

**CONSTITUTION**  
**of**  
**THE INTERNATIONAL CLEMATIS SOCIETY**

Revised and agreed at the Constitutional General Meeting by Zoom in 2022.

**Title**

1. The name of this Society is THE INTERNATIONAL CLEMATIS SOCIETY to be abbreviated to I.C.I.S.

**Mission**

2. The mission of the Society is to stimulate international cooperation and understanding of the cultivation of the genus clematis for the education or benefit of our Members and the world-wide gardening community.

**Goals**

3. The Society shares knowledge by:
  - (a) Creating educational publications (for example an annual Journal and a website) which may include anecdotal stories and reports of the past and future events of the Society.
  - (b) Publicizing scientific and historical research.
  - (c) Holding international conferences and meetings and other clematis related events and offering Membership to all clematis enthusiasts.

**Headquarters**

4. The headquarters of the Society shall be at such place or places as may from time to time be fixed by the Council of the Society.

**Membership**

5. The Society shall consist of a number of Memberships. Each Membership shall pay an annual subscription to be determined by the Council and submitted to a Constitutional General Meeting or Special General Meeting for approval. No Membership shall be entitled to any of the Rights and Privileges of the Society until the subscription for the current year has been received by the Hon. Treasurer or the Hon. Secretary. Subscriptions shall be payable on 1st January of each year.
6. A Membership can consist of one or two people at the address specified for the Membership. Each person shall be known as a Member. This category of Membership is known as Ordinary Membership.
7. Other categories of Membership to be known as Nursery and Organisation Membership shall be available to commercial organisations and shall include additional benefits and shall require different annual subscriptions. The additional benefits and the annual subscription shall be determined by the Council. Nursery and Organisation Membership shall also attract the Rights and Privileges of Ordinary Membership as detailed in Clause 8. One or two people may be nominated by the commercial organisation as representatives and shall be deemed as Members and shall attract the Rights and Privileges of Members as specified in Clause 9.

**Rights and Privileges**

8. Each Membership of the Society shall be entitled to the following Rights and Privileges subject to the conditions in force at the time:
  - (a) To receive a single copy of newsletters and the annual journal of the Society.

- (b) To have a single vote at all Constitutional General Meetings and Special General Meetings of the Society.
  - (c) After proper notice to raise matters for discussion at the Constitutional General Meetings of the Society.
  - (d) To nominate propose or second Members of the Society for election at Constitutional General Meeting to the posts of Officers or Council Members.
9. Each Member of the Society shall be entitled to the following Rights and Privileges subject to the conditions in force at the time:
- (a) To attend meetings arranged by the Society.
  - (b) To be nominated for election to the post of Officer or Council Member.

### **Affiliation of Other Societies**

10. Another category of Membership to be known as Affiliated Membership shall be available to Clematis or Horticultural Societies or other organisations with the approval of the Council and shall require the same annual subscription as Ordinary Membership and shall attract the Rights and Privileges of Ordinary Membership as detailed in Clause 8. One or two people may be nominated by the society or organisation as representatives and shall be deemed as Members and shall attract the Rights and Privileges of Members as specified in Clause 9.

### **Management and Administration**

11. The management and administration of the affairs of the Society shall be vested in a Council consisting of the following Officers and elected and non-elected Members of the Council who all have full voting rights.

#### **Officers:**

- (a) The President
- (b) Two Vice-Presidents
- (c) The Honorary Secretary
- (d) The Honorary Treasurer
- (e) The Honorary Editor

#### **Council members:**

- (f) Immediate Past President
- (g) Up to two Members who may be co-opted by the Council.
- (h) Not more than fifteen Elected Members.
- (i) The International Clematis Registrar.

Any vacancy on the Council occurring during the period may be filled by the Council and such appointment shall hold good until the next election of the Council. Such Members shall be considered Co-opted Members.

The President shall take the chair at all meetings of the Society and of the Council and the Senior Vice-President shall preside in the absence of the President.

In the absence of the President or Vice-Presidents the Council Members present at the Meeting shall elect a temporary Chair.

In the case of an equality of votes whosoever is the presiding Chair will have a casting vote in addition to any other vote the Chair may have.

### **Appointment of Staff**

12. The Council shall appoint such staff as the Council may from time to time deem necessary and the persons so appointed shall hold office for such period and upon such terms as the Council may from time to time determine.

### **Council Meetings**

13. Council Meetings shall be convened as often as the Council may decide or whenever the President may think necessary or following a requisition in writing sent to the Hon. Secretary and signed by not less than a two-third majority of Council. This majority of the Council shall state the purpose for which such meeting is desired.
14. Not less than sixty days notice of meetings together with particulars of the business to be transacted shall be sent in writing by the Hon. Secretary to each Member of the Council.
15. At least six Council Members or Officers including at least one Council Member and one Officer are needed to take any decision on Council matters. A quorum does not obtain if any one nationality constitutes more than fifty percent of the assembled group.

### **Appointment of Committees**

16. The Council may at any time and from time to time constitute from amongst its Members standing or temporary committees for carrying out specific work or duties connected with the Society. The Council and the Committees may also co-opt any Member of the Society whether a Member of the Council or not whom they may consider specially qualified to assist such Committees.

### **Application of Income and Funds**

17. Annual subscriptions and other income will be used for the benefit of Members or in support of the goals of the Society set out in Clause 3.
18. To ensure that the Society maintains a reasonable working surplus subscription fees will be kept under regular review.
19. The Council will determine the Primary Membership Currency of the Society and the annual subscription fee rate. Where payment of subscription fees are offered in currencies other than the Primary Membership Currency these will be set and advised before the start of the next financial year. The Council Officers reserve the right to change the non-Primary Membership Currency subscription fees at any time if the current exchange rates adversely impact the Society.
20. Any surplus generated by the Society is the property of its Members and can only be used for their benefit and cannot be used by anybody else.
21. No Member of the Society shall gain remuneration for work that they carry out for the benefit of the Society but they are entitled to claim legitimate expenses associated with this work.

### **Type of Organisation**

22. For UK Tax purposes the Society is defined as an Unincorporated Association and a Not-for-profit Organisation and a Members Club.

### **Banking**

23. The Honorary Treasurer shall be responsible for the payment into and out of the bank account(s) of the Society of monies received on behalf of the Society. The Hon. Treasurer shall present at the Constitutional General Meeting an audited Statement of Accounts.

## **Financial Provisions**

24. The bankers of the Society shall be such bankers as the Council may from time to time appoint. The bank account(s) shall be in the name of 'The International Clematis Society' or as agreed by the Hon. Treasurer or the President or a Vice President or the Hon. Secretary.

All banking transactions shall be actioned by the Hon. Treasurer or one of the following:-

President, Vice-Presidents, Hon. Secretary, a member specified by the Council.

Copies of any financial transactions for records and auditing purposes must be made available to the Hon. Treasurer.

The fiscal year shall start on 1st January.

## **Appointment of Auditor**

25. The Society shall at the Constitutional General Meeting appoint an Auditor for the ensuing period who shall hold office for one period but shall be eligible for re-appointment. The Auditor shall examine the books and audit the accounts annually. In case no Auditor is appointed the books and the accounts shall be audited by professional accountants. The audited Statement of Accounts shall be available for the Constitutional General Meeting and by newsletter or in the journal to each Membership of the Society.

## **The Election of Officers**

26. The President, Vice-Presidents and Officers shall be elected by the Constitutional General Meeting. Where the number of nominees exceeds the vacancies there shall be a secret ballot. When voting is by ballot votes may be given personally or by proxy and two scrutineers will be appointed by the Constitutional General Meeting.

Nominations by Members of the Society shall be made in writing to the Honorary Secretary before the Constitutional General Meeting. The President and Vice-Presidents shall take office immediately after the end of the Constitutional General Meeting in which they have been elected.

The President shall hold office for two periods consecutively.

Each Vice-President shall hold office for a maximum of two consecutive periods but must be re-elected for the second consecutive period. A period shall not exceed three years. It is the intention of the Society to avoid electing two new Vice Presidents at the same time.

Those Officers designated as honorary, namely the Secretary, Treasurer, and Editor, shall have no set limitation of term, but shall hold office subject to re-election at each Constitutional General Meeting.

## **Method of Election of Members of the Council**

27. The Elected Members of the Council shall be elected by the Members of the Society at a Constitutional General Meeting. Nominations of new candidates for election shall be signed by the nominee and one other Member. The nomination must be sent to the Honorary Secretary not later than ninety days before the Constitutional General Meeting. Members of the Council shall retire after one period and shall be eligible for re-election three subsequent consecutive Constitutional General Meetings but then shall not be eligible for further re-election without a break of at least one period.

## **Honorary Fellows**

28. The Constitutional General Meeting, on the nomination of the Council, may elect as an Honorary Fellow any person who has rendered distinguished service to the study and culture of clematis or

rendered notable service to the Society. Honorary Fellows are entitled to the Rights and Privileges of Ordinary Membership without payment of the annual subscription.

### **Constitutional General Meeting (C.G.M.)**

29. The Constitutional General Meeting of the Society, of which not less than sixty days notice in writing with particulars of the business to be transacted thereat shall be sent by the Honorary Secretary to each Membership of the Society at the last recorded address, shall be held each period at a date and a place to be decided by the Council.

### **Special General Meetings**

30. A Special General Meeting of the Society shall be convened by direction of the Council or in compliance with a request in writing signed by not fewer than fifty Memberships of the Society stating the purpose for which such meeting is desired. Notice of the day, time and place of any Special General Meeting and full particulars of the business to be transacted thereat shall be given not less than sixty days before the meeting by advertisement in one or more international newspapers or at the option of the Council by notice posted to all Memberships. No other business than that for which the meeting has been convened shall be transacted at such meeting. Fifty Memberships of the Society shall constitute a quorum.

### **Voting at General Meetings**

31. All voting at Constitutional and General Meetings other than a ballot taken for the election of Officers shall be taken by a show of hands unless a Member present or the President requests a vote to be retaken to include votes held in proxy. An instrument for the appointment of a proxy and rules governing proxy voting will be sent out with the agenda of such meetings.

### **Members and the Constitutional General Meeting**

32. Any Member of the Society must give notice of motions he wishes to introduce at a Constitutional General Meeting by sending the substance thereof in writing to the Honorary Secretary not less than six weeks before the Constitutional General Meeting.

### **International Conferences**

33. These will be arranged by the Council at intervals and at a time and place to be determined by it. All conferences shall be self-financing.

### **Amendment of Constitution and Rules**

34. The Constitution and Rules shall not be added to amended or rescinded except at a Constitutional General Meeting or a Special General Meeting of the Society and then only with the consent of not fewer than two-thirds of the Members eligible to vote at such Meetings.

### **Dissolution**

35. In the event of agreement at a Constitutional General Meeting or Special General Meeting that the Society be dissolved any subscriptions paid for future years by Members will be refunded appropriately from remaining funds and then the balance will be divided amongst all current paid-up members. Individual payments will be made subject to deduction of any costs incurred.

### **Liability of Members**

36. Liability under any legal action taken against the Society will rest with those responsible for taking the relevant decisions. The Officers and Council will consult the wider membership about potentially contentious issues. Members should not be held liable for decisions over which they have not specifically been consulted.