

# **Botanical Society of Britain and Ireland Committee for Scotland Constitution**

## **1. Name**

The name of the Committee shall be “The BSBI Committee for Scotland ”.

## **2. Status**

The Committee shall act under the aegis of the BSBI and shall function as the Society’s Scottish country Committee.

## **3. Constitution**

This constitution is set out by the Trustees of the BSBI, in furtherance of the powers provided to the in the Articles of Association of the BSBI. No amendment to this constitution shall be made other than by the Trustees for the time being of the BSBI on the advice of and in consultation with such of its members as shall be resident in Scotland.

## **4. Objects**

- a) To further, in Scotland, the aims and objectives of the BSBI, as set out in its Memorandum of Association and Articles.
- b) To engage in two-way information flow with the Board of Trustees regarding BSBI matters in Scotland, in particular, but not solely, via the nominated Trustee representative and via the Chair reporting to the Board.
- c) To provide liaison between the BSBI and other bodies with similar or allied interests in Scotland.

## **5. Composition**

The Committee shall consist of the following voting members, who must be members of the BSBI:

- a) Chair;
- b) Secretary;
- c) Up to eight additional elected members;
- d) Up to 2 co-opted members.

Additionally, if a Chair Elect has been elected at an Annual General Meeting, that person shall also be a voting member of the Committee.

### **Non-voting members**

The BSBI President, Honorary General Secretary, and a nominated representative of the Trustees have the right to attend meetings. The BSBI Scotland Officer and Chief Executive will normally be invited to attend meetings. Other BSBI officers, staff, BSBI members and representatives of external organisations may be invited to attend to facilitate discussion.

The Committee may ask individual Committee members to take responsibility for such specific areas of the Committee's work as it sees fit. Responsibilities may also be delegated to BSBI members who are not Committee

members, with appropriate arrangements made to ensure good communications between the Committee and the individuals concerned.

## **6. BSBI Scotland General Meetings**

- a) There shall be at least one General Meeting for eligible members in a calendar year and one shall include the Annual General Meeting. If such a meeting is held by electronic means, all participants must be able to ask questions and if eligible vote. In such circumstances, presence electronically will be deemed as equivalent to being there in person.
- b) General meetings are called with at least 14 and not more than 28 clear days' written notice.
- c) BSBI members resident in Scotland or appointed as recorders for Scottish Vice Counties are entitled to attend and vote at annual general meetings.
- d) There is a quorum at Annual General Meetings if the number of voting members present whether in person or online is at least 15.
- e) The Chair at a general meeting shall be the Chair of the committee or in default any committee member present and elected to act as chair by the voting members present.
- f) For in-person only meetings, every issue, including any elections which may be necessary, shall be decided on a show of hands by the voting members present in person, each having one vote on each issue and by a simple majority. For meetings with remote participants, voting must include the remote participants: if such inclusion is not possible then voting should take place after the meeting and involve all members eligible to vote.
- g) The Secretary shall prepare or cause to be prepared draft minutes of each Annual General Meeting not more than three weeks after the meeting and provide a copy to the Hon. General Secretary of the BSBI together with a summary. Such minutes shall be approved, if necessary in amended form, at the next Annual General Meeting.

## **7. Nominations, elections and ancillary matters**

- a) Nominations for membership of the Committee shall be in writing, with the candidate's consent, and signed by two members entitled to vote at the Annual General Meeting as above, to be in the hands of the Committee Secretary at least 28 days before the Annual General Meeting. A request for nominations should be made at least 28 days before the closing date.
- b) In the event of insufficient nominations the Committee shall have the power to nominate additional candidates at the Annual General Meeting. Committee nominees should be chosen so as to provide wide representation from amongst all eligible BSBI members with due regard to the skills and experiences required by the Committee.
- c) The Chair shall be elected to serve for two years and be eligible for re-election for a further two years. After completing a term as Chair, the past Chair may stand for election to the Committee for one further year but with no increase in number of members. Thereafter he/she shall not be eligible for re-election to the Committee until the expiry of one year. Committee members who have served more than five consecutive years on the Committee may not stand as Chair (or four consecutive years in the case of Chair Elect).
- d) A Chair Elect may be elected to serve for one year, increasing by one the number potential voting members, his/her election taking place at the Annual General Meeting immediately preceding that at which the current Chair is due to retire.

- e) The Secretary shall be appointed annually by the Committee from amongst the elected membership excluding the Chair. This appointment will last until the equivalent meeting after the next AGM.
- f) The other members of the Committee shall be elected to serve for up to three years (see 7g). Such Committee members are repeatedly eligible for re-election for up to a further three years (see 7g) but must stand down after being on the Committee for six consecutive years. Thereafter they shall not be eligible for re-election until the expiry of one year.
- g) Sufficient Committee members shall retire at each Annual General meeting to ensure at least three vacancies are to be filled by election, those longest in office (where applicable, since re-election) retiring first and the choice between any of equal service being made by drawing lots at the last meeting of the Committee in any year. Committee members who retire may seek re-election until they are obliged to stand down (see 7f).
- h) The Committee shall have the power to co-opt up to two members but co-opted members shall only hold office until the next AGM when they must either offer themselves for election or stand down.
- i) Should the Chair (in the absence of a Chair Elect) or Secretary need to be replaced during the year, the Committee shall appoint a replacement until the next AGM (Chair) or Committee meeting after the AGM (Secretary).

## **8. Committee Proceedings**

The committee must hold at least two meetings each year.

- a) A quorum at a meeting of the Committee is at least five, or one half of the elected members of the committee rounded upwards if less, save that co-opted members shall not count towards the quorum.
- b) A meeting of the Committee may be held either in person or by suitable electronic means agreed by the committee in which all participants may communicate with all the other participants.
- c) The Chair or (if the Chair is unable or unwilling to do so) some other committee member chosen by the Committee present shall preside at each meeting.
- d) Any issue may be determined by a simple majority of the votes cast at a Committee meeting, but a resolution in writing agreed by all the committee is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.
- e) Every voting Committee member has one vote on each issue. In case of equality of votes, the presiding member of the meeting has a second or casting vote but shall be mindful not to use this to make substantial changes to the status quo.
- f) The Secretary shall prepare or cause to be prepared a summary of key points arising at each meeting not more than three weeks after the meeting and provide a copy to the Hon. General Secretary of the BSBI. Such minutes shall be considered for approval, if necessary in expanded and amended form, at the next meeting of the Committee.
- g) The Chair shall report to the Board of Trustees (brief quarterly updates and annual report).
- h) The Committee shall appoint from its number a Field Meetings Secretary and other posts as from time to time may be desired.
- i) The Committee shall operate in due regard to the BSBI Governance Handbook and to the policies of the BSBI.

## **9. Feedback and representation of members' views**

- a) All members of Committee for Scotland are invited to attend BSBI-wide events (at time of writing the annual BSBI Forum) called to bring BSBI committees, trustees and staff together to celebrate, discuss and plan our work together. Ideas and feedback from members represented by the Committee for Scotland can be brought to these meetings for discussion.
  
- b) Ideas and feedback from members represented by the Committee for Scotland can also be discussed with the nominated Liaison Trustee for the committee or raised by the Chair in their quarterly reports to Trustees.