

**CONSTITUTION OF THE FISHERIES SOCIETY OF THE BRITISH ISLES**  
**A REGISTERED CHARITY**

Adopted as amended on the *16<sup>th</sup>* day of *August* 2010

**1. NAME**

The name of the Society shall be: **THE FISHERIES SOCIETY OF THE BRITISH ISLES**, hereafter referred to as "the Society".

**2. OBJECTS AND POWERS**

The OBJECTIVES of the Society shall be to encourage, promote and support all branches of fish biology and fisheries science and conservation. In furtherance of the said objectives, but not otherwise, the Society shall have the following powers:

- 2.1 Subject to clause 11, to employ and pay any person or persons to supervise, organise and carry on the work of the Society.
- 2.2 To convene and provide financial support for meetings on appropriate aspects of fish biology and fisheries science and conservation.
- 2.3 To disseminate research and technical information through the agency of the Society's journal and other means.
- 2.4 To promote or carry out research in or connected with fish biology, fisheries science and conservation including provision of travel bursaries, PhD studentships and small research grants.
- 2.5 To collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas.
- 2.6 To undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, managed or assisted by the Society.
- 2.7 To acquire or hire property of any kind and to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 2.8 To make regulations for any property which may be so acquired.

- 2.9 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act).
- 2.10 To make grants or loans of money and to give guarantees.
- 2.11 To raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise PROVIDED THAT the Society shall not undertake permanent trading activities in raising funds for the said objects.
- 2.12 To set aside funds for special purposes or as reserves against future expenditure.
- 2.13 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a **financial expert** as **Council** shall consider necessary and having regard to the suitability of investments and the need for diversification).
- 2.14 To delegate the management of investments to a financial expert, but only on terms that:
- (a) the investment policy is recorded in writing for the financial expert by the **Trustees**;
  - (b) every transaction is reported promptly to the Trustees;
  - (c) the performance of the investments is reviewed regularly with the Trustees;
  - (d) the Trustees are entitled to cancel the delegation arrangement at any time;
  - (e) the investment policy and the delegation arrangement are reviewed at least once a year;
  - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Trustees on receipt;
  - (g) the financial expert must not do anything outside the powers of the Trustees.
- 2.15 To provide advice.

- 2.16 To insure the property of the **Charity** against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 2.17 To pay for **indemnity insurance** for the Trustees.
- 2.18 To enter into contracts to provide services to or on behalf of other bodies.
- 2.19 To establish or acquire subsidiary companies to assist or act as agents for the Charity.
- 2.20 To do anything else within the law which promotes or helps to promote the Objects.

### 3. **COUNCIL**

Subject as hereinafter mentioned the policy and general management of the affairs of the Society shall be directed by an Executive Committee (hereinafter called "council"). The members of the Council are **Charity Trustees** and have control of the Charity and its property and affairs. The Council shall meet not less than 2 times a year and when complete shall consist of not less than 8 nor more than 14 persons (including officers, but not including Guests of Council, see clause 6.3).

### 4. **MEMBERSHIP OF THE SOCIETY**

- 4.1 Full membership of the Society shall be open to those who are interested in furthering the work of the Society and who have paid the annual subscription as laid down from time to time by the said Council.
- 4.2 Student membership shall be available for any person in receipt of full-time education and who is interested in the Society's objectives. Retired membership shall be available for any person who shall have retired from full time employment and is in receipt of such retirement benefits as the Council shall determine will qualify from time to time.
- 4.3 Honorary membership may be granted to any person who has made distinguished contributions to the Society's affairs. The election of Honorary Members shall be made at the Annual General Meeting of the Society either on the nomination of Council, or on recommendations in writing of at least ten voting **Members** of the Society in good standing (Voting, Student, Retired). Such recommendations shall be submitted to Council not less than two calendar months before the date of the Annual General Meeting.

4.4 The Council shall have the right:

- (a) To approve or reject applications for membership; and
- (b) by resolution terminate the membership of any member on the ground that in their reasonable opinion the member's continued membership would be harmful to the Charity. The Council may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice.

4.5 The Council shall keep a register of members.

4.6 The Council may establish further or different classes of membership and prescribe their respective privileges and duties and set amounts of any subscriptions provided that in doing so, the Council does not confer a voting right on, or allow any individual who is under the age of 18 years to serve on the Council.

4.7 A member whose subscription is six months in arrears ceases to be a member but may be reinstated on payment of the amount due.

4.8 A member may resign by written notice to the Charity.

4.9 Membership of the Charity is not transferable.

4.10 Members other than student members provided for under this Constitution are deemed to be voting members of the Charity and shall be entitled to vote at Annual and Special Meetings of the Charity, they shall be eligible to serve on the Council as full members and shall be deemed full members for the purposes of clause 6.3.

## 5. HONORARY OFFICERS OF COUNCIL

5.1 At the Annual General meeting hereinafter mentioned the Society shall, in accordance with clause 8 hereof, elect an Honorary President, an Honorary Vice-President, an Honorary Secretary, an Honorary Treasurer and such other Honorary Officers as the Society shall from time to time decide.

5.2 The Honorary Officers shall hold office for a period of four consecutive years. On completion of this term, the Honorary President and Honorary Vice-President shall

not be eligible for re-election to the same office until a period of one year has elapsed. However, the Honorary Secretary and Honorary Treasurer shall immediately be eligible for re-election to the same office for a second term of four years. Subsequently they shall not be eligible for re-election to the same office until a period of one year has elapsed.

- 5.3 A technical defect in the appointment of Honorary Officers of which the Council is unaware at the time does not invalidate decisions taken at a meeting.

## **6. MEMBERS OF COUNCIL (EXCLUDING HONORARY OFFICERS)**

- 6.1 The Members of Council shall be elected at the Annual General Meeting of the Society in accordance with clause 8 hereof.

- 6.2 The term of office for Members of Council shall be four consecutive years. They shall not be eligible for re-election as Members of Council for a period of one year after completion of a term of office.

- 6.3 In addition to the Members so elected, Council may invite as many "Guests of Council" (who must be full Members of the Society) as required, for them to carry out responsibilities on behalf of Council, PROVIDED THAT the number of "Guests of Council" shall not exceed one-third of the total membership of Council at the time of invitation. Guests of Council are not eligible to vote and their status as an invited Guest of Council shall be for a period of time corresponding to the responsibilities they have been invited to carry out. Guests of Council are eligible to stand for election as a Member of Council at the next election immediately after their role as a Guest of Council is completed.

- 6.4 A technical defect in the appointment of elected Members of Council of which the Council is unaware at the time does not invalidate decisions taken at a meeting.

- 6.5 Council shall have the power to appoint and fix the remuneration of staff (not being Officers or Members of Council) to conduct the affairs of the Society.

- 6.6 Council may appoint such special or standing committees as may be deemed necessary by Council and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to Council at regular intervals.

## **7. ALL MEMBERS OF COUNCIL**

- 7.1 Both on appointment and reappointment every Member of Council will receive:-
- (a) A copy of the Charity Commission document on responsibilities of Charity Trustees (CC3 or any replacement); and
  - (b) The FSBI guidance (published in 1999 by former Treasurer Ian Winfield or any update of that document) on reasonable expenses. Every Member of Council after appointment or reappointment must sign a declaration (copy annexed to this constitution) both confirming they are not ineligible to act as a trustees, and have read and understood the above material and are willing to act as a charity trustee of the Charity before he or she may vote at any meeting of the Council.
- 7.2 The term of office of a Member of Council automatically terminates if he or she:
- (a) is disqualified under the Charities Act from acting as a charity trustee;
  - (b) is incapable, whether mentally or physically, of managing his or her own affairs;
  - (c) is absent without notice from 4 consecutive meetings of the Council and is asked by a majority of the members of Council to resign;
  - (d) ceases to be a member of the Charity (but such a person may be reinstated by resolution of all the other members of Council on resuming membership of the Charity before the next AGM);
  - (e) resigns by written notice to Council (but only if at least two Trustees members will remain in office);
  - (f) is removed by a resolution passed by all the other Trustees after they have invited the views of the Trustee concerned and considered the matter in the light of any such views;
- 7.3 A retiring member of Council is entitled on written request to an indemnity from the continuing Members of Council at the expense of the Charity in respect of any liabilities properly incurred while he or she held office.

## 8. MEETINGS OF THE SOCIETY

- 8.1 An Annual General Meeting of the Society shall be held at such a time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as Council shall determine. At least 28 clear days' notice shall be given in writing by the Honorary Secretary to each Member, specifying the business to be transacted. At such Annual General Meeting, the business shall include the election of Honorary Officers; the election of Members of Council; the appointment of one or more Independent qualified examiners or qualified auditors; the consideration of an annual report of the work done by or under the auspices of Council and of the Independently examined or audited accounts; and the transaction of such other matters as may from time to time be necessary.
- 8.2 The President of Council must within 28 days of receiving a written request to do so, signed by not less than ten voting Members of the Society, and giving reasons for the request, call a Special General Meeting of the Society.
- 8.3 The accidental omission to give notice of an Annual General meeting or a Special General Meeting to, or the non-receipt of such notice by, any Member of the Society shall not invalidate any resolution passed, or proceedings had, at any such meeting.

## 9. NOMINATIONS OF HONORARY OFFICERS AND COUNCIL MEMBERS

Only voting Members of the Society shall be eligible to serve as Honorary Officers or Members of Council. Election of Members of Council will take place at the Annual General Meeting from a list provided by Council to which may be added nominations submitted at least seven days in advance of the meeting and supported by at least six voting members of the Society.

## 10. RULES OF PROCEDURE AT ALL MEETINGS

- 10.1 Quorum. The quorum at a meeting of Council shall be composed of five voting Members who are personally present. The quorum at the Annual General Meeting, or any meeting called under 8.2 shall be 15 voting members of the Society (including officers) who are personally present.
- 10.2 Chairperson. The President shall preside at meetings of the Society and Council. In the absence of the President at any meeting, the Vice-President or in his/her absence a Member of Council appointed by the President, shall take his or her

place and shall for the time being have all the authority, power and privilege of the President.

- 10.3 Voting. All questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. No person shall exercise more than one vote, but in case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 10.4 Minutes. Minute books shall be kept by the Council and the Honorary Secretary shall enter therein a record of all proceedings and resolutions.
- 10.5 Standing Orders and Rules. Council shall have power to adopt and issue Standing Orders and/or Rules for the Society. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS that they shall be subject to review by the Society at the Annual General Meeting and shall not be inconsistent with the provisions of this constitution.
- 10.6 Electronic Meetings. A meeting of Council may be held either in person or by suitable electronic means agreed by members of Council in which all participants may communicate with all other participants.
- 10.7 Written Resolutions. Every issue considered by Council may be determined by a simple majority of the votes cast at a meeting of Council but a resolution that is in writing and signed by all members of Council is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

## 11. **BENEFITS TO MEMBERS AND TRUSTEES**

- 11.1 All moneys raised by or on behalf of the Society shall be applied to further the objects of the Society and for no other purpose. No member of Council may receive any payment of money or other **material benefit** (whether direct or indirect) from the Charity. The exception to these statements shall be:
- (a) under sub-clauses 2.17 (indemnity insurance) and 11.2 (contractual payments);
  - (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
  - (c) interest at a reasonable rate on money lent to the Charity;



- (d) a reasonable rent or hiring fee for property let or hired to the Charity;
- (e) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
- (f) payment to a company in which a member of Council has no more than a 1 per cent shareholding;
- (g) reasonable and proper remuneration to any member or employee of the Society (not being an Honorary Officer or Member of Council) for any services rendered to the Society;
- (h) *honoraria* to Honorary Officers of the Society in appreciation of extra duties carried out by the Honorary Officer concerned. Any such payment shall be small relative to the rate for the job and shall be reviewed annually and shall be approved at the Annual General Meeting of the year in question;
- (i) charitable benefits in his or her capacity as a beneficiary; and
- (j) in exceptional cases, other payments or material benefits (but only with the prior written approval of the Commission).

11.2 A member of Council may not be an employee of the Charity, but a member of Council or **connected person** may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit, but only if:

- (a) the goods or services are actually required by the Charity;
- (b) the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of Council in accordance with the procedure in sub-clause c); and
- (c) not more than a minority of members of Council are interested in any such contract in any one **financial year**.

11.3 Whenever a Member of Council has a personal interest in a matter to be discussed at a meeting of Council or a committee, he or she must:

- (a) declare an interest before the meeting or at the meeting before discussion begins on the matter;
- (b) be absent from that part of the meeting unless expressly invited to remain in order to provide information;
- (c) not be counted in the quorum for that part of the meeting;
- (d) be absent during the vote and have no vote on the matter.

## 12. RECORDS AND ACCOUNTS

- 12.1 Council must comply with the requirements of the Charities Act as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:
- (a) annual returns;
  - (b) annual reports; and
  - (c) annual statements of account.
- 12.2 Council must keep proper records of:
- (a) all proceedings at general meetings;
  - (b) all proceedings at meetings of Council;
  - (c) all reports of committees; and
  - (d) all professional advice obtained.
- 12.3 Accounting records relating to the Charity must be made available for inspection by any Member of Council at any time during normal office hours and may be made available for inspection by members if Council so decides.
- 12.4 A copy of the Charity's latest available statement of account must be supplied on request to any member of the Society. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.
- 12.5 The Honorary Treasurer shall keep proper accounts of the finances of the Society.

- 12.6 The Accounts shall be drawn up to 31st December each year and shall be Independently examined or audited at least once a year by the **independent examiner** or auditor or auditors appointed at the Annual General Meeting.
- 12.7 An examined or audited statement of the accounts for the last financial year shall be submitted by Council to the Annual General Meeting as aforesaid.
- 12.8 A bank account shall be held in the name of the Society with such a Bank or Banks as Council shall from time to time decide. All cheques drawn on the Society's account shall be signed by any two of the President, Honorary Secretary, Honorary Treasurer or a Member of Council appointed by the Council.

### 13. **MANAGEMENT OF INVESTMENTS**

The Society's investments shall be managed by the Treasurer and a sub-committee of Council in consultation with appropriate professional advice.

- 13.1 Funds which are not required for immediate use (including those which will be required for use at a future date) must be placed on deposit or invested in accordance with clause 2.13 until needed.
- 13.2 Investments and other property of the Charity may be held:
- (a) in the names of the members of Council for the time being (or in the corporate name of the Council if incorporated under the Charities Act);
  - (b) in the name of a **nominee company** acting under the control of the Council or of a financial expert acting on their instructions;
  - (c) in the name of at least two and up to four **holding trustees** for the Charity who may be appointed (and removed) by resolution of the Council;
  - (d) in the name of a **trust corporation** as a holding trustee for the Charity, which must be appointed (and may be removed) by deed executed by the Council;
  - (e) in the case of land, by the Official Custodian for Charities under an order of the Commission or the Court.

13.3 Documents and physical assets may be deposited with any company registered or having a place of business in England and Wales as **custodian**.

13.4 Any nominee company acting under sub-clause 13.2(b), any trust corporation appointed under sub-clause 13.2(d) and any custodian appointed under sub-clause 13.3 may be paid reasonable fees.

#### **14. ALTERATIONS TO THE CONSTITUTION**

Any alterations of this Constitution shall receive the assent of a simple majority of those voting by post after a ballot of the fully paid up voting membership PROVIDED THAT no alteration shall be made that would have the effect of causing the Society to cease to be a Charity at law.

#### **15. DISSOLUTION**

If Council by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Society, it shall ballot the fully paid up voting membership by post and a simple majority of those voting shall confirm that decision. 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 objects of the Society as Council may determine.

#### **16. NOTICES**

16.1 Notices under this Constitution may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any journal distributed by the Charity.

16.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address).

16.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:

- (a) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- (b) two clear days after being sent by first class post to that address;

- (c) three clear days after being sent by second class post or overseas post to that address;
- (d) on the date of publication of a journal or newspaper containing the notice;
- (e) on being handed to the member personally or, if earlier;
- (f) as soon as the member acknowledges actual receipt.

16.4 A technical defect in the giving of notice of which the members or Council are unaware at the time does not invalidate decisions taken at a meeting.

## 17. INCORPORATION

17.1 Council may apply to the Commission under the Charities Act for a certificate of incorporation relating to members of Council as Trustees but only after consulting the members at a general meeting.

17.2 The members at a general meeting may authorise Council to transfer the assets and liabilities of the Charity to a limited company established for exclusively charitable purposes within, the same as or similar to the Objects and of which the members of the Charity will be entitled to be members.

17.3 On a transfer under clause 17.2 Council must ensure that all necessary steps are taken as to:

- (a) the transfer of land and other property;
- (b) the novation of contracts of employment and transfer of pension rights;  
and
- (c) the trusteeship of any property held for special purposes.

## 18. INTERPRETATION

In this Constitution:

'AGM' means an annual general meeting of the Charity;

'the Chairperson' means the chairman of the Charity who is the Honorary President elected at the AGM;

'the Charity' means the charity comprised in this Constitution;

'the Charities Act' means the Charities Act 1993 as amended by the Charities Act 2006;

'clear day' means 24 hours from midnight following the relevant event;

'the Commission' means the Charity Commission for England and Wales;

'connected person' means any spouse, partner, civil partner, business partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm of which a Trustee is a member or employee or a company of which a member of Council is a director, employee or shareholder being beneficially entitled to more than 1 per cent of the share capital;

members of Council ('charity trustees') has the meaning prescribed by section 97(1) of the Charities Act to charity trustee(s);

'custodian' has the meaning prescribed by section 17(2) of the Trustee Act 2000;

'elected members of Council' means those Trustees who are elected at the AGM;

'financial expert' means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

'financial year' means the Charity's financial year;

'Guests of Council' means those persons invited by Council to attend meetings for a specified purpose;

'firm' includes a limited liability partnership;

'holding trustee' means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use, investment or disposal;

'indemnity insurance' means insurance against personal liability incurred by any Member of Council for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

'independent examiner' has the meaning prescribed by section 43(3)(a) of the Charities Act;

'material benefit' means a benefit that may not be financial but has a monetary value;

'member' and 'membership' refer to membership of the Charity;

'months' means calendar months;

'the Objects' means the charitable objects of the Charity set out in clause 2;

'trust corporation' has the meaning prescribed by section 205(1)(cxxviii) of the Law of Property Act 1925 (but does not include the Public Trustee);

'Trustee' means a member of Council of the Charity and 'Trustees' the members of the Council;

'written' or 'in writing' refers to a legible document on paper including a fax message;

'year' means calendar year.

References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

For the interpretation of this Constitution, the Interpretation Act, 1978, shall apply as it applies to the interpretation of an Act of Parliament.

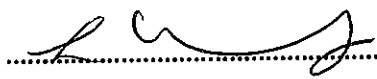
**ADOPTED BY SIMPLE MAJORITY AFTER A POSTAL VOTE ON**

SIGNED F.A. Huntington  
Name F.A. HUNTINGTON  
Signature F.A. Huntington  
*name and signature of chairman*

**WITNESSED**  
Name Ms L KENNEDY

Address 95 CURTIS AVE.  
KINGS PARK  
GLASGOW.

Occupation SECRETARY

Signature 

*name, address, occupation and signature of witness*