

# WORLD'S POULTRY SCIENCE ASSOCIATION, UNITED KINGDOM BRANCH

## CONSTITUTION

### 1. Title

The name of the organisation shall be The World's Poultry Science Association United Kingdom Branch, which may be known by the short title "WPSA UK Branch", hereinafter referred to as the "Branch".

### 2. Affiliation to parent World Association

The Branch shall continue to be constituted as a Branch of the World's Poultry Science Association, hereinafter referred to as the "Association", and shall be bound by the rules of that body as printed in its most recently revised Constitution.

### 3. Objects

The objects of the WPSA UK Branch are the advancement of scientific knowledge and public education and training in the agricultural use of the avian species, consistent with the Constitution of the Association.

### 4. Powers

In furtherance of the said objects but not otherwise the Branch may

- (a) Employ and pay any person or persons not being members of the Council to supervise, organise and carry on work of the Branch.
- (b) Bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals.
- (c) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof.
- (d) Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas.
- (e) Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents as shall further the said objects.
- (f) Respond to requests from government or compatible organisations for its views on current matters affecting the poultry industry, provided that the Branch shall be strictly non-political and in no sense a trade union.
- (g) Purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the Branch.
- (h) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Branch.
- (i) Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary.
- (j) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise **provided that** the Branch shall not undertake permanent trading activities in raising funds for the said objects.

- (k) Invest the moneys of the Branch not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- (l) Do such other lawful things as are necessary for the attainment of the said objects.

5. **Officers**

The Officers of WPSA UK Branch shall be: President,  
Vice President,  
Secretary/Assistant Treasurer,  
Treasurer/Assistant Secretary.

6. **Government of the Branch**

There shall be an elected Council of twelve members, with the addition, ex-officio, of the aforementioned Officers and the Convenors/Chairmen for the time being of Council Committees. The duties of the Council shall be the organisation and management of the Branch on behalf of its members and its representation at meetings of the Association outwith the United Kingdom.

- (a) The functions of the Secretary and Treasurer shall be undertaken by two Officers, a Secretary/ Assistant Treasurer and a Treasurer/Assistant Secretary.
- (b) The duties of the Secretary/Assistant Treasurer shall be to carry out all correspondence and distributions to members, prepare agendas and minutes of all meetings, also to act as Assistant Treasurer as may be necessary. These duties may be delegated by Council for any part of the work, e.g. Membership or Minute Secretary.
- (c) The duties of the Treasurer/Assistant Secretary shall be to keep the accounts of the Branch in good order and to prepare extracts of income, expenditure and balance sheet for each calendar year, have these audited and submit them to Council and to the members at the Annual General Meeting ("AGM"). The Treasurer shall act as Assistant Secretary as may be necessary. The accounts shall be audited by a suitably qualified Auditor, appointed annually by the members at the AGM.
- (d) Officers undertaking the duties of Secretaries and Treasurers shall act as agents of the Branch and shall not serve as Trustees.
- (e) The President, Vice President, Councillors and Convenors/Chairmen of Committees shall be designated Trustees under provisions of the laws relating to Charities.

7. **Election of Officers and Councillors**

Before each AGM the Council shall arrange for the election of those Officers and Councillors who are required to be elected by ballot of members to fill vacancies which will exist at the end of such AGM.

- (a) Candidates for the Post of **President** shall be nominated and elected by the members to serve for a four-year term of office, beginning immediately after the AGM at which he/she is declared elected and ending at the close of the AGM at the end of the fourth year of office.
- (b) Candidates for the Post of **Vice President** shall be nominated and elected by the members to serve for a four-year term of office, simultaneously with the

President, beginning immediately after the AGM at which he/she is declared elected and ending at the close of the AGM at the end of the fourth year of office. The **Vice President** will normally be expected to undertake a specific duty on Council, such as Chairman of the Symposium Committee or Chairman of the Programme Committee (as appropriate and to be decided by Council).

- (c) At the end of his/her term of office the **Vice President** is eligible for nomination and may offer him/herself for election to **President**, as described in 7(a) above.
- (d) The members shall nominate a member to be Secretary/Assistant Treasurer and a member to be Treasurer/ Assistant Secretary, who shall submit himself/herself/themselves to election by the members, the result to be declared at the first AGM after nomination, to serve for an initial four-year term of office. These appointments may be continued by nomination and submission by the office holder to election by the members for a further four-year term of office, ending eight years after his/her/their original election.
- (e) A member who has been Secretary/Assistant Treasurer or Treasurer/Assistant Secretary for eight years may not again be nominated and elected to any of the offices until a period of six months has elapsed since demitting the second term of office.
- (f) A member, nominated and elected to serve as a **Councillor**, shall serve for a four-year term of office, beginning immediately after the AGM at which he/she is elected and ending after the fourth AGM in his/her term of office as Councillor. A Councillor may be nominated and elected by the members to serve a further four-year term of office as Councillor, ending after the AGM in the eighth year after his original election.
- (g) A member who has served for eight years as a Councillor may not be again nominated and elected as a Councillor until a period of six months has elapsed since demitting office as a Councillor.
- (h) Councillors shall be nominated and elected each year, to bring the number of elected Councillors, other than **ex-officio** Officers and Convenors/Chairmen of Committees, to a total of **twelve** Councillors.
- (i) Council shall have power to fill temporary vacancies by co-option, provided that any member so co-opted shall submit himself/herself for election at the first AGM after his/her co-option.

## 8. **Council Committees**

- (a) Council shall have power to form **Committees or Groups** for specified purposes, e.g. Programme, Symposium et al. Council shall appoint the **Convenor/Chairman** of each Committee, who need not be a serving member of Council, to serve as Convenor/ Chairman of that Committee for a specified period and Council shall have power to rescind this/these appointment(s). A serving Councillor who is appointed Convenor/Chairman of a Council Committee, on becoming **ex-officio** a member of Council, shall create a vacancy on Council of an elected Councillor. If, however, an elected Councillor, appointed to be Chairman of a Council Committee, later relinquishes that office, he/she shall continue as a Councillor for his/her elected term.
- (b) Each Convenor/Chairman of a Council Committee shall have power to co-opt to his/her Committee those willing members who can be expected to serve

the objectives of that Committee, for a period specified by Council. These co-options shall be subject to ratification by Council, who may also nominate members.

- (c) Council shall have power to appoint from its members a **Business Committee** with delegated powers to act between Council meetings. Membership of the Business Committee shall consist of the Officers of the Branch and not less than two Councillors, who may also be Convenors/Chairmen of Committees. Agenda and Minutes of the Business Committee shall be circulated to all Councillors, who may attend meetings of the Business Committee if they so wish.
- (d) All acts and proceedings of such Committees or Groups shall be reported back to the Council as soon as possible.

## 9. **Ballot**

- (a) Members shall elect Officers and Councillors by nomination and postal ballot. Members shall be asked, not later than 12 weeks prior to the date of the AGM, if they wish to nominate suitable members for election.
- (b) Nominations for election must be in writing, signed by proposer, seconder and nominee, all being paid-up members of the Branch. Such nominations shall be delivered to the Secretary/ Treasurer not less than eight weeks prior to the date of the AGM. Members permanently resident outwith the United Kingdom may not propose, second or be nominated for office.
- (c) In the event of more members being nominated for any office than there are vacancies, a postal ballot shall be held. The Secretary/Treasurer shall send out by mail to all paid-up members a ballot paper giving full names of proposer, seconder and nominee for each nominated candidate for election, with a short biography of up to 200 words. Ballot papers shall be placed in the mail not less than 28 days prior to the AGM, such ballot papers to be delivered in sealed envelopes marked "Ballot", not less than 10 days prior to the AGM, to the Secretary/ Treasurer or to a scrutineer appointed for that purpose by the Council. It is incumbent on the person receiving the voting papers to agree with the President the name of a member - not being a candidate for election - to participate in counting votes and calculating the result.
- (d) The result of the ballot shall be determined by the method of the Single Transferable Vote, as published by the Electoral Reform Society, 1976.
- (e) The result of the election shall be announced at the AGM.

## 10. **Paid-up membership of Officers, Council and Committees**

All Officers, Councillors, Convenors/Chairmen and members of Council Committees (with the exception of a Symposium Committee), also Branch representatives on European Federation of WPSA Branches or their Working Parties and representatives of the Branch on any other bodies, must be paid-up members of the UK Branch and of the Association.

## 11. **Meetings**

- (a) Council meetings shall be held at intervals of not more than fifteen months and the **quorum** shall be six members of Council.
- (b) Annual General Meetings shall be held at intervals of not more than fifteen months and the **quorum** shall be twenty-four members, or one tenth of the

- members of the Branch, whichever is greater.
- (c) General meetings of members, other than Annual General Meetings, to be known as Extraordinary General Meetings ("EGMs"), shall be called by the Secretary/Treasurer at the written request of three Councillors or ten members of the Branch, or at the request of Council.
  - (d) The Branch shall arrange to hold a scientific or educational meeting in every calendar year.
  - (e) Depending on who is present at the time Council and General Meetings are due to start, one of the following shall preside as Chairman in the following order of priority:
    - President,
    - Vice President,
    - The Convenor/Chairman of the Programme Committee,
    - The Convenor/Chairman of the Symposium Committee,
    - A Chairman elected by those members present,
  - (f) If a vote at any meeting of the Branch results in a tie, the Chairman of that meeting shall have a casting vote as well as a deliberative vote.

## 12. **Administration**

Council shall have authority to arrange the administration of the Branch, including reasonable and proper out of pocket expenses for work performed on behalf of the Branch or payment of expenses as may be deemed necessary and desirable. Between Council meetings the Business Committee, or a group of Officers and Councillors appointed by Council for a specific purpose, shall have delegated power to act and/or report back to Council.

## 13. **Trustees Indemnity**

In the execution of the Trusts hereof no Trustee shall be liable for any loss to the property of the Branch arising by person of any improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other Trustee hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary or by any reason of any mistake or omission made in good faith by any Trustee hereof or by reason of any other matter or thing other than wilful and individual fraud, wrong doing or wrongful omission on the part of the Trustee who is sought to be made liable.

## 14. **Adoption of Constitution or Amendment**

A copy of this Constitution, and of any future amendment to it, shall be mailed to every paid-up member of the Branch not less than 28 days prior to the date of the General Meeting at which the matter is to be considered. The adoption of the Constitution and of any amendment requires a favourable majority vote of not less than two-thirds of the members present. **Provided that** no alteration shall be made to clause 3 (Objects), clause 15 (Dissolution) or this clause until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained; and no alteration shall be made which would have the effect of causing the Branch to cease to be a charity in law.

15. **Dissolution**

The Branch may be dissolved by a Resolution passed by a two-thirds majority of those present and voting at a General Meeting convened for the purpose of 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 Branch, provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among the members of the Branch but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Branch as the Branch may determine and if and in so far as effected cannot be given to this provision then to some other charitable purposes.

This Constitution shall come into effect on 6 April 2005.