

THE RUSSELL SOCIETY

Registered Charity No. 803308

1. TITLE

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

2. PURPOSES AND POWERS

2. The purposes of the Society are:

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

2.2. To contribute to the conservation/protection of mineralogical sites and material for the public benefit;

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 purposes, 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; and to produce publications and other materials in accord with the purposes of the Society.

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

3. DEFINITIONS

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

3.3. "Member" shall mean a person on the Register of Members.

3.4 "Volunteer" shall mean anyone assisting with the operation or management of the Society and its activities.

3.5 "RS Officer" includes anyone acting officially in the management, organisation or execution of activities on behalf of the society (see section 9), including but not limited to Trustees, Council members, Field Trip Organisers and Field Trip Coordinators.

3.6 "Field Trip Organisers" are responsible for establishing the field trip programme for their allocated area, overseeing its execution and reporting on its progress.

3.7 "Field Trip Coordinators" are responsible for delivering and running field trips, including, but not limited to, arranging permissions and access to sites, conducting a risk assessment, ensuring an indemnity form is completed, booking members and their arrival and departure times, and conducting a safety briefing. To be eligible as an Field Trip Coordinator (FTC), an individual must be able to demonstrate, that they have acquired the requisite experience as defined in the most recent version of the document "Competence of Field Trip Coordinators", which is available via the "Safety" page on the Society website. The Vice President will maintain a register of all such experienced FTC's.

3.8. "Written communication" is deemed to include postal, email, digital messaging or other communication methods.

4. MEMBERSHIP

4.1. The Society shall consist of Ordinary, Family, Junior, Honorary and Temporary Members, all of whom agree to volunteer to assist the society in its aims and activities as required. All Members, apart from Temporary Members, shall have the right of attending all meetings of the Society.

4.2. Candidates may apply for Ordinary or Junior 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 that to do so is 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 shall 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 and shall be final.

4.3. Honorary Members, not exceeding 10 in number at any one time, shall be elected by the Council, in consideration of distinguished work in connection with the purposes of the Society.

4.4. Family Membership shall consist of up to two adults of 18 years of age or over, together with any children they may have under 18 years of age.

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 are permitted to attend, by an adult who is responsible for them.

4.6 Temporary Members, with a maximum time limit of 7 days, will be allowed attendance on field trips and other society events, excluding the ASM, and excluding rights to receive Society publications. A maximum of only two such Temporary membership terms will be allowed for any individual. They will be expected to meet all reasonable responsibilities of full members. This is at a cost to be established and determined annually by Council.

4.7. All Members aged 18 and over, with the exception of Temporary Members, shall be eligible Members and shall have the right of:

4.7.1. Voting at Annual and Extraordinary General Meetings;

4.7.2. Nominating candidates for election to the Council;

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

4.8. All Members, with the exception of Temporary Members, shall receive the Journal of the Russell Society, Newsletters and other such material in electronic form and/or printed form as the Council shall determine. Printed Newsletters and other such material will only be provided to a limited number of legacy members who have no access to any form of electronic communication.

4.9. Overseas members shall be provided with a digital copy of all correspondence and publications. If they request a printed copy of the Journal (or any other printed publication made available to the entire membership), in-line with UK members, then the Society will contribute the equivalent of the UK postage costs and they should pay the additional postage cost, and are responsible for paying any associated local taxes or duties.

4.10. Membership of the Society shall cease if:

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

4.10.2. The Member is in default of Clause 5.5 and so is regarded to have resigned;

4.10.3. 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.

4.11. A Register of Members shall be administered by the Membership Secretary. All or part of the information held in the Register of Members, shall be made available to those Society officers who require the information for the effective management of the Society, its operation and its activities.

4.12. Field trip roles and responsibilities are defined and laid out on the Society website.

4.13 Membership of the society does not permit onward sharing of any Society materials or publications (which are copyright) without written permission being obtained from Council.

5. SUBSCRIPTIONS

5.1. All 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 the following year.

5.2. The subscriptions for Junior Members attaining their 18th birthday, and thereby transferring to Ordinary Membership, will increase as appropriate on first day of January after their current subscription expires.

5.3. 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.

5.4. All monies accrued from the payment of subscriptions shall be deposited in a bank account or savings account held in the name of the Society. The Membership Secretary and Society Treasurer shall communicate to ensure that the details of payments (names, amount, date and whether covered by Gift Aid or under Covenant) remain up to date.

5.5. Any Member in arrears of a full subscription for more than three months shall be deemed to have resigned from the Society and have terminated their membership and all associated rights. Those who have resigned will be able to apply to join the Society as per any other potential new member.

6. Not Used

7. COUNCIL

7.1. 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.

7.2. The Council of the Society shall consist of the elected Officers of the Society: President, Vice-President, Treasurer, General Secretary and the Membership Secretary. Other Society organisers will be invited to join Council meetings in an advisory role.

7.3 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.

7.4. None of the income or property may be paid or transferred directly or otherwise to a member of the Society. This does not prevent refunds and reimbursement of reasonable expenses, and purchase of indemnity insurance by Trustees against any liability that may

arise resulting from negligence, breach of duty or breach of trust of which s/he may be guilty in relation to the Society but excluding:

7.4.1 Fines;

7.4.2. 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 office.

7.5. Trustees and Council members are responsible for establishing appropriate insurance for the Society and its activities.

8. ELECTION OF COUNCIL MEMBERS

8.1. The Officers of the Council shall be nominated from among the eligible Members and shall be elected for one year. Such nominations shall reach the General Secretary at least 42 days before the date arranged for the next Annual General Meeting (AGM). For vacancies receiving more than one nomination an election shall be held. The nominations received and the result of the ballot shall be announced at the AGM and the Officers shall hold office from the conclusion of that AGM until the next AGM, and shall then be eligible for re-election. Legacy members who have no access to any form of electronic communication will be able to vote via the post.

8.2. 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 AGM following their appointment and shall then be eligible for election.

8.3. A member of the Council shall cease to hold office if they:

8.3.1. Are disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

8.3.2. Resign 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);

8.3.3. Cease to be a Member of the Society;

8.3.4. Are absent from Council meetings for two consecutive meetings, unless there are unforeseen extenuating circumstances.

9. CREATION OF APPOINTED OFFICERS

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

9.1. Journal Editor (or Editors)

9.2 Journal Design and Production Manager,

9.3. Newsletter Editor;

9.4. Conservation Officer;

9.5 Winter talks Program Manager

9.7 Field Trip Organisers (FTO's)

9.8. Other Appointed Officers as are deemed necessary by the Council.

10. MEETINGS AND PROCEEDINGS OF THE COUNCIL

10.1. The Council, of whom greater than 50% of the total possible shall be a quorum, shall hold a meeting not less than twice during a 12-month period, in addition to the AGM of the

Society. A minimum of 14 days notice of such meetings shall be given, by the General Secretary, to all Appointed Officers. Trustees may also meet as required.

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

10.3. 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 President, or the person chairing the meeting, shall have a second or casting vote.

10.4. Minutes shall be kept of each Council Meeting.

10.5. The Council is empowered to make all decisions about the Society for the benefit of its members without further recourse, if the membership is unable to be consulted in time, apart from dissolution, change of purposes or powers, change of Constitution, and Society structure.

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

11. MEETINGS AND GENERAL MATTERS OF THE SOCIETY

11.1. An AGM 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. The AGM can be attended by members both in person and virtually via online meeting access (e.g. Zoom) subject to internet access being available. All members attending the AGM in whatever way will have the right to vote, and Council may at their discretion also permit email and postal votes. Not less than 28 days before the AGM the 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.

11.2. An AGM of the Society shall be held in March, April or May each year.

11.3. An Extraordinary General Meeting may be called by the Council or on receipt by the 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 General Secretary.

11.4. All matters requiring a vote (as determined by the RS Council) arising at any Annual General or Extraordinary General Meeting shall be decided by a simple majority of those present and eligible to vote (both in-person and virtually via online access), except under Clauses 13 (Amendment) and 14 (Dissolution). No person shall have more than one vote, except in the case of an equality of votes when the President, or the person chairing the meeting, shall have a second or casting vote.

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

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

12. ACCOUNTS AND ANNUAL REPORT

12.1. The Council shall comply with its obligations under the Charities Act 2011 and the Charities Act 2022 (or any statutory re-enactment or modification of that Acts) with regard to the:

12.1.3. Preparation of an annual report, statement of accounts and their transmission to the Charity Commission as may from time to time be required.

12.1.2. Keeping of accounting records for the Society;

12.1.3. Preparation of annual statements of account for the Society;

12.2 The Council shall have the power to change the Charity structure (legal form or type) of the Russell Society.

12.3 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. All cheques and online payments drawn on all accounts must be signed or approved by at least two members of the Council.

12.4. The funds belonging to the Society shall be applied only in furthering the purposes of the Society.

12.5. The accounts of the Society shall be made up to the last day of December in each year and shall be managed on a cash book basis.

12.6 The Russell Society operates a Gift aid scheme and will reclaim monies received each year.

13. AMENDMENT

13.1. 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 calendar days' notice of the proposed amendment has been sent to all eligible Members by the 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.

13.2. No amendment may be made to Clause 1 (Title), Clause 2 (Purposes), Clause 14 (Dissolution) or this clause without the prior consent in writing of the Charity Commission.

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

14. DISSOLUTION

14.1. 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 calendar days' notice (stating the terms of the Resolution to be proposed thereat) shall be given by the 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 purposes similar to the purposes of the Society as the Council may determine.

14.2. 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 as required.

15. GENERAL PROCEEDINGS

15.1. All members of the Society may attend meetings or any other activities of the Society, subject to section 4 (Membership; with Temporary members being subject to clause 4.6)) and to the specific conditions relating to any such activity.

15.2. All Members are responsible for their own safety and that of others, with due care and attention to be taken at all times. Branches shall be responsible for promoting Health and Safety matters, in accordance with Society guidelines and good practice, on field trips and at meetings.

15.3 Each Field Trip will have a nominated suitably experienced Field Trip Coordinator who will make and communicate arrangements for a Field Trip between all parties, complete documentation and ensure members are briefed on their responsibilities, and Health and Safety matters.

Dated: 5th February 2026