

## A legal status and a revised Constitution for WSG

As outlined at this year's Annual General Meeting, the Executive Committee has been exploring options for establishing a legal status for the WSG. We believe that a formal legal status for the group is essential to provide clearer protection not just for the officers who manage the day-to-day business of the group, but also for all members by clarifying the accountability of the officers and Executive Committee. It is beneficial for the officers and Executive Committee because it makes it clear to everyone how the tasks needed to run the group must be carried out. Establishing legal status also makes it easier for the group to receive funding from some other organisations, and confers some tax advantages.

The Executive Committee has looked for a simple solution; one that will not require major changes in the way in which the group works. We narrowed the choice to two options: those of becoming a Charity in the UK or a Society in the Netherlands, and have concluded that the most likely to suit the group is registering as a Society in the Netherlands.

Registering in this way will have no visible effect on the way in which the group works or on its mailing address, which will remain in the UK. Non-Dutch speakers may also be relieved to know that all the writings of the group

can continue to be in English. Behind the scenes there will, however, be two other legal requirements - a registered address in the Netherlands (we are planning that this should be Texel) and a copy of the Constitution in Dutch.

One preparation that does need to be made is revision of WSG's Constitution to meet the legal requirements for registration. We have drafted a revised Constitution and this appears below. Although inevitably some of the legal wording makes this draft appear more complicated than our original Constitution drawn up in the early days of the group, the new form of the Constitution will allow the group to carry on working the same way as before whilst incorporating some of the newer elements of the group's work and development.

We are now seeking the comments of all WSG members before finalising the new Constitution. Please look at the draft, and if you have any comments please send them to Nick Davidson or Bob Loos before the end of February 1997. We will then produce a final draft constitution which will be formally proposed for adoption at the 1997 AGM.

*Nick Davidson and Bob Loos, on behalf of the Executive Committee*

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### Draft Constitution for the International Wader Study Group

#### 1 NAME

The name of the Society is the International Wader Study Group (WSG).

#### 2 ADMINISTRATION

Subject to the matters set out below the Society and its property shall be administered and managed with this constitution by the members of the Executive Committee, constituted by clause 7 of this constitution ("the Executive Committee").

#### 3 OBJECTS

The Society's objectives ("the objects") are to:

- i) internationally promote, encourage and co-ordinate studies on waders or shorebirds (Charadrii) and factors affecting them; and
- ii) internationally enhance the exchange of information and experience relating to waders or shorebirds (Charadrii) and factors affecting them.

#### 4 POWERS

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent 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 Society;
- iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;

- v) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- vi) 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 with them;
- vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- viii) power to hold workshops, seminars and conferences solely, or in conjunction with other similar organisations in furtherance of the objects;
- ix) power to commission research in support of the objects and to publish the results of such research;
- x) power to appoint and constitute such advisory and sub committees as the Executive Committee may think fit;
- xi) power to invest the funds of the Society in any of the investments for the time being authorised for the investment of trust funds;
- xii) power to provide indemnity insurance for themselves out of the income of the Society provided that any such insurance shall not extend to any claim arising from any act or omission which the Executive Committee knew to be a breach of trust or breach of duty or which was committed by the Executive Committee in reckless disregard of whether it was a breach of trust or breach of duty or not;
- xiii) power to do all such other lawful things as are necessary for the achievement of the objects.

## 5 MEMBERSHIP

1. Membership of the Society shall be open to:
  - i) individuals who are interested in furthering the work of the Society and who have paid any annual subscription laid down from time to time by the Executive Committee, and
  - ii) any body corporate or unincorporated association which is interested in furthering the Society's work and has paid any annual subscription (any such body being called in this constitution a "member organisation").
2. There shall be Ordinary and Honorary members. Honorary members shall be nominated by the Executive Committee. All members shall have the right of attending all general meetings of the Society. All members shall have the right of one vote at all meetings, of proposing candidates for election to the Executive Committee, of serving if

elected onto the Executive Committee and the Executive Committee or into any other office of the Society.

3. Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Society; and may appoint an alternate to replace its appointed representative at any meeting of the Society if the appointed representative is unable to attend.
4. Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or the alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
5. The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

## 6 HONORARY OFFICERS

At an annual general meeting of the Society the members shall elect from amongst themselves a chairman, a general secretary and a treasurer, who shall hold office from the conclusion of that meeting.

## 7 EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of not less than 10 members nor more than 22 members, being:
  - a) the honorary officers specified in the preceding clause;
  - b) not less than 7 and not more than 19 members elected at the annual general meeting who shall hold office from the conclusion of that meeting.
2. The Executive Committee may in addition appoint not more than 7 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Meeting under clause 10 (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. Each member of the Executive Committee shall retire from office at the end of the third annual general meeting after the date on which they came

into office (*i.e.* serve a period of three years), but they may be re-elected or re-appointed.

4. The proceedings of the Executive 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 appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
6. No person shall be entitled to act as a member of the Executive Committee, whether on a first or any subsequent entry into office, until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Society.

## 8 DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A member of the Executive Committee shall cease to hold office if he or she:

- i) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- ii) is absent without the permission of the Executive Committee from all their meetings held within a period of one year and the Executive Committee resolve that his or her office be vacated; or
- iii) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

## 9 EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

1. Subject to the provisions of clause 4. xii. (indemnity insurance clause) and sub-clauses 2. (professional charging clause) and 3. (remuneration of Executive Committee members clause) of this clause, no member of the Executive Committee shall acquire any interest in property belonging to the Society or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
2. Any member of the Executive Committee for the time being who possesses specialist skills or knowledge may charge, and be paid reasonable charges for business done by him or her, or his or her firm, when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Society, provided that:
  - i) at no time shall a majority of the members of the Executive Committee benefit under this provision; and

- ii) a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

3. Any Executive Committee member may receive reasonable remuneration for services undertaken in the administration of the Society, provided that the Executive Committee member withdraws from any meeting of the trustees whilst his or her remuneration is being discussed. At no time must a majority of Executive Committee members benefit under this provision.

## 10 MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

1. The Executive Committee shall hold at least one ordinary meeting each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 14 days notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member, then not less than 30 days' notice must be given.
2. The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman 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 Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
4. Every matter shall be determined by a majority of votes of the members of the Executive Committee 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.
5. The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
6. The Executive Committee 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.
7. The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making an inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings

of any such sub-committees shall be fully and promptly reported to the Executive Committee.

nominations exceed vacancies, election shall be by ballot.

## 11 RECEIPTS AND EXPENDITURE

1. The funds of the Society, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Society at such bank as the Executive Committee shall from time to time decide.
2. The funds belonging to the Society shall be applied only in furthering the objects.
3. Reasonable out-of-pocket expenses may be paid to members of the Executive Committee for their attendance at meetings, at the discretion of the Chairman and Treasurer.

## 12 ACCOUNTS

The Executive Committee shall :

1. keep accounting records for the Society;
2. prepare annual statements of account for the Society; and
3. ensure auditing or independent examination of the statements of account of the Society.

## 13 ANNUAL GENERAL MEETING

1. There shall be an annual general meeting of the Society which shall be held in the month of August in each year or as soon as practicable thereafter.
2. Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 30 days' notice of the annual general meeting to all the members of the Society. The notice shall specify the time, place and general nature of the business of the meeting. All the members of the Society shall be entitled to attend and vote at the meeting.
3. Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
4. The Executive Committee shall present to each annual general meeting the report and accounts of the Society for the preceding year.
5. Nominations for election to the Executive Committee must be made by members of the Society in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Each nomination must be proposed and seconded by fully-paid up members and accompanied by a signed statement of willingness to stand for election by the nominated person. Should

## 14 SPECIAL GENERAL MEETINGS

The Executive Committee may call a special general meeting of the Society at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

## 15 PROCEDURE AT GENERAL MEETINGS

The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Society.

## 16 NOTICES

Any notice required to be served on any member of the Society shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post (prepaid) addressed to such member at his or her last known address, and any such letter so sent shall be deemed to have been received within 21 days of posting.

## 17 ALTERATIONS TO THE CONSTITUTION

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.

## 18 DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all the members of the Society, of which not less than 30 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 Executive Committee shall have power to realise any assets held by or on behalf of the Society. 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 the members of the Society may determine or failing that shall be applied for some other charitable purpose.

