

# **Lincolnshire Deer Group Constitution**

## adopted on the 27 October 2008

### **1. Adoption of the Constitution**

The association and its property will be administered and managed in accordance with the provisions of this constitution.

### **2. The Name**

The association's name is the "Lincolnshire Deer Group" (and in this document it is called the Group).

### **3. The Objects**

The Group's objects (the Objects) are:

- To build consensus among partners and producing and endorsing consistent and balanced advice and assimilating information.
- Raising awareness of the public, politicians, local government and land owners and managers of the need for a co-operative and coordinated approach to deer management and welfare.
- Assisting with the formulation of local deer management strategies.
- Promoting deer management best practice with regard to safety, humaneness, monitoring and research.
- Promoting a responsible approach towards deer management within a framework of sustainable management of the deer population.
- Exchanging and disseminating information to the membership and other deer related groups.
- Advising on deer management and the effective control of poaching.
- Promoting the sale of wild venison and the establishment of a sustainable market.

#### **4. Officers and Trustees**

- (1) The Group and its property shall be managed and administered by a committee known as the “Steering Group” comprising the Officers and other members elected in accordance with this Constitution. The Officers and other members of the Steering Group shall be the Trustees of the Group and in this constitution are together called “the Trustees”. However, notwithstanding the use of the words “Trustee” and “Trustees” no trust shall be implied.
- (2) The Group shall have the following Officers:
  - A chair
  - A secretary
  - A treasurer
- (3) A Trustee must be a member of the Group or the nominated representative of an organisation that is a member of the Group.
- (4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 19.
- (5) The number of Trustees shall be not less than three but (unless otherwise determined by a resolution of the Group in general meeting) shall not be subject to any maximum.
- (6) The first Trustees (including Officers) shall be those persons elected as Trustees and Officers at the meeting at which this constitution is adopted.
- (7) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

#### **5. Application of the Income and Property**

- (1) The income and property of the Group shall be applied solely towards the promotion of the Objects.
- (2) A Trustee may pay out of, or be reimbursed from, the property of

the Group reasonable expenses properly incurred by him or her when acting on behalf of the Group.

- (3) None of the income or property of the Group may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Group. This does not prevent:
- (a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Group;
  - (b) a Trustee from:
    - (i) buying goods or services from the Group upon the same terms as other members or members of the public;
    - (ii) receiving a benefit from the Group in the capacity of a beneficiary of the Group, provided that the Trustees comply with the provisions of sub clause (5) of this clause, or as a member of the Group and upon the same terms as other members;
  - (c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustees or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Group but excluding:
    - (i) fines;
    - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Trustee;
    - (iii) liabilities to the Group that result from conduct that the Trustee knew or ought to have known was not in the best interests of the Group or in respect of which the person concerned did not care whether that conduct was in the best interests of the Group or not.

- (4) A Trustee may:
  - (a) sell goods, services or any interest in land to the Group;
  - (b) be employed by or receive any remuneration from the Group;
  - (c) receive any other financial benefit from the Group, if:
  - (d) the benefit is permitted by sub-clause (3) of this clause; or
  - (e) the benefit is authorised by the Steering Group in accordance with the conditions in sub-clause (5) of this clause.
- (5) (a) If it is proposed that a Trustee should receive a benefit from the Group that is not already permitted under sub-clause (3) of this clause, he or she must:
  - (i) declare his or her interest in the proposal;
  - (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
  - (iii) not be counted in determining whether the meeting is quorate;
  - (iv) not vote on the proposal.
- (6) A Officer must absent himself or herself from any discussions of the Officers in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Group and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

## **6. Dissolution**

- (1) If the members resolve to dissolve the Group the Officers will remain in office and be responsible for winding up the affairs of the Group in accordance with this clause.

- (2) The Officers must collect in all the assets of the Group and must pay or make provision for all the liabilities of the Group.
- (3) The Officers must apply any remaining property or money
  - (a) directly for the Objects;
  - (b) by transfer to any Group or charities for purposes the same as or similar to the Group;
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Group specifying the manner in which the Officers are to apply the remaining property or assets of the Group and the Officers must comply with the resolution if it is consistent with paragraphs (a)-(b) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the Group be paid to or distributed among the members of the Group

## **7. Amendments**

The Group may amend any provision contained in this Constitution provided that any resolution to amend a provision of this constitution is passed by not less than three quarters of the members present and voting at a general meeting (being either the Annual General Meeting or a Special General Meeting).

## **8. Membership**

- (1) Membership is open to individuals or organizations that are approved by the Steering Group.
- (2)
  - (a) The Steering Group may refuse an application for membership if, they consider it to be in the best interests of the Group to refuse the application.

- (b) The Group must inform the applicant in writing of the refusal within twenty-one days of the decision.
- (3) Membership is not transferable to anyone else.
- (4) The Group must keep a register of names and addresses of the members which must be made available to any member upon request.

## **9. Termination of Membership**

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Group unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the Group is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Officers that it is in the best interests of the Group that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty one days' notice in writing of the meeting of the Steering Group at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Group) has been allowed to make representations to the meeting.

## **10. General meetings**

- (1) The Group must hold a general meeting within twelve months of the date of the adoption of this constitution.

- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called special general meetings.
- (4) The Officers or the Steering Group may call a special general meeting at any time.
- (5) The Officers or the Steering Group must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed.

## **11. Notice**

- (1) The minimum period of notice required to hold any general meeting of the Group is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (3) The notice must be given to all the members.

## **12. Quorum**

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is 15 members entitled to vote upon the business to be conducted at the meeting;
- (3) The authorised representative of a member organisation shall be counted in the quorum.

- (4) If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Officers shall determine.
- (5) The Officers must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

### **13. Chair**

- (1) General meetings shall be chaired by the person who has been elected as Chair by a majority of the Officers present at the meeting
- (2) If there is only one Officer present and willing to act, he or she shall chair the meeting.
- (3) If no Officer is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

### **14. Adjournments**

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.

- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

## **15. Votes**

- (1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

## **16. Representatives of Other Bodies**

- (1) Any organisation that is a member of the Group may nominate any person to act as its representative at any meeting of the Group
- (2) The organisation must give written notice to the Group of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Group. The nominee may continue to represent the organisation until written notice to the contrary is received by the Group.

- (3) Any notice given to the Group will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Group shall not be required to consider whether the nominee has been properly appointed by the organisation.

## **17. The Appointment of Trustees**

- (1) The Group in general meeting shall elect the Officers and the other Trustees.
- (2) The Trustees may appoint any person who is willing to act as a Trustee. They may also appoint Trustees to act as officers.

## **18. Powers of the Steering Group**

- (1) The Steering Group must manage the business of the Group and have the following powers in order to further the Objects (but not for any other purpose):
  - (a) to raise funds.
  - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Group.
  - (d) to borrow money
  - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (f) to obtain and pay for such goods and services as are necessary for carrying out the work of the Group;

- (g) to open and operate such bank and other accounts as the Steering Group consider necessary and to invest funds and to delegate the management of funds
  - (h) to do all such other lawful things as are necessary for the achievement of the Objects;
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Steering Group;
  - (3) Any meeting of the Steering Group at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Steering Group.

## **19. Disqualification and Removal of Trustees**

A Trustee shall cease to hold office if he or she:

- (1) ceases to be a member of the Group;
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) resigns as a Trustee by notice to the Group (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the Steering Group from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

## **20. Proceedings of the Steering Group**

- (1) The Steering Group may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any Trustee may call a meeting of the Steering Group.
- (3) Questions arising at a meeting must be decided by a majority of

votes.

- (4) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (5) No decision may be made by a meeting of the Steering Group unless a quorum is present at the time the decision is purported to be made.
- (6) The quorum shall be five or such larger number as may be decided from time to time by the Steering Group.
- (7) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- (8) The person elected as the Chair shall chair meetings of the Steering Group.
- (9) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.

## **21. Minutes**

The Group must keep minutes of all:

- (1) appointments of Officers and Trustees
- (2) proceedings at meetings of the Group;
- (3) meetings of the Steering Group including:
  - the names of the Trustees present at the meeting; and
  - the decisions made at the meetings;

## **22. Annual Report and Return and Accounts**

The Financial year of the Group shall end on the 12<sup>th</sup> August in each year and the accounts of the Group must be balanced to that date.

## **23. Notices**

- (1) Any notice required by this constitution to be given to or by any person must be:
  - (a) in writing; or
  - (b) given using electronic communications.
- (2) The Group may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the Group or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Group.
- (4) A member present in person at any meeting of the Group shall be deemed to have received notice of the meeting and of the purposes for which it was called.

- (5) (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (b) Proof that a notice contained in an electronic communication was sent shall be conclusive evidence that the notice was given.
- (c) 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, 48 hours after it was sent.

## 24. Rules

- (1) The Steering Group may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
  - (a) the admission of members of the Group (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Group in relation to one another;
  - (c) the setting aside of the whole or any part or parts of the Group's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meeting and meetings of the Steering Group in so far as such procedure is not regulated by this Constitution;
  - (e) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

- (3) The Group in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Steering Group must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Group.
- (5) The rules or bye-laws shall be binding on all members of the Group. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

**Signatures**

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