

**RULES of the ESSEX FIELD CLUB**, passed at AGM on 25 March 2023.

**Mission statement**

The Essex Field Club aims to develop and use its knowledge and expertise to help and encourage the people and organisations of Essex to enjoy, understand, study and record Essex natural history.

**RULES**

**1. The title shall be the ESSEX FIELD CLUB**, hereafter referred to as the Club.

**2.** Subject to the matters set out below the Club and its property shall be administered and managed in accordance with these Rules by the members of the Council, constituted by section **4** of these Rules (**Council: composition**).

**3. The objects of the Club shall be:**

To promote, for the benefit of the public, the conservation, protection and improvement of the natural environment of Essex (defined here as the total of the two Watsonian Vice-counties of North Essex and South Essex) and to advance public education in its natural history (defined here as including its fauna, flora, geology and lithic archaeology) by such charitable means as the Council sees fit, in particular, but not exclusively, by:

**3.1** studying and recording natural history;

**3.2** encouraging and supporting the maintenance of an up-to-date record of all local sites of natural history;

and

**3.3** publishing and making the useful results of research, data and other historical material available, where

appropriate, for the benefit of the public in furthering the above purposes.

**4. The Council: composition**

**4.1** The whole Council shall comprise at least 5 members (4 Officers and one ordinary member), up to a maximum of 25 members, and all together shall be the Body of Trustees.

**4.2** The Officers of the Club shall be the President, the Vice-President, the Treasurer and the General Secretary. The Assistant Officers, up to a maximum of five people, shall be those deemed necessary by Council.

**4.3** The Council shall consist of the Officers, the Assistant Officers, Permanent Past-Presidents (if any) (see rule **4.4**), Group Leaders (if any) (see rule **6.3**), Editorial Team members (at least one) (see rule **4.5**) and usually six ordinary members (if fewer than six, the number shall be not less than one fifth of the total Council).

**4.4** Past Presidents shall hold office as Permanent Past-Presidents during their membership of the Club. For a period of five years following their term of office as President they shall be *ex-officio* Members of Council, but may choose not to serve. Those who wish to serve shall inform the President (or other Officer) by a signed and dated note to that effect, within 3 weeks of the AGM at which Presidency ceased, and are thus included in the Body of Trustees for up to five years. Those declining to serve would not have any part in the general government of the Club, and would not be part of the Body of Trustees.

**4.5** The Publications Editor, or the Editorial Team, shall be that person, or those people jointly, responsible for the production of the Newsletter and the Essex Naturalist and/or such other publications of the Club as may be requested by the Council. The Publications Editor, or the Editorial Team, shall be elected by the Annual General Meeting. At least one, and up to three, of these people shall be elected by the Annual General Meeting to serve on the Council.

**4.6** Should a vacancy occur during the year, the Council may appoint an Acting Officer or co-opt a member to the Council to fill the vacancy until the next Annual General Meeting. The number of co-opted members on the Council shall not exceed one third of the total members of the Council.

**5. Suitability of a person to be on the Council**

**5.1** A person must be a fully paid up member of the Club, and must be at least 18 years old at the time of the Annual General Meeting at which election could happen.

**5.2** A person may only be accepted as a member of the Council, whether at the first, or any subsequent election, after they have signed a declaration of acceptance and of willingness to act in the interests of the Club. The sheet of signatures shall be kept with the Minutes of the Annual General Meeting.

**5.3** A member of the Council shall cease to hold office if he or she:

- (i) is disqualified under section 72 of the Charities Act 1993 (or its statutory successor)
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs
- (iii) is absent without the permission of the Council from all their meetings held within a period of six months and the Council resolve that the office be vacated
- (iv) notifies to the Council a wish to resign (but only if at least five members of the Council will remain in office when the resignation is to take effect)

## **6. The Council: powers**

**6.1** The management and governance of the Club and the control of its property shall be vested in the Council of members of the Club.

**6.2** In furtherance of the objects but not otherwise the Council may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions, provided that in raising funds the Council shall not undertake any substantial 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 Club;
- (iv) power to promote interest in the natural environment generally, including the power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice and funding with them;
- (v) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (vi) power to appoint and constitute such advisory committees as the Council may think fit;
- (vii) power to do all such other lawful things as are necessary for the achievement of the objects.

**6.3** Subject to the discretion of the Council, **Groups** may be formed within the membership of the Club, for the further study of particular aspects of the natural history of Essex. The President and the General Secretary shall be *ex-officio* members of all Groups. Each Group may elect annually a Group Leader. Up to three Group Leaders may be elected by the Annual General Meeting to serve on the Council.

**6.4** The Council may appoint **Recorders**, who shall be people with particular knowledge of a specialism and able to identify relevant material sent to them. Their names and addresses shall be printed with the list of Officers and their duties shall be to keep records within their respective limits of the natural history of Essex, and to communicate items of interest to the Club. Each Recorder shall be expected to supply a report for publication from time to time, as convenient.

**6.5** The Council may set up and/or disband temporary or permanent **committees**, usually of three or four people, to study or administer certain parts of the Council's business. Each Committee shall have a Convener appointed, who shall act as Chairperson and ensure that minutes are kept and presented to the full Council at the next meeting of the Council.

**7. Members of Council may not have a personal interest in the financial affairs of the Club.** The income and property of the Club shall be applied solely towards the promotion of the objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Club, and no member of Council shall be appointed to any office of the Club paid by salary or fees or receive remuneration or other benefit in money or money's worth from the Club:

'Provided that nothing in this document shall prevent any payment in good faith by the Club:

- (i) of reasonable and proper remuneration for any services rendered to the Club by any member or servant of the Club who is not a member of Council;
- (ii) of interest on money lent by any member of the Club or member of Council at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Council;
- (iii) of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a Club member holding not more than 1/100th part of the issued capital of that company;
- (iv) of reasonable and proper rent for property demised or let by any member of the Club or a member of Council;
- (v) to any member of Council of reasonable out-of-pocket expenses;

(vi) of any premium in respect of any indemnity insurance as in **10.8** below.

## **8. The Council: procedures**

**8.1** The President (or Vice-President if the President is not present, or other member of Council chosen by those assembled for the meeting) shall act as Chairperson at all meetings of the Council.

**8.2** The Council shall meet at least 4 times a year, a quorum of one third of its membership being necessary to conduct business. Council meetings may be held in person (preferred option), or online, by telephone or on a hybrid basis.

**8.3** Minutes shall be kept at each Council Meeting and distributed soon afterwards by email or otherwise to the members of the Council, so that agreement of an accurate set of Minutes can be reached to be ratified at the next Council Meeting.

**8.4** All resolutions of the Council shall, save where otherwise expressly stated in these Rules, be decided (if necessary) by the vote of a simple majority of those Council Members present and voting. In the event of a tie the President (or Vice-President if the President is not present, or other member of Council chosen by those assembled for the meeting to act as Chairperson) shall have the casting vote.

## **9. Membership:**

**9.1** The Club shall have the following categories of membership: Ordinary, Family, Junior (under 18), Corporate and Honorary, and/or whatever other categories may be decided by Council from time to time. Only one copy of each publication is included in Family membership. Membership is open to any person interested in the Club and its activities.

**9.2** All applicants for membership shall first complete an application form. Membership shall be conferred by payment of the subscription. Members shall be bound by the Rules of the Club, which are on our website, available at every AGM and can be requested at any time from the Secretary. Membership shall terminate on the expiry of the period to which the payment relates. Renewal of membership shall be by payment of the subscription for the subsequent period.

**9.3** In exceptional circumstances, membership may be terminated at any time by a majority of the members of the Council present and voting at any Council meeting. The individual concerned, or the appointed representative of the individual, has the right to be heard by the Council, accompanied by a friend, before a final decision is made.

**9.4** Libraries, museums, local natural history societies, public organisations, private companies and any similar organisations may be Corporate members of the Club on payment of the appropriate subscription. Such Corporate members shall be entitled to receive publications of the Club on the same basis as ordinary members, and, through its Secretary or other accredited representative, shall be entitled to exercise a right of one vote at the Club's Annual General Meetings.

**9.5** Members of eminence in an area of natural history, or who have rendered exceptional service to the Club, may be approved as Honorary Members by Council. They are not required to pay any subscriptions but will receive all the benefits of membership. The number of Honorary Members shall not exceed 3 at any one time.

**9.6** There shall be an annual membership subscription payable immediately on joining and thereafter on 1st January each year.

**9.7** Levels of subscriptions shall be determined by Council.

**9.8** Members joining after 1st October each year shall be exempt from payment of subscriptions for that year, but shall not be entitled to receive a copy of publications issued during that year.

**9.9** Only members paying a full subscription for the category of membership appropriate to them shall be entitled to receive the regular publications of the Club. Lesser payments shall be treated as donations and *ipso facto* membership of the Club shall cease. Lapsed Members can receive the missed publications by payment of all arrears.

**9.10** Members and non-members are invited to attend all the meetings of the Club, other than Council or Committee meetings, may consult the Library and Collections for serious study in accordance with the provisions under **14**, and may place contributions in the publications as deemed appropriate. Only members may vote at the Annual General Meeting. Members are entitled to receive one copy of each of the regular publications, and may purchase special publications, sometimes at discounted prices. Non-members may purchase any of these publications.

## **10. Finance:**

**10.1** The Treasurer shall keep the accounts for the Club.

**10.2** The funds of the Club shall be held first in a General Account in the name of the Club.

**10.3** Cheques drawn on the General Account must be signed by any two of the four Holding Trustees of the Club, who shall be four Officers or Assistant Officers, chosen by the Council of the Club.

**10.4** The Council may establish such Special Accounts, in the name of the Club, as it considers necessary.

**10.5** Investment funds other than in a bank account shall stand in the name of the Holding Trustees, and both capital and interest may only be spent in furtherance of the Club's objects at the discretion of the Council. The investments shall be in such securities as are lawfully decided by the Council. The holding trustees are not to be held liable for the acts and defaults of the other members of the Council or the Club.

**10.6** The Accounts shall be made up to 31<sup>st</sup> December each year by the Treasurer, and the Statement of Accounts presented, duly audited by a suitable person, to the Annual General Meeting. The auditor shall be appointed by the Council.

**10.7** During the continuance of the Club no part of its funds shall be distributed among the members generally, but this rule shall not preclude the Council from making grants to individual members in furtherance of the Club's objectives.

**10.8** The Council may provide indemnity insurance to cover the liability of the Council which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Club: provided that any such insurance shall not extend to any claim arising from any act or omission which the Council knew to be a breach of trust or breach of duty or which was committed by the Council in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Council in their capacity as directors of the Club.

## **11. The Annual General Meeting:**

**11.1** The Annual General Meeting shall be held each year in March, or as soon as practicable thereafter, when the Annual Report shall be presented, together with the Statement of Accounts, duly signed by the Auditor.

**11.2** Notice of the Annual General Meeting and of the business to be transacted thereat shall be sent to all members at least fourteen days in advance of the meeting (usually in January).

**11.3** The President (or Vice-President if the President is not present, or other member of Council chosen by those assembled for the meeting) shall be the Chairperson of the Annual General Meeting.

**11.4** Minutes shall be kept at each Annual General Meeting and published in the January mailing and/or at the next Annual General Meeting.

**11.5** There shall be a quorum when at least one twentieth of the members of the Club or twenty members of the Club, whichever is the greater (excluding Officers of the Council), are present (in person, online or by telephone) at the meeting.

**11.6** All the Officers, Assistant Officers, Group Leader members, Editorial Team members and the whole Editorial Team shall retire at the Annual General Meeting each year, but shall be eligible for re-election for the ensuing year. The President may stand for re-election twice, until 3 years together have been completed, or, in exceptional circumstances 4 years, and shall then be a Past President for at least one year before, if wished, standing for another term as President. Each year two of the six ordinary members (or one third, if a number below six) of Council shall each cease to be an ordinary member for a period of at least one year, unless, in exceptional circumstances, otherwise determined by Council. Those retiring shall normally be the two longest-serving ordinary members.

**11.7** The names of those members nominated by the Council as Officers, Assistant Officers and other vacancies on the Council for the ensuing year shall be printed on the notice calling the Annual General Meeting (usually sent out in January). In addition, any member may nominate any other member for any office or vacancy on the Council. All such nominations, duly seconded, must be sent in writing to the General Secretary, to arrive not less than fourteen days before the Annual General Meeting. The full list of nominations shall be read at the Annual General Meeting, when the Officers, the Assistant Officers, Group Leader members, Editorial Team members, the whole Editorial Team and ordinary members of Council shall be elected (by ballot if necessary).

**11.8** The newly elected Council shall take office from the conclusion of the Annual General Meeting.

**11.9** The Annual Report shall contain some evidence of how the general public (i.e. non-members) have participated in, and/or benefited from, the general educational efforts or other benefits, of the Club. The evidence may be numerical, or anecdotal, or a combination of both.

**11.10** Motions for discussion at the Annual General Meeting shall be submitted in writing to the Honorary Secretary by 1<sup>st</sup> December of the previous year, to be included in the January mailing

**11.11** As soon as possible after the Annual General Meeting, the Annual Return to the Charity Commission must be completed, together with a copy of all the relevant documents produced (Annual Report, Statement of Accounts) and forwarded to the Charity Commission within ten months of the Meeting.

**11.12** The Annual General Meeting may be held in person (preferred option), or online, by telephone or on a hybrid basis.

**12. A Special General Meeting** may be called at any time by the Council or by at least 12 fully paid up members or five per cent of the fully paid up membership, whichever is the greater, submitting a written request specifying the proposed motion to the President. Notice of a Special General Meeting and of the business to be transacted thereat, shall be sent to all members at least fourteen days in advance of the meeting.

**12.1** The President (or Vice-President if the President is not present, or other member of Council chosen by those assembled for the meeting) shall be the Chairperson of the meeting.

**12.2** Minutes shall be kept and published in the January mailing and/or at the next Annual General Meeting, or the next Special General Meeting, whichever happens first.

**12.3** There shall be a quorum when at least one twentieth of the members of the Club or twenty members of the Club, whichever is the greater (excluding Officers of the Council), are present (in person, online or by telephone) at the meeting.

**12.4** Special General Meetings may be held in person (preferred option), or online, by telephone or on a hybrid basis.

**13.** In the **absence of the President and Vice-President**, the members present at any meeting of the Club may elect a Chairperson for that meeting.

**14.** The **Library and Collections** owned by the Club (considered to be in the name of the four holding trustees, as in **10.5**) relates to the work done by Essex naturalists and geologists in the past, and is available by arrangement for personal study and research. Many of the items are valuable, so access is to be authorised and/or supervised by one of the appropriate people appointed by the Club. Application should be made in the first instance to the President or Vice-President.

**15.** 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 Council either in person, or by post, addressed to the member at their last known postal address in the United Kingdom, and any letter so sent shall be deemed to have arrived within ten days of posting.

**16.** If **any question or dispute** shall arise as to the correct interpretation of any part of this set of Rules the Council shall give a ruling which shall be deemed for all purposes to state the true interpretation and meaning thereof.

**17. On the possible dissolution of the Club.** If the Council decides that it is necessary or advisable to dissolve the Club, it shall call a meeting of all members of the Club, giving at least 21 days notice, explaining the reason(s) and the terms of the resolution to be proposed. If the proposal is confirmed by a two thirds majority of those present and voting the Council 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 institutions or institutions having objects similar to the objects 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 Charities Commission.

**18. No Rule shall be amended (altered, added to or repealed)**, except by not less than two thirds of the members present and voting at an Annual General Meeting or a Special General Meeting. Details of proposed alterations shall be sent by post to every member, at their last known postal address in the United Kingdom, at least fourteen days before the date of the Meeting.

**18.1** No amendment to the following Rules shall be made without the express permission of the Charity Commission: **1** (name of the Club), **3** (objects of the Club), **7** (Council members not to be personally interested), **10.6** (money not to be distributed to members) and **17** (the dissolution)

**18.2** No amendment may be made which would have the effect of making the Club cease to be a Charity at law.

**18.3** The Council should promptly send to the Charity Commission a copy of any amendment made under this section.