments to the Club. Such accounts shall be operated by the authorised signatories of the UK bank accounts and by a representative of the Club in the country concerned who shall be appointed by Council.
21. The Council shall have the right to establish a Conservation Fund. The procedure for allocation of funds shall be published by the Club.
22. The Council shall have the right to establish one or more Special Funds from bequests, donations or other fundraising activities. Each fund shall be applied in furtherance of the Club's charitable objectives and the procedure for allocation of the funds shall be governed by a Statement of Aims adopted by the members at the Club's Annual General Meeting.
23. The Council shall maintain a library on behalf of the Club to be held at a specific location as determined by Council. The Council reserves the right to move or dispose of the library as it sees fit in the best interests of the Club.
24. The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
 - (a) The keeping of accounting records and the preparation of annual statements of account for the Club;
 - (b) The auditing or independent examination annually by a qualified accountant of the statements of account of the Club;
 - (c) The transmission of the statements of account of the Club to the Charity Commission;
 - (d) The preparation and transmission of an annual report and an annual return to the Charity Commission.

25. An Annual General Meeting shall be held within each calendar year and the business transacted at it shall include:
- (a) The adoption of the Annual Report and Accounts (incorporating such Trustees' Report(s) as required by Charity law) relating to the preceding calendar year.
 - (b) The election of Executive Officers and other members of Council.
 - (c) The election of Country Representatives.
 - (d) The election of the Independent Examiner.
- At least thirty days' notice of the Annual General Meeting shall be given to all members of the Club.
26. An Extraordinary General Meeting may be convened by Council or at the written request of ten members of the Club, notifying the Chairman and Secretary at least sixty days in advance of their requested date and the reason for calling such a meeting. At least thirty days' notice of an Extraordinary General Meeting shall be given to all members of the Club.
27. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. A quorum shall be twenty-five members or 10% of the membership, whichever is the lower. Each member shall have one vote at the General Meeting, providing his or her subscription is fully paid, or he or she is an Honorary Member of the Club.
28. Executive Officers and other members of Council shall be elected at an Annual General Meeting. Nominations for Council, signed by at least five members and with the written consent of the candidate, must reach the Secretary by 31st August or ninety days before the AGM, whichever is the earlier. The nominations shall be circulated with notice of the Meeting.
29. The unintended omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed, or business conducted, at any meeting.
30. Subject to the following provisions to 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. However:
- (a) No amendment shall be made to clause 1 (the name of the Charity clause), clause 3 (the objects clause), clause 12 (Council members not to be personally interested clause), clause 31 (the dissolution clause) or this clause without the prior consent in writing of the Charity Commissioners.
 - (b) No amendment may be made which would have the effect of making the Charity cease to be a charity in law.
31. If at any time it becomes necessary to wind up the Club a General Meeting shall be called to approve the proposed winding up of which not less than thirty days' notice shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Council shall then carry out the necessary action to dissolve the Club. If, after disposal of all the assets belonging to the Club and after settlement of all debts and liabilities incurred by the Club, there remains any money, this shall be given to BirdLife International (formerly the International Council for Bird Preservation), its heirs and successors, or failing that then to some other charitable organisation having similar objects to the Club.