

A full copy of the constitution as published in *The Phycologist* Issue No 73 (2007) and approved at the 2008 Annual General Meeting in Bristol.

THE BRITISH PHYCOLOGICAL SOCIETY CONSTITUTION

1. The name of the Society shall be "The British Phycological Society".
2. The aims of the Society shall be to advance research and education by the encouragement and pursuit of all aspects of the study of algae and to publish the results of this research in a journal, and also in other publications which shall from time to time appear desirable, provided that all publications of the Society shall be available to the general public. In furtherance of those aims, but not otherwise, the Society shall also aim to increase public awareness of the importance and applications of algae, and to contribute to public debate on issues involving algae.

All funds acquired by the Society shall be devoted to the aims detailed in paragraph 2 above or to such associated charitable projects as may from time to time further these aims.

Membership

3. Membership of the Society shall be open to anyone interested in any aspect of the study of algae. Application should be made to the Membership Secretary, who will supply a form to be completed, signed and returned by the applicant. A copy of the Constitution shall be made available on request from the Membership Secretary. Applications for Corporate Membership may be considered by Council.
4. Fully paid-up members shall have the following privileges:-
 1. To receive all notices pertaining to the activities of the Society and to attend all Meetings and Excursions.
 2. To receive all literature issued by the Society, free or at a reduced rate as the Council may from time to time determine.
 3. To vote in the election of the members of the Council, and to vote in the conduct of the affairs of the Society at any meetings of the Society.
 4. To be eligible for service on the Council and its committees, or as Officers.
 5. To introduce visitors at any meeting of the Society (with the exception of the Annual General Meeting), unless the Council by resolution suspends this privilege for any particular reason.
 6. To subscribe to the *European Journal of Phycology* at rates determined by Council and ratified at a General Meeting of the Society.
5. Every new member shall pay to the Membership Secretary or the Treasurer, within one month, the annual subscription for the current year, such payment to entitle the member to all privileges of the Society for that year. The first subscription paid by any member joining the Society within the last two months of the calendar year shall also cover the succeeding year.
6. Resignation of membership shall be signified in writing to the Membership Secretary, but the member so resigning shall be liable for payment of the annual subscription for the current year, together with arrears due.

Annual subscription

7. Annual membership subscriptions and subscriptions to the *European Journal of Phycology* (for those members wishing to receive the Journal) shall be payable in advance and shall be due on the 15 January each year. At the discretion of the Council, reduced subscription may be paid by the following categories of members:-
 1. Student members (undergraduate and post-graduate) for a maximum for four years.
 2. Members not in full-time employment.

Changes in subscription must be ratified at a General Meeting of the Society. Subscription rates shall be publicised in the Journal and in all relevant publications of the Society.

8. If any members shall be in arrears of his/her subscription for six months the Treasurer shall advise the member of the fact and, if payment is not made before the end of twelve months, the member's name may be removed from the list of members.

Council

9. The business of the Society shall be conducted by a Council of members consisting of the six officers of the Society, namely: The President, President Elect, Vice-President Overseas, the Secretary, the Treasurer and the Membership Secretary together with the immediate past-President, Webmaster, the Editors of the *European Journal of Phycology* and the Newsletter (ex-officio), and not more than ten Ordinary Members of the Council and one of them should be a Student Member; nine to constitute a quorum. All members of the Council, except the immediate past-President and the Editors shall be elected by ballot if contested, the result of the ballot being declared at the Annual General Meeting (see clause 14).

10. Officers and Members of Council

- a) The President, President Elect and Vice-President Overseas shall be elected biannually. The retiring President, President Elect and Vice-President Overseas shall not be eligible for re-election for the same office until an interval of three years from the expiry of the term of office. The immediate past-President shall continue to serve on Council (ex-officio) until succeeded by the next retiring President.
 - b) The Secretary, the Membership Secretary and the Treasurer shall be elected for a period of three years, and on retiring shall be eligible for re-election for a further three year period up to a maximum of three consecutive three year periods.
 - c) Ordinary Members of the Council shall be elected, normally in groups of three, for a period of three years. Retiring Ordinary Members elected in this way shall not be eligible for re-election to the same office until after an interval of one year from the expiry of the term of office. An Ordinary Member of Council, if elected to any other office on the Council, shall cease to be an Ordinary Member of Council. Ordinary Members elected for one year to fill a vacancy shall be eligible at the end of the year for immediate re-nomination as an Ordinary Member (for the usual three year period).
 - d) The Editors of the *European Journal of Phycology* and the Newsletter shall be elected annually by the Council.
11. The Council shall have the power to co-opt any member of the Society to fill vacancies occurring during the year in Council, the tenure of such co-opted members shall terminate at the Annual General Meeting. No one may be appointed as a co-opted member if, as a result, more than one third of the members of the Council would be co-opted members.
 12. The Council shall have the power to appoint for any special purposes sub-committees consisting either wholly or in part of Council Members, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Council.
 13. At the request of any three members of the Council, the Secretary shall convene a meeting of the Council, stating the nature of the business to be discussed.
 14. Election of Council: Any member of the Society may nominate candidates, who shall be members of the Society, for the election as President, President Elect, Vice-President Overseas, Secretary, Treasurer, Membership Secretary or Ordinary Members of Council.

All such nominations, with the name of a seconder, and with the consent of the nominee to act if elected, shall be forwarded to the Secretary not later than two months before the Annual General Meeting. If no nominations are received for any of the offices becoming vacant on the council, it shall be the duty of the Council to make such nominations. Voting shall be by ballot and for this purpose the Secretary shall circulate to all members of the Society, one month before the Annual General Meeting, a ballot form listing all nominations for vacant offices on the Council. All completed ballot forms shall

be returned to the Secretary in a sealed envelope bearing the signature of the member on the outside, before the Annual General Meeting; at that meeting the ballot forms shall be opened and the count made by scrutineers appointed by Council, and the results of the ballot declared. Any problems arising through nominees for Council receiving the same number of votes will be resolved by a further vote of the members present at the Annual General Meeting.

General Meetings

15. The Society shall hold one or more general meetings each year, one of which shall be the Annual General Meeting. Thirty members shall constitute a quorum for an Annual General Meeting.
16. Notices of all general meetings shall be sent to each member at the earliest possible date, and the agenda of the meetings shall be sent out at least two weeks before each meeting.
17. At the Annual General Meeting members of the Society present shall consider any business brought before them by the Council, or by any member (of which four weeks' notice in writing has been given to the Secretary).
18. The President, or in his/her absence the President Elect or Vice-President Overseas, shall normally chair all general meetings of the Society; in the absence of any of these officers another officer or members of the Council. At any meeting of the Society the chair shall decide as to the procedure and the order of business. It shall be within the chair's discretion to admit communications or other business.

In the case of equality of votes at any meeting of the Society or of the Council, the chair may exercise a second or casting vote.

19. **Finances:** It shall be the duty of the Treasurer to prepare annual accounts as prescribed by current legislation in England and Wales. The annual accounts shall be examined by an Independent Examiner, who shall be an independent person who is reasonably believed by Council to have the requisite ability and practical experience to carry out a competent examination of the records. Copies of the annual accounts and the Independent Examiner's Report shall be circulated to members together with the agenda for the Annual General Meeting. The Independent Examiner shall be elected for the ensuing year at the Annual General Meeting.
20. **Minutes:** The Council shall cause Minutes to be duly entered in the books for the purpose of recording: all the appointments to the Council; the names of the members present at each meeting of the Council; and the proceedings of these meetings, the proceedings of the Annual General Meeting and any other special meeting.

Honorary membership

21. At any general meeting of the Society, after nomination by the Council, persons who have rendered conspicuous service to the subject of Phycology or to the Society may be elected Honorary Members of the Society. Honorary Members may have all privileges of membership as defined in Clause 4 of this constitution together with free receipt of the Journal. Honorary Members shall not normally exceed 12 persons.

Alterations to the Constitution

22. No alterations to the Constitution shall be made except at the Annual General Meeting, or at a special meeting of the Society called by the Council for that purpose. Notice in writing of any proposed alterations shall be given to the Secretary at least two months before any such meeting, and the proposed alterations shall be circulated to members with the agenda for that meeting. No alteration shall be made unless two-thirds of the members voting at the meeting are in favour of it. Notwithstanding the foregoing, no alterations may be made to this

Constitution that shall cause the Society to cease to be eligible for registration as a charity at law.

Dissolution of the Society

23. The Society may be dissolved, after one year's notice in writing to all members, by ballot in which the majority of all paid-up members who vote, shall be required to affirm the motion to dissolve the Society.

The funds remaining to the credit of the Society at the time of dissolution shall be distributed to one or more other societies being constituted as charities and having similar aims to the British Phycological Society; the selection of these societies being the duty of the Council of the British Phycological Society at the time of its dissolution.