



CONSTITUTION AND RULES of THE BRITISH CACTUS AND SUCCULENT SOCIETY

Registered Charity Number 290786

Name

1. The Society shall be called THE 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 an Annual 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 the Annual General Meeting on the basis of recommendations made to the Secretary.

Officials and Ancillary Officers

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 may appoint an Editorial Board to advise them. Members of this Board shall be eligible for expenses as set out in rule 10.
 - (g) A Technical Editor who will be responsible for the preparation of the Journal and other Society material for printing.
 - (h) The Legal Advisor who shall liaise with the Charity Commission and ensure that the Society complies with all legal requirements.
 - (j) A Website and Forum Administrator who will be responsible for the maintenance and updating of the Society website and Forum and liaising with the service provider.
5. Honorary Ancillary Officers
 - (a) The Board of Trustees shall define and appoint annually such Ancillary Officers as are necessary at the time to manage the functions of the Society.
 - (b) The Minutes Secretary shall be appointed by the Annual General Meeting annually.

Management

6. 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.
7.
 - (a)
 - (i) The Board of Trustees shall consist of the Chairman, Vice-Chairman, Secretary, Treasurer, Legal Advisor, Membership Secretary, Journal Editor, Bradleya Editor, Technical Editor, Website and Forum Administrator, Marketing Officer, Publications Officer, Shows Committee Appointee and not more than three additional members elected by the Annual General Meeting. The additional Trustees shall serve for one year but be eligible for re-election.
 - (ii) 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.
 - (iii) The Board of Trustees shall act and decide in all matters where submission to a General Meeting would cause unreasonable delay.
 - (iv) The Trustees may co-opt not more than two additional Board members where a need is identified and delay to the next available Annual General Meeting would not benefit the Society. A co-opted Board member would serve until either a vacancy arose or a rule change is submitted to the next available Annual General Meeting whichever is the sooner.
 - (v) All monies and property of the Society shall be under control of The Board of Trustees. No member other than Trustees shall be responsible for debts incurred by the Society.
 - (vi) The Board of Trustees may appoint Trustees to manage any Trust Fund in the name of the Society.
 - (b)
 - (i) A Shows Committee, whose members shall each hold office for a period of three years with one third elected annually by the Annual 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 appoint one representative to sit on their behalf on the Board of Trustees.
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 in accordance with procedures agreed within that Zone. The Zone 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 Zone Representative shall serve for one year, and shall be eligible for re-election.
 - (b) A meeting of Zone Representatives shall be held annually and shall be called and chaired by the Vice-Chairman of the Society. The Vice-Chairman will give a report on the meeting to the next Annual 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. This will also apply to one representative from each branch attending the Annual General Meeting.

Nomination and Election of Officials and Trustees

11.
 - (a) The election of Chairman, Vice-Chairman and Secretary shall be by postal ballot when the number of nominations exceeds the number of vacancies. The Board of Trustees shall appoint the Treasurer and other Officials annually.
 - (b) Three Trustees shall be elected by the Annual General Meeting. When the number of nominations exceeds the number of vacancies a paper ballot will be held of members in attendance at that meeting.
 - (c) Nominations in writing for Chairman, Vice-Chairman, Secretary and the elected Trustees 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. All nominations should be accompanied by a curriculum vitae (cv) of the nominee.
12. Prior to the Annual General Meeting the Secretary shall send a list of the names of the members nominated for office or as Trustees to every member of the Society. In the case of Chairman, Vice-Chairman and Secretary the cv will also be sent to members. Voting papers for Chairman, Vice-Chairman and Secretary, 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 30 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 appoint Trustees to the Board.
 - (f) To elect Members to the Shows Committee.
 - (g) To deal with any other relevant business and reports.
15.
 - (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.
16. An Extraordinary General Meeting shall be called at the discretion of a majority of the Board of Trustees or upon the request in writing giving reason for the meeting to the Secretary supported by a number of members being not less than 10% of the membership on 31 December in the immediately previous year. The Secretary shall then give written notice of the meeting through the next appropriate Journal of the Society.

Membership Application, Subscription and Expulsion

17. Membership in the Society shall be open to any persons interested in the objects of the Society. This Society operates a non-discrimination policy.
Members may belong to any Branch of their choice.
18. 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. The application may be referred to the Board of Trustees and may be refused if evidence provided to the Trustees indicates that membership by the applicant could be detrimental to the best interest of The Society.
19. 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. An Affiliated Member shall have all the same rights and privileges as an individual Ordinary Member but will not be eligible for election to any of the Society's Committees.
20. 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.
21. All subscriptions shall be for a calendar year or such period fixed by the Board of Trustees.
22. If any subscription is not received by the Society Treasurer by 28 February the member shall be deemed to have resigned and will be ineligible to hold office at Society, Zone or Branch level.
23. 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.
24. 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 and Zones

25. 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.
26. 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.
27. Every member shall be entitled to attend the meetings of any or every Branch whether or not he or she is a Branch member.
28. Each Branch shall be managed by a Branch Committee (all of whom must be members of the British Cactus and Succulent Society) and they shall be elected by the members of that Branch at the Branch Annual General Meeting.
29. Each Branch will be allocated to a Zone as in rule 9 (a) and under rules defined within that Zone may nominate a number of representatives to a Zone committee.
30. Each Zone may appoint a committee comprising representatives from its constituent Branches who will manage the affairs of that Zone and may appoint officers according to procedures agreed within that Zone. The Zone committee may undertake the requirement of selecting the Zone Representative as defined in rule 9(a).
31. 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.
32. No Branch or Zone shall incur any commitments exceeding its financial resources without the prior written approval of the Board of Trustees.
33. 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.
34. 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.
35. A Branch or Zone may be dissolved only on request to a Meeting of The Board of Trustees and cannot be dissolved by its own Branch Committee.
36. 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.

Alterations to Rules

37.
 - (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) The original proposer or seconder of a rule change or amendment to a rule change must be a current member of the Society on the day of the Annual General Meeting at which the change will be proposed. If either has failed to renew their membership by that date, then their proposal (or amendment) will automatically lapse.
 - (e) No alteration or amendment of a rule will be accepted other than in strict accordance with this rule.

Interpretation of Rules

38. A General Meeting shall be the sole authority for the interpretation of the rules and its decision shall be final.
39. 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.