



Know your Society

A BSS INFORMATION SHEET

WYBOSTON LAKES



KEY POINTS

- We are a registered Charity with trustees not directors
- We have no shareholders, we cannot vote to cease to be a Charity and our membership do not own the assets of the Society
- Over 30% of our membership live overseas
- Only the three council officers are elected to specific positions; the roles of all other elected and co-opted Council members are decided collectively by the Council

How we are organised

The Society

The British Sundial Society is a UK Educational Charity registered in England and Wales - number 1032530. We take an interest in dials and dialling throughout the whole of the UK and Eire and we have a membership that extends world wide. In fact some 30% of our membership live overseas.

The Charity

As a Charity we are governed by our Constitution and by UK Charity Law. Our Constitution is registered with and has been approved by the Charity Commission. All Members of the Society receive a copy of our *Dialling Miscellany* when they join and this includes a copy of our Constitution as well as a lot more besides.

Our charitable status of course requires that the Society be governed by a board of Trustees rather than a board of directors. Charitable entities have several differences from Companies. We have no shareholders, we cannot vote to cease to be a charity and our membership do not own the assets of the Society.

The Trustees

The members of the board of Trustees are all volunteers, often with other jobs to do in their 'spare' time!. They are

elected annually from within the Society Membership.

The Council Officers

The board of Trustees forms the Council of the Society. It is made up of three 'Officers' and between 1 and 4 elected Trustees. Additionally the Council itself may co-opt up to three further members. The Officers are the Chairman, the Treasurer and the Secretary. Their roles are largely self explanatory. The Chairman is the public face of the Society and chairs all meetings of the Council and any general meetings of the membership. The Treasurer is responsible for the finances of the Society, for approval of expenditure and for making the necessary annual statutory returns to the Charity Commission. The Secretary handles day to day correspondence and is responsible for calling the meetings of the Council, setting their agendas and for keeping all necessary records.

The Other Trustees

The other Trustees then take up roles in such a way that the work of the Council can be divided up so that with luck no one person is overloaded. If necessary special skills may be brought into the Council by co-option. We have :

- The Membership Secretary who handles all member-

ship issues and provides current data for mailing the membership.

- The Bulletin Editor responsible for the production of our Bulletin four times a year.
- The Registrar who looks after and publishes the National Dial Register,
- The Conference Organiser responsible for the planning and organization of the annual conference,
- The Minutes Secretary who takes and files the Council minutes.
- The Restoration adviser who also administers the Society's grants for dial restoration,
- The Librarian who is responsible for the Society Library in Nottingham
- The Webmaster who is responsible for the maintenance of the Society's website.

Our Specialists

Other essential volunteers who are not Trustees of the Charity look after other aspects such as the Mass Dial Register, Society Sales, Advertising, the Newsletter, our occasional Dial Design and Photographic competitions, UK Diallist biographies and organisation of the Newbury one day meeting.



KEY POINTS

- The Council is the lawful administrator of the Charity
- All Members of the Council retire annually. Volunteers are always welcome
- Council members are elected at the AGM
- Only Individual and Family members may vote at an AGM and each type of membership has only one vote
- The Council are not bound to act on any decision or vote at an AGM other than on those specified in the governing document of the Society
- The Council may require any vote to be put to the entire membership



How we are governed...

Duties of the Council

As a Charity it is the Council of the Society that is required by the Charity Commission to administer and manage the Society and its property. The Council's present structure is described overleaf.

Governing Document

Every one of the 170,000 charities in England and Wales has one or more governing documents that are approved by the Charity Commission.

The approved governing document of our Society is its Constitution and over the past two years our new Secretary and the Council as a whole have tightened procedures to ensure that the Society is properly governed according to its Constitution.

Appointment of the Council

Council members are appointed (after an election if necessary) at the Society's Annual General Meeting. This has to take place in March each year or as soon as practicable thereafter. Usually the time of the Annual Conference is chosen since this is when a substantial number of the membership is gathered together.

Terms of Service

All Council Members retire from office together at the annual general meeting next after the date on which they came into office. Retiring Council Members may and often do, offer themselves for re-election but we are always keen for members to volunteer to help with the running

of the Society.

Annual General Meeting

The AGM is the vehicle by which formal majority approval is sought for:

- the Council's report and the Society's accounts for the preceding year,
- The appointment of an independent person to scrutinize the accounts for the following year.
- the appointment of three Officers and 1-4 other trustees to serve for the following year.

The quorum for the AGM is one twentieth of the then membership of the Society or twenty members whichever is the greater.

Who can vote at an AGM

All paid up individual members present at the AGM may vote on the above where an election is required. All family members may attend but they have only one vote.

Patrons, honorary or corporate members and non-members of the Society may attend but may not vote.

Voting Procedures at an AGM

Only those eligible may vote. Ordinarily a show of hands will suffice for a vote at the AGM. However if that is not clear, or if any member requests it, then a ballot is taken. The Council may decide whether the ballot is to be by the appointment of tellers or, where it might be important to validate the

vote, by a paper or other ballot with the result being announced at a later date.

Discussion and AOB

After the end of the AGM a general discussion may be held. It is very important to understand that BSS as a Charity is not a limited company with shareholders and therefore under Charity Law the trustees are not bound by any vote or decision taken on any matter not **required** by the Constitution. [See *Charity Commission guidance in the highlighted box below*]

During any discussion period after the AGM, members may discuss issues and raise questions. Where any such are of importance to the Society, the Council, at its discretion, may take these away for separate or later evaluation and decision.

Of course, any such decision will then be notified to the entire membership, usually by way of the Newsletter but sometimes via an information sheet like this.

CC Guidance 48:81:

*Whether the charity is required to have an AGM or simply organises a users' meeting, the charity trustees are only bound to act on decisions taken by the members where the governing document directs that those matters **have** to be decided at such a meeting. It is important that charity trustees are clear about the status and purpose of the AGM and that this is clearly communicated to those attending.*