

THE ROYAL SOCIETY FOR THE PROTECTION OF BIRDS

**S U P P L E M E N T A L
C H A R T E R**

dated 1 April 1957
amended 24 April 1996
amended 16 July 2014

together with

S T A T U T E S
amended 16 July 2014



ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith.

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS His late Majesty King Edward the Seventh did by Royal Charter granted on the 3rd day of November 1904 (hereinafter referred to as 'the original Charter') incorporate a body corporate and politic by the name of 'the Royal Society for the Protection of Birds' (hereinafter referred to as 'the Society');

AND WHEREAS We were pleased by Supplemental Charter granted on 1st day of April 1957 and amended on the 24th day of April 1996 (hereinafter referred to as 'the Supplemental Charters') to replace provisions of the original Charter:

AND WHEREAS the Society have by their humble Petition prayed that we would be graciously pleased to grant to it a further Supplemental Charter:

NOW THEREFORE KNOW YE that We, having taken the said Petition into our Royal Consideration and being minded to accede thereto, do hereby, for Us, Our Heirs and Successors, will, grant and declare as follows:

- 1 The Supplemental Charter, except in so far as it preserved provisions of the original Charter incorporating the Society and conferring upon it perpetual succession and a Common Seal, and the power to sue and be sued, shall be and is hereby revoked, but nothing in this revocation shall affect the validity or legality of any act, deed or thing done or executed thereunder.
- 2 Any person who is in sympathy with the Objects of the Society (hereinafter referred to as 'the Objects') and who wishes to support the work of the Society shall be eligible to become a member of the Society in the manner prescribed in the Statutes.

Objects of the Society

- 3 The Objects shall be:
 - 1) To promote the conservation of biological diversity and the natural environment for the public benefit, in particular but not exclusively by:
 - a) conserving wild birds and other wildlife, and the environment on which they depend;
 - b) protecting, restoring and re-creating habitats.

And, in furtherance of that primary objective, to raise public understanding and awareness of, and to provide information on, such matters.

- 2) To advance education of the public in conservation of the natural environment.

In pursuing these Objects the Society shall:

- a) undertake activities in Our United Kingdom, in the Channel Islands and the Isle of Man, the UK Overseas Territories and anywhere else in the world; and
- b) by so doing seek to persuade the public not only that the beauty of birds and nature enriches the lives of many people but also that nature conservation is fundamental to a healthy environment upon which the survival of the human race depends.

The Society shall take no part in the question of the killing of game birds and legitimate sport of that character except when such practices have an impact on the Objects.

Powers of the Society

- 4 The Society shall have the power to do anything that is legal for a natural person to do within the laws of Our United Kingdom that is in furtherance of its Objects. Without prejudice to the generality of the foregoing and by way of clarification and illustration, the Society shall have the power:
- a) To seek support from individuals, corporations, institutions and others by promoting its Objects to anyone who may be prepared to support the Society, and

to receive from them donations, membership fees, legacies, grants and any other form of financial support.
 - b) To take a grant of letters of administration in a deceased estate through a nominee or nominees appointed by the directors.
 - c) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Society.
 - d) To borrow money, with or without security, for the Objects, and

to lend money, with or without security and with or without the payment of interest for the Objects, and

to guarantee performance of obligations undertaken by others undertaking charitable activities if the performance of those obligations is in furtherance of the Objects.
 - e) To hold or invest any surplus money not immediately required for the purposes of the Society in accordance with the Statutes.
 - f) To enter into contracts with governments, institutions and others for the execution of work by the Society that is in furtherance of the Objects.
 - g) To enter into contracts for the employment of staff, (who shall not be members of the Council), the hiring of consultants or the employment of organisations to carry out work for the Society and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants.
 - h) To acquire and hold either beneficially or as trustee (whether sole or joint) any personal property and also any land and buildings by way of freehold or leasehold interest, or by way of licence, management agreement or in any other fashion, and also any tenements or hereditaments or any interest therein, and to alter, improve, mortgage, charge, sell, transfer, grant, assign, demise, let, surrender, exchange or otherwise dispose of or deal with all or any part of such property or interest.
 - i) To promote scientific and other studies by providing grants to individuals and institutions, sponsoring of competitions and exhibitions and in any other manner that might be appropriate, in furtherance of the Objects.
 - j) To promote knowledge of the conservation of biological diversity and the natural environment through education and research. To support the work of schools, universities and other educational establishments by the provision of information, training and in any other fashion. To conduct educational activities on the Society's nature reserves and elsewhere.
 - k) To encourage others to practise the conservation of wild birds, other wildlife and the environment on which they depend.

- l) To publish books, journals and other written, visual, audio or electronic material to promote the Objects.
- m) To promote an interest in and a knowledge of conservation of biological diversity and the natural environment among the general public by promoting local groups, organisations for young people, the provision of information and in any other appropriate way.
- n) To advocate and campaign to influence changes in the law or public policy in pursuit of the Objects.
- o) To collaborate with other charities, voluntary bodies, statutory authorities, individuals and any other entity in any country or internationally in furtherance of the Objects, to exchange information and advice with them and to participate in joint projects with them.
- p) To contribute financially to projects in Our United Kingdom and internationally that further the Objects, and
 - to support, financially and/or in other ways, the development of organisations or to fund the salaries and expenses of individuals where the work of such organisations or individuals further the Objects, and
 - to be a member of regional, national or international organisations that further the Objects and to pay membership dues.
- q) To pay the cost of insuring the charity trustees (referred to in clause 5), directors and employees against personal liability arising from acts properly undertaken in the administration of the Society and any other acts provided that any such insurance shall not extend to any claim arising from any act which the charity trustees knew to be a breach of trust or breach of duty or which was committed by the charity trustees in reckless disregard of whether it was a breach of trust or breach of duty or not.
- r) To form companies or other legal bodies or other such entities (hereinafter all referred to as 'entities'), and
 - to invest in such entities and to advance funds and to administer such entities with or without payment and with or without security.

Council as Trustees

- 5 The business of the Society shall be managed by a Council, whose members shall be the charity trustees and who shall be elected by the members in accordance with the procedures prescribed in the Statutes.

Income and Property of the Society

- 6 The income and property of the Society shall be applied solely towards the furtherance of its Objects: provided that in the event that the Society is wound up or dissolved then any surplus assets shall be passed to a suitable organisation that has objects similar to the Objects of the Society and that precludes any distribution of its assets to its members.
- 7 In the event of the insolvency of the Society, no liability shall fall upon the members to contribute to the assets in an insolvency.

Power to make statutes

- 8 The Council shall have full power and authority to make, from time to time, Statutes for the regulation of all matters not expressly regulated by these Presents. Such Statutes shall be binding upon the members. The existing Statutes of the Society are hereby revoked and the Statutes in the Schedule to these Presents shall henceforth be the Statutes of the

Society until the same shall have been repealed, altered or added to in the manner hereinafter described.

The Statutes may at any time be repealed, altered or added to by the Council. Provided always that no repeal, alteration or addition shall be unreasonable or repugnant or contrary to the provisions of these Presents or to the laws or statutes of Our Realm or shall have any force or validity until the same shall have been approved by the Lords of Our Most Honourable Privy Council. A certificate under the hand of the Clerk of Our Most Honourable Privy Council shall be conclusive evidence of such approval.

Alterations to the Supplemental Charter

- 9 Petitions praying for the grant of further Supplemental Charters amending repealing or adding to this Our Supplemental Charter may from time to time be submitted to Us, Our Heirs or Successors in Council after such amendments, repeals or additions shall have been passed by a Special Resolution of the Society. The Society may also by a Special Resolution amend, repeal or add to the provisions of this Our Supplemental Charter and any further Supplemental Charters and such amendment repeal or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that the said Supplemental Charters shall thenceforward continue to operate as though they had originally been granted and made accordingly. This provision shall apply to the said Supplemental Charters, as amended, repealed or added to in manner aforesaid. Provided always that no such amendments repeals or additions shall cause the Society to cease to be a charity at law.

A resolution shall be a Special Resolution for the purpose of this Our Supplemental Charter when the resolution has been considered at a General Meeting of the members of the Society, convened as prescribed in the Statutes, and has been approved by not less than three fourths of the members present and voting at that meeting.

- 10 And lastly, We do by these Presents for Us, Our Heirs and Successors grant and declare that these Our Letters shall be in all things valid and effectual in law according to the true intent and meaning thereof and shall be taken construed and adjudged in the most favourable and beneficial sense for the best advantage of the Society as well in Our Courts of Record as elsewhere by all Judges, Justices, Officers, Ministers and other Subjects whatsoever of Us, Our Heirs, and Successors, any non-recital, mis-recital or other omission defect or thing to the contrary notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

THE ROYAL SOCIETY FOR THE PROTECTION OF BIRDS

STATUTES

Contents

1	Interpretation	2
2	Members	2
2.1	Eligibility for Membership	2
2.2	Qualification for Membership	2
2.3	Membership of the Society	3
2.4	Classes of Membership	3
2.5	Termination of Membership	3
3	General Meetings	4
3.1	Types of General Meetings	4
3.2	Annual General Meetings	4
3.3	Extraordinary General Meetings	4
3.4	Notice of General Meetings	4
3.5	Quorum for General Meetings	4
3.6	Chairing of General Meetings	5
3.7	Voting Procedures	5
3.8	Ballots for Council Elections and other Resolutions	5
4	Management	6
4.1	Council	6
4.2	Powers of Council	6
4.3	Composition of Council	7
4.4	Nominations for Membership of Council.....	7
4.5	Election of the Council Members	7
4.6	Terms of Office and Retirement.....	7
4.7	Casual Vacancies and Contingent Appointments.....	8
4.8	Council Expenses	8
4.9	Conduct of Council Business	8
5	Presidents	10
5.1	President and Vice Presidents	10
5.2	Life Vice Presidents	10
5.3	Termination of Office.....	10
6	Minutes	10
7	Execution of Documents	10
8	Accounts and Annual Report	11
9	Investments	11
10	Volunteer Groups	11

1 Interpretation

In these Statutes:

Words importing the masculine include the feminine and vice versa. Words importing the singular include the plural and vice versa. Words used in the Charter shall have the same meaning when used in these Statutes. References to the Charities Act 2011, and to sections of that Act, include any statutory modifications or re-enactment.

'Charter' means the Supplemental Charter granted in 1996, as amended on 16 July 2014.

'Chief Executive' means such person as is appointed to the post of chief executive, in accordance with the provisions of Statute 4.2.4.

'Council Member' means such person as is appointed to the post of member of the Council, in accordance with the provisions of Statutes 4.4, 4.5, 4.6 and 4.7.

'Directors' means such persons as are appointed to the post of director, in accordance with the provisions of Statute 4.2.5.

'Investment Adviser' means a person who the Council are satisfied after enquiry is a proper and competent person to act in that capacity in accordance with the Charity Commission's order of 24th May 1994, or any subsequent order amending such order, and appointed in accordance with Statute 9.1.

'Member' means a person who is eligible, qualifies and has been accepted as a member of the Society or has been declared an honorary member of the Society in accordance with the provisions of Statute 2.

'Membership Contribution' means the minimum level of donation, whether in cash or in kind, to the Society necessary to become or to remain a Member of a particular class, as prescribed by the Council.

'Officer' means a person responsible for the conduct of business of the Society.

'Registered office' means The Lodge, Sandy, Bedfordshire SG19 2DL or such other address as the Council may resolve.

'RSPB Website' means the internet website operated by the Society with URL rspb.org.uk and/or such other website as determined by the Directors.

2 Members

2.1 Eligibility for Membership

Any person who is in sympathy with the Objects of the Society and who wishes to support the work of the Society shall be eligible to become a Member.

2.2 Qualification for Membership

2.2.1 An eligible person shall be qualified to become a Member by reference to any Membership Contribution or other arrangement approved from time to time by the Council.

2.2.2 No incorporated or unincorporated body may become a Member but the support of such bodies will be welcome through appropriate affiliation schemes promoted by the Society and agreed by the Council from time to time.

2.3 Membership of the Society

- 2.3.1 A person wishing to become a Member must submit an application for membership to join the Society. The application may be made by a person for himself/herself and/or jointly for another person and/or for his/her family or for some other person or persons that he/she wishes to sponsor as a Member ('the Applicants'). Such application shall be in the form prescribed by the Society from time to time and shall contain such information as the Society shall prescribe. The application may be made in person, or by post, or on the RSPB Website, or by any other means as the Society may prescribe and shall include the appropriate Membership Contribution or instructions for payment/settlement of the Membership Contribution (as applicable). The Applicants shall each become Members upon acceptance of the application by the Society. The Society may decline to accept an application for membership at its absolute discretion and without being required to state a reason.
- 2.3.2 The Council may by resolution elect any person an honorary Member. For the avoidance of doubt, an honorary Member shall not be required to apply for membership in accordance with Statute 2.3.1.
- 2.3.3 The Society shall maintain a register of Members. Entry on the register of Members shall be conclusive evidence of membership.

2.4 Classes of Membership

The Council shall from time to time create such different classes of membership as appear to it to be desirable and shall from time to time decide the Membership Contributions and the rights and privileges (if any) for each such class and the conditions for admission to and termination of any such class. This information shall be made available on the RSPB Website. Such class(es) may include non-voting memberships. Other references to 'Members' and 'membership' do not apply to non-voting members and non-voting members do not qualify as Members for any purpose under these Statutes.

2.5 Termination of Membership

- 2.5.1 A person may cease to be a Member by giving notice (which may be in writing, by electronic mail or by telephone) to the Society. No refund or return of Membership Contributions shall be due to the former Member, unless so determined at the discretion of an Officer of the Society.
- 2.5.2 A person shall cease to be a Member if the Membership Contribution for any prescribed time period is not paid or satisfied and after due reminder remains unpaid or unsatisfied.
- 2.5.3 A person shall cease to be a Member on his/her death. The membership of any family Member(s) or other joint Member of the deceased Member shall continue.
- 2.5.4 The Council may, by resolution, terminate the membership of any Member who, in the opinion of the Council, has acted against the Objects of the Society or who has otherwise acted against the interests of the Society. Prior to considering such a resolution, the Chief Executive shall write to the Member concerned, setting out the actions complained of and giving the Member the opportunity to defend his/her actions in writing or in person, including attendance at a meeting of the Council or of a sub-committee of Council at which the resolution to terminate his/her membership shall be put. A person whose membership is thus terminated shall not be eligible to re-apply to become a Member without the specific consent of the Council and shall not be entitled to any refund or return of Membership Contributions.

3 General Meetings

3.1 Types of General Meetings

There shall be two types of general meetings of the Society: Annual General Meetings and Extraordinary General Meetings.

3.2 Annual General Meetings

3.2.1 There shall be an Annual General Meeting of the Members to be held before the thirty first (31st) day of October in every year at such time and place as the Council shall decide.

3.2.2 The business transacted at the Annual General Meeting shall be to receive a report from the Council, to adopt the accounts for the previous financial year, to elect the President, the Chairman of the Council, the Treasurer, the Chairmen of the Country Advisory Committees for Scotland, Wales and Northern Ireland and three (3) general Council Members ("the General Council Members") (all in years when these posts become vacant), to note the Members elected as the ten (10) ordinary Council Members in accordance with Statutes 3.8.1 or 4.5.2, to elect auditors and to conduct any other business as the Council may decide.

3.3 Extraordinary General Meetings

3.3.1 An Extraordinary General Meeting of the Society may be convened by resolution of the Council. Such a meeting may be requested in writing and signed by not less than half a percent ($\frac{1}{2}\%$) of the Members entitled to vote. The request shall be addressed to the Council and shall state the proposed business of the meeting. The only business which may be dealt with at an Extraordinary General Meeting is the business of which notice has been given in the notice convening the meeting.

3.3.2 A request shall be deemed not to be valid if, in the opinion of at least three-quarters ($\frac{3}{4}$) of the Council, the proposed business specified in the request, or the matter to which it relates, is not relevant to any material extent to the Objects of the Society.

3.4 Notice of General Meetings

3.4.1 Notice of every general meeting shall be sent to the Members not less than twenty-one (21) days before the date of the meeting, excluding the day on which the notice is given. The notice shall specify the business to be transacted. In the case of the Annual General Meeting, the notice shall contain brief details of Members who are being proposed for election to the Council or who otherwise are to be declared elected to the Council pursuant to Statute 4.5.2. If the number of those candidates exceeds the number of vacancies, the notice shall also contain details of candidates nominated under Statute 4.4.2 and proposed for election to the Council, together with the Council's recommendation (if any).

3.4.2 The notice of a general meeting may, instead of being sent to the Members and if the Council so determines, be given (i) in a national newspaper or (ii) on the RSPB Website and (for the Annual General Meeting) incorporated into the magazine or other publication sent to Members periodically and such publication may be dispatched by the most appropriate method.

3.4.3 The accidental omission to give notice of general meetings to, or the non receipt of notice of a meeting by, any Member shall not invalidate the proceedings at that meeting.

3.5 Quorum for General Meetings

3.5.1 At general meetings of the Society fifty (50) Members present in person shall constitute a quorum.

3.5.2 If within one (1) hour after the time appointed for an Annual General Meeting a quorum is not present, the only business that may be dealt with is the consideration of the report

from Council and the accounts for the previous financial year and the election of the auditors.

- 3.5.3 If within one (1) hour after the time appointed for an Extraordinary General Meeting a quorum is not present, the meeting shall be abandoned.

3.6 Chairing of General Meetings

General meetings shall be chaired by the President or by a Council Member or other Member as the Council shall decide.

3.7 Voting Procedures

- 3.7.1 At general meetings of the Society, each Member over the age of eighteen (18) shall have one (1) vote. Voting shall be by a show of hands of those Members present unless the Chairman of the meeting, prior to a show of hands vote being taken, requires that votes be recorded by means of a poll taken at the meeting.
- 3.7.2 All resolutions shall be decided by a simple majority of the votes cast, except where provided otherwise in these Statutes or in the Charter. If a poll is demanded, the matter for decision shall be decided by a majority of the votes of the Members present in person and voting. In the event of an equality of votes, the Chairman of the meeting shall have a casting vote. The declaration by the Chairman of the meeting of the result of the vote is final.

3.8 Ballots for Council Elections and other Resolutions

3.8.1 Elections to Council

If the number of Members nominated for election to the Council as ordinary Council Members in accordance with Statute 4.4.2 exceeds the number of vacancies, then a ballot of the Members shall be conducted. Each Member over the age of eighteen (18) shall be entitled to cast one (1) vote for each of one (1) or more candidates but so that the total number of votes cast for the candidates by each Member shall not exceed the number of vacancies to be filled. Voting papers shall be sent to Members with the notice of general meeting required under Statute 3.4. A Member shall register his/her vote, indicating the candidates whom he/she wishes to support, not later than seven (7) clear days before the time set for the Annual General Meeting. A Member's vote(s) shall not be valid unless so received and validated in a manner prescribed by the Council. The appropriate number of candidates who receive the most votes shall be announced at the Annual General Meeting and declared elected. Their names shall be published in the next issue of the magazine or publication sent to Members and on the RSPB Website. If a candidate should die, or become unavailable during the election process, then the votes cast for that candidate will be regarded as null and void. The Chief Executive shall appoint scrutineers who shall be responsible for the technical supervision of the ballot and whose decision in such matters shall be final.

3.8.2 Other resolutions

3.8.2.1 At general meetings of the Society, a ballot of the Members may be demanded on any resolution, other than a Special Resolution, by the Chairman of the meeting or by at least fifty (50) Members present in person at the meeting, at any time after the result of a vote on the resolution has been declared, under the provisions of Statute 3.7, and before the conclusion of the meeting. If such a ballot is so demanded, then the Council shall determine how the ballot will be conducted. The Council shall make the appropriate arrangements to send the resolution to every Member, provided that (i) the proposal is not frivolous or vexatious and does not include the publication of defamatory material, (ii) the proposal is stated with sufficient clarity to enable effect to be given to it if agreed by the Members and (iii) the effect can lawfully be given to the proposal if it is so agreed.

3.8.2.2 Subject to Statute 3.8.2.1, together with the text of the resolution to be voted upon, the Council shall arrange for a summary of the arguments in favour of and against the resolution to be sent to the Members, not later than ninety (90)

days after the date of the general meeting at which the ballot was demanded. Each Member over the age of eighteen (18) shall be entitled to vote. A Member shall register his/her vote, indicating whether he/she wishes to vote in favour of or against the resolution. A Member's vote shall not be valid unless it is returned to the Society within the time specified, being not less than twenty eight (28) days after despatch by the Society, and unless it is validated in a manner prescribed by the Council. The Chief Executive shall appoint scrutineers who shall be responsible for the technical supervision of the ballot and whose decision in such matters shall be final. The result of the ballot shall be published in the next issue of the magazine or publication sent to Members and on the RSPB Website.

4 Management

4.1 Council

The Council shall manage the business of the Society and may for that purpose exercise all the powers of the Society.

4.2 Powers of Council

4.2.1 Reserved powers

The powers reserved to the Council are the approval of policies of the Society and the amendment thereof, the approval of the corporate strategy of the Society, the adoption of the budget, the approval of the annual report and the annual accounts, approval of the remuneration policy (including pensions) for Society staff, the purchase, lease or sale of land and property in excess of a value to be determined by the Council from time to time and the various matters specifically reserved to the Council in the Charter and these Statutes.

4.2.2 Delegation to committees and sub-committees

4.2.2.1 The Council may from time to time establish and dissolve committees, including standing, ad hoc, Country Advisory Committee and advisory panels, provided that the proceedings of such committees are fully and promptly reported to the Council. The Council may delegate any of its functions to any committee established under this Statute. A committee established under this Statute may consist of one (1) or more persons and may include persons who are not Council Members, provided that every committee (other than Country Advisory Committees) must have a majority of Council Members. Terms of reference for these Committees shall be prescribed by the Council and may include the power to resolve any matter that is not reserved to the Council under Statute 4.2.1. Statute 4.9.4 shall apply to the proceedings of committees and sub-committees as it applies to the proceedings of the Council.

4.2.2.2 Country Advisory Committees

Country Advisory Committees may be established for Scotland, Wales and Northern Ireland, which shall be chaired by the Chairmen of those Committees appointed under Statute 4.5.1. The majority of members of these Committees need not be Council Members.

4.2.3 Sub Delegation

Committees and the Chief Executive shall have power to delegate the implementation of decisions and shall, in the exercise of that power, conform to any directions imposed on them by the Council.

4.2.4 Chief Executive

The Council, or a sub-committee so established by Council, will appoint and may remove a Chief Executive and the Chief Executive shall appoint and may remove the Directors in consultation with the Chairman of the Council. The Council may delegate to the Chief Executive the exercise of all the powers of the Society except for those powers that are

reserved to the Council under Statute 4.2.1. Any such delegation of powers may be withdrawn or modified at the discretion of the Council. The Chief Executive may delegate any of his/her duties, functions or tasks to Officers or staff of the Society, except that the Chief Executive may not delegate his/her power to appoint or remove Directors.

4.2.5 Directors

Directors appointed in accordance with Statute 4.2.4 shall manage the day to day affairs of the Society in accordance with the authority delegated to them by the Chief Executive.

4.3 Composition of Council

With effect from the close of the Annual General Meeting held in 2014, the Council shall comprise a maximum of eighteen (18) Council Members, who shall include the Chairman of the Council, the Treasurer, the Chairmen of the Country Advisory Committees for Scotland, Wales and Northern Ireland, three (3) General Council Members and ten (10) ordinary Council Members.

4.4 Nominations for Membership of Council

4.4.1 The Council shall nominate persons, who must be Members, to serve as Chairman of the Council, Treasurer, Chairmen of the Country Advisory Committees and General Council Members.

4.4.2 The ten (10) ordinary Council Members will be nominated by the Members or the Council.

4.4.3 Qualification for nomination of ordinary Council Member nominated under Statute 4.4.2 Any Member who has been a Member for a continuous period of two (2) years or more may stand as a candidate for election as an ordinary Council Member of the Council under Statute 4.4.2 if supported by not less than fourteen (14) Members who must sign his/her nomination paper and send it to the Chief Executive no later than the end of February each year.

4.5 Election of the Council Members

4.5.1 The eight (8) Council Members who have been nominated under Statute 4.4.1 shall be offered for election by the Members at an Annual General Meeting, and declared elected if the resolution for their election is approved in accordance with the provisions of Statute 3.7.2.

4.5.2 The ten (10) ordinary Council Members nominated under Statute 4.4.2 shall be elected by the Members in accordance with the procedures in Statute 3.8.1 unless the number of nominations is less than or equal to the number of vacancies in which event those nominated shall be declared to be elected at the Annual General Meeting.

4.6 Terms of Office and Retirement

4.6.1 The Chairman of the Council, Treasurer, Chairmen of the Country Advisory Committees and the three (3) General Council Members shall hold office from the close of the Annual General Meeting at which he/she is elected until the close of the Annual General Meeting in the fifth (5th) year following that of his/her appointment. Such Council Member will not normally be eligible to be nominated for a further period in the same office but in exceptional circumstances in the opinion of the Council, the Council may resolve that a person may be nominated for a further period not exceeding five (5) years. For the avoidance of doubt, the term of office of a Council Member who served as an ordinary Council Member shall not be counted towards his/her term of office if elected as Chairman of the Council, Treasurer, Chairman of a Country Advisory Committee or General Council Member, and vice versa.

An ordinary Council Member elected under Statute 4.5.2 shall hold office from the close of the Annual General Meeting at which he/she was elected until the close of the Annual

General Meeting in the fifth year following his/her election. Members who have served one (1) term of office as ordinary Council Members shall normally retire but shall be eligible to stand for a second term of five (5) years only with the agreement of the Council.

- 4.6.2 Any Council Member ceases to hold office if he/she:
- (a) retires by notifying the Council in writing (but only if enough Council Members will remain in office when the notice of resignation takes effect to form a quorum for meetings); or
 - (b) is absent without the permission of the Council Members from four (4) consecutive meetings of the Council and the Council Members resolve that his or her office be vacated; or
 - (c) dies; or
 - (d) in the written opinion, given to the Society, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Council Member and may remain so for more than three (3) months; or
 - (e) is disqualified from acting by virtue of sections 178 to 180 of the Charities Act 2011.

4.7 Casual Vacancies and Contingent Appointments

- 4.7.1 In the event of a casual vacancy arising on the Council, the Council may fill the vacancy. The Member so appointed shall serve until the next Annual General Meeting when he/she may be nominated for election. The period of time from appointment to the next Annual General Meeting shall be disregarded in defining a term of office in Statute 4.6.1.
- 4.7.2 In the event that the election of one or more Council Members ('the incoming Council Member(s)') at the Society's Annual General Meeting may give rise to a vacancy on the Council following approval of the resolution(s) for his/her/their appointment(s) at that Annual General Meeting and in accordance with the provisions of Statute 3.7.2, Council may either nominate for election by the Members or invite the Members to elect replacement Council Member(s) at that Annual General Meeting, such appointment(s) to take effect only if the election of the incoming Council Member(s) is approved. Details of the proposed replacement Council Member(s) will be contained in the notice of the Annual General Meeting referred to in Statute 3.4.1.

4.8 Council Expenses

- 4.8.1 The Council Members shall receive no payment for their services to the Society, neither shall they be eligible for appointment to any office of the Society that is remunerated in any way.
- 4.8.2 Notwithstanding the above, a Council Member
- (i) shall be reimbursed from the property of the Society or may be paid out of such property reasonable expenses properly incurred by him/her when acting on behalf of the Society.
 - (ii) may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 4.8.3 Nothing in this Statute 4.8 shall prevent a Council Member receiving any benefit or payment which is authorised by Statute 4.9.5.

4.9 Conduct of Council Business

- 4.9.1 Any decision of the Council may be taken either (i) at a meeting of the Council Members (in accordance with Statutes 4.9.2 and 4.9.3) or (ii) at non face-to-face meetings (in accordance with Statute 4.9.4) or (iii) by resolution in writing agreed by all the Council Members. A resolution in writing may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Council Members has signified their agreement.

4.9.2 The Council shall meet not less than three (3) times each year, of which, at least two (2) shall be held face to face. Subject to that, the Council shall decide how its meetings are to be called and what notice is required.

4.9.3 Six (6) Council Members shall constitute a quorum. In the event that the Chairman of the Council is absent or unable to chair the meeting for any reason, the Chairman of the Council may nominate a replacement chairman for that meeting, subject to approval of the Council Members, or the Council Members present shall agree a chairman of the meeting. Any replacement chairman shall be nominated from among the Council Members who are present. Each Council Member shall have one (1) vote and the chairman of the meeting shall, in addition, have a casting vote in the event of an equality of votes. Resolutions shall be determined on a simple majority of votes cast by those Council Members who are present except where provided otherwise in these Statutes.

4.9.4 Non Face-to-Face Meetings

In relation to any meetings of the Council that are not held wholly face-to-face, any Council Member may participate in the meeting by means of conference telephone, televisual or other communications equipment that allows all persons participating in the meeting to hear each other. Council Members participating in this way shall be treated as if present and shall be counted for the purpose of determining whether a quorum is present. Meetings held by non face-to-face means must comply with the rules on meetings, including the chairing and taking of minutes.

4.9.5 Benefits and payments to Council

A Council Member may contract with the Society to sell or lease property or any other asset to the Society, or lend money to the Society, provided that the terms of any such contract are in writing and approved by the Council.

4.9.6 Interest in transactions

A Council Member must:

- (i) declare the nature and extent of any interest, direct or indirect, which he/she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared; and
- (ii) absent himself/herself from any discussions of the Council in which it is possible that a conflict of interest will arise between his/her duty to act solely in the interests of the Society and any personal interest (including but not limited to any a benefit, direct or indirect, which is either money or has a monetary value).

Any Council Member absenting himself/herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Council on the matter.

Subject to the above, a Council Member with a conflict of interest may be invited by the other Council Members to remain for such part of the meeting as, in the view of the other Council Members, is necessary to inform the discussions.

4.9.7 Validity of Council decisions

4.9.7.1 Subject to Statute 4.9.6, all decisions of Council, or of a committee of Council, shall be valid notwithstanding the participation in any vote of a Council Member:

- (i) who was disqualified from holding office; or
 - (ii) who had previously retired or who had been obliged by the constitution to vacate office; or
 - (iii) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if, without the vote of that Council Member and that Council Member being counted in the quorum, the decision has been made by a majority of the Council Members at a quorate meeting.

4.9.7.2 Statute 4.9.7.1 does not permit a Council Member to keep any benefit that may be conferred upon him/her by a resolution of the Council Members or of a

committee of the Council Members if, but for Statute 4.9.7.1, the resolution would have been void, or if the Council Member has not complied with Statute 4.9.6 (Interest in transactions).

5 Presidents

5.1 President and Vice Presidents

The Council may nominate any person to the honorary office of President and appoint any person as Vice President. The President will hold office for a period of three (3) years and the Vice Presidents will hold office for a period of five (5) years, each from the date of their appointment or until they resign the office before the expiry of their term of office. Retiring Presidents or Vice Presidents shall be eligible for appointment for a further term or terms of office. The President and Vice President(s) shall not be Council Members by virtue of holding the office of President or Vice President but shall be eligible for election to Council.

5.2 Life Vice Presidents

The Council may appoint any person who has rendered exceptional service to the Society to the honorary office of Life Vice President.

5.3 Termination of Office

The President, Vice President and Life Vice President will cease to hold office if

- 5.3.1 their term of office expires (as provided under Statute 5.1 and as applicable), or
- 5.3.2 they resign; or
- 5.3.3. they die; or
- 5.3.4 in the written opinion, given to the Society, of a registered medical practitioner treating that person, they have become physically or mentally incapable of performing their role and may remain so for more than three (3) months; or
- 5.3.5 they (i) have been convicted of any offence involving dishonesty or deception or (ii) have been adjudged bankrupt and have not been discharged or are the subject of a bankruptcy restrictions order or an interim order or (iii) have made a composition or arrangement with, or granted a trust deed for, creditors and have not been discharged in respect of it.

6 Minutes

Minutes shall be kept of all general meetings of the Society and of meetings of the Council and of its committees and sub-committees.

7 Execution of Documents

- 7.1 The Society shall execute documents either by signature or by affixing its Seal.
- 7.2 The Council shall provide for the safe custody of the Seal of the Society. The Seal shall only be affixed in pursuance of a resolution of the Council or as determined by the Council when delegating exercise of the powers of the Society as provided in statute 4.2. The Seal shall always be affixed either in the presence of two Directors or in the presence of one Director and one Council Member. In favour of any person dealing with the Society in good faith their signatures shall be conclusive evidence that the Seal was validly affixed. Details of documents sealed shall be recorded in a sealing register that shall be open to inspection by Council Members at each meeting of the Council.
- 7.3 A document is validly executed by signature if it is signed by any one Director or Officer in accordance with authorities delegated under Statutes 4.2.3 and 4.2.4.

8 Accounts and Annual Report

- 8.1 The Society shall maintain accounting records, prepare annual accounts and cause them to be audited and prepare an annual report as required by the Charities Act 2011.
- 8.2 The Society shall make available a summary of the Annual Report and Annual Accounts in a form approved by the Auditors to every Member without charge. Such summary will normally be incorporated into the magazine or publication sent to the Members periodically. A full copy of the Annual Report and Accounts shall be available to any person upon request and upon payment of such fee (if any) as shall be prescribed.

9 Investments

- 9.1 Money not immediately required for the purposes of the Society shall be invested in accordance with the requirements of the Council and based upon appropriate professional advice from an Investment Adviser appointed by the Council. In doing so, the Council may take into account any environmental and/or other socially responsible considerations.
- 9.2 The Society may invest in bonds, debentures, preference shares, ordinary shares and unit trusts issued in the United Kingdom or elsewhere by companies, investment trusts, governments or other statutory bodies of good standing provided that, at the time of the investment, there is a recognised market for dealing in the security that enables the investment to be readily realisable and its market price to be easily determined.
- 9.3 In addition, the Society may underwrite issues, but only where the Investment Adviser would normally wish to acquire the security at the price underwritten. The Society may also invest in securities not included under Statute 9.2 on the recommendation of the Investment Adviser provided that the investment in such securities is unlikely to result in an increase in the risk to the total investments of the Society taken as a whole.
- 9.4 The Society may hold any asset or investment of any nature that pass to the Society under the will of a deceased person for such length of time as is considered appropriate.

10 Volunteer Groups

Status of Volunteer Groups

With the approval of the Council, Members may establish volunteer groups to support the work of the Society and to increase their knowledge of wild birds and other wildlife and the environment on which they depend. Each such group will be managed by its own committee and may describe itself as an RSPB Group or by any other description agreed by the Council provided the committee undertakes to operate within guidelines laid down by the Council for the protection both of the members in the group and of the good name of the Society. The committee shall be responsible for ensuring that fund raising by the group complies with the provisions of the Charities Act 2011 or other local applicable legislation or regulations. The Council may withdraw support or affiliation from any volunteer groups in its absolute discretion and at any time.