

RIVER THAMES SOCIETY RULES

A company limited by guarantee and having no share capital, made by the Directors under the powers conferred on them by Article 67 (b) of the Articles of Association and to be read in conjunction with the Memorandum and Articles of Association.

1. DEFINITIONS

Unless the context otherwise requires, the following expressions have the meanings assigned to them :-

- "the Society" means the River Thames Society.
- "the Memorandum" means the Memorandum of Association of the Society.
- "the Articles" means the Articles of Association of the Society.
- "the Council" means the Council of Management of the Society's Directors.
- "the Officers" means the Chairman, Vice-Chairmen and Honorary Treasurer.
- "the Secretary" means the Honorary Solicitor of the Society.
- "the Treasurer" means the Honorary Treasurer of the Society.
- "the Administrator" means the member of staff engaged to undertake administrative and secretarial duties.
- "the President and Vice-Presidents" means the President and Vice-Presidents elected by the Annual General Meeting for periods of three years and who do not serve as Directors of the Society.

Other expressions have the meanings assigned to them under the Companies Acts for the time being in force and by the Memorandum and Articles.

2. CLASSES OF MEMBERSHIP

The classes of Members shall be: Individual, Family (two partners at the same address), Junior/Student, Corporate, Clubs/Amenity Societies.

The Council shall have the power to recommend to an Annual General Meeting the election of Honorary Life Members, being Members who have rendered signal service to the Society; such Members, when elected, shall have all the rights of individual members, but shall pay no subscription.

3. APPLICATIONS FOR MEMBERSHIP

3.1 All applications for membership shall be made on the special form for the purpose, duly signed and dated.

3.2. Membership shall be open to all those who are interested in the objects of the Society.

3.3. A summary of the main provisions of the Memorandum and Articles affecting Members and of these Rules shall be available to Members, by arrangement with their Branch Secretaries.

4. SUBSCRIPTIONS

4.1. Subscriptions for all classes of Members shall be fixed by the Council from time to time and ratified by a General Meeting.

4.2. Subscriptions shall be due on joining the Society and on the anniversary of the date of joining in every year.

4.3. Members whose current subscriptions have not been paid within six months after the due date in any year shall cease to be Members, unless a reason can be given to the Council considered satisfactory for the delay.

5. EXPULSION

If, in the opinion of the Council, the conduct of any Member of the Society, or of any affiliated organisation is undesirable, or injurious to the Society, the Council shall be empowered, by a two-thirds majority decision, after the Member (or the accredited representative of the affiliated organisation) has been heard in defence, to terminate membership or affiliation. Any subscription paid may be returned at the discretion of the Council.

6. RESIGNATION

A Member may resign at any time on giving written notice to the Administrator; no rebate of subscription shall be payable.

7. THE COUNCIL

7.1. The Council shall direct the policy of the Society in accordance with the Memorandum and Articles and these Rules.

7.2. The Council shall consist of Members elected as Directors by the Annual General meeting in accordance with Article 31 of the Articles of Association, as follows:

- a. Nine Members for three years retiring by rotation.
- b. The Branch Chairmen.

7.3. The Council shall have the power to invite any Member or the nominated representative of any affiliated organisation to attend any meeting, when required for specific purposes, but with no power to vote. A Branch Chairman, unable to attend a particular meeting, shall have the right to send a Member of his or her Branch as his or her representative.

7.4. Council meetings shall be held at least four times a year.

7.5. The Agenda for Council meeting, together with a copy of Minutes of the previous meeting, shall, as far as is practicable, be circulated at least seven days beforehand.

7.6. The Council shall elect annually from amongst its number: a Chairman, two Vice-Chairmen (one representing Non-Tidal and the other Tidal reaches) and a Treasurer. These shall collectively be known as the Officers. When elected, the Chairman and Vice-Chairmen shall be Chairman and Vice-Chairmen of the Society.

7.7. The Council shall have powers to co-opt up to four additional Directors who shall serve only until the next Annual General Meeting.

7.8. Administration of the Society's affairs shall be in the hands of the Officers, who shall be responsible to the Council.

7.9. The Council may establish committees or other sub-groups, as it shall, from time to time, see fit and shall direct the duration, terms of reference and procedure thereof.

7.10. The Council may engage an Administrator, secretarial or other assistance for such time, at such remuneration and upon such conditions as it shall think fit.

7.11. The Council may appoint delegates or representatives of the Society to such bodies and for such purposes as it may think fit.

7.12. Every major function or activity, where the name of the Society will be utilised must receive Council approval before any expenditure on it is incurred. A detailed written report and written estimate of costs must be submitted through the Treasurer.

7.13. No function or activity of the Society except Annual General Meetings (including Branch functions) should be undertaken at an anticipated financial loss, without the specific permission of Council.

7.14. The Officers shall have the power to authorise expenditure up to £500 in respect of any one item not included in a budget approved by the Council.

8. EMERGENCY DECISIONS

Emergency matters which cannot await the next Council meeting may be decided by the Officers and the facts and decisions made reported to the next available meeting.

9. BRANCHES AND BRANCH COMMITTEES

9.1. The Council shall establish Branches to cover the whole geographical area of the Society; each Branch shall cover a defined area; the date of the Branch Annual General Meetings should be between 1 January and 31 March.

9.2. The terms of reference of each Branch shall be as set out in the Appendix to these Rules.

9.3. Branch Committees may make Branch Rules (subject to the approval of the Council) so long as these do not conflict with the Memorandum or Articles or with these Rules, all of which will take precedence in any event.

10. COMMITTEES

All Committees, howsoever appointed :-

10.1 Are bound by the Memorandum and Articles and these Rules and can only act within their terms of reference.

10.2 Have power to co-opt.

10.3 May invite other persons to attend meetings when required for specific purposes.

10.4 Shall be responsible to the Council.

11. PRESIDENT AND VICE-PRESIDENTS

The President and the Vice-Presidents (without limit of number) shall be elected by the Annual General Meeting for periods of three years.

12. HONORARY SOLICITOR/COMPANY SECRETARY AND THE AUDITORS

The Honorary Solicitor, who shall act as Company Secretary, and the Auditors shall be elected by the Annual General Meeting for a period of one year.

13. NOMINATIONS

13.1 Nominations for posts due to be filled at the Annual General Meeting should be sent to reach the Administrator not later than seven days prior to the date fixed for the Annual General Meeting in any year.

13.2 If the nominations so received exceed the number of vacancies, this will be voted on by those present at the Annual General Meeting.

13.3 Voting Members should record their votes on the ballot sheets. Votes will be counted by Scrutineers appointed by the Meeting. The results of any ballot shall be announced at the Annual General Meeting and the persons elected shall take office at the end thereof.

14. ANNUAL GENERAL MEETING

14.1 The Annual General Meeting of the Society shall be held every year in the month of April to:-

- a. Receive the Directors' Report for the preceding calendar year.
- b. Receive a statement of the Society's audited accounts for the preceding financial year ending 31 October.
- c. Consider, and if approved, sanction the alteration or repeal or the making of additions to these Rules.
- d. Announce the results of elections and appointments to be made in accordance with Rules 7.2, 11 and 12.
- e. Consider any other business in accordance with sub-paragraph 14.2 below.

14.2 The text of any motion intended to be brought forward at an Annual General Meeting must have been sent by the proposer to reach the Administrator not later than seven days prior to the date fixed for the Annual General Meeting in any year. Any other matters shall not involve any change in these Rules.

15. EXTRAORDINARY GENERAL MEETING

15.1 The agenda for an Extraordinary General Meeting shall state the business to be submitted; no other business shall be transacted at the meeting.

15.2 Except as modified by the Rule, the Rules for calling an Annual General Meeting and its conduct shall apply to Extraordinary General Meetings.

16. VOTING

The voting Members shall be Individual, Family (both persons), Junior and Student, Clubs, Amenity Societies, Corporate and Life members, each of which shall have one vote.

17. FINANCE

17.1 Budgets: Budgets of anticipated expenditure over the next financial year should be prepared annually at the request of the Treasurer who will then submit them to the Council for approval.

17.2 Unauthorised Expenditure: If, in the opinion of the Treasurer, an item of expenditure that should have been approved by the Council has not been so approved, he or she shall, before making payment refer the matter to the next Council meeting for approval in retrospect.

17.3 Bankers: The Society's Bankers shall be decided by the Council from time to time, after consultation with the Treasurer.

17.4 Receipts: All monies shall be banked forthwith in the Society's banking accounts. The Treasurer, or any other Officer, shall have power to endorse instruments of payment and to give any necessary receipts.

17.5 Treasurer to pay accounts: The Treasurer will normally pay authorised accounts; detailed invoices or signed statements must be produced to him or her well before the time for payment to allow for errors or omissions to be corrected.

17.6 Signatories of cheques:

- a. The Treasurer shall be authorised to sign singly, cheques for sums not exceeding £ 500.
- b. Cheques in excess of £ 500 shall bear two signatures from the Council, of whom the Treasurer, if available, should be one.

17.7 Investments: The Treasurer shall, from time to time, but not less often than once a year, report to the Council whether any funds, not immediately needed to meet current expenditure, are available for investment.

17.8 Indemnity for losses: The Treasurer, other Directors and the Company Secretary shall be indemnified out of the funds of the Society for all losses incurred by them and all claims made against them in connection with the business of the Society not caused by their own misbehaviour or lack of reasonable care.

18. BRANCH FINANCE

18.1 Financial control of Branches: Rule 17 shall apply to Branches, save in respect of their separate funds.

18.2 Branch separate funds; Branches shall maintain proper records and appoint Branch Treasurers to control their separate funds, with such accounts to be examined by a suitable person nominated at each Branch Annual General Meeting and the Society's Auditors having the power to audit such accounts on a random basis. Duly examined accounts made up to 31 October in every year shall be submitted to the Society's Treasurer in a form prescribed by him or her not later than 30 November or such agreed later date.

18.3 Branch banking accounts: Branches may open banking accounts in the name of "The River Thames Society (.....Branch)" and make such arrangements therefore as they may consider prudent in respect of monies arising from purely Branch activities; provided that cheques in excess of £ 250 shall be signed by any two members of the Branch Committee.

18.4 Loans to Branches: The Council may approve loans to Branches to meet their day to day expenses of such amounts and on such terms as it may think fit.

18.5 Branch profits: Branches have a responsibility to provide funds for the central running of the Society. However, Branch Committees shall be entitled to retain the profits arising from purely Branch activities; provided that from time to time, on receipt of a request from the Council, they pay a proportion of their surplus over current requirements to the Treasurer of the Society, or they apply such surplus in a way (agreed by the Council) consistent with the Society's Charitable Objects.

18.6 Dissolution of a Branch. On dissolution of a Branch, any balance shall be paid to the Treasurer of the Society.

19. STATEMENTS

No Member may express the policy (or views) for and on behalf of the Society, in correspondence, or otherwise without authority. Officers of the Society only may give such authority within the policy laid down by the Council on the subject concerned and may, themselves, express the policy or views of the Society within the same limits. No Member may enter into a contract or similar agreement on behalf of the Society except with a duly minuted authority of the Council.

APPENDIX

TERMS OF REFERENCE OF BRANCHES:

The role of Branches is that they should :-

- a. Promote the aims of the Society.
- b. Be fund raising.
- c. Recruit Members and expand the Society, generally.
- d. Look after their respective areas of the River.
- e. In furthering these aims, be reasonably autonomous in compliance with the Society's policy as laid down by the Directors.
- f. Consult with and report to each meeting of the Council.
- g. In formulating programmes, consult with and notify the Officers to avoid conflict, especially with the Society's main events, fixing events for the future a year in advance, if possible.

Rules updated at the 2008 and 2009 AGMs