

# ***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: (a) 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; (b) 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): 6 (six) members to constitute a quorum.
- 3 The Officers of the Society shall be the President, a General Secretary and Treasurer; and such Assistant Secretaries and Treasurers as the Council may appoint. The President, General Secretary and Treasurer shall be elected at an Annual General Meeting. They shall retire each year at the Annual General Meeting, but shall be eligible for re-election or re-appointment. The President shall not hold office for more than four years. Officers will normally assume office at the end of the month of the Annual General Meeting at which they were elected.
- 4 The Secretary and Treasurer shall act as Trustees during their terms of office.
- 5(a) Four ordinary members of Council shall retire each year in order of seniority of appointment to Council. A retiring member shall not be eligible for re-election until two years have elapsed from his or her demission from office.

- 5(b) Convenors of working parties shall be appointed by Council and shall not normally serve for more than four years.
- 5(c) A Student Representative, who shall have full voting powers, shall be nominated by Council for election at the Annual General Meeting, and shall not normally serve for more than two years.
- 6 It shall be the duty of the Council to propose to the Society for election, or re-election, the names of members to fill the offices of the President, Secretary and Treasurer and the names of four members as ordinary members of Council. The names so proposed shall be circulated to members before the Annual General Meeting, together with a list of the members of the Council, distinguishing those due to retire under this Rule. Any member may put forward the names of any other eligible members in place of those on the list prepared by the Council; such nominations shall be seconded by two other members and forwarded in writing to the Secretary at least one week before the date of the meeting. In each case, if no fresh nominations are received, the Council's nominees will thereby be deemed elected. Otherwise election shall be by ballot at the meeting.
- 7 Any vacancy occurring in the Council, otherwise 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 for the remainder of the period of office of the member whose place he/she takes.
- 8 The Council shall have the power to appoint members of the Society to assist them with their deliberations. Such Assistant Council Members will have no voting powers on the Council.

### **MEMBERSHIP**

- 9(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 significant 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 a CV detailing career to date. Full membership is achieved on completing an application form and paying the subscription. Applications shall be in writing to the Treasurer, who will submit them for ratification at the next Council meeting. Council reserves the right not to accept unsuitable persons.
- 9(b) There should in addition be a class of membership open to undergraduate and graduate students at a reduced subscription. In general, student members are not eligible to hold office or to vote at the Annual General Meeting or other meetings of the Society. A single position is available on Council for a student representative (clause 5(c)) who shall have full voting powers. Student membership is achieved on completing an application form with proof of student status and paying the subscription. These application forms will be ratified by Council, who reserve the right not to accept unsuitable persons.
- 9(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 to hold office 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 application forms will be ratified by Council, who reserve the right not to accept unsuitable persons.

10. When a person has been elected a member of the Society the Treasurer shall inform him/her of his/her election and shall send him/her a copy of the Rules.
- 11(a) Every application for membership shall accompanied by his/her annual subscription for the current year. Such payment will be forwarded to the Treasurer and will entitle him/her to all the privileges of a member for that year, backdated to the beginning of that year. In the case of members ratified at the last meeting of the financial year, the first subscription shall cover the following year.
- 11(b) There shall be the option for Full and Associate members to pay a lifetime subscription fee. Such payment will be forwarded to the Treasurer and will entitle him/her to all the privileges of their class of membership for the remainder of their lives.
12. 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 without further payment of subscriptions. They will have no vote at business meetings, and will not be eligible to act as officers.
13. There shall, in addition, be a class of 'Institutional' membership. This shall be open to any bona fide 'Institution' involved in the broad fields of education, research or commerce whose efforts are seen to be beneficial to primates, their study, and/or their conservation. Such 'Institutional' members shall receive **Primate Eye** and other ad hoc publications of the Society, but shall have no voting rights.
14. All memberships, excluding lifetime memberships, shall expire at the end of each year. Members will be notified in writing by the Treasurer that their membership will lapse unless his/her annual subscription is received within three months of this date.
15. 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 his/her subscription for the current year.

#### ANNUAL SUBSCRIPTION

16. Annual subscriptions shall be determined by the Council from time to time.

17. The Annual Subscription is due on 1<sup>st</sup> October. If any member shall be in arrears of his/her subscription for three months he/she shall be removed from the list of members unless he/she has been excused his/her subscription by the resolution of the Council. No notice of the Society's activities will be sent to the member after this date.

## MEETINGS

18. Unless the Council by a special vote determines otherwise, there shall not be less than two meetings in each year, one of which, to be held in the period October to March, shall be the Annual General Meeting. 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.
19. It shall be the duty of the Treasurer to prepare a Balance Sheet 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.
20. 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.
- 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 annual return their transmission to the Commissioners.
21. The Secretary has full discretion to invite appropriate persons to meetings as guests of the Society.
22. All meetings shall be announced by the Secretary 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

23. 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.