

# CONSTITUTION OF LIVERPOOL GEOLOGICAL SOCIETY

(as amended at an Extraordinary Meeting held on 27<sup>th</sup> October 2020)

## 1 OBJECTS

The Objects of the Liverpool Geological Society are:

- to extend knowledge of, and promote research in, geology and allied sciences by holding meetings for the delivery of original papers and lectures; by field meetings; by demonstrations and publicity; by access to literature; and by such other means as the Society may from time to time determine
- to preserve historic assets, owned by or entrusted to the Society, relating to geology or allied sciences.

## 2 INTERPRETATION

In this Constitution

2.1 'Society' or 'LGS' means Liverpool Geological Society (registered charity number 500067).

2.2 'Charity Commission' means Charity Commission for England and Wales or Charity Commissioners for England and Wales, as appropriate.

2.3 'Eligible Member' means a Member of the Society who is aged 18 or over.

2.4 'Council' means the Society's Charity Trustees.

2.5 Other terms that are capitalized shall bear the meanings given them in the law relating to charities and/or elsewhere in this Constitution.

2.6 All references to a 'Clause' shall be to a stated clause or sub-clause in this Constitution.

## 3. MEMBERSHIP OF THE SOCIETY

3.1 Membership shall be open to those who are interested in furthering the Society's Objects and who either: have been elected in accordance with Clause 3.4 and have paid (or intend to pay) the appropriate Subscription for the Session; or have been elected as Honorary Members in accordance with Clause 3.7.

3.2 There shall be three classes of Member: Full Member, Student Member and Honorary Member.

3.3 Student Members shall be Members who are engaged in full-time education or training when their Subscription for the Session falls due.

3.4 Each candidate for election as a Full Member or as a Student Member shall submit a completed application form to the Treasurer, with a cheque, cash or completed banker's order form for their first Subscription. The name of the candidate shall then be shown as soon as practicable in a circular convening an Ordinary or Field Meeting, and an election shall take place at such meeting. Student Members may progress to become Full Members without re-election. Membership is not transferable to anyone else.

3.5 The annual rates of Subscriptions for Full Members and for Student Members respectively shall be as determined in advance of each Session by an Extraordinary Meeting held in accordance with Clause 5.5. Except for persons becoming Members during the Session, Subscriptions shall be payable in advance at each 1st October. Persons joining the Society during the period January to September (inclusive) shall pay half the relevant rate of Subscription for their first Session. Nothing in this Clause 3.5 shall preclude special rates of Subscription being set for all new Members in respect of their first Session, as a means of encouraging recruitment.

3.6 Membership shall terminate automatically, and the name and address of the person concerned shall be removed from the Register kept in accordance with Clause 3.10, if a Subscription due has not been paid in full by the end of January in the following Session.

3.7 Anyone distinguished for attainments in geology and/or in allied science(s), or who has made an exceptional contribution to the furtherance of the Society's Objects, may be elected as an Honorary Member at an Extraordinary Meeting, on the recommendation of the Council. There shall not normally be more than six Honorary Members concurrently.

3.8 No Subscription shall be payable by Honorary Members and from the date of their election they shall be entitled (on request to the Secretary) to receive from the Society a free copy of each Issue of *The Geological Journal* (or of any successor publication).

3.9 Any Member may resign by advising the Secretary of their decision in writing, unless after the resignation there would be fewer than two Members.

3.10 The Council shall keep a Register of names and addresses of the Members.

3.11 Without prejudice to the operation of Clause 3.6, a Member may be removed from membership by a resolution of the Council that it is in the best interests of the Society that his or her membership be terminated. Such a resolution may only be passed if: the Member has been given at least 21 days' Notice in writing (counting from the date on which the Notice is deemed to have been given in accordance with Clause 15.1.1.8) of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed; and the Member or, at the option of the Member, the Member's representative (who need not be a Member) has been allowed to make representations to the meeting.

3.12 Every Member shall be entitled to:

3.12.1 attend the Society's Ordinary, Field, Annual General and Extraordinary Meetings;

3.12.2 receive an annual membership card (including a list of meetings) as soon as reasonably practicable in each Session;

3.12.3 receive a copy of the Society's Constitution through the post or at a meeting or (at the option of the Council and with the consent of the Member) by the use of electronic communications, by submitting a written request to the Secretary;

3.12.4 receive a copy of the Society's Annual Report and Accounts in accordance with Clause 13.5;

3.12.5 receive a copy of each issue of *The North West Geologist* (or of any successor publication) published during their period of membership;

3.12.6 subscribe for copies of *The Geological Journal* (or of any successor publication) through any preferential arrangements offered to Members by the publishers;

3.12.7 make use of the Society's library and of any related facilities;

3.12.8 make use of any other library offering special access to Members; and

3.12.9 attend any ordinary or field meetings of the Manchester Geological Association ('MGA') under reciprocal arrangements made with that Association. (Any Member wishing to attend an MGA field meeting should consult the MGA Excursion Secretary beforehand; contact details shall be available from the LGS Secretary and included in the LGS annual membership card)

3.13 Every Eligible Member shall be entitled to: vote on any business of the Society at any Ordinary, Field, Annual General or Extraordinary Meeting; nominate Eligible Members for membership of the Council in accordance with Clauses 5.3, 6.3 and 8.6.1; and submit, propose amendments to, and propose or second, any motion to be considered at an Annual General Meeting or Extraordinary Meeting in accordance with Clause 15.2.

3.14 None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member; provided that a Member who is not also a member of the Council or connected with a member of the Council may receive reasonable and proper remuneration for any goods or services supplied to the Society and without prejudice to the operation of Clause 6.4.

#### **4. VISITORS**

4.1 Under a reciprocal arrangement, members of the Manchester Geological Association are entitled to attend any of the Society's Ordinary or Field Meetings free of charge.

4.2 Other persons who are not LGS Members may attend Ordinary or Field Meetings of the Society on such terms as the Council shall from time to time determine.

#### **5. CALENDAR**

5.1 Each annual Session of the Society shall commence on 1st October and end on the following 30th September.

5.2 Each Financial Year of the Society shall be a period commencing on 1st July and ending on the following 30th June, or such other period as the Council may lawfully determine, provided that it shall not be longer than 18 months nor shorter than six months.

5.3 A circular issued to all Members at least 28 clear days before the Extraordinary Meeting referred to in Clause 5.5 (counting from the date on which the Notice is deemed to have been given in accordance with Clause 15.1.1.8) shall include a Notice inviting Eligible Members to nominate (by a stated date) eligible Members as candidates for the forthcoming election of Officers and Ordinary Members of the Council in accordance with Clause 6.3 and Clause 8.6.1.

5.4 A Notice issued to all Members not more than 15 clear days after the stated date referred to in Clause 5.3 and at least five clear days before the Extraordinary Meeting referred to in Clause 5.5 (counting from the date on which the notice is deemed to have been given in accordance with Clause 15.1.1.8) shall include:

5.4.1 a list of all nominations (whether by the Council or by Members) to fill each vacancy for office and for ordinary membership of the Council in accordance with Clause 8.6 3, and

5.4.2 proposals by the Council for the rates of Subscription for the following Session.

5.5 An Extraordinary Meeting shall normally be held on the same occasion as, and immediately before, the last Ordinary Meeting of each Session (but on some other occasion, if desirable) for electing Officers and Ordinary Members of the Council, and for determining the rates of Subscription for the following Session.

5.6 Other Extraordinary Meetings shall so far as reasonably practicable be held on the same occasion as, and immediately before, a convenient Ordinary Meeting of the Society.

5.7 The Society's Annual General Meeting shall normally be held on the same occasion as, and immediately before, the first Ordinary Meeting of the new Session (but on some other occasion, if desirable, though in any event not later than 15 months after the holding of the preceding Annual General Meeting).

5.8 Ordinary Meetings shall normally be held during the period October to April in each Session. Field Meetings shall normally be held during the period March to September in each Session.

5.9 Meetings of the Council shall be held in accordance with Clause 15.5.

## **6. THE COUNCIL**

6.1 The Society's Council shall be jointly and severally responsible for the management and administration of the Society, and for the funds and other assets of the Society, their control and their application.

6.2 The Council shall consist of: the Officers; three Holding Trustees (appointed in accordance with Clause 8.2); up to 10 Ordinary Members; and up to two Co-opted Members appointed by the Council from time to time, if they consider it desirable for any reason.

6.3 An Officer or a Holding Trustee must be a Full Member aged 18 or over or an Honorary Member. To be otherwise eligible for membership of the Council, a person must be an Eligible Member. No person may be a member of the Council who is disqualified by law from acting as a Charity Trustee.

6.4 None of the Council (nor any person, firm or company connected with a member of the Council) may receive any benefit in money or in kind from the Society, or have a financial interest in the supply of goods or services to the Society, or acquire or hold any interest in the property of the Society (except in order to hold it as Trustee of the Society); provided that this does not prevent the reimbursement of reasonable expenses properly incurred when acting on behalf of the Society; receiving a benefit as a Member upon the same terms as those available to other Members; buying goods or services from the Society upon the same terms as other Members or members of the public; enjoying the benefits of being an Honorary Member, as described in Clause 3.8; or receiving, in respect of services that are over and above their normal duties as a Charity Trustee, a payment that has been authorized in compliance with and subject to the conditions of Charity Commission Information Sheet SCU8 dated 30 September 2002 (or any amended or substituted version thereof).

6.5 A member of the Council may not appoint anyone to act on his or her behalf at meetings of the Council, provided that any such member who is unable to attend any such meeting may, in advance of the meeting, submit information and/or views in writing to the Secretary who shall draw them to the attention of those present at the meeting, orally or in writing.

6.6 No one may be elected or appointed as a member of the Council if he or she would be disqualified from acting under the provisions of Clause 8.9.

## **7. POWERS OF THE COUNCIL**

7.1 In order to further the Society's Objects (but not for any other purpose), the Council may:

7.1.1 deliver lectures and practical sessions at Ordinary Meetings;

7.1.2 arrange Field Meetings at places of geological interest;

7.1.3 undertake, initiate or support the publication or distribution of, or the provision of access to literature, equipment or materials, gratuitously or otherwise:

7.1.4 promote, carry out, or assist in promoting or carrying out research, surveys and investigations:

7.1.5 undertake, initiate or support efforts to preserve and/or interpret sites of geological interest:

7.1.6 make awards;

7.1.7 hold events for the purpose of providing cohesion and a sense of identity among the Members:

7.1.8 co-operate with other charities, voluntary bodies and statutory authorities, and exchange information and advice with them;

7.1.9 establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

7.1.10 acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

7.1.11 raise funds (whether by lawful trading activities or by inviting and receiving contributions from any person(s) or organisation(s) whatsoever, by way of subscription or otherwise);

7.1.12 sell, lease or otherwise dispose of all or any part of the property belonging to the Society (complying as appropriate with sections 36 and 37 of the Charities Act 1993 or with any statutory re-enactment or modification of these provisions);

7.1.13 set aside income as a reserve against future expenditure, in accordance with a written policy about reserves;

7.1.14 open and operate such bank or other accounts as the Council considers appropriate;

7.1.15 obtain and pay for such goods and services as are necessary for carrying out the work of the Society;

7.1.16 invest the moneys of the Society not immediately required for its Objects in or upon such investments, securities or property as may be thought fit subject to such conditions as may for the time being be imposed or required by law;

7.1.17 place any historic assets owned by or entrusted to the Society in any suitable museum upon such terms as the Council consider to be appropriate; and

7.1.18 do all such other lawful things as are necessary for the attainment of the Society's objectives.

7.2 No amendment of this Constitution nor any special resolution shall have retrospective effect to invalidate any prior act of the Council.

7.3 Any meeting of the Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Council.

7.4 Subject to the provisions of this Constitution, the Council may regulate their proceedings as they think fit.

7.5 If the number of members of the Council is less than the number fixed as the quorum in accordance with Clause 15.1.3, the continuing member or members of the Council may act only for the purpose of filling vacancies in accordance with Clause 8.7 or of calling an Annual General Meeting or an Extraordinary Meeting.

## **8. MEMBERSHIP OF THE COUNCIL**

### **8.1 Officers**

8.1.1 The Officers of the Society shall be a President, a Vice-President, the Immediate Past President, a Secretary, an Assistant Secretary, a Programme Secretary, a Treasurer, an Assistant Treasurer, an Excursions Secretary, a Librarian, an Editor of *The Geological Journal*, an Editor of *The North West Geologist*, an Archivist, a Publicity Officer, a Website Manager and a Publications Sales Manager

8.1.2 The President shall hold office for a period of two years, starting immediately after an Annual General Meeting and ending at the conclusion of the next but one Annual General Meeting. The Immediate Past President shall hold office until there is a successor to take over the role. The other Officers shall hold office for a period of one year, starting immediately after an Annual General Meeting and ending at the conclusion of the next following Annual General Meeting.

8.1.3 The President shall not be eligible for re-election as President for a second consecutive term. The Immediate Past President shall hold office ex officio. The other Officers shall be eligible to stand for immediate re-election.

### **8.2 Holding Trustees**

Three Holding Trustees shall be appointed by the Council for a period of four years, subject to the provisions of Clause 11.1.6. They shall be eligible for immediate re-appointment.

### **8.3 Ordinary Members**

8.3.1 The Ordinary Members of the Council shall hold office for a period of one year, starting immediately after an Annual General Meeting and ending at the conclusion of the next following Annual General Meeting.

8.3.2 Ordinary Members shall be eligible to stand for immediate re-election, *provided that* no-one shall serve as an Ordinary Member for more than three consecutive years.

### **8.4 Duplication of roles**

It shall be permissible for someone to be both (i) an Officer or an Ordinary Member and (ii) a Holding Trustee concurrently. Any such person shall be counted only once for the purpose of determining whether a meeting is quorate and shall have only one vote in any ballot.

### **8.5 Co-opted Members**

8.5.1 The service of any Co-opted Member may be terminated by the Council at any time and in any event shall not continue beyond the end of the next Annual General Meeting, unless the Co-opted Member has been elected to the Council by an Extraordinary Meeting in accordance with Clause 5.5.

8.5.2 No Co-opted Member shall be entitled to vote in any ballot concerning the possible termination of his or her services as a Co-opted Member.

8.5.3 No-one shall be co-opted in consecutive Sessions unless it be to fill a casual vacancy arising during the second such Session.

### **8.6 Nomination and election of Officers and Ordinary Members**

8.6.1 To be valid, nominations of willing candidates by Eligible Members in response to the Notice referred to in Clause 5.3 shall be in writing, shall show the name and signature of the proposer, and shall reach the Secretary by the date stated in the Notice; *provided that* this shall not prevent nominations being put forward at the meeting to which the Notice relates if there are fewer candidates than vacancies.

8.6.2 The Council shall itself prepare a list of nominations for each vacancy (which may include any name put forward by Eligible Members in accordance with Clause 8.6.1).

8.6.3 Members of the Society shall be notified of all valid nominations in accordance with Clause 5.4.

8.6.4 The Officers and Ordinary Members shall be elected at an Extraordinary Meeting held in accordance with Clause 5.5.

### **8.7 Casual vacancies**

8.7.1 The Council may fill any casual vacancy on the Council (other than that of the elected President) either by appointing another member of the Council or by co-opting an eligible Member (notwithstanding the limit imposed by Clause 6.2).

8.7.2 If the office of President falls vacant, the vacancy shall be filled by the Vice-President. Any such period of office shall be disregarded for the purpose of Clause 8.1.3.

### **8.8 Resignation from the Council**

8.8.1 Any member of the Council may submit his or her resignation from any office and/or from the Council at any time, provided that at least two members of the Council will remain in office when the notice of resignation is to take effect.

8.8.2 In such case, the effective date of withdrawal shall be 28 days after the receipt of written notification by the Secretary for by such other Officer as may be more readily available), or such earlier date as the Council may decide in the interests of the effective management of the Society.

### **8.9 Disqualification and removal of members of the Council**

Notwithstanding any earlier provisions of this Clause 8, a person shall cease to be an Officer and/or a Holding Trustee and/or a member of the Council if he or she:

8.9.1 is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 for any statutory re-enactment or modification of that provision);

8.9.2 ceases to be a Member;

8.9.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or

8.9.4 resigns in accordance with Clause 8.8.

## **9. RESPONSIBILITIES OF THE COUNCIL**

## 9.1 General responsibilities

9.1.1 The Council shall be responsible for setting the strategic aims, objectives and direction of the Society.

9.1.2 The Council shall be responsible for controlling the management and administration of the Society in accordance with the law and with this Constitution and shall act reasonably and prudently in all matters relating to the Society.

9.1.3 The Council shall be accountable for the solvency and continuing effectiveness of the Society and shall exercise overall control over the Society's financial affairs and property. It shall ensure that the way which the Society is administered is not open to abuse and that its systems of control are rigorous and constantly maintained.

9.1.4 The Council shall ensure that the income and property of the Society are applied solely towards the promotion of the Objects.

## 9.2 Specific responsibilities

9.2.1 The Council shall keep a Register of Members in accordance with Clause 3.10.

9.2.2 The Council shall maintain a Current Account with a bank or building Society, in the name of the Society, for day to day income and expenditure and may maintain a linked interest-paying short notice account where appropriate. Moneys that are not held in such accounts shall be held or invested in such other accounts, investments, securities and/or property as the Council considers to be in the best interests of the Society in accordance with the Powers set out in Clause 7.

9.2.3 The Council shall appoint Holding Trustees in accordance with Clause 8.2 and Authorised Signatories in respect of all accounts in the name of the Society in accordance with Clause 11.1.

9.2.4 The Council shall if applicable appoint Nominees or custodian trustees to hold investments on behalf of the Society, in accordance with Clause 11.2.

9.2.5 The Council may itself appoint a Full Member aged 18 or over as a Scrutineer, to scrutinise the Annual Accounts before they are presented by the Treasurer to the Council for approval. The Council may, or if required by law shall, propose to the Members for appointment by them at an Annual General Meeting an Independent Examiner or an Auditor to examine or audit the Annual Accounts before they are so presented by the Treasurer. In the latter event, the Council shall also propose to the Members for decision at the Annual General Meeting the rate of remuneration to be paid to the Independent Examiner or Auditor, without prejudice to Clause 11.3.3.

9.2.6 The Council shall ensure that any income due to the Society is received and that all tax and rating relief due is claimed.

9.2.7 The Council shall call Annual General Meetings and Extraordinary Meetings of the Society and meetings of the Council as required by this Constitution and shall keep minutes in accordance with Clause 15.1.6.

9.2.8 The Council shall keep appropriate accounting records, and shall approve written Annual Reports and Accounts and make them available to members in accordance with Clause 13.5.

9.2.9 If required by law, the Council shall prepare an Annual Return and transmit it together with copies of the Annual Report and Accounts to the Charity Commissioners in accordance with Clause 13.1.

9.2.10 The Council shall propose candidates for election as Officers and Ordinary Members of the Council, and rates of Subscription, in accordance with Clause 5.4 and Clause 8.6.2.

9.2.11 The Council shall be responsible for policy in respect of investment and for specific decisions on the investment of the Society's funds.

9.2.12 The Council shall keep in repair any buildings of the Society, except any that are required to be kept in repair by a tenant.

9.2.13 The Council shall be responsible for policies in respect of risk assessment, risk management and insurance and for specific decisions on the Society's insurances: *provided that* (as a minimum) the Council shall insure to their full value against fire and other usual risks any buildings of the Society, except any that are required to be insured by a tenant, and shall insure suitably in respect of public liability and, if applicable, employer's liability.

9.2.14 The Council shall be responsible for ensuring that suitably qualified new Officers are recruited as necessary to maintain the Society's effectiveness and that there is an effective induction package for new members of the Council.

9.2.15 The Council shall determine, implement and periodically review policies and procedures in respect of:

(9.2.15.1) the structure of the Society's finances

- (9.2.15.2) financial systems and controls
- (9.2.15.3) systems and controls for safeguarding non-financial assets
- (9.2.15.4) reserves
- (9.2.15.5) the investment of funds
- (9.2.15.6) risk assessment, risk management and insurance
- (9.2.15.7) an induction package for new members of the Council
- (9.2.15.8) the content and maintenance of a website.

9.2.16 The Council shall arrange an annual programme of Ordinary and Field Meetings and shall provide members of the Society with an annual membership card setting out such a programme as soon as reasonably practicable in each Session.

## **10. FUNCTIONS OF INDIVIDUAL OFFICERS**

Without prejudice to the shared responsibilities of all members of the Council, individual Officers shall undertake the following functions:

### **10.1 President**

The President shall: give leadership to the Society and to the Council; chair meetings of the Society and of the Council; and (over and above his or her duties as a Charity Trustee) deliver a lecture at the Ordinary Meeting which immediately follows the Annual General Meeting.

### **10.2 Vice-President**

The Vice-President shall chair meetings in the absence of the President.

### **10.3 Immediate Past President**

The Immediate Past President shall chair meetings in the absence of the President and the Vice-President

### **10.4 Secretary**

10.4.1 Unless the Council determines otherwise in any particular respect, the Secretary shall be responsible for the Society's nonfinancial administration, in accordance with this Constitution and decisions made by the Council.

10.4.2 The Council shall adopt and periodically review an itemised schedule of the Secretary's responsibilities.

### **10.5 Programme Secretary**

The Programme Secretary shall be responsible for the organisation and coordination of the programme.

### **10.6 Assistant Secretary**

The Assistant Secretary shall where necessary to the efficient administration of the Society, carry out functions of the Secretary in his or her absence and shall otherwise assist the Secretary as requested.

### **10.7 Treasurer**

10.7.1 Unless the Council determines otherwise in any particular respect, the Treasurer shall be responsible for the Society's financial administration, in accordance with this Constitution and decisions made by the Council.

10.7.2 The Council shall adopt and periodically review an itemised schedule of the Treasurer's responsibilities.

### **10.8 Assistant Treasurer**

The Assistant Treasurer shall, where necessary to the efficient administration of the Society, carry out functions of the Treasurer in his or her absence, and shall otherwise assist the Treasurer as requested.

### **10.9 Excursion Secretary**

The Excursion Secretary shall (i) be responsible for the organisation and smooth running of Field Meetings in accordance with the Council's Programme for the Session; and (ii) ensure that leaders of Field Meetings are briefed to ensure that all participants are aware of the appropriate sections of the Code for Geological Fieldwork (or the equivalent).

### **10.10 Librarian**

The Librarian shall be responsible for the Society's library, for providing access to Members and for

relations with any other library or libraries offering special access to Members, in accordance with decisions of the Council.

#### **10.11 Editor of The Geological Journal**

The Society's Editor of The Geological Journal shall assist the Editor in Chief on behalf of the Society.

#### **10.12 Editor of The North West Geologist**

The Society's Editor of The North West Geologist shall (together with any other such editors) be responsible for (i) receiving, selecting and editing papers submitted for publication, and (ii) for each issue: agreeing with the Council (which shall consult with any other interested bodies) a specification, the print run and printing arrangements, an availability date, and a budget; ensuring the printing of the required number of copies to an appropriate standard; and submitting an account to the Treasurer as soon as reasonably practicable after completion.

#### **10.13 Archivist**

The Archivist shall be responsible for the selection of items to be included in the Society's archive and for the preservation of such items.

#### **10.14 Publicity Officer**

The Publicity Officer shall be responsible for publicising the Society's activities and publications.

#### **10.15 Website Manager**

The Website Manager shall be responsible for the development and maintenance of the website and communication with the Membership.

#### **10.16 Publications Sales Manager**

The Publications Sales Manager shall be responsible for maintaining stocks of LGS publications, arranging storage of stocks and dealing with sales of LGS publications.

### **11. COUNCIL OR SOCIETY APPOINTMENTS**

#### **11.1 Authorised Signatories**

11.1.1 For the Society's Current Account(s) (and, where appropriate, for any linked interest-paying short notice account), the Council shall appoint the Treasurer and not less than two other members of the Council to act as Authorised Signatories.

11.1.2 For each other account or investment that is held in the name of the Society, the Council shall appoint the Treasurer and the Holding Trustees appointed in accordance with Clause 8.2 to act as Authorised Signatories.

11.1.3 The Council shall determine from time to time how many and which signatures shall be required on any instructions regarding an account or investment that is held in the name of the Society, *provided that* at least two signatures shall be required at all times.

11.1.4 Authorised Signatories shall give all instructions in writing, unless the Council have given specific written authorisation for another mode of communication.

11.1.5 Authorised Signatories shall act only in accordance with Council policy and operational decisions.

11.1.6 The Council may terminate the appointment of an Authorised Signatory at any time.

#### **11.2 Nominees and custodian trustees**

11.2.1 The Council shall ensure that (i) the title to any Land held by or In Trust for the Society that is not vested in the Official Custodian of Charities and (ii) the title to all investments held by or on behalf of the Society that are not held in the name of the Society is vested either in not less than three individuals appointed by them as Nominees or in a corporation entitled to act as custodian trustee.

11.2.2 Without prejudice to the generality of Clause 11.2.1, where there are investments that are not held in the name of the Society, the Council shall, so far as reasonably practicable, appoint two Holding Trustees and the Treasurer to act as Nominees and hold such investments of the Society in their names on behalf of the Society.

11.2.3 The Council shall fill any casual vacancy in the post of Nominee promptly.

11.2.4 Any Nominee who is not a member of the Council must (i) be a Full Member aged 18 or over or an Honorary Member and (ii) not be disqualified by law.

11.2.5 Any Nominee who is not a member of the Council shall not have any role in the management of the Society.

11.2.6 The terms of the appointment of any Nominees shall provide that:

11.2.6.1 they may act only in accordance with lawful written directions of the Council and that, if they do so and are not themselves members of the Council, they be liable for acts and defaults of the Council or of the Members;

11.2.6.2 if the Treasurer is not a Nominee, they must promptly let the Treasurer have copies of statements of capital and/or income in respect of their holdings and such other information as he or she may require to facilitate the maintenance of the Society's accounting records and the preparation of the Society's Annual Accounts;

11.2.6.3 they must co-operate with any person appointed in accordance with Clause 9.2.5 to scrutinise, examine or audit the Annual Accounts, in order to assist him or her verify the Society's investments and the income arising therefrom, and

11.2.6.4 the Council may terminate their appointment at any time

### **11.3 Scrutineer, Independent Examiner or Auditor**

11.3.1 The Council may (or, if so required by law, shall) appoint (or propose) in respect of any Financial Year a person to scrutinise, examine or audit the Annual Accounts in accordance with Clause 9 2.5.

11.3.2 Such a person shall provide such form of certification as the Council shall determine in writing or (where the appointment is required by law) such form of certification as may be required by law.

11.3.3 The Council shall fill any casual vacancy in the post of Scrutineer, Independent Examiner or Auditor as soon as reasonably practicable and shall determine any consequent remuneration.

### **11.4 Other appointments**

The Council may make such other appointments as it considers necessary or desirable from time to time.

### **11.5 General provisions regarding appointments**

11.5.1 All appointments shall be confirmed in writing by the Secretary, giving the nature, effective date and concluding date of the appointment, and such other details of the appointment as are required by this Constitution or as the Council may deem appropriate.

11.5.2 Any appointment made by the Council with a fixed concluding date may be renewed at the discretion of the Council.

11.5.3 The Council shall make a new appointment to fill any casual vacancy. In such circumstances, they may determine that the new appointment shall end at the date that the former appointment had been due to end if it had run its full course.

11.5.4 Any person appointed by the Council may resign from the appointment at any time. In such case, the effective date of withdrawal shall be 28 days after the receipt of written notice of resignation by the Secretary (or by such other Officer as may be more readily available) , or such earlier date as the Council may decide in the interests of the effective management of the Society.

## **12. AWARDS**

Without prejudice to the generality of Clause 7.1.6, the Council may make the following awards at its absolute discretion

### **12.1 The Liverpool Geological Society Prizes**

12.1.1 Monetary awards may be made annually to a present or immediate past student of The University of Liverpool and/or of The Liverpool John Moores University, respectively, for special academic achievement in geology and/or related science(s).

12.1.2 Any such awards shall be made on the invited recommendations of the heads of the faculties or departments of earth sciences (or the equivalent) at such universities.

### **12.2 The Wallace Pitcher Prizes**

12.2.1 With a view to stimulating and encouraging geological fieldwork, monetary or other awards may be made annually to individuals or groups at primary, secondary and/or tertiary educational institutions and/or who are no longer engaged in full-time education, based on excellence in relevant work submitted to the Society for evaluation.

12.2.2 The recipients of any such awards shall be selected on the recommendation of an advisory group of Members established by the Council as required.

### **12.3 The Liverpool Geological Society Medal**

12.3.1 An occasional award of a medal may be made to a person who is considered to have made an

outstanding contribution to the advancement of geology and/or of related science(s), or of their application, and/or to the activities of the Society in furtherance of its Objects.

12.3.2 Any such award shall be made by the Council after seeking such external opinion as it considers appropriate.

### **13. ANNUAL REPORT, ANNUAL RETURN AND ACCOUNTS**

13.1 The Council shall comply with any obligations under the Charities Act 1993 (or under any statutory re-enactment or modification thereof) with regard to:

13.1.1 the preparation of an annual report;

13.1.2 the transmission of the annual report to the Charity Commission;

13.1.3 the preparation of an annual return and its transmission to the Charity Commission;

13.1.4 the keeping of accounting records for the Society;

13.1.5 the preparation of annual statements of account for the Society;

13.1.6 the transmission of the annual statements of account to the Charity Commission.

13.2 Reports and accounts shall be prepared in accordance with applicable provisions of any Statement of Recommended Practice published by the Charity Commission, unless the Council become obliged to prepare accounts in accordance with applicable provisions of such a Statement prepared by another body.

13.3 The Council shall approve an Annual Report and Annual Accounts (together the 'Annual Report and Accounts') in accordance with Clause 9.2.8.

13.4 The form of the Annual Report and Accounts shall comply with all applicable statutory requirements and shall have regard to all applicable recommendations published by the Charity Commission.

13.5 Every Member shall be entitled to receive a copy of each Financial Year's Annual Report and Accounts in accordance with Clause 3.12.4. Copies shall be available at the place of the Annual General Meeting at least 30 minutes before the commencement of such meeting and any Member may elect to receive a copy either through the post by submitting a written request to the Secretary or, if offered as an option by the Council electronically by accessing the Society's website; a note to this effect shall be included in the Notice calling the Annual General Meeting.

### **14. REGISTERED PARTICULARS**

The Council shall notify the Charity Commission promptly of any changes that become necessary in the Society's entry in the Central Register of Charities.

### **15. BUSINESS MEETINGS**

#### **15.1 All business meetings**

##### **15.1.1 Notices**

15.1.1.1 Notices calling any Annual General Meeting, Extraordinary Meeting or meeting of the Council or of a Council Committee shall include the date, time and place of the meeting, the general nature of the business to be transacted, and, where applicable, the reasons for requisitioning the meeting.

15.1.1.2 A Notice calling any Annual General Meeting or Extraordinary Meeting shall also include any motions to be considered, together with an indication as to whether they are to be proposed by the Council or have been submitted by individual Eligible Members in accordance with Clause 3.13.

15.1.1.3 Any Notice required by this Constitution to be given to any Member shall be in writing or (at the option of the Council and with the consent of the Member) given using electronic communications.

15.1.1.4 Notice may be given to a Member either personally, or by sending it by post in a prepaid second class delivery envelope addressed to the Member at his or her address, or by leaving it at the address of the Member, or (where in accordance with Clause 15.1.1.3) by giving it using electronic communications to the Member's address.

15.1.1.5 Notwithstanding any other provisions of this Constitution, a Member who does not register a postal address with the Society or who registers a postal address that is not within the British Isles shall not be entitled to receive any Notice from the Society, unless it has been agreed to use electronic communications in accordance with Clause 15.1.1.3.

15.1.1.6 A Member present in person at any meeting of the Society shall be deemed to have received Notice of the meeting and of the purposes for which it was called.

15.1.1.7 Proof that an envelope containing a Notice was properly addressed, prepaid and posted shall be conclusive evidence that the Notice was given. Proof that a Notice contained in an electronic communication was properly addressed and sent shall be conclusive evidence that the Notice was given.

15.1.1.8 A Notice shall be deemed to be given 48 hours after the envelope containing it was posted or in the case of an electronic communication, 24 hours after it was sent.

15.1.1.9 The non-delivery or late-delivery of any Notice required by this Constitution shall not invalidate the proceedings of a meeting to which it relates.

### **15.1.2 Chairing of meetings**

15.1.2.1 Meetings shall normally be chaired by the President, Vice-President or Immediate Past President in accordance with Clauses 10.1, 10.2 and 10.3.

15.1.2.2 If this is not reasonably practicable, the meeting shall be chaired by another member of the Council, who has been nominated by the Council or by the members of the Council present at the meeting.

15.1.2.3 If, in the case of an Annual General Meeting or an Extraordinary Meeting, there is only one member of the Council present and willing to act, he or she shall chair the meeting.

15.1.2.4 If, in the case of an Annual General Meeting or an Extraordinary Meeting, no member of the Council is present and willing to chair the meeting, the Eligible Members Present shall choose one of their number to chair the meeting.

### **15.1.3 Quorums**

15.1.3.1 The quorum at an Annual General Meeting or an Extraordinary Meeting shall be 15 Eligible Members or one-tenth of the Eligible Membership at the time, whichever is the greater. The quorum at a meeting of the Council shall be five. The quorum at any meeting of a Committee of the Council shall be such number (being not less than two) as may be decided from time to time by the Council.

15.1.3.2 A member of the Council may not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

15.1.3.3 Subject to Clause 7.5. no business shall be conducted at any Annual General Meeting or Extraordinary Meeting of the Society or at any meeting of the Council or of a Committee of the Council unless a quorum is present and no decision may be made by a meeting of the Council or of a Committee of the Council unless a quorum is present at the time the decision is purported to be made.

15.1.3.4 If a quorum is not present at (or, at the discretion of the person chairing the meeting, within up to half an hour from) the time appointed for a meeting within the scope of Clause 15.1.3.3, or if during such a meeting a quorum ceases to be present, the meeting shall be adjourned.

15.1.3.5 In the case of the Annual General Meeting or an Extraordinary Meeting, any adjournment in accordance with Clause 15.1.3 4 shall be to such time and Place as the Council shall determine. The Council shall reconvene the meeting and shall give at least seven clear days' Notice of the reconvened meeting, counting from the date on which the Notice is deemed to have been given in accordance with Clause 15.1.1.8. If no quorum is present at the reconvened meeting within five minutes of the time specified for the start of the meeting, the Eligible Members Present at that time shall constitute a quorum for that meeting.

### **15.1.4 Adjournments**

15.1.4.1 The Members present and entitled to vote at a meeting may resolve that the meeting be adjourned.

15.1.4.2 The person who is chairing the meeting shall decide the date, time and place at which the meeting is to be reconvened, unless those details are specified in the resolution.

15.1.4.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

15.1.4.4 If a meeting is adjourned for more than seven days by a resolution of the Members present and entitled to vote, at least seven clear days' Notice shall be given of the reconvened meeting, counting from the date on which the Notice is deemed to have been given in accordance with Clause 15.1.1.8.

### **15.1.5 Votes**

All questions arising at any meeting shall be decided by a simple majority of those present, entitled to vote and voting. No person shall exercise more than one vote, except that in the case of an equality of votes the person chairing the meeting shall have a second or casting vote.

### **15.1.6 Minutes**

The Council shall keep minutes of:

15.1.6.1 any appointments of Officers, Holding Trustees or other members of the Council made by the Council;

15.1.6.2 all appointments made by the Council in accordance with Clause 11;

15.1.6.3 all proceedings at Annual General Meetings or Extraordinary Meetings and;

15.1.6.4 all meetings of the Council and of any Committee of the Council, including the names of the members of the Council present at the meeting, the decisions made at the meeting, and where appropriate the reasons for the decisions.

### **15.2 Annual General Meetings and Extraordinary Meetings**

15.2.1 Any Annual General Meeting or Extraordinary Meeting shall transact only the business given in the Notice of the meeting.

15.2.2 Apart from any motions submitted by the Council, not fewer than two Eligible Members may submit a motion. No such motion may be debated or put to the vote unless it has been proposed and seconded by Eligible Members attending the meeting.

15.2.3 Any proposed amendment to a motion given in the Notice of any Annual General Meeting or Extraordinary Meeting shall be in writing, shall show the names and signatures of the proposer and seconder, and shall reach the Secretary not later than seven clear days before the date of such meeting.

### **15.3 Annual General Meetings**

15.3.1 An Annual General Meeting of the Society shall be held in accordance with Clause 5.7.

15.3.2 The Council shall give notice of each Annual General Meeting to each Member, making it clear that the meeting is to be an Annual General Meeting.

15.3.3 The minimum period of Notice required to hold an Annual General Meeting is seven clear days from the date on which the Notice is deemed to have been given in accordance with Clause 15.1.1.8.

15.3.4 At an Annual General Meeting the business shall include:

15.3.4.1 agreeing the minutes of the previous Annual General Meeting and consideration of any matters arising;

15.3.4.2 receipt and consideration of the Annual Report and Accounts;

15.3.4.3 if applicable in accordance with Clause 9.2.5, appointment of an Independent Examiner or Auditor and determination of their remuneration;

15.3.4.4 transaction of such other matters as may from time to time be necessary and given in the notice of the meeting

15.3.4.5 discussion of any other business that may be raised at the meeting;

15.3.5 Apart from any motion(s) submitted by the Council, any motion(s) to be put to an Annual General Meeting shall be in writing, shall show the names and signatures of the proposer and the seconder, and shall reach the Secretary not later than 10th September preceding such meeting.

15.3.6 Copies of the Annual Report and Accounts shall be available in advance of each Annual General Meeting in accordance with Clause 13.5.

### **15.4 Extraordinary Meetings**

15.4.1 An Extraordinary Meeting shall be held each year in accordance with Clause 5.5, and with Notices given in accordance with Clauses 5.3 and 5.4, for electing Officers and Ordinary Members of the Council, and for determining the rates of Subscription for the following Session.

15.4.2 The President may at any time at his or her discretion, and the Secretary shall (i) after receiving a written request to do so signed by at least 10 Eligible Members or one-tenth of the eligible membership, whichever is the greater, and stating the nature of the business that is to be discussed, or (ii) following a simple majority vote of members of the Council present at a properly constituted meeting of the Council, call an Extraordinary Meeting to transact business other than the matters designated in Clause 15.4.1. At the discretion of the Council, any such business may either be the subject of a separate meeting or be included in the agenda for a meeting in accordance with Clause 15.4.1. In either event, not less than seven days' Notice of the meeting shall be given to all Members, counting from the date on which the Notice is deemed to have been given in accordance with Clause 15.1.1.8.

15.4.3 Apart from any motion(s) submitted by the Council, any motion(s) to be put to an Extraordinary Meeting shall be in writing, shall show the names and signatures of the proposer and the seconder, and

shall accompany the request for a meeting given in accordance with Clause 15.4.2.

15.4.4 If the Council fails to hold a meeting requested by Eligible Members in accordance with Clause 15.4.2 within 28 days of the request, the Eligible Members may proceed to call an Extraordinary Meeting but in doing so they must comply with the provisions of this Constitution.

## **15.5 Meetings of the Council**

15.5.1 The Council shall meet as necessary to ensure the effective management of the Society's affairs and in any event, not less than twice in each Session.

15.5.2 The date, time and place of any meeting of the Council shall be decided either by arrangement at a prior meeting or (unless shorter notice is accepted by all members of the Council) by not less than seven clear days' Notice in accordance with Clause 15.1.1, counting from the date on which the Notice is deemed to have been given in accordance with Clause 15.1.1.8, by the Secretary (or, where applicable in accordance with Clause 15.5.3. by the President) to each member of the Council.

15.5.3 The President or the Secretary may at any time, and the Secretary shall within 21 clear days of receiving a written request to do so signed by at least four members of the Council (or by such smaller number as may be decided from time to time by the Council) and giving reasons for the request, call a meeting of the Council. In the case of a meeting requisitioned by members of the Council, the Secretary shall ensure that the meeting is held as soon as reasonably practicable.

15.5.4 Any member of the Council may have an item of business included in the Notice of a meeting of the Council by giving Notice of the matter to be included to the Secretary (with any related documents to be circulated) in reasonable time for inclusion in (or, as the case may be, with) the Notice of the meeting. Failing this, any member of the Council may give Notice of the matter (with any related documents) directly to all members of the Council at least seven clear days in advance of the meeting.

15.5.5 Any meeting of the Council shall transact only the business given in the Notice of the meeting, together with any other business that may be agreed. In accordance with Clause 15.1.5, by the members of the Council present at the meeting.

15.5.6 The proceedings of the Council shall not be invalidated by any failure to elect, or by any defect in the election, appointment or qualification of any of its members.

15.5.7 A member of the Council shall absent himself or herself from any discussions of the Council which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including, but not limited to, any personal financial interest) and take no part in the voting upon such matter. In this Clause 15.5.7, 'personal interest' shall include the interest of any person, firm or company connected with the member of the Council.

15.5.8 The person appointed to chair meetings of the Council shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the Council.

15.5.9 A resolution in writing signed by all the members of the Council entitled to receive Notice of a meeting of the Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. The resolution in writing may consist of several documents containing the text of the resolution in like form, each signed by one or more members of the Council.

## **16. COMMITTEES OF THE COUNCIL**

16.1 The Council may delegate any of their powers or functions to a Committee of two or more of its Members.

16.2 The Council may impose conditions when delegating, including the conditions that:

16.2.1 the relevant powers are to be exercised exclusively by the Committee to whom they delegate;

16.2.2 no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Council.

16.3 The terms and conditions of any delegation shall be recorded in the minutes.

16.4 The Council may revoke or alter a delegation.

16.5 A resolution in writing signed by all those members of the Council who are entitled to receive Notice of a meeting of a Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. The resolution in writing may consist of several documents containing the text of the resolution in like form each signed by one or more members of the Committee.

16.6 All acts and proceedings of any Committees must be fully and promptly reported to the Council.

## **17. IRREGULARITIES IN PROCEEDINGS**

17.1 Subject to Clause 17.2 all acts done by a meeting of the Council or of a Committee of the Council shall be valid notwithstanding the participation in any vote of a member of the Council who:

17.1.1 was disqualified from holding office;

17.1.2 had previously retired or had been obliged by this Constitution to vacate office;

17.1.3 was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; if, without the vote of that member of the Council and without him or her being counted in the quorum the decision has been made by a majority of the members of the Council at a quorate meeting.

17.2 Clause 17.1 does not permit a member of the Council to keep any benefit that may be conferred by him or her by a resolution of the Council or of a Committee of the Council, if the resolution would otherwise have been void.

17.3 No resolution or act of the Council, of any Committee of the Council, or of the Society in an Annual General Meeting or an Extraordinary Meeting shall be invalidated by reason of the failure to give Notice to any member of the Council or Member or by reason of any procedural defect in the meeting, unless it is shown that the failure or defect has materially prejudiced a Member or a beneficiary of the Society.

## **18. RULES AND BYE-LAWS**

18.1 The Council may from time to time make Rules or Bye-laws for the conduct of its business; provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

18.2 The Council shall adopt such means as they think sufficient to bring any Rules or Bye-laws to the notice of Members.

18.3 Any Rules or Bye-laws shall be binding on all Members.

18.4 Eligible Members have the power to alter, add to, or repeal any Rules or Bye-laws at an Annual General Meeting or an Extraordinary Meeting in accordance with the provisions of this Constitution.

18.5 Rules or Bye-laws may regulate the following matters, but are not restricted to them:

18.5.1 the admission of Members, the rights and privileges of Members, and the Subscriptions and other payments to be made by Members;

18.5.2 the conduct of Members in relation to one another;

18.5.3 the procedure at Annual General Meetings, at Extraordinary Meetings, at meetings of the Council, and/or at meetings of any Committees of the Council, insofar as such procedure is not regulated by this Constitution.

18.5.4 the keeping and authenticating of records (If regulations made under this Clause 18.5.4 permit records of the Society to be kept in electronic form and require a member of the Council to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

18.5.5 generally, all such matters that are commonly the subject matter of the rules or bye-laws of an unincorporated association.

## **19. AMENDMENT OF THE CONSTITUTION**

19.1 Subject to the following provisions of this Clause 19, this Constitution may be amended by a resolution passed at an Annual General Meeting or an Extraordinary Meeting called under and subject to the provisions of Clause 15, provided that the Notice of the meeting shall include notice of the resolution setting out the terms of the amendment proposed, no amendment may be made which would have the effect of making the Society cease to be a Charity; no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the Members or of donors to the Society; and no amendment may be made to Clause 1. Clause 3.14, Clause 6.4, Clause 7.1.16, Clause 9.1.4, Clause 15.5.7, this Clause 19 or Clause 20 without the prior written consent of the Charity Commission.

19.2 The Council shall send to the Charity Commission a copy of any resolution amending this Constitution within 21 days of it being passed and keep a copy of any such resolution with this Constitution.

## **20. DISSOLUTION**

20.1 If the Council decide at any time by a simple majority that it is necessary or advisable to dissolve the Society, it shall call an Extraordinary Meeting of all Members of the Society under and subject to the provisions of Clause 15, *provided that* not fewer than 21 days' Notice (stating the terms of the resolution to be proposed) shall be given, counting from the date on which the Notice is deemed to have been given in accordance with Clause 15.1.1. 8. If the proposal is confirmed by a simple majority of Eligible Members

present and voting, the Council shall have the 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 (subject to Clause 20.2) be given or transferred to such other charity or charities having objects similar to the Objects of the Society as the Council may determine or shall be applied in such other manner as the Charity Commissioners may approve in writing in advance.

20.2 The Eligible Members may pass a resolution before or at the same time as the resolution to dissolve the Society, specifying the manner in which the Council are to apply the remaining property or assets of the Society and the Council shall comply with the resolution if it is otherwise consistent with Clause 20.1.

20.3 In no circumstances shall the net assets of the Society be paid to or distributed among the Members of the Society.

20.4 The Council must notify the Charity Commissioners promptly that the Society has been dissolved. If the Council is obliged to send to the Charity Commissioners the Society's accounts for the accounting period which ended before the Society's dissolution, it must send to the Charity Commissioners the Society's final accounts.