

London Natural History Society Annual General Meeting 2022

The LNHS Annual General Meeting will be held at 6.30pm on Thursday 8 December 2022. The meeting will be held online using Zoom and links will be provided on the LNHS website to allow members to book places to attend using Eventbrite, the system used for booking our Virtual Natural History Talks. The Society's Council considers that holding the meeting online will allow more members to participate and it also saves the cost of hiring a room in central London. It is possible to join Zoom meetings by telephone. Details will be provided with the AGM agenda with our next Newsletter. Any problems with this please contact the Assistant Treasurer, Robin Blades, 32 Ashfield Road, London, N14 7JY, 020 8368 5328.

The AGM will be followed by a talk by Professor David Wilkinson on: *Ecology and Natural History* His most recent book also titled 'Ecology and Natural History' was published in 2021 in the New Naturalist series.

The business to be transacted at the AGM will be to receive and adopt the Society's Annual Report and Statement of Financial Activities for the year ended 30 June 2022, to elect the Society's Officers, members of Council and independent examiner and to vote on some proposed alterations to the Society's Rules. The proposed alterations arise for two reasons.

Firstly, changes to some of the Society's Rules require the consent of the Charity Commission. It has recently come to light that this was not obtained when the Rules were last changed in 2017 and the changes to the Rules concerned were not properly made. These changes have now been approved by the Commission and a vote at an AGM is needed to bring them into force. The proposed wording is as put forward to members in 2017. Most of the Society's Rules do not require Charity Commission consent to be changed and so were successfully changed in 2017.

Secondly, changes are proposed to allow General Meetings of the Society and meetings of the Society's trustees (Council) to be held online or on a hybrid basis. The Charity Commission has confirmed that, where a charity's rules do not specify that a meeting has to be held in person, an online meeting is permitted so the AGM can be held online on 8 December without a rule change. However the Commission does advise charities to amend their rules to allow online meetings. Council has already changed the Society's bye-laws to allow annual general meetings and committee meetings of Sections to be held online.

One of the Rules which was not successfully changed in 2017 was that which governs alterations to the Rules and so the proposed alterations have to be made under Rule 28 of the previous version of the Rules (approved in 2005 with the consent of the Charity Commission) which is as follows:

The Rules of the Society may be altered at the Annual General Meeting or at a Special General Meeting and at least twenty one days' notice of any meeting to consider a proposed alteration shall be given to all members. The notice shall state the proposed change or changes. In order to effect an alteration of a Rule, a majority of the members actually present and voting at the meeting shall vote in favour of the proposed change. No amendments to the proposed alteration shall be allowed. No amendment to Rule 2 (Objects) or this Rule, or Rule 32 (Dissolution) shall take effect without the written consent of the Charity Commission thereto except as permitted by statutes in force at the time.

The proposed changes are set out below. The provisions in respect of benefits and payments to trustees follow the Charity Commission recommended model provisions.

Proposed changes

1. Insert the following:

4. Application of the Income and Property

- (1) The income and property of the Society shall be applied solely towards the promotion of the objects.
 - (a) A trustee of the Society is entitled to be reimbursed from the property of the Society or may, subject to compliance with such procedures as the trustees may require, pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.
 - (b) A trustee of the Society 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.
- (2) None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a trustee from receiving:
 - (a) a benefit from the Society in the capacity of a beneficiary of the Society;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Society.

5. Benefits and payments to trustees of the Society and connected persons

(1) General provisions

No trustee of the Society or connected person may:

- a) buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;
- b) sell goods, services or any interest in land to the Society;
- c) be employed by, or receive any remuneration from, the Society;
- d) receive any other financial benefit from the Society;

unless the payment is permitted under sub-clause (2) of this Rule, or authorised by the court or the Charity Commission ("the Commission"). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits

- (a) A trustee of the Society or connected person may receive a benefit from the Society in the capacity of a beneficiary of the Society provided that a majority of the trustees do not benefit in this way.
- (b) A trustee of the Society or connected person may enter into a contract for the supply of services, or of goods, that are supplied in connection with the provision of services, to the Society where this is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a trustee of the Society or connected person may provide the Society with goods that are not supplied in connection with services provided to the Society by the trustee of the Society or connected person.
- (d) A trustee of the Society or connected person may receive interest on money lent to the Society at a reasonable and proper rate which must not be more than the Bank of England bank rate (also known as the base rate).

- (e) A trustee of the Society or connected person may receive rent for premises let by the trustee or connected person to the Society. The amount of rent and the other terms of the lease must be reasonable and proper. The Society trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - (f) A trustee of the Society or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.
- (3) **Payment for supply of goods only - controls**
- The Society and the trustees of the Society may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied;
- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Society and the trustee of the Society or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Society.
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other trustees of the Society are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a trustee of the Society or connected person. In reaching that decision the trustees of the Society must balance the advantage of contracting with a trustee of the Society or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Society.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees of the Society is present at the meeting.
 - (f) The reason for their decision is recorded by the trustees of the Society in the minute book.
 - (g) A majority of the trustees of the Society then in office are not in receipt of remuneration or payments authorised by clause 5.
- (4) In sub-clauses (2) and (3) of this clause:
- (a) 'the Society' includes any company in which the Society:
 - i. Holds more than 50% of the shares; or
 - ii. Controls more than 50% of the voting rights attached to the shares; or
 - iii. Has the right to appoint one or more trustees to the board of the company.
 - (b) 'connected person' includes any person within the definition set out in clause 34 (Interpretation).

2. Replace Rule 32 in the 2005 Rules with the following:

6. Dissolution

- (1) A motion to dissolve the Society may only be made at a Special General Meeting. A statement of the reasons for advocating dissolution shall be sent to each member with the notice of the meeting. To effect a dissolution at least three-quarters of the members actually present and voting at the meeting shall vote in favour of the dissolution.
- (2) If a motion to dissolve the Society is carried by the said majority the trustees will remain in office as trustees of the Society and be responsible for winding up the affairs of the Society in accordance with this clause.
- (3) The trustees must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society.
- (4) The trustees must apply any remaining property or money:
 - (a) directly for the Objects;

(b) by transfer to any charity or charities for purposes the same as or similar to those of the Society;

(c) in such other manner as the Charity Commission for England and Wales (“the Commission”) may approve in writing in advance.

(5) In determining how to dispose of any remaining property or money, the trustees must have due regard to the views of members expressed before or at the Special General Meeting provided they are consistent with paragraphs (a)-(c) inclusive in sub-clause (4) above.

(6) In no circumstances shall the net assets of the Society be paid to or distributed amongst the members of the Society (except to a member that is itself a charity).

(7) The trustees must notify the Commission promptly that the Society has been dissolved. If the trustees are obliged to send the Society’s accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Society’s final accounts.

3. Replace Rule 28 in the 2005 Rules with the following:

7. Amendment of the Rules

(1) The Society may amend any provision in Part 1 of this constitution provided that:

(a) no amendment may be made that would have the effect of making the Society cease to be a charity at law;

(b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the Society;

(c) no amendment may be made to Rules 4 or 5 without the prior written consent of the Commission;

(d) any resolution to amend a provision of Part 1 of These Rules is passed by not less than two thirds of the members present and voting at a general meeting.

(2) Any provision contained in Part 2 of these Rules may be amended, provided that any such amendment is made by resolution passed by a simple majority of members present and voting at a general meeting.

(3) No amendment to any resolution proposing an amendment under Rules 7(1) or (2) shall be allowed.

A copy of any resolution amending these Rules shall be sent to the Commission within twenty one days of its being passed.

4. Insert the following in Rule 10 which governs General Meetings:

(1) Annual general meetings or special general meetings may be held in person, online, by telephone or on a hybrid basis.

5. Amend Rule 20(2) to be as follows (new wording in bold):

(2) There shall be no fewer than three meetings of the trustees each year. **Meetings of the trustees may be held in person, online, by telephone or on a hybrid basis.**

If anyone has any comments on or questions about the proposed changes they should contact Maria Roberts at president@lnhs.org.uk or Annie Wilson at secretary@lnhs.org.uk. A copy of the Rules incorporating the changes will be made available on the Society’s website. Anyone who wishes to see this and is unable to access it should contact the Assistant Treasurer, Robin Blades, 32 Ashfield Road, London, N14 7JY, 020 8368 5328, details@lnhs.org.uk