

# **CONSTITUTION AND RULES**

## **Of**

# **BRITISH CACTUS AND SUCCULENT SOCIETY**

### **Name**

1. The Society shall be called **BRITISH CACTUS AND SUCCULENT SOCIETY** (incorporating the National Cactus and Succulent Society and the Cactus and Succulent Society of Great Britain).

### **Objects**

2. The objects of the Society are to advance the education of the public by the study, culture and propagation of cacti and other succulent plants and to promote the conservation of such plants. In furtherance of these general objects but not further or otherwise the Society may
  - (a) gather and disseminate particulars of cultivation and propagation,
  - (b) hold meetings, shows, lectures, exhibitions, visits to collections; exchange plants, seeds and study materials; publish journals, books, manuals and other materials and such other activities as may promote the objects,
  - (c) raise funds and invite and receive contributions from any person or persons whatever by way of subscriptions, publication of books, manuals and other materials and otherwise provided that the Society shall not undertake any permanent trading activities in raising funds for its primary charitable objects.

### **President, Vice-Presidents, Life Members and Fellows**

3.
  - (a) A President shall be elected at the Annual General Meeting and shall act as Chairman at the Annual General Meeting.
  - (b) Vice-Presidents shall be elected by the Annual General Meeting in recognition of contributions to the study of cactus and succulent plants.
  - (c) Life Members and Fellows of the Society shall be elected by a General Meeting in recognition of outstanding services to the Society.
  - (d) Nominations for Life Members and Fellows shall be made by the Board of Trustees to a General Meeting on the basis of recommendations made to the Secretary.

### **Officials**

4. The Honorary Officials of the Society shall be:
  - (a) The Chairman, who shall preside at all meetings of the Board of Trustees, also, in the absence of the President, at General Meetings.
  - (b) The Vice-Chairman, who shall act in the absence of the Chairman. In the absence of the Chairman and Vice-Chairman at any one meeting, the meeting may invite one of its members to act as Chairman for that meeting.
  - (c) The Secretary, who shall conduct the correspondence and business of the Society and generally act in accordance with the decisions of the Board of Trustees and its Committees.
  - (d) The Membership Secretary, who shall enrol new members, maintain the register of members and deal with matters relating thereto and undertake such other duties as defined by the Board of Trustees
  - (e) The Treasurer, who shall receive, expend and keep and submit proper accounts of all monies of the Society in accordance with the decisions of the Board of Trustees and shall at every Annual General Meeting present proper accounts duly audited by qualified accountants.
  - (f) The Journal Editor and the Bradleya Editor who shall be responsible for the Society publications and they may appoint an Editorial Board to advise them. Members of this Board shall be eligible for expenses as set out in rule 10.

### **Management**

5. The Society shall be managed by the Board of Trustees who shall appoint such Committees as it deems necessary and in all respects they may be called to account to the Board of Trustees.

6. (a) (i) The Board of Trustees shall act and decide in all matters where submission to a General Meeting would cause unreasonable delay.
  - (ii) The Board of Trustees shall consist of the Chairman, Vice Chairman, Secretary, Treasurer, Membership Secretary, Journal Editor, Bradleya Editor, Journal Advertising Officer, Marketing Officer, Publications Officer, Shows Committee Representative, and not more than four additional members elected by a General Meeting. The additional members shall serve for one year but be eligible for re-election.
  - (iii) Any of the above Officials, other than the Chairman and Treasurer, may decline to serve as a Trustee. Any who decline may attend the Board of Trustees meetings to present reports but may not vote on any issues requiring a decision.
  - (iv) All monies and property of the Society shall be under control of The Board of Trustees.
  - (v) The Board of Trustees may appoint Trustees to manage any Trust Fund in the name of the Society.
  - (b) (i) A Shows Committee, one third of the members of which shall be elected annually by a General Meeting, shall be responsible for all matters pertaining to Society Shows. Expenditure incurred by this Committee shall be agreed by the Board of Trustees.
  - (ii) The Shows Committee shall nominate one representative to sit on the Board of Trustees.
7. Honorary Ancillary Officers.
    - (a) The Board of Trustees shall appoint the Librarians, Journal Advertising Officer, Journal Newsletter Editor, Marketing Officer, Publications Officer, Associates Liaison Officer, Internet Liaison Officer, Public Liaison Officer, Robins Organiser, Seed Purchaser, Seed Distributor and the Miscellaneous Sales Officer annually.
    - (b) The Minutes Secretary shall be appointed by a General Meeting annually.
  8. Proper minutes shall be kept of all Committee and General Meetings and entered into a minute book to be submitted to, approved and signed by the Chairman at the subsequent meeting.
  9. (a) The Branches of the Society shall be allocated to Zones, the number and distribution of which shall be decided by the Board of Trustees. A Representative shall be elected for each Zone by the members of that Zone only. The Zonal Representatives shall maintain contact with the Branches in the Zone assisting them with advice, the organisation of visits by speakers, lectures, exhibitions and other matters when requested. The Zonal Representative shall serve for one year, and shall be eligible for re-election.
  - (b) A meeting of Zone Representatives shall be held prior to the October General Meeting and be chaired by the Vice-Chairman of the Society. The Vice-Chairman will give a report on the meeting to the General Meeting. The following business shall be transacted at these meetings.
    - (i) To receive reports from the representatives.
    - (ii) To receive reports from the chairman and any other trustees as applicable.
    - (iii) To deal with any other business and reports.
  10. The second class travelling expenses or cost of fuel incurred for attendance at any meetings by Zone Representatives and by any Officials listed in Rules 3,4, 6, or 7 shall be refunded by the Treasurer.

### **Nomination and Election of Officials**

11. The election of Officials (except the Treasurer, the Editors and the Membership Secretary) shall be by postal ballot when the number of nominations exceeds the number of vacancies. Nominations in writing bearing the signature of a proposer and seconder and accompanied by the written and signed consent of the nominee shall be submitted to the Secretary of the Society by the tenth day of January. The Board of Trustees shall appoint the Treasurer, the Editors and the Membership Secretary annually.
12. Prior to the Annual General Meeting the Secretary shall send a list of the names of the members nominated for office to every member of the Society. The voting paper duly completed must be received by an Official of the Society appointed by the Board of Trustees for that election. The appointee must in no way be involved in the nomination of the post or posts in question.
13. If any Official resigns or is unable to fulfil the required duties the Board of Trustees shall have power to appoint a new Official to act until the next Annual General Meeting.

## **General Meetings and Extraordinary General Meetings**

14. The Society shall hold an Annual General Meeting not later than 30th. April of each year when the following business shall be transacted:
  - (a) To receive the Chairman's report.
  - (b) To receive the Treasurer's annual report and audited accounts for the preceding year.
  - (c) To elect a President and Vice-Presidents.
  - (d) To receive the result of any postal ballot.
  - (e) To deal with any other relevant business and reports.
15. The Society shall hold a General Meeting in the month of October of each year when the following business shall be transacted:
  - (a) To receive the reports of the meetings of the Board of Trustees.
  - (b) To receive reports from Officials.
  - (c) To appoint Trustees to the Board.
  - (d) To deal with any other relevant business and reports.
16.
  - (a) Attendance at General Meetings shall be open only to members of the Society and notice of the dates and places of the meetings shall be given at least twelve weeks prior to such meetings.
  - (b) The quorum necessary for the transaction of business of a General Meeting shall be thirty.
17. An Extraordinary General Meeting shall be called at the discretion of the Board of Trustees or upon the requisition in writing giving reasons for the meeting to the Secretary supported by not less than three hundred and fifty members. The Secretary shall then give written notice of the meeting through the next appropriate Journal of the Society.

## **Membership Application, Subscription and Expulsion**

18. Membership in the Society shall be open to any persons interested in the objects of the Society. No member other than Trustees shall be responsible for debts incurred by the Society. This Society operates a non discrimination policy.

Members may belong to any Branch of their choice.
19. All applications for membership shall be in writing or by electronic submission and accompanied by one year's subscription or such sum as may have been approved by the Board of Trustees.
20. Members of the Society shall be either Ordinary Members, Junior Members, Associate Members or Affiliated Members and these categories shall be defined as follows:
  - (a) Ordinary Members are those members who pay a subscription each year of an amount fixed by the Board of Trustees. An Ordinary Member shall be entitled to attend, take part in and vote at all General and Extraordinary General and Branch Meetings, and to the Journal and Newsletters of the Society. An Ordinary Member is eligible for election to membership of any of the Society's Committees.
  - (b) Junior Members shall be admitted up to the age of 18 years at such sum as shall be fixed each year by the Board of Trustees. A Junior Member shall have the same rights and privileges as an Ordinary Member.
  - (c) Associate Members do not receive copies of the Society's publications but otherwise have the same rights as Ordinary Members.
  - (d) Affiliated Members are societies, associations, libraries and corporations and they shall pay a subscription each year of an amount fixed by the Board of Trustees.
21. Those Ordinary Members resident in The United Kingdom who are 65 years of age at the date of making or renewing an application for membership shall be entitled to pay a reduced subscription of an amount fixed by the Board of Trustees.
22. All subscriptions shall be for a calendar year or such period fixed by the Board of Trustees.
23. If any subscription is not received by the Society Treasurer by the 28th. February the member shall be deemed to have resigned and will be ineligible to hold office at Society, Zone or Branch level.
24. In the event of any member resigning or being expelled from the Society during any year, any subscription paid by that member shall not be apportioned, and no portion of the said subscription shall be returnable.
25. A General Meeting shall have power to expel any member for conduct detrimental to the best interests of the Society subject to such member having first had an opportunity of putting his or her case before the Meeting.

## **Branches**

26. Any group of members may recommend to the Society Secretary the formation of a branch. If in the opinion of the Board of Trustees the Branch would consist of sufficient members to be and remain a viable unit that Board shall appoint a suitable person to inaugurate the Branch. A Branch must hold at least one meeting in any three calendar months.
27. The name of the Branch shall be determined by the Board of Trustees having regard to the wishes of the organising members of the Branch. It shall, as far as possible, indicate the geographical centre of Branch activities.
28. Every member shall be entitled to attend the meetings of any or every Branch whether or not he or she is a Branch member.
29. A Branch may be dissolved only on request to a General Meeting and cannot be dissolved by its own Branch Committee.
30. On the dissolution of a Branch or Zone all records, monies, stationery and other assets shall immediately be transferred to one of the Officials of the Society.
31. Each Branch shall be managed by a Branch Committee (all of whom must be members of the British Cactus & Succulent Society) and they shall be elected by the members of that Branch at the Branch Annual General Meeting.
32. No member shall be eligible for election as an Official or member of the committee of more than one Branch except with the mutual consent of the Branches concerned.
33. No Branch shall incur any commitments exceeding its financial resources without the prior written approval of the Board of Trustees.
34. Proper accounts and records of receipts and expenditure are to be kept by the Branch or Zone Treasurer and the accounts shall be audited annually by professional auditor(s) or two members of the Branch or Zone who are not members of the Branch or Zone Committee.
35. The Treasurer of each Branch or Zone shall, at any time on being requested to do so by the Society Treasurer, furnish a statement of receipts and payments and the necessary vouchers in support thereof.

## **Alterations to Rules**

36. (a) Any alteration to these Rules must receive the assent of two-thirds of the members present and voting at an Annual General Meeting provided that no alteration shall be made which will have the effect of causing the Society to cease to be a regulated charity at law.
- (b) Notice to propose any alteration to these Rules must be given in writing with a draft of the proposed rule signed by the proposer and seconder to the Secretary of the Society by the first day of September in any year for publication to all members in the Society's journal.
- (c) Amendments to the proposed change to these Rules must be submitted in writing with a draft of the amended rule signed by the proposer and seconder to the Secretary of the Society by the tenth day of January in the year following the publication of the proposed alteration of a rule for publication to all members in the Society's journal.
- (d) No alteration or amendment of a rule will be accepted other than in strict accordance with this rule.

## **Interpretation of Rules**

37. A General Meeting shall be the sole authority for the interpretation of the Rules and their decision shall be final.
38. The Society may be dissolved by a resolution passed at an Extraordinary General Meeting held in accordance with this constitution. Such resolution may give instructions for the disposal of any assets held by or in the name of the Society provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed amongst the members of the Society but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Society as the Society shall determine and in so far as effect cannot be given to this provision then to some other charitable purpose.