



The Bird Observatories Council

Constitution

adopted on the 20th July 2019

1 Name

- 1.1 The name of the Association is:
- 1.2 The Bird Observatories Council (hereafter referred to as 'the BOC')

2 Administration

- 2.1 Subject to the matters set out below the BOC and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 8 of this constitution ('The Executive Committee').

3 Objects

- 3.1 The BOC's objects ("the objects") are:
- 3.2 To foster and promote professional standards, the sharing of expertise and co-operation at the accredited bird observatories and to promote co-operation between the observatories and the British Trust for Ornithology (hereafter referred to as 'the BTO').
- 3.3 To encourage public participation in all aspects of observatory activities.
- 3.4 To promote the use of the observatory data for education and scientific analysis.

4 Powers

- 4.1 In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:
- 4.2 power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- 4.3 power to co-operate with charities, voluntary bodies, and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- 4.4 power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- 4.5 power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- 4.6 power to do all such other lawful things as are necessary for the achievement of the objects.

5 Membership

- 5.1 Full membership of the BOC shall be open to:
- 5.2 any accredited Bird Observatory which has paid the annual subscription and complies with the obligations set out in clause 6 (any such body being called in this constitution an "Observatory");
- 5.3 any Bird Observatory which is interested in furthering the objects of the BOC and which is working to the requirements and standards set out in the Application for Accreditation pack and

fulfilling the obligations in Clause 6 (“Membership obligations”) may apply, through the Secretary, for accredited status and membership.

- 5.4 Initial accreditation is followed by a probationary period of a further three years during which time the Observatory can have its accredited status suspended without notice if there are any serious issues which prevent it meeting the Membership Obligations.
- 5.5 Associate membership of the BOC shall be open to:
 - 5.6 any migration observation point or ringing group which is interested in furthering the objects of the BOC but can only fulfil the obligations concerning maintaining a daily census and recording area as laid out in the Accreditation Application pack and Clause 6 (“Membership obligations”). Such a body or group may apply, through the Secretary, for associate membership.
 - 5.7 Associate Members may not vote at meetings, may not be candidates for election or co-option to the Council's Executive Committee and are not eligible for any of the concessions granted to an Accredited Observatory.
 - 5.8 Each Observatory with full membership shall have one vote which can be exercised by sending an email to the Secretary if an observatory is unable to attend a meeting.
 - 5.9 Each Observatory shall appoint an individual to represent it and to vote on its behalf at meetings of the BOC; and may appoint an alternate to replace its appointed representative at any meeting of the BOC if the appointed representative is unable to attend.
 - 5.10 Each Observatory shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the Observatory, he or she shall forthwith cease to be the representative of the Observatory.
 - 5.11 The BOC reserves the right to review the accreditation of an Observatory if:
 - 5.12 There are large-scale changes to the organising structure;
 - 5.13 the Executive Committee have reason to believe the Observatory is no longer adhering to the obligations laid out in clause 6.
 - 5.14 The Executive Committee may unanimously and for good reason terminate the membership of any Observatory: provided that the appointed representative of the Observatory concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
 - 5.15 The Secretary shall be notified promptly of any changes in personnel relevant to the running of the Observatory. Such changes, or maintenance of the status quo must be confirmed at each Annual General Meeting. Repeated failure to do so could result in the loss of accredited status.

6 Membership obligations

- 6.1 All accredited observatories must comply with the following to maintain accredited status:
 - 6.2 Any accredited Observatory which ceases to be able to fulfil the obligations as outlined in this constitution may cease to be recognised as an accredited Observatory following consideration by BOC.
 - 6.3 Any Accredited Observatory which fails to meet criteria laid down by the BOC shall be liable to forfeit accredited status subject to consultation between the BOC and the Observatory concerned.
 - 6.4 The BTO Ringing Scheme is the responsibility of the BTO. Any transgressions of rules or codes of conduct of the scheme by a ringer associated with an accredited observatory will be dealt

with accordingly by the BTO ringing standards select committee and are not part of this constitution.

- 6.5 Any changes in the boundaries of the observatory recording area must be notified to the BOC secretary.
- 6.6 Reasonable coverage (records for a minimum of 75% of days) of the recording area must be maintained during the main migration seasons (March - May and August - October). Records for other times, particularly the breeding season, should be maintained where possible.
- 6.7 The Observatories shall participate, where possible, in such co-operative programmes of research as shall be agreed between BOC and BTO.
- 6.8 The Observatory will maintain a daily record of species observed, with measures of abundance and other attributes also recorded. Such records will be maintained securely and stored in an electronic format approved by the BOC. Such data will be provided to BTO for inclusion into BirdTrack.
- 6.9 The Observatory will maintain a programme of bird ringing within their recording area and will engage regularly in discussion with BTO over the best ways to maximise the scientific value of this programme. They will submit data from this ringing programme to the BTO as required under the rules of the Ringing Scheme. They will also use their best endeavours to supply additional ringing data, which may be requested by BTO after consultation with the BOC, for specific projects.
- 6.10 Observatories will provide or supply information for, overnight accommodation with board and/or cooking facilities at an appropriate charge.
- 6.11 The Observatory will use its best endeavours to allow ringing opportunities for visiting ringers subject to their qualifications and in line with the rules of each bird observatory and at the entire discretion of the Ringing Group Leader.
- 6.12 The Observatory will use its best endeavours to provide training for visiting ringers and trainee ringers, subject to the availability of suitably qualified ringing trainers and permit holders with helpers' endorsements, and in line with the rules of each bird observatory and the Ringing Scheme and at the entire discretion of the Ringing Group Leader.
- 6.13 An Accredited Bird Observatory is considered to be a Ringing Group and thus subject to the relevant rules.
- 6.14 A Warden or other officer of an Accredited Bird Observatory is considered to be the agent of a landowner/land manager. It may mean that on occasion, in the best interests of the Bird Observatory or for land management reasons, ringing activity may be stopped or directed to a specific location by them but they cannot overrule the judgement of the ringer-in-charge regarding ringing standards.
- 6.15 Accredited Bird Observatories will take special care when showing people birds and provide specific guidance to wardens and visiting ringers on publicising trapping of rarities and handling large numbers of people interested in seeing rarities, in line with the guidelines publicised by the BTO Ringing Scheme.
- 6.16 Individual observatories are strongly encouraged to make maximum use of their data.

7 Honorary Officers

- 7.1 At the annual general meeting of the BOC the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

8 Executive Committee

- 8.1 The Executive Committee shall consist of: Chairman and Secretary
- 8.2 The honorary officers specified in the preceding clause plus two other members;
- 8.3 members are elected at the annual general meeting who shall hold office from the conclusion of that meeting;
- 8.4 the Executive Committee may in addition appoint co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than 40% 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 15 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.
- 8.5 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.
- 8.6 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.
- 8.7 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.

9 Determination of Membership of Executive Committee

- 9.1 A member of the Executive Committee shall cease to hold office if he or she:
 - 9.2 is disqualified from acting as a member of the Executive Committee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - 9.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 9.4 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; or
 - 9.5 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 notice of resignation is to take effect).
- 9.6 Ceases to be the representative of an observatory or the observatory ceases to be a member of the BOC.

10 Executive Committee Members not to be personally interested

- 10.1 [Subject to the provisions of sub-clause 10.1 of this clause] no member of the Executive Committee shall acquire any interest in property belonging to the BOC (otherwise than as a trustee for the BOC) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.
- 10.2 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 the other members of the Executive Committee to act in a professional capacity on behalf of the BOC: 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.

11 Meetings and proceedings of the Executive Committee

- 11.1 The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- 11.2 The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- 11.3 There shall be a quorum when at least three quarters 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.
- 11.4 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 chairman of the meeting shall have a second or casting vote.
- 11.5 The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- 11.6 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 the custody of documents. No rule may be made which is inconsistent with this constitution.
- 11.7 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-committees shall be fully and promptly reported to the Executive Committee.

12 Receipts and expenditure

- 12.1 The funds of the BOC, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of 'The Bird Observatories' Council at such bank 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.
- 12.2 The funds belonging to the BOC shall be applied only in furthering the objects.

13 Property

- 13.1 Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
- 13.2 all land held by or in trust for the BOC which is not vested in the Official Custodian for Charities; and
- 13.3 all investments held by or on behalf of the BOC:
- 13.4 to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the

Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- 13.5 If a corporation entitled to act as Custodian trustee has not been appointed to hold the property of the BOC, the Executive Committee may permit any investments held by or in trust for the BOC to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

14 Accounts

- 14.1 The Executive Committee shall maintain best practice following, where applicable, the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
- 14.2 the keeping of accounting records for the BOC;
- 14.3 the preparation of annual statements of account for the BOC;
- 14.4 the auditing or independent examination of the statements of account of the BOC; and
- 14.5 the transmission of the statements of account of the Charity to the Commission, if required.

15 Annual General Meeting

- 15.1 There shall be an annual general meeting of the BOC which shall be held in the month of January in each year or as soon as practicable thereafter but no later than March.
- 15.2 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 the members of the BOC. Each member of the BOC shall be entitled to one vote and to send a maximum of three representatives to the meeting.
- 15.3 Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present or has resigned, has died or is unwilling to act as chairman, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- 15.4 The Executive Committee shall present to each annual general meeting the report and accounts of the BOC for the preceding year.
- 15.5 Nominations for election to the Executive Committee must be made by members of the BOC 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.

16 Special General Meetings

- 16.1 The Executive Committee may call a special general meeting of the BOC at any time. If at least five Observatories 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.

17 Procedure at General Meetings

- 17.1 The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the BOC.
- 17.2 There shall be a quorum when at least one half + one of members of the BOC at that time or ten members of the BOC, whichever is the greater, are present at any general meeting.

18 Notices

- 18.1 Any notice required to be served on any member of the BOC 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.

19 Alterations to the Constitution

- 19.1 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 a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

20 Dissolution

- 20.1 If the Executive Committee decides that it is necessary or advisable to dissolve the BOC it shall call a meeting of all members of the BOC, 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 BOC. 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 BOC as the members of the BOC may determine or failing that shall be applied for some other charitable purpose.

21 General Data Protection Regulation (GDPR) 2018 and Data Protection Act 1984

- 21.1 The BOC may hold personal data relating to the membership of members of the BOC on any computer in accordance with the BOC privacy policy.
- 21.2 After the appointed day each member of the BOC shall as a condition of their membership agree that they do not object to personal data relating to themselves being so held.
- 21.3 In this clause the 'appointed day' means such day as the Executive Committee may appoint for the purposes of this rule, provided that:
- 21.4 the appointed day shall not be earlier than 13 calendar months after the date of the Executive Committee's decision
- 21.5 notice of the appointed day shall be given to all members immediately after the Executive Committee's decision

22 Arrangements until first Annual General Meeting

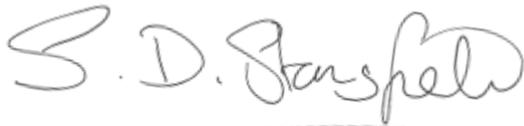
- 22.1 Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

22.2 This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

23 Recognition of diversity

23.1 The BOC, its members and the Executive Committee, recognise the rich diversity of the Observatories and particularly as to their differing establishments and premises, funding arrangements and capital resources, geographical locations, accreditation history, staffing arrangements and otherwise; such diversity to be acknowledged in the interpretation and application of this Constitution.

Signed:



.....
(Chair)



.....
(Secretary)

