

Introduction

The Board of Trustees believe that the Poultry Club's constitution needs to be updated for a number of reasons:

- To recognise the fact that the club covers the whole of the UK and not just Great Britain.
- To address anomalies where the constitution and the club's policies and practices are not aligned, such as the need to recognise that elected committee members are legally charity trustees.
- To allow for up-to-date meeting practices that have evolved and clarify that meetings and communications may be carried out online as well as face-to-face.
- To allow flexible member joining/renewal dates (ie not a fixed membership renewal date for all members of October) which makes the administration of club membership far more efficient.
- To allow flexibility to have more meetings by not specifying which months trustees normally have to meet.
- To remove detailed processes which are already covered by separate club policies and procedures.
- To remove membership categories which don't actually exist (eg 'Judges Panel' has never actually been a category of membership).
- To allow for the roles of General Secretary and Treasurer to be held by the same person, as now, or by separate people and allow the Board of trustees to appoint staff as required.
- To remove detail such as administrative tasks from the constitution that should more correctly be in staff, volunteer or trustee job descriptions.
- To clarify the responsibility of trustees to ensure that the club has appropriate policies and procedures in place.
- To ensure the club's governing document is, as far as possible, fit for purpose for the future.

The proposed updated constitution does not have any amendments to the charitable objectives or the aims of the club (which would require Charity Commission approval). In fact, another reason for proposing the new draft is to improve the organisation's ability to meet those aims. A charity like the Poultry Club is allowed to make changes to the name and the administrative arrangements for managing the organisation, elections etc, provided it is agreed by members in line with its existing rules. In this case this means that the Poultry Club requires a two thirds majority of voting members attending the AGM need to approve the changes.

Members were informed in the Spring of the proposal to update the constitution. They were then invited to comment on the proposed new draft. The current constitution and the draft revised version have been available online for a number of months with hard copies available to all members on request. A number of comments were received, the most common one relating the name of the organisation. There was general agreement on the need to be inclusive and to try and ensure that all areas were incorporated. Various comments suggested including different geographic elements in the name, eg UK or Great Britain. It was also suggested that the name ought to allow for the Channel Islands, Isle of man and Eire. After discussion, the current trustees agreed to propose that the name should simply be 'The Poultry Club', not unlike various other organisations such as the Kennel Club. We believe this title most accurately reflects the organisation and excludes no-one. Trustees are also exploring whether the club needs to be registered with charity regulators in Scotland and Northern Ireland but it makes sense to confirm members are in agreement with the constitution before we do this.

The Board of Trustees commends the proposed revised constitution to the members.

1. NAME

The club shall be called The Poultry Club.

2. AIMS AND OBJECTIVES

The Club shall promote high standards in the keeping, breeding and exhibiting of pure bred domestic poultry. Poultry is defined as large fowl, bantams, true bantams, ducks, geese, turkeys and their eggs.

In pursuit of the aims and objectives the Club and its trustees shall:

- 2.1. Promote the keeping, breeding and showing of quality pure breeds of poultry and increase public awareness of the need to ensure the survival of our pure breeds Poultry.
- 2.2. As guardians of the standards, keep up-to-date the British Book of Poultry Standards and govern the administration of new breeds or colour varieties to standardisation.
- 2.3. Encourage, assist and advise fanciers and domestic poultry keepers. This particularly includes junior members.
- 2.4. Advance and protect the interests of poultry breeders and exhibitors. The Poultry Club acknowledges its responsibility to safeguard the welfare of every member including the young and vulnerable when involved in club activities. All members have the right to be protected from abuse regardless of their age, gender, disability, race, sexual orientation, faith or belief.
- 2.5. Co-operate with affiliated specialist breed clubs and affiliated shows.
- 2.6. Formulate rules for the conduct of affiliated shows and provide panels of qualified judges through a judging test system.
- 2.7. Assist and actively support other poultry organisations provided there is no conflict of interest.
- 2.8. Raise funds and invite and receive contributions from any person or persons in the form of subscription, donation and other activities provided the club does not undertake any permanent trading activities in raising funds for its charitable objects.
- 2.9. Foster regional, national and international collaboration with organisations with similar interests in poultry matters.
- 2.10. Promote and administer a ringing scheme.
- 2.11. Conduct any other lawful activities which will further the Club's aims.

3. MEMBERSHIP CATEGORIES

The Club shall consist of members in the following categories:

Junior	Individuals aged under 18 years at the date of joining/renewal.
Adult	Individuals aged 18 or over at the date of joining/renewal.
Senior Citizens	Individuals aged 65 or over at the date of joining/renewal.
Overseas	Individuals of any age living outside of the United Kingdom or Eire.
Family	Two or more people living at the same address, at least one of whom must be 18 years or older at the time of joining/renewal.
Honorary Life	Individuals appointed by the Poultry Club.
Breed Club	Independent clubs or organisations formed to manage the affairs of specific standardised breeds or varieties and recognised by the Poultry Club.
Affiliated Society	Local poultry clubs, show societies, agricultural societies or similar organisations that host poultry shows.
Associate	Organisations recognised by the Poultry Club that have links to poultry or that support the Poultry Club objectives.

4. MEMBERSHIP QUALIFICATION

- 4.1. Any application for membership, except Honorary Membership, shall be made on the appropriate form and shall be accompanied by the appropriate membership fee.
- 4.2. Nominations for Honorary Life Membership shall be considered and appointed by the Board of Trustees. Candidates for Honorary Life Membership shall have performed meritorious service to the Club or the poultry fancy.
- 4.3. Any member whose subscription remains unpaid for a period of 3 months after expiry of their membership will no longer be considered to be a member of the Poultry Club.

- 4.4. The Poultry Club reserves the right to refuse any membership application or nomination without providing a reason.

5. MEMBERSHIP RIGHTS & BENEFITS

- 5.1. Members are entitled to the rights and benefits listed subject to the specific terms and exclusions noted herein:

- (a) Attend and participate in annual and extraordinary general meetings of the Poultry Club.
- (b) Request and receive services rendered by the Club to its members.
- (c) Compete for cups, trophies, special prizes and awards offered by the Poultry Club at affiliated shows and similar events.
- (d) Receive Poultry Club member communications and publications such as year books, newsletters, advice leaflets, show rules and other publications.
- (e) Nominate member(s) for election to the Board of Trustees and the office of President and to vote in the such elections.
- (f) Stand for election to the Board of Trustees or the office of President.

Exclusions & limitations

- 5.2. Junior members may not nominate or stand for office (5.1 e and f above).
- 5.3. Organisational categories of membership (breed clubs, affiliated societies) and associate members shall not be entitled to vote at meetings, nominate for office or stand for election.
- 5.4. Individuals standing for election as a trustee or president must have held continuous membership for a minimum of three years (in any category which carries voting rights) and be aged 18 years or over at the time they would take up office.
- 5.5. Individuals standing for election as a trustee or president must be resident in Scotland, England, Northern Ireland or Wales.
- 5.6. Any person who has been convicted of offences involving deception or fraud or is an undischarged bankrupt will be disqualified from standing as a Poultry Club trustee or president.
- 5.7. Any person who has been removed from office as a charity trustee by The Charity Commission For England And Wales, The Scottish Charity Regulator or The Charity Commission For Northern Ireland will be disqualified from standing as a Poultry Club trustee or president.

- 5.8. There shall be a three month qualifying period for new members (including previous members returning after a break in membership for any reason) before they are eligible to vote at annual or extraordinary general meetings or in trustee or presidential elections.

6. OFFICERS

- 6.1. The President shall be an honorary position and shall be elected annually and is able to serve for a maximum of three years in total. The President is not eligible for re-election after that period. The President is an ex-officio member of the Board with no voting rights.
- 6.2. The Chair and Vice Chair must be trustees and shall be elected by Trustees annually, normally at the Board meeting preceding announcement on annual trustee election results.
- 6.3. A Treasurer, shall be appointed by the Board of Trustees and may be a trustee, employee or non-voting co-optee.
- 6.4. The roles of Chair, Vice Chair and President may not be filled by individuals related as family members, through marriage or who are co-habiting.
- 6.5. The Board of Trustees shall appoint an independent accountant which must be approved by members at the Annual General Meeting. The independent accountant shall be responsible for carrying out the examination of accounts required by the Charity Commission and for producing year-end accounts and financial statement for submission to the Annual General Meeting.

7. GOVERNANCE & MANAGEMENT OF THE CLUB

- 7.1. The Board of Trustees is responsible for managing the business of the Club in furtherance of its charitable objects. The Board of Trustees shall refer any proposed amendments to this Constitution to the membership at an annual or extraordinary general meeting, where approval by a two thirds majority of those members eligible to vote and attending will be required for adoption.
- 7.2. The Board of Trustees shall be composed of sixteen members. Four trustees are elected annually for a period of four years. Four trustees retire each year and are eligible for immediate re-election.
- 7.3. Elections shall normally be conducted by postal ballot of those members eligible to vote. Ballots shall be collated and counted by an independent scrutineer appointed by the Board of Trustees.
- 7.4. In the event of the death, resignation or removal of a trustee the vacancy will be filled at the next election by the candidate with the next highest number of votes behind those elected to the four vacant positions. The replacement Trustee shall continue in office until the completion of the term of the member they replaced. In the event of tied voting to fill replacement trustee posts, sitting trustees shall vote on which should be appointed.

- 7.5. Trustees may reclaim reasonable out-of-pocket expenses for conducting Poultry Club business in line with the club's expenses policy.
- 7.6. Trustees are expected to attend the majority of Board meetings and the annual general meeting each year and to participate in and contribute to committees and club activity. In the event of a failure to do so and, in particular, failure to attend three Board meetings in a twelve month period without giving good reason, the Board of Trustees may resolve that a board member has vacated their position as a trustee and inform the Charity Commission accordingly.
- 7.7. The quorum for Board meetings shall be six trustees of which one should be an officer of the Club.
- 7.8. Trustees are under an obligation to make decisions for the benefit of the Poultry Club and place personal objectives to one side, declare any relevant interests and accept collective responsibility.
- 7.9. The Board of Trustees shall have the power to appoint and remunerate such employees as it deems necessary for delivery of the charities objects and business.
- 7.10. The Board of Trustees shall ensure that Club has appropriate grievance, disciplinary, code of conduct and other such policies, procedures and rules in place as are required to protect the Club and its members from inappropriate behaviour/actions and apply appropriate sanctions should such behaviour be shown to have taken place.

8. FINANCIAL MATTERS

- 8.1. The income and property of the Club from whatever source derived shall be applied towards the objects of the club as set out in Clause 2.
- 8.2. Membership subscription rates shall be reviewed annually by the Board of Trustees.
- 8.3. The Club's accounting year shall begin on 1st April.
- 8.4. All monies paid to the Club, whether by way of subscriptions from members or from any other source, shall be paid into a bank account or accounts in the name of the Club. All cheques drawn against a bank account of the Club shall be payable on being signed by two signatories duly authorised by the Board of Trustees.
- 8.5. No person, including the Club's officers, shall have authority to or shall pledge the credit of the Club or involve the Club in any loan debt except by the prior approval by resolution of the Board of Trustees, or in the case of emergency, with the approval of the Chair or Vice-Chair of the Board of Trustees after

after having taken all reasonable steps to consult with trustees either by phone, email or in person.

9. INVESTMENTS

- 9.1. All investments must be registered in the name of the Poultry Club with the trustee bank account signatories being authorised as signatories for investment purposes. Two signatures (from the list of authorised trustee bank account signatories) are required to validate a dealing instruction.
- 9.2. All monies for investment on the Club's behalf shall, on instruction by the Board of Trustees, be invested in the name of the Poultry Club. Two of the authorised trustee bank account signatories shall provide dealing instructions to sell or buy such securities, or any portion of them, upon a resolution requiring them to do so being passed at a meeting of the Board of Trustees by a majority of those present and voting.

10. DISSOLUTION OF THE CLUB

- 10.1. The Club may be dissolved by a resolution passed by a two-thirds majority of those present and voting at a special general meeting convened for the purpose for which 21 days' notice shall have been given to the members. Such resolution may give instructions for the disposal of any assets held by or in the name of the Club. Any property remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the members of the Club but shall be given or transferred to another charitable institution or institutions that has objects similar to some or all of the objects of the Club and if this cannot be done then to some other charitable purpose.

11. CONFLICT OF INTERESTS AND CONFLICTS OF LOYALTIES

- 11.1. Trustees must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared.
- 11.2. Trustees must absent themselves from any discussions of the trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest). Any trustee absents themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the trustees on the matter under consideration.

12. MEETINGS

- 12.1. Annual and extraordinary general meetings may be called by the Board and shall be convened giving not less than 14 days' notice. The trustees shall determine the administrative, organisational and chairing requirements for general meetings.

- 12.2. A minimum of forty members eligible to vote at general meetings or 4% of the eligible voting membership (whichever is the higher) may request an extraordinary general meeting by writing to the Poultry Club. The exact number of members required can be obtained on written request.
- 12.3. In the case of extraordinary general meetings only the business for which the meeting has been called can be discussed.

13. DISQUALIFICATION AND REMOVAL OF A MEMBER OF BOARD OF TRUSTEES

- 13.1. A trustee shall cease to hold office if he or she is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision) or is removed from office as a charity trustee of any registered charity by The Charity Commission For England And Wales, The Scottish Charity Regulator or The Charity Commission For Northern Ireland.
- 13.2. A trustee shall cease to hold office or be a trustee if he or she ceases to be a member of the Poultry Club.
- 13.3. A trustee shall cease to hold office as a trustee if he or she resigns as a Board member by notice to the Poultry Club (but only if at least two trustees will remain in office when the notice of resignation is to take effect).

14. GENERAL

- 14.1. Every individual, club or organisation joining the Club or continuing as a member after the passing of these rules shall be deemed to have waived any rights against the Board of Trustees or any members of the Board for any damage resulting to him/her from the operation or enforcement of these rules, notwithstanding that such person, club or organisation may have ceased to be a member before the alleged damage shall have resulted.

15. ALTERATIONS TO THE CONSTITUTION

- 15.1. No alteration shall be made to Clause 2, 10 or 14 until the approval of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained. No alteration shall be made which would have the effect of causing the Club to cease to be a charity in law.