



THE CARNIVOROUS PLANT SOCIETY

Registered Charity 281423

Governing Doc

As accepted by majority vote at the AGM dated 29th May
2021

1. The Society:

- a. Shall be called the Carnivorous Plant Society.
- b. May be affiliated to the Royal Horticultural Society and other organisations approved by the Trustees.
- c. Is a registered Charity.

2. The Charitable Objects of the Society are:

- a. To advance the education of the public in the study of carnivorous plants and to promote the conservation of such plants.

3. Powers:

In order to carry out the day-to-day purposes of the Society, the Management Committee has powers to:

- a. Raise funds by way of subscriptions, donations, events and the sale of goods provided that income from sales does not exceed the limit imposed by the Charity Commission for small charities.
- b. Apply funds to carry out the work of the Society.
- c. Cooperate with and support other charities with similar objectives.
- d. Fund or contribute to research, conservation and habitat projects.
- e. Do anything that is lawful and necessary to achieve the objects of the Society.
- f. Maintain the Society administration, structure, or other uses that the management committee deems necessary.

4. Activities of the Society: In furtherance of Rule 2 the Society may:

- a. Gather and disseminate cultivation information.

- b. Hold members meetings.
- c. Give talks to members and the public.
- d. Maintain a seed bank.
- e. Publish journals and newsletters and make use of social media.
- f. Participate in horticultural and associated events.
- g. Provide a forum for discussion of carnivorous plants.
- h. Distribute plant material.
- i. Engage in other activities in furtherance of Rule 2.

5. Membership:

- a. Membership of the Society is offered to individuals and organisations interested in carnivorous plants both in the United Kingdom and overseas.
- b. Applications for membership/renewal shall be made using the prescribed form or otherwise in writing or via the Society's website. Applications must be accompanied by the current subscription.
- c. Membership shall run for 12 months from the date the original application or renewal subscription is received.
- d. Members shall be informed by email or in writing of the date their subscription is due at least 1 month prior to their renewal date.
- e. Any member who fails to renew their membership may be considered to have resigned.
- f. The Management Committee may refuse applications for membership or renewal from any person or organisation or expel an existing member or organisation when it believes it be in the best interest of the Society. An expelled member or ex member may be barred from re-joining for a period to be determined by the seriousness of the reasoning behind the ban. A ban for a period exceeding 5 years MUST be confirmed at the next AGM or SGM by a 2/3rds majority of those present.
- g. If the conduct of any Member or former member shall be in the opinion of the Management Committee to be deleterious to the purposes and interests of the Society, or by their actions seek to bring the reputation of the society into disrepute, the Management Committee, having in its opinion given reasonable opportunity to the Member or former member to furnish an explanation to it, in writing, shall be empowered to request such Member to resign, and shall have the power to suspend the Member from the privilege and membership of the Society in the meantime, and any future membership may be subject to refusal.
- h. Any subscription that has been paid by an expelled member shall be forfeit.
- i. Persons or organisations whose membership has been refused or who have been expelled from the Society shall have the right of appeal to the Trustees of the Society, whose decision shall be final. Appeals must be received within 14 days in writing.
- j. The Membership Secretary shall keep a record of each member's name, address, subscription paid and such other information as is necessary for the efficient administration of the Society.

- k.** Distribution of member information shall be limited to Committee members who need it for the efficient administration of the Society.
- l.** All Committee members shall carry out their duties with regard to the requirements of data protection laws and regulations.
- m.** Changes to subscription rates must receive majority support from members attending an Annual General Meeting or Special General Meeting.
- n.** Trustees and Committee members shall receive complementary membership during their time in office.
- o.** Complementary membership may be awarded to others who have made a significant contribution to the work of the Society. Such members shall inform the Membership Secretary of their wish to renew their complementary membership in April of each year.
- p.** Members who wish to appeal against any decision made by the Management Committee should appeal in the first instance to the Committee and, if not satisfied with the response, to the non-Committee Trustees whose decision shall be final.
- q.** It is the responsibility of the member to notify the membership secretary of any changes to their personal details. Failure to do so, may mean that you are unable to enjoy the membership benefits, and may ultimately mean that you forfeit your subscription.

6. The Trustees:

As a registered charity the Society is required to appoint Trustees who are responsible for ensuring that the Society operates within rules set down by the Charity Commission. The Trustees protect the interests of members and adjudicate on disputes between members and the Management Committee.

- a.** The Trustees of the Society shall comprise of the filled ex-officio positions of Chair of the Management Committee, Vice Chair, the Treasurer, the Secretary during their time in office and preferably at least 2 Executive Trustees or Non-Executive Trustees members. Any other active committee member, who has been in office at least 12 months can be invited to become a trustee. Ex-officio positions will be elected from the board of trustees, unless the Trustees deem it necessary to bring in a non-trustee to fill a vacancy.
- b.** Their responsibilities are to ensure that the Society:
 - i.** Maintains its status as a registered charity.
 - ii.** Has an appropriate management structure.
 - iii.** Is financially secure.
 - iv.** Meets its objectives.
 - v.** Operates equitably and in compliance with these rules.
 - vi.** Draft amendments to these rules prior to approval by members at the next AGM or SGM
- c.** Trustees must be members of the Society or nominated representatives of organisations that are members of the Society.

- d. An annual meeting of Trustees shall be held prior to the AGM and at other times when it is deemed necessary.
- e. Ultimate responsibility for the Society's activities lies with the Trustees.
- f. All Trustees must have access to the Charity Commission Portal, including the current password. No Trustee may prevent other Trustees from access to the portal.
- g. All non-executive trustees will have full access to committee meetings, committee discussions online and voting on all committee decisions.

7. Management of the Society:

- a. The day-to-day business of the Society shall be devolved by the Trustees to a Management Committee comprising:
 - i. Chair
 - ii. Vice chair
 - iii. Secretary
 - iv. Treasurer
 - v. Membership Secretary
 - vi. and such other positions including committee positions without a specific role, as the Trustees consider necessary for the efficient operation of the Society.
- b. The Trustees may change the number and responsibilities of the Management Committee and may co-opt members onto the Committee to fill vacancies or to meet the changing requirements of the Society.
- c. The Committee shall be in quorum provided that at least 50% of the Committee take part in the voting process.
- d. Decisions may be made by the committee by any one of the following means:
 - i. Online using a method agreed by the trustees – e.g., Workplace or email.
 - ii. At Physical meetings.
 - iii. At Virtual meetings where committee members participate using an agreed method such as Zoom, Microsoft Teams, Telephone or any other means of communication agreed at the meeting.
 - iv. Hybrid meetings, which are a combination of physical and virtual participants.
- e. All issues will be decided by a majority vote of those present at a Committee meeting, taking into account any proxy votes submitted by absent Committee members, or by a majority vote of those taking part in on-line discussions. The voting method will be appropriate to the format of the meeting or online discussion and can include electronic voting systems and/or a show of hands.
- f. All members of the Management Committee, have equal rights. The only extra power that the Chair, Acting Chair or Vice Chair shall have, is the casting vote in the event of a tied vote.

- g. The Secretary shall maintain a record of all votes cast on any issue requiring significant expenditure or which significantly affects the operation of the Society and shall include the details of the proposer and seconder.
- h. If a Management Committee member is absent from 3 consecutive Committee meetings without apology, they shall be deemed to have resigned, unless a special arrangement has been agreed and recorded by the Management Committee.
- i. If a Management Committee member has a conflict of interest, they must declare it and leave the meeting while the matter is being discussed or decided.
- j. The Trustees may veto any activity which they consider to be inconsistent with the Society's objectives.
- k. The management committee can consider certain non-essential committee positions as honorary where the post holder agrees with this. Honorary positions do not have voting rights and may not attend committee meetings. They are considered to be permanent positions until the resignation of the post holder.

8. Election of Trustees and the Management Committee:

- a. Management Committee members shall resign at the Annual General Meeting but shall be eligible for re-election. Those elected shall serve until the next AGM. Ex officio positions, co-opted onto the Committee mid-term shall not be registered as trustees until their position is ratified at an AGM or SGM.
- b. All Trustees shall resign at the AGM but shall be eligible for re-election. Those elected shall serve until the next AGM.
- c. The election of the Chair, Vice Chair, Treasurer and Secretary shall be from those nominated by the Management Committee and must be existing Trustees. In the absence of suitable candidates, the committee can nominate an Acting Chair, Vice Chair, Treasurer and Secretary to cover these roles, who will not have trustee status.
- d. The election of other Trustees and other Management Committee members may be from any other member who volunteer to serve.
- e. Current Committee members and other members must notify the Secretary of their willingness to serve as a Trustee or as a Committee member for the coming financial year prior to the 31st March. The notification should mention the position they wish to undertake and should include a resume of their relevant skills/experience unless they already hold the position.
- f. Where more than two or more members wish to undertake a particular role, either the role may be held jointly or be contested a ballot of all members which will take place under equitable arrangements to be decided by the Trustees. Members shall be informed of the ballot result at the next AGM.

- g. The Management Committee may debar any member from being a Trustee or Committee member if they consider it to be in the best interests of the Society. A member so debarred shall have the right of appeal to the Trustees.
- h. Members may remove a Trustee or a Management Committee member by a two thirds majority vote at an AGM or Special General Meeting.

9. Finance and Property:

- a. Money and property must only be used for the Society's purposes.
- b. The Society's funds shall be lodged in a UK bank or other similar financial institution governed by English law, approved by the Trustees.
- c. Authority to make routine expenditure associated with the publication of journals, newsletters membership and seed bank may be delegated to the appropriate Committee member. All other expenditure over £250 must be approved by the Management Committee. Amounts under £250 can be approved by the Treasurer.
- d. No Trustee, Committee member or other member may receive any money or property from the Society except to refund reasonable out of pocket expenses previously approved by the Management Committee.
- e. Receipts must be obtained and presented to the Treasurer for all expenditure.
- f. The Treasurer shall make such financial returns to the Charity Commission as is required by the Commission's rules.
- g. The Treasurer shall report on the Society's income, expenditure and assets at AGMs, in the Journal and on the Society's website. The report shall include categorised summaries for the current and previous financial years.
- h. The account books shall be available for inspection at the AGM and at the request of a member at other mutually convenient locations and times.
- i. The Trustees may veto any proposed expenditure they consider is inconsistent with these rules.

10. Annual General Meetings:

- a. The Annual General Meeting shall be held not later than the end of May each year. Access to the AGM will be for members ONLY using an appropriate means of validation as determined by the committee.
- b. Society meetings can be:
 - i. physical – that is held in person at a venue.
 - ii. virtual; that is held using a social media app such as Zoom or Teams.
 - iii. Or meetings can Hybrid. That is, a combination of the two forms allowing members, trustees, and committee members to attend either physically in person or virtually via a remote connection. The decision on the format of the meeting shall be taken by majority vote of the committee.
- c. Committee members and trustees may also attend virtual or hybrid meetings by telephone or any other suitable means of communication.

- b. All members are required to Pre-register via the join request to ensure participation and voting.
- c. Members shall be given at least 4 weeks notice of the date, time and location of the AGM.
- d. The purpose of the AGM is to:
 - i. Receive Committee reports and accounts for the year ending 31st March.
 - ii. Elect Trustees and the Management Committee.
 - iii. Consider and vote on any changes to these rules.
 - iv. Consider and vote on any other business.
- b. Proposals to alter these rules and other items that members wish to include in the Agenda must be received by the Secretary at least 14 days prior to the date of the AGM.
- c. Voting shall be by the online system selected by the committee for the meeting for the members entitled to vote. Voting results will be recorded and displayed to all participants. In the event of online voting systems not working a show of hands of all participants will be deemed sufficient with the number of votes and abstentions agreed by the chair and recorded by the secretary.
- d. Rule changes and motions to remove a Trustee or Management Committee member must receive a two thirds majority support. All other agenda items will be decided on a majority vote.
- e. No change to Rule 2 (Objects of the Society), Rule 12 (Dissolution) or this rule shall take effect until the written agreement of the Charity Commission has been obtained and no change to any rule shall be made which would cause the Society to cease to be a charity at law.
- f. The minutes of AGMs shall be made available to members, by placing them in the members area of the website. Any data covered by GDPR will be redacted, to ensure legal compliance.

11. Special General Meetings:

- a. The Trustees or ten other members of the Society may call a Special General Meeting to consider urgent and/or important matters affecting the operation of the Society.
- b. Special General Meetings shall be held as soon as practical after a decision to hold such a meeting is made providing that members are given at least 14 days' notice of the purpose, date, time and location of the meeting. The meeting format (virtual, physical or hybrid) shall be decided by a majority vote of the committee.
- c. Access to the SGM will be for members ONLY by using an appropriate means of validation as determined by the committee.
- d. Voting shall be by the online system selected by the committee for the meeting for the members entitled to vote. Voting results will be recorded and displayed to all participants. In the event of online voting

systems not working a show of hands of all participants will be deemed sufficient with the number of votes and abstentions agreed by the chair and recorded by the secretary.

- e. The purpose of the SGM is to:
 - i. Consider and vote on any urgent business.
 - ii. Elect additional Trustees and Management Committee Members
 - iii. Consider and vote on any changes to these rules.
- f. The minutes of SGMs shall be made available to members by placing them in the members area of the website. Any data covered by GDPR will be redacted, to ensure legal compliance.

12. Dissolution of the Society:

- a. The Society may be dissolved by a resolution passed by two thirds majority of those attending a Special General Meeting convened for this purpose.
- b. Having obtained written approval of the Charity Commission, any assets and property held by the Society after the satisfaction of all debts and other liabilities, shall be donated to one or more other charities having the same or similar objects to this Society.

13. Interpretation of the Rules:

- a. The Trustees and Management Committee jointly shall be the final arbiter on the application of these rules and on any matters affecting the operation of the Society not included in these rules. Any decisions carried out under this rule will require a majority vote amongst all serving Trustees and Management Committee Members.