

## **THE RUSSELL SOCIETY**

Registered Charity No. 803308

### **TITLE**

1. The Society shall be called The Russell Society, hereinafter referred to as the Society.

### **OBJECTS AND POWERS**

2. The objects of the Society are:

2.1. To promote the education of the public in the field of mineralogy;

2.2. To preserve for the public benefit mineralogical sites and material;

2.3. To develop mineralogical sites in the cause of mineralogical research and to publish and disseminate the useful results of such research.

In furtherance of the above objects, but no further or otherwise, the Society shall have the following powers:

2.4. To give, arrange or subsidise lectures, discussions, field meetings and informal laboratory sessions;

2.5. To do all such other lawful things as are necessary for the attainment of the above objects.

### **INTERPRETATION**

3.1 "The Council" shall mean the Council of management that shall manage and administer the Society and its property. The members of the Council shall be the Charity Trustees of the Society.

3.2 "The Branches of the Society" shall mean the association of members organised on a geographical basis.

3.3 "The Branch Committee" shall mean the Committee that shall manage the general business of a Branch of the Society.

3.4 "The Editorial Board" shall mean the advisers of the Journal Editor.

### **MEMBERSHIP**

4.1. The Society shall consist of Ordinary, Honorary, Student and Junior Members. All Members shall have the right of attending all meetings of the Society.

4.2. Candidates may apply for Ordinary or Junior/Student Membership but shall have no automatic right of Membership. The Council may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society. The Council must inform the applicant in writing of the reasons for the refusal within 28 days of the decision. The Council must consider any written representations the applicant may make about the decision. The Council's decision following any written representation must be notified to the applicant in writing but shall be final.

4.3. Honorary Members, not exceeding 10 in number, shall be elected by the Council, in consideration of distinguished work in connection with the objects of the Society.

4.4. Student Members shall be at least 18 years of age and in full time education.

4.5. Junior Members shall be under 18 years of age. Junior Members under 16 years of age must be accompanied throughout any society meeting or event they attend by an adult who is responsible for them.

4.6. All Members aged 18 and over shall be eligible Members and shall have the right of:

4.6.1. Voting at Annual and Extraordinary General Meetings;

4.6.2. Voting at Branch Meetings;

4.6.3. Nominating candidates for election to the Council;

4.6.4. Nominating candidates for election to the Committee of the Branch to which s/he has been designated;

4.6.5. Being nominated for election, appointed or co-opted to the Council or a Council Subcommittee;

4.6.6. Being nominated for elections or co-opted to the Committee of the Branch to which s/he has been designated.

4.7. All Members shall receive the Journal of the Russell Society, Newsletters and other such material as the Council or the Branch Committees shall determine.

4.8. Membership of the Society shall cease if:

4.8.1. The Member dies (or if the membership is in the name of an organisation, that organisation ceases to exist);

4.8.2. The Member is in default of Clause 7;

4.8.3. At a meeting of the Council, it is decided that the Member is guilty of conduct prejudicial to the Society. The Member shall have 28 clear days notice in which to lodge an appeal against the decision of the Council. In the event of an appeal not being made, or being made and rejected, the Council shall pass a resolution that it is undesirable, in the interests of the Society for that person to remain a Member of the Society. The resolution of the Council shall be final.

4.9. A Register of Members shall be held by the Honorary Membership Secretary. The Register of Members shall be published from time to time in the form of a Membership List, provided that individual Members do not object to details of their membership being held on a computerised data base.

## **SUBSCRIPTIONS**

5.1. Ordinary, Student and Junior Members shall pay such subscriptions as the Council shall from time to time determine, due annually on the first day of January; however, Members joining after the first day of October in any calendar year shall not be required to pay a subscription for that year.

5.2. The subscriptions for Student Members completing their full time education and thereby transferring to Ordinary Membership will increase as appropriate on the first day of January after their current subscription expires.

5.3. The subscriptions for Junior Members attaining their 18<sup>th</sup> birthday, and thereby transferring to Ordinary or Student Membership, will increase as appropriate on first day of January after their current subscription expires.

5.4. Where partners at the same address are Ordinary Members, they may elect to pay a reduced annual Family subscription, as specified from time to time by the Council (subject to the conditions given in clause 5.1). This will affect their Membership only in as much as they will jointly receive one copy of any publication and any other correspondence. Named Junior Members at the same address may be included in the Family membership.

6. All monies accrued from the payment of subscriptions shall be deposited in the Current Account held in the name of the Society. The Honorary Membership Secretary and

Honorary Society Treasurer must communicate to ensure that the details of payments (names, amount, date and whether covered by Gift Aid or under Covenant) remain up to date.

7. Any Member in arrears of a full subscription for more than three months shall be deemed to have resigned from the Society; membership and associated rights will automatically recommence when the full current year's subscription has been paid.

## **COUNCIL**

8. The Society and its property shall be managed and administered by the Council. The members of the Council shall be the Charity Trustees of the Society.

9. The Council of the Society shall consist of:

9.1. The elected Honorary Officers of the Society: Honorary President, Honorary Vice-President, Honorary Treasurer, Honorary General Secretary, Honorary Membership Secretary and Honorary Journal Manager;

10.1. No member of the Council shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Society) or receive remuneration (other than reasonable out of pocket expenses) or be interested (otherwise than as a member of the Council) in any contract entered into by the Council.

10.2. None of the income or property may be paid or transferred directly or otherwise to any member of the Society. This does not prevent the purchase of indemnity insurance for the Members of the Council against any liability that by virtue of any rule of law would otherwise attach to a Member of Council or other officer in respect of any negligence, default breach of duty or breach of trust of which s/he may be guilty in relation to the Society but excluding:

10.2.1. Fines;

10.2.2. Costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Member of Council or other officer;

10.2.3. Liabilities to the Society that result from conduct that the Member of Council or other officer knew or ought to have known was not in the best interests of the Society or in respect of which the person concerned did not care whether that conduct was in the best interests of the Society or not.

## **ELECTION OF COUNCIL MEMBERS**

11.1. The Honorary Officers of the Council shall be nominated from among the eligible Members and shall be elected for one year. Such nominations shall reach the Honorary General Secretary at least 42 days before the date arranged for the next Annual General Meeting. For vacancies receiving more than one nomination an election shall be held by postal ballot. The nominations received and the result of any postal ballot shall be announced at the Annual General Meeting and the Honorary Officers shall hold office from the conclusion of that Annual General Meeting until the next Annual General Meeting, and shall then be eligible for re-election.

11.2. The Council shall have the power to co-opt an eligible Member to fill any vacancy that arises on the Council. Such an appointee shall retire at the next Annual General Meeting following their appointment and shall then be eligible for election.

12. A member of the Council shall cease to hold office if s/he:

12.1. Is disqualified from acting as a member of the Council by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

12.2. Resigns in writing to the General Secretary (but only if at least three members of the Council will remain in office when the notice of resignation is to take effect);

12.3. Ceases to be a Member of the Society;

12.4. Is absent from Council meetings for two consecutive meetings, unless there are unforeseen extenuating circumstances.

### **CREATION OF APPOINTED OFFICERS**

13. The Council shall have the power to create Honorary Appointed Officers with specific functions and to appoint eligible Members to fill these positions. The Honorary Appointed Officers shall not be Members of Council and shall not have voting rights on the Council. The Honorary Appointed Officers will include:

13.1. The Honorary Journal Editor, appointed following the recommendation made to the Council by the Editorial Board;

13.2. The Honorary Newsletter Editor;

13.3. The Honorary Conservation Officer;

13.4. Other Honorary Appointed Officers as are deemed necessary by the Council.

### **MEETINGS AND PROCEEDINGS OF THE COUNCIL**

14.1. The Council, of whom greater than 50% of the total possible shall be a quorum, shall meet not less than twice during a 12 month period, in addition to the Annual General Meeting of the Society. A minimum of 28 days written notice of such meetings shall be given, by the Honorary General Secretary, to all Honorary and Appointed Officers and the Branch Committees.

14.2. Members may also attend Council Meetings in an advisory role; however, they shall not have voting rights on the Council.

14.3. All questions arising at a Council Meeting shall be decided by a simple majority of those present and eligible to vote. No person shall have more than one vote, except in the case of an equality of votes when the Honorary President, or the person chairing the meeting, shall have a second or casting vote.

14.4. Minutes shall be kept of each Council Meeting.

15. The Honorary Journal Editor shall be responsible for establishing and maintaining the Editorial Board.

### **MEETINGS AND GENERAL MATTERS OF THE SOCIETY**

16.1. An Annual General Meeting of the Society, at which 30 of the eligible Members shall form a quorum, shall be held to receive and approve the Annual Report and Accounts. Not less than 28 days before the Annual General Meeting the Honorary General Secretary shall send to all Members written notice of the time, date and place of the Meeting, nominations received and if required a ballot form for the election of the Members of the Council and any other business that it is proposed to transact thereat.

16.2. The Annual General Meeting of the Society shall be held in March or April each year.

17. An Extraordinary General Meeting may be called by the Council or on receipt by the Honorary General Secretary of a signed request by 30 of the eligible Members. Such Extraordinary General Meetings, at which 30 of the eligible Members shall form a quorum, shall be held within 42 days of the request being made and 28 days written notice of the meeting, stating the motion(s) to be put forward, shall be given to all Members by the Honorary General Secretary.

18.1. All questions arising at any Annual General or Extraordinary General Meeting shall be decided by a simple majority of those present and eligible to vote, except under Clauses 24 (Amendment) and 25 (Dissolution). No person shall have more than one vote, except in the case of an equality of votes when the Honorary President, or the person chairing the meeting, shall have a second or casting vote.

18.2 Minutes shall be kept of all Annual General and Extraordinary General Meetings of the Society.

19. Any collections maintained by the Society shall be housed and made available for inspection and study at the discretion of the Council.

## **ACCOUNTS AND ANNUAL REPORT**

20. The Council shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

21. The Council shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the:

21.1. Keeping of accounting records for the Society;

21.2. Preparation of annual statements of account for the Society (incorporating all Branch accounts);

21.3. Independent examination of the statements of account of the Society;

21.4. Transmission of the statements of account of the Society to the Charity Commissioners.

22.1. The funds of the Society, including all donations, contributions and bequests, shall be paid into accounts operated by the Council in the name of the Society at such banks as the Council shall from time to time decide (or for Branches in Branch accounts by Branch Committees). All cheques drawn on all accounts must be signed by at least two members of the Council (or Branch Committee for Branch accounts).

22.2. The funds belonging to the Society (including those held by the Branches) shall be applied only in furthering the objects of the Society.

22.3. The accounts of the Society shall be made up to the last day of December in each year.

## **AMENDMENT**

23.1 The Constitution may be amended by a two-thirds majority of the Members present and eligible to vote at an Annual or an Extraordinary General Meeting, providing that 28 days notice of the proposed amendment has been sent to all eligible Members by the

Honorary General Secretary and provided also that nothing therein contained shall authorise any amendment which shall have the effect of the Society ceasing to be a charity at law.

23.2. No amendment may be made to Clause 1 (Title), Clause 2 (Objects), Clause 25 (Dissolution) or this clause without the prior consent in writing of the Charity Commission.

23.3. A copy of the amended constitution, including any amendment made under this clause, shall be sent to the Charity Commission.

## **DISSOLUTION**

24.1. If at a Council Meeting, by a simple majority, there is a decision that at any time on the grounds of expense or otherwise it is necessary or advisable to dissolve the Society, the Council shall call a meeting of all eligible Members, of which meeting not less than 28 days notice (stating the terms of the Resolution to be proposed thereat) shall be given by the Honorary General Secretary. If such a decision shall be confirmed by a two thirds majority of those present and eligible to vote at such meeting, the Council shall have power to dispose of 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 Council may determine.

24.2. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society shall be sent to the Charity Commission.

## **ESTABLISHMENT OF BRANCHES**

25.1. Members shall belong to one Branch of the Society. Each such Branch shall consist of the Members normally resident within the district in respect of which the Branch is established but, for administrative purposes, may include some Members from other areas (e.g. overseas Members).

25.2. The Branches of the Society shall be the Branches established at the Annual General Meeting of 8th April 1989 and such other Branches as the Council may have established or may, from time to time, establish under the provisions of this constitution. Particulars of the Branches and the districts in respect of which they have been established are set forth in the Schedule to this constitution.

25.3. The power to establish a new Branch shall be vested in the Council and shall not be exercised unless the Council is of the opinion that there are a substantial number of Members and potential Members normally resident within a district (whether or not that district, or part thereof, forms part of a district in respect of which an existing Branch is established) whose needs, interests or convenience are not adequately met by the activities of the existing Branches.

25.4. In the exercise of its power to establish a new Branch or otherwise the Council may, from time to time, redefine the district in respect of which an existing Branch is established.

25.5. A Branch may be dissolved and the district in respect of which it was established (including its assets) may be allocated to other Branches where the Council is of the opinion that:

25.5.1. The number of Members in a Branch no longer justifies the existence of that Branch;

25.5.2. The needs, interests or convenience of the Members of a Branch would be met more adequately by the activities of another, existing Branch or by the establishment of a new Branch;

25.5.3. It is the wish of the Members of a Branch.

### **BRANCH COMMITTEES**

26.1. Subject to direction of the Council, the affairs of each Branch shall be managed by a Branch Committee consisting of the Honorary Branch Chair, Honorary Branch Treasurer, Honorary Branch Secretary and ideally a Honorary Branch Events Secretary and up to 4 Honorary Ordinary Branch Committee Members.

26.2. The Branch Committee (of whom 4 shall constitute a quorum) shall communicate sufficiently to ensure proper management of Branch business, and have a minimum of 2 meetings in a 12 month period, including the Annual General Meeting of the Branch.

26.3. The Honorary Officers and Ordinary Committee Members of the Branch shall be nominated from the eligible Members of that Branch. The Branch Committee members shall be elected at each Annual General Meeting of the Branch for a period of one year. In the event that nominations exceed vacancies an election shall be held by ballot of members attending that Annual General Meeting. Members shall hold office from the conclusion of that Annual General Meeting until the next Annual General Meeting of the Branch and shall then be eligible for re-election.

26.4. The Branch Committee shall have the power to co-opt an eligible Branch Member to fill any vacancy that arises on the Branch Committee. Such an appointee shall retire at the next Annual General Meeting of the Branch following the appointment and shall then be eligible for election.

26.5. All questions arising at any Branch Committee Meeting shall be decided by a simple majority of those present and eligible to vote. No person shall have more than one vote, but in the case of an equality of votes the Honorary Branch Chair, or the person chairing the meeting, shall have a second or casting vote.

26.6. Minutes shall be kept of each Branch Committee meeting.

### **BRANCH ANNUAL GENERAL MEETINGS**

27.1. An Annual General Meeting of the Branch, at which 10% of eligible, UK resident Branch Members shall constitute a quorum, shall be held to receive the Branch Annual Report and agree the independently inspected Branch Accounts. The Annual General Meeting of the Branch shall precede the Annual General Meeting of the Society as a whole by a minimum of 28 days or such period as the Council may, from time to time, decide.

27.2. Not less than 14 days before the Annual General Meeting of the Branch, the Honorary Branch Secretary shall send written notice thereof to all Members of the Branch. The notice shall specify the date, time and place of the meeting, nominations for the Honorary Branch Officers and Ordinary Branch Committee Members and any other business that it is proposed to transact thereat.

27.3. All questions arising at any Branch Meeting shall be decided by a simple majority of those present and eligible to vote. No person shall have more than one vote, except in the case of an equality of votes when the Honorary Branch Chair, or the person chairing the meeting, shall have a second or casting vote

27.4. Minutes shall be kept of each Branch Annual General Meeting.

### **BRANCH ACCOUNTS**

28.1. The basic expenses of the Branch shall be met from an allocation of funds from the Society as determined by the Council following the submission, by the Branch Committee,

of a Branch Budget for the coming year. This allocation may be augmented by Branch fund raising activities. The use of all funds held by the Branch shall be accounted for at the end of each year to the Council in the form of independently inspected Branch Accounts that shall be agreed at the Branch Annual General Meeting.

28.2. The Branch Accounts shall be forwarded to the Honorary Society Treasurer no later than 31<sup>st</sup> January for incorporation into the annual statements of account for the Society.

### **GENERAL BRANCH PROCEEDINGS**

29.1. The Branch Committee may arrange such meetings and activities of the Branch, in addition to the Annual General Meeting, as it shall think fit, to further the objects of the Society.

29.2. Any Member of the Society not belonging to the Branch may attend the meetings of the Branch and may, with the consent of the Chair, take part in the proceedings thereof.

### **SCHEDULE OF AUTHORISED BRANCHES OF THE SOCIETY**

<b>Branch</b>	<b>District</b>
Central	Central and Eastern England (including Overseas Members).
North	Northern England, Northern Ireland and Scotland.
Southern	Southern England, London and the Home Counties.
South-west	South-western England.
Wales and West	Wales and Western England.

Dated: 19 October 2017