

## **BRITISH ORCHID COUNCIL**

Registered Charity No. 1002945

# **CONSTITUTION**

### **1. Name and Definitions of some words and phrases used in this document**

- 1.1. The name of the organisation is The British Orchid Council, also referred to as “BOC”
- 1.2. “Delegate” means any person who has the right to attend Council Meetings.
- 1.3. “In Writing” and “Written” mean communication by letter or email.

### **2. Purpose**

- 2.1. The purpose of the British Orchid Council is to promote for the public benefit all aspects of the study, cultivation, breeding and conservation of orchid species and hybrids, by means of exhibitions, lectures, shows, and instructive literature.
- 2.2. To do all such other lawful things as shall be necessary to attain the above objects.

### **3. Membership**

- 3.1. Membership is open to organisations whose aims are consistent with those of BOC. An annual fee is payable.
- 3.2. Different groups of applicants will have different criteria to meet.
  - 3.2.1. Amateur Orchid Societies must demonstrate activity in the culture and study of orchids.
  - 3.2.2. Orchid trade associations must have an active membership of at least five trading members.

3.2.3. Other organisations with a major interest in orchids will be considered individually. For example, Botanical Gardens might need to have, or plan to have, a significant orchid collection.

3.3. Member Organisations can appoint up to two people to act as their Delegates at Council Meetings. Each Member Organisation will have two votes at Council Meetings. These may be cast by either or both Delegates.

3.4. Delegates of Amateur Societies cannot be persons deriving their main source of income from the orchid trade – plants or sundries.

3.5. The Executive Committee, as defined in paragraph 4 below, will seek to ensure that the interests of the British Orchid Council are upheld at all times.

3.5.1. The Executive Committee may propose the removal from BOC of any organisation or individual, whose conduct is unacceptable

3.5.2. This will be done by means of a resolution to a Council Meeting. After a discussion where the organisation or individual has the right to speak, the matter will be decided by a simple majority vote.

3.5.3. The organisation or individual concerned may make a single request for deferment of the discussion to the next ordinary Meeting of Delegates if they would otherwise be unable to attend.

#### **4. Executive Committee**

4.1. The Executive Committee will conduct the day to day business of BOC.

4.2. The Executive Committee will be the Trustees of BOC responsible to the Charity Commission.

4.3. The Executive Committee will consist of the following officers who can serve with the following limitations to their term of office, subject to annual re-election at the AGM:

Chairman	3 years
Vice-Chairman	3 years
Secretary	5 years
Treasurer	5 years
Minutes Secretary	5 years.

When the end of terms of office for Chairman, Treasurer and Secretary coincide one of those officers may continue for an additional year.

- 4.4. If, at a subsequent AGM, a member of the Executive Committee seeks annual re-election but is no longer a Delegate of a Member Organisation, they may be co-opted to the role under paragraph 6.11 below and continue as a Trustee.
- 4.5. After serving a term in office, Officers will not be eligible for election to a further term in the same office until one full year has elapsed after serving in that role.
- 4.6. The Executive Committee will meet as and when necessary, having a minimum of one meeting per annum.
- 4.7. Any three Officers of the Executive Committee will constitute a quorum.
- 4.8. Minutes will be kept for all Executive Committee meetings.
- 4.9. The Secretary will provide reports and summarised conclusions of Executive Committee meetings to the next Ordinary Council Meeting.

## **5. President and Vice-Presidents**

- 5.1. A President may be elected at the Annual General Meeting to serve for the following year, there being no limitation to term of office. The President will have a vote at Council Meetings.
- 5.2. Vice-Presidents may be appointed by a simple majority vote at a Council Meeting. Vice Presidents have the right to attend Council Meetings but not, by virtue of their Vice-Presidency, to vote.

5.3. Vice-Presidents are appointed in perpetuity unless the appointment is cancelled by a simple majority vote at a Council Meeting.

## 6. Council Meetings

6.1. The two Delegates from each Member Organisation, the President if one is in post, the Vice-Presidents, if any are currently appointed, and any person co-opted to a specific role under paragraph 6.11 below have the right to attend any Council Meeting.

6.2. All items to be placed on the agenda of a Council Meeting must be received by the Secretary in writing at least six weeks before the meeting.

6.3. Proposals on which a vote is required will be described on the agenda or on an attached document. Such proposals cannot be changed significantly at the meeting at which the vote is taken.

6.4. Agendas for Council meetings must reach Delegates at least 28 days prior to a meeting to allow time for them to discuss issues with members of their own organisation.

6.5. Minutes will be dispatched to Delegates as soon as possible following meetings.

6.6. A minimum of two and a maximum of four **Ordinary Meetings of Council** will held during the year.

6.7. An **Annual General Meeting of Council** (AGM) must be held before the end of April each calendar year. It may be held on the same day as an Ordinary Meeting.

6.8. Dates and places of the Annual General and Ordinary Meetings of Council will be decided at a Council Meeting.

6.9. An **Extraordinary General Meeting of Council** (EGM) can be initiated by either:

- 6.9.1. The Executive Committee dispatching 28 days notice in writing to everyone who has a right to attend a Council Meeting, or
- 6.9.2. 25% of Member Organisations of BOC lodging a request in writing with the Secretary who will give written acknowledgement within 28 days of receipt. The Executive Committee will then arrange a meeting as soon as possible, but no later than five months following receipt of the request.
- 6.9.3. An EGM may be held on the same day as an ordinary meeting
- 6.10. Delegates who are unable to attend a Council Meeting, including an AGM and EGM, may vote on resolutions included on the agenda. Voting in these circumstances will be in accordance with arrangements circulated with the agenda and will direct that the Secretary must receive votes in writing at least 24 hours prior to the Meeting.
- 6.11. A Council Meeting may, by a simple majority vote, co-opt an individual who is not a Delegate to undertake one or more specific roles.
- 6.11.1. Such individuals then become Co-opted Delegates for such time as they fulfil their specific role(s).
- 6.11.2. Each Co-opted Delegate will have a single vote.
- 6.12. All activities and events organised under the aegis of BOC will be subject to overall approval by a Council Meeting, and will be run in accordance with the aims of BOC.
- 6.13. Subject to a simple majority vote at a Council Meeting, BOC may become a member of any organisation whose aims are consistent with those of BOC and where such membership furthers the aims of BOC. The Meeting will appoint a representative to be the contact with any such organisation.

## **7. Working Groups**

- 7.1. A Council Meeting may set up Working Groups to undertake specific agreed tasks, short or long term. The duration of such tasks may be undefined. A Council Meeting has the power to dissolve a Working Group.
- 7.2. A Council Meeting will appoint a leader for each Working Group. At appointment, any Working Group leader who is not already a Delegate must be co-opted under paragraph 6.11.
- 7.3. Working Groups will have terms of reference agreed by the Council Meeting.
- 7.4. The majority of members in a Working Group will be Delegates. With the agreement of a Council Meeting, Working Groups may co-opt additional people with relevant skills, knowledge or resources. Co-opted members of Working Groups do not automatically become Co-opted Delegates to BOC.
- 7.5. The leader of each Working Group will submit a report of activities to Council Meetings.
- 7.6. Working Groups will be responsible to the Executive Committee.
- 7.7. Members of the Executive Committee will have the right of attendance at Working Group meetings. Minutes of Working Group Meetings will be circulated to members of the Executive Committee. Where a Working Group conducts its business electronically, the Working Group leader must keep the Executive Committee informed.
- 7.8. The powers of the Executive Committee may not be delegated to Working Groups.

## **8. Finances**

- 8.1. Any bank accounts maintained by BOC must be in the name of BOC. Signatories to any BOC bank accounts will be any two from the three officers: Chairman, Secretary, Treasurer.
- 8.2. The Treasurer must arrange for the BOC's annual accounts to be independently examined prior to the AGM.
- 8.3. The appointment of an independent examiner must be approved by a Council Meeting.
- 8.4. The Independent Examination can be undertaken by a Delegate who is not an Officer of BOC or by an external independent examiner.
- 8.5. A copy of the examined accounts must be circulated with the agenda for the Annual General Meeting.
- 8.6. The subscription payable by Member Organisations will be decided at the Annual General Meeting and will be due annually on first day of the BOC financial year. Any agreed change of subscription amount or arrangements will take effect no earlier than the beginning of the BOC financial year following the AGM at which the change was agreed.

## **9. Amendments to the Constitution**

- 9.1. The Constitution may be amended if seventy-five per cent of votes cast are in favour of such a proposal at a properly notified Annual or Extraordinary General Meeting of Council.
- 9.2. No amendment will be made to clauses 2.1, 2.2, 2.3, 9.1, 9.2, 9.3, 10.1 or 10.2 without the prior approval in writing from the Charity Commission.
- 9.3. No amendment will be made which could have the effect of causing the British Orchid Council to cease to be a charity at law.

## **10. Dissolution of the British Orchid Council**

10.1. The British Orchid Council can be dissolved if seventy-five per cent of votes cast are in favour of such a proposal at a properly notified Annual or Extraordinary General Meeting of Council.

10.2. In the event of the dissolution of the British Orchid Council, all monies and trophies will continue to be held on public charitable **trusts** and as such will be passed to The Royal Horticultural Society.

End of Constitution.

Further clarifications, explanations and working practices of BOC may be found in the document entitled "Policies and Procedures of The British Orchid Council".

(As at 3rd July 2011 this document is still in preparation by Ian Parsons).