

RULES AND CONSTITUTION OF
THE PRIMATE SOCIETY OF GREAT BRITAIN

GENERAL

- 1(a) The Society shall be called The Primate Society (as from November 1970 affiliation with the International Primatological Society was recognised and the title of Primate Society of Great Britain adopted), and its objects shall be the advancement of research in the study of primate biology in all its branches and activities conducive thereto, including the welfare of captive primates, conservation and education, and to publish the useful results of such research. In particular, it will provide for the holding of conferences, symposia, demonstrations and lectures calculated to advance the objects of the Society and may arrange for the publication and dissemination of symposia and other reports thereof.
- 1(b) The capital and income to the Society shall be devoted solely to the furtherance of its objects as stated in Rule 1(a) and no portion thereof shall be paid to any officer, or member, of the Society and no member of the Council shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society except provided that nothing herein should prevent any payment in good faith by the Society: (i) of reasonable and proper remuneration to any member, officer or servant of the Society (not being a member of its Council) for any services rendered to the Society; (ii) to any member of its Council of reasonable out-of-pocket expenses.
- 1(c) In the event of the Society being dissolved for any reason, the surplus funds remaining after satisfaction of debts and liabilities shall not be distributed among the members but shall be paid or transferred to some other institute or institutions, having objects similar to those of the Society and which shall prohibit the distribution of its or their income and property among its or their members. Such charitable institute or institutions shall be determined by the members of the Society at or before the time of dissolution and if effect cannot be given to such provision, the surplus funds shall be devoted to some charitable object or objects.

OFFICERS

- 2 The business of the Society shall be conducted by the Council which shall consist of not less than 12 (twelve) and not more than 16 (sixteen): 7 (seven) members to constitute a quorum.
- 3 The Officers of the Society shall be the President, a Secretary and Treasurer; and such other roles as the Council may choose to adopt. All officers shall be members of Council.
- 4 The Council shall be elected at an Annual General Meeting. Council members shall be elected for a term of office of three years. Council members will normally assume office at the end of the month of the Annual General Meeting at which they were elected. Council

members shall be restricted to a maximum of two consecutive terms of office (a total of six years). Retiring members of Council who have served two consecutive terms shall not be eligible for re-election until two years have elapsed from their demission from office.

- 5 The President, Secretary and Treasurer shall act as Trustees during their terms of office.
- 6 A Student Officer, who shall be a student member, shall have full voting powers on Council. The Student Officer shall be elected by student members and shall not serve for more than two years.
- 7 Any Full member of the Society may put their name forward for election to any Council role, with the exception of the Student Officer (clause 6). It shall be the duty of the Secretary to solicit nominations of members wishing to stand for Council roles at least six weeks before the Annual General Meeting. Where a single nominee stands for a Council role their name shall be circulated to all members at least three weeks before the Annual General Meeting. Where two or more members stand for a single Council role it will be filled by the nominee who gains most votes in a ballot which must remain open for the minimum of seven days. The results of the ballot shall be circulated to all members at least two weeks before the Annual General Meeting. The election of Council members must be ratified at the Annual General Meeting.
- 8 The Council reserves the right to refuse to admit to office any person it judges is unsuitable. The decision to refuse office will be made by a quorate Council on the basis of a simple majority and a full written explanation must be provided to the candidate and be available to all members of the Society.
- 9 A Council member may be removed from office if they are found to be negligent, reckless or incapable of performing the role. Complaints against a Council member must be brought by two or more serving Council members in writing before Council and the defendant shall receive a copy of the complaint in full. The defendant shall have the right of a written defence. The decision to remove from office will be made by a quorate Council on the basis of a two-thirds majority. A Council member removed from office remains a member of the Society unless they choose to resign or an additional complaint is brought in accordance with clause 17.
- 10 Any vacancy occurring in the Council, other than by annual retirement, shall be filled by another member to be elected by the Council, and the member so elected shall hold office only until the next opportunity to elect a new Council member.
- 11 The Council shall have the power to establish sub-committees to assist with the running of the Society. Sub-committees shall be chaired by a member of Council. Sub-committees may be dissolved by a quorate Council on the basis of a simple majority.
- 12 Council shall have the power to appoint members of the Society, or other qualified individuals, to sub-committees. Such sub-committee members will be time-limited in their service, as agreed by Council, to a maximum of two three-year terms of office. Retiring sub-committee members who have served two consecutive terms shall not be eligible for re-election until two years have elapsed from their demission from office. Sub-committee members will have no voting powers on the Council. Sub-committee members may be

removed from office if they are found to be negligent, reckless or incapable of performing the role by the same process as for Council members (clause 9)

- 13 Council shall be responsible for ensuring that recruitment to Council and sub-committees encourages a diverse range of candidates that appropriately reflect under-represented groups within society and ensures the process is inclusive.

MEMBERSHIP

- 14(a) Eligibility for Full membership to be limited to those possessing a recognised qualification in a scientific field or to those who have made a recognised contribution to the subject. Every candidate for membership of the Society shall be proposed by a current Full member from personal knowledge, or must submit evidence detailing their career. Full membership is achieved on completing an application form and paying the subscription. Applications shall be ratified by the Council member with responsibility for membership applications, on behalf of Council. Council reserves the right not to accept unsuitable persons.
- 14(b) There should in addition be a class of membership open to undergraduate and postgraduate students at a reduced subscription. At the discretion of Council, those who have recently graduated may also be eligible for student membership. In general, student members are not eligible to hold office other than as Student Officer (clause 6), but they are eligible to vote at the Annual General Meeting and other meetings of the Society. Student membership is achieved on completing an application form with proof of student status and paying the subscription. Applications shall be ratified by the Council member with responsibility for membership applications, on behalf of Council. Council reserves the right not to accept unsuitable persons. Council may choose to extend the period of eligibility for student membership beyond graduation for existing student members.
- 14(c) There should in addition be a class of membership open to anyone with a serious interest in primates. Associate members can participate in all Society activities but are not eligible for election to Council or to vote at the Annual General Meeting or other meetings of the Society. Associate membership is achieved on completing an application form and paying the subscription. These applications will be ratified by Council, who reserve the right not to accept unsuitable persons.
- 14(d) There should in addition be a class of membership open to full members who have maintained continuous full membership for a minimum of 7 years (with exceptions allowed for career breaks at discretion of Council) and have made a significant contribution to primatology. Fellowship of the Society (FPSGB) is achieved following the submission of an application supported by two current Fellows or members of Council, and shall be reviewed and decided on by Council. Fellows shall be elected annually by Council and upon payment of the subscription fee, announced at the Annual General Meeting. Fellows have all rights of full members and shall retain their status provided they maintain continuous membership of the Society. If their membership lapses, previous Fellows are eligible to re-apply for Fellowship.
- 15 Membership of the Society shall commence on ratification of the application and payment of the subscription. Subsequent annual member subscriptions will be due on the

anniversary of the date of first subscription. Membership of the Society will lapse unless the member's annual subscription is received within 3 months of this date.

- 16 There shall be the option for Full and Associate members and Fellows of the Society to pay a lifetime subscription fee. Such payment will be forwarded to the Treasurer and will entitle the member to all the privileges of their class of membership for the remainder of their lives.
- 17 Members of the Society who have paid at least twenty annual subscriptions, and who have retired from full-time employment, can apply to the Council for election as 'retired members'. If so elected, they will be entitled to receive all notices of the Society's activities, and to attend conferences by paying a reduced subscription rate. They will have no vote at business meetings, and will not be eligible to act as officers.
- 18 Any member bringing the Society into disrepute will be expelled. Complaints against a member must be brought by two or more members in writing before Council and the defendant shall receive a copy of the accusation in full. The defendant shall have the right of a written defence. The decision to expel will be made by a quorate Council on the basis of a majority vote. If expelled, the member will forfeit their subscription for the current year.
- 19 Annual subscription rates shall be determined by the Council periodically.

MEETINGS

- 20 Unless the Council by a special vote determines otherwise, there shall be at least one meeting of the Society in each year, at one of which the Annual General Meeting shall be held.
- 21 The Society shall organise at least one other activity in line with its charitable objectives each year.
- 22 At Council's discretion, there will be at intervals of one year or more a specially invited **Osman Hill Memorial Lecture**, to be given by a distinguished primatologist as part of the programme of the meeting. At Council's discretion other award lectures or medals may be given.
- 23 It shall be the duty of the Treasurer to prepare and present a financial statement for the past financial year, which shall be duly signed by the auditor or independent examiner and made available for inspection at the Annual General Meeting.
- 24 The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
 - (1) the keeping of accounting records for the Charity;
 - (2) the preparation of annual statements of account for the charity;
 - (3) the auditing or independent examination of the statements of account of the Charity; and
 - (4) the transmission of the statements of account of the Charity to the Commissioners.

- 25 The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and annually return their transmission to the Commissioners.
- 26 All meetings shall be announced at the earliest possible date, and the programme of the meetings shall be available at least two weeks before each meeting.

ALTERATION TO THE RULES

- 26 No alteration of these Rules shall be made except at an Annual General Meeting; or at a special meeting of the Society called for that purpose; notice in writing of any proposed alteration shall be given to the Secretary at least six weeks 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 those voting are in its favour. No amendment shall be made to this Clause or Clause 1 without prior consent in writing of the Charity Commissioners. No amendment shall be made which would cause the Society to cease to be a charity at law.