

PROPOSED AMENDMENTS TO IALE (UK) CONSTITUTION

November 2007

Appendix A for details of possible financial

A. Name:

The name of the Association is 'The United Kingdom Region of the International Association for Landscape Ecology' abbreviated to IALE (UK) where appropriate, ('the Association').

Comment [GH1]: IALE (UK) is not a charity

B. Administration:

Subject to matters set out below the Association and its property shall be administered and managed in accordance with the Constitution by the members of the Executive Committee, constituted by clause G of the Constitution ('the Executive Committee').

Comment [GH2]: See Appendix A

C. Objects:

The objects of the Association ('the objects') are to promote landscape ecology, defined as the study of the interaction between the temporal and spatial aspects of a landscape and its flora, fauna and cultural components; provide a link between persons concerned with landscape ecology who reside in the United Kingdom and the International Association for Landscape Ecology (IALE) and other regional associations of IALE; promote interdisciplinary research and communication among scientists, planners, policy makers, other professionals and interested individuals concerned with landscape ecology in the UK. The Association is organised solely for educational and scientific purposes.

D Powers:

In furtherance of the objects but not otherwise, the Executive Committee may exercise the following powers:

- i. power to raise funds and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial trading activities and shall conform to any relevant requirements of the law;
- ii. power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects;
- iii. power to cooperate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or similar charitable purposes and to exchange information and advice from them;
- iv. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- v. power to appoint such advisory committees as the Executive Committee may think fit;
- vi. power to do all such lawful things as are necessary for the achievement of the objects.

Comment [GH3]: On self-employed basis only – NOT as employees of the Association

E. Membership:

1. Membership of the Associations shall be open to:
 - i. Individuals who are interested in furthering the work of the Association and who have paid any annual subscription laid down from time to time by the Executive Committee;
 - ii. Any body corporate or unincorporated association ('member organisation') which is interested in furthering the Association's work and has paid any annual subscription.
2. Every member shall have one vote

Comment [GH4]: There are no corporate members

3. Each member organisation shall appoint an individual to represent and to vote on its behalf at meetings of the Association; and may appoint an alternate to replace an appointed representative at any meeting of the Association if the appointed representative is unable to attend.
4. The Executive Committee may appoint an independent sub-committee with powers to unanimously and for good reason terminate the membership of any individual or member organisation provided that the individual concerned or representative of the member organisation (as the case may be) shall have the right to be heard by the sub-committee, accompanied by a friend, before a final decision is made.

Comment [GH5]: This was agreed to avoid the EC conducting an enquiry into one of its own members

F. Honorary Officers:

At the Annual General Meeting of the Association the members shall elect from amongst themselves three honorary members, a chairperson, a general secretary and a treasurer, who shall hold office from the conclusions of that meeting for one year only.

Comment [GH6]: The 'one year only' rule is clear in the original constitution

G. Executive Committee:

1. The Executive Committee shall consist of *not less than seven members* nor *more than 13 members* being:
 - The three honorary members specified in the preceding clause;
 - Not less than **four** and not more than **ten** members elected by the membership at the AGM who shall hold office from the conclusions of that meeting for one year only to include:
 - Membership secretary
 - Newsletter editor
 - Conference coordinator
 - Publicity/Information Officer
 - Website Manager
 - Proceedings Officer
 - Postgraduate Representative(s)
 - Ordinary members
- (2) The Executive Committee may in addition appoint *not more than three co-opted members* but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause J(1) and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) *All the members of the Executive Committee shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.*
- (4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

Comment [GH7]: This post could be amalgamated with Website Manager, the Website becoming the vehicle for 'news & views'?

Comment [GH8]: With responsibility for technical/briefing notes

Comment [GH9]: Currently the Chairperson

- (6) No person shall be entitled to act as a member of the Executive Committee whether on the first or subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Association.

H. Determination of Membership of Executive Committee

A member of the Executive Committee shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated;
- (4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the resignation is to take effect).

I. Executive Committee Members not to be personally interested

- (1) Subject to the provisions of sub-clause (2) of this clause no member of the Executive Committee shall acquire any interest in property belonging to the Association (otherwise than as a trustee for the Association) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- (2) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by other members of the Executive Committee to act in a professional capacity on behalf of the Association : Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

J. Meetings and Proceedings of the Executive Committee

1. The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairperson or by any two members of the Executive Committee upon not less than 4 days' notice being given to other members of the Executive Committee of the matters to be discussed.
2. The chairperson shall act as chairperson at meetings of the Executive Committee. If the chairperson is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairperson of the meeting before any other business is transacted.
3. There shall be a quorum when at least at least *one third* of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.

4. Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote.
5. The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and sub-committee.
6. The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and custody of documents. No rule shall be made which is inconsistent with this Constitution.
7. The executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: Provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.

K. Receipts and Expenditure

- (1) The funds of the Association, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Association at such bank or building society as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (2) The funds belonging to the Association shall be applied only in furthering the objects.

L. Property

IALE (UK) does not hold property and does not invest funds except the accrual of interest on the reserves in the current **account**.

Comment [GH10]: This is a change from the original constitution but should stand?

M. Accounts:

The Executive Committee shall maintain audited accounts prepared in accordance to standard procedures:

- i. The keeping of accounting records;
- ii. The preparation of annual statements of accounts for the Association;
- iii. The auditing or independent examination of statements of accounts of the **Association**;
- iv. The transmission of the statements of account to the membership

Comment [GH11]: Will become more important if a 'Company limited by guarantee'

N. Annual General Meeting

- (1) There shall be an Annual General Meeting of the Association which shall be held in the month of September in each year or as soon as practicable thereafter.
- (2) Every Annual General Meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the Annual General Meeting to all members of the Association. All the members of the Association shall be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first Annual General Meeting the persons present shall appoint a chairperson of the meeting. The chairperson shall be the chairperson of subsequent

annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairperson of the meeting.

- (4) The Executive Committee shall present to each Annual General Meeting the report and accounts of the Association for the preceding year.
- (5) Nominations for election to the Executive Committee must be made by members of the Association in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

O. Special General Meetings

The Executive Committee may call a special Annual General Meeting of the Association at any time. If *at least ten members* request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

P Procedure at General Meetings

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every Annual General Meeting of the Association.
- (2) There shall be a quorum when at least *one tenth* of the number of members of the Association for the time being or ten members of the Association, whichever is the greater, are present at any Annual general meeting.

Q Notices

Any notice required to be served on any member of the Association shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

R Alterations to the Constitution

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than *two thirds* of the members present and voting at the Annual General Meeting. The notice of the Annual General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.

S Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the members of the Association may determine or failing that shall be applied for some other charitable purpose.

GH Griffiths

Chair IALE (UK)

November 2007

Appendix A:

Financial Models for IALE (UK)

At present, IALE (UK) is effectively run as an *Unincorporated Association*.

Unincorporated associations are run informally. They are relatively straightforward and cost nothing to set up. They make their own rules for running the organisation and set these down in a democratic constitution. A management committee (IALE UK Exec. Committee) is elected to run the organisation on behalf of the members.

Unincorporated associations do not need to register with or be regulated by either Companies House or the Financial Services Authority. They enjoy greater freedom of operation than a company. For example, they don't have to submit annual returns.

However, there are considerable *disadvantages*:

- Members of the Executive Committee are personally liable in respect of IALE(UK) legal obligations in contract and negligence:

If, for example, IALE(UK) were to organise a conference at which delegates were injured, the members of the Exec. Committee may be personally liable to pay damages for the loss or injury suffered. Members of the Exec. Committee would also be potentially liable if IALE(UK) breaches a contract to which it is party or gives negligent advice which is acted upon by third parties.

- The potential liability of the Exec. Committee may make it difficult to recruit new members to serve on the IALE (UK) Exec. Committee.
- IALE (UK) could seek to limit personal liability of Exec. Committee members but this would be expensive and is not certain to limit all liabilities.

A Charitable Company Limited by Guarantee

The alternative is a Charitable Company Limited by Guarantee. A company limited by guarantee is a type of 'company' that does not have a share capital or shareholders and is usually formed to manage a charity or not for profit organization.

Rather than having shareholders a limited by Guarantee Company will have guarantors (or trustees), such individuals enjoy limited liability status but guarantee to pay a predetermined sum (usually £1.00) in the event of winding up the company.

Such companies also have a list of predetermined 'objects' stipulated in their Memorandum of Association (see IALE Constitution above) the objects define what the 'company' will do.

- The 'company' would preserve the distinction between the members of the Exec. Committee and IALE(UK) existing membership;
- The 'company' has separate legal liabilities from its members and Exec. Committee. This means that if claims are brought against the 'company' only the company's assets are at risk;
- The Exec. Committee will continue to be appointed by members of IALE(UK)
- *The 'company' will be subject to obligations that do not currently apply to IALE(UK) in its present form: principally to file accounts and notices of changes to the Exec. Committee with Companies House.*