

## BYE-LAWS

BYE-LAWS	COMMENTS
<p>BYE-LAWS OF THE LONDON NATURAL HISTORY SOCIETY (Registered Charity No. 206228) (“the Society”)            Adopted on the .....</p> <p><b>These Bye-laws are made under Rule 31 of the Society’s Rules and must be read in conjunction with those Rules.</b></p>	
<p><b>Membership</b></p> <p>1. The following are the categories of membership:</p> <ul style="list-style-type: none"> <li>a) ORDINARY MEMBERS – <i>any member not covered by Bye-laws 1(b) to (g).</i></li> <li>b) STUDENT MEMBERS—<i>persons aged eighteen or over and receiving full-time education.</i></li> <li>c) HONORARY MEMBERS—<i>persons who have been appointed by the trustees under Byelaw 10 [powers of trustees] (h) or (i). Such members do not pay an annual subscription and are entitled to all the privileges of ordinary membership.</i></li> <li>d) FAMILY MEMBERS—<i>persons living at the same address as a Member of another category. Family Members do not receive copies of the Society’s publications other than the Programme.</i></li> <li>e) CORPORATE MEMBERS—<i>public and private organisations including other natural history societies, libraries, museums, botanical gardens, schools, consultancies and similar bodies. A Corporate member may nominate any person to act as its representative at any meeting of the Society, following the procedure in Rule 15.</i></li> <li>f) SENIOR MEMBERS—<i>persons over the age of 65 and who have been continuous members of the Society for ten complete years shall be entitled upon application to pay a reduced rate of subscription.</i></li> <li>g) JUNIOR MEMBERS – <i>persons under the age of eighteen.</i></li> </ul>	

2. The annual subscription is payable on the first day of January and shall be an amount determined by the trustees.	
3. The annual subscription of members who first join the Society on or after the first day of October in any year shall extend to the period ending on the thirty-first day of December of the following year.	
<p>4. Members of the Society and Honorary Members are entitled to:</p> <ul style="list-style-type: none"> <li>a) receive a copy of the Society's journals and programmes as issued (except as provided under Bye-law 1(d) and 4(b))</li> <li>b) receive on joining the Society a copy of the current programme and most recent Newsletter and thereafter to receive journals and programme as issued.</li> <li>c) attend all meetings of the Society and its Sections,</li> <li>d) have access to the Society's Library and Collections for borrowing or reference in accordance with arrangements laid down by the trustees.</li> </ul> <p>5. With the exception of Junior Members under the age of eighteen, all Members of the Society are entitled to vote in person.</p>	Incorporating new 4b) agreed at Council on 5 <sup>th</sup> Nov.
<p><b>Ethical conduct</b></p> <p>6. All Members of the Society should follow any guidance issued by an appropriate relevant national organisation when on field meetings or carrying out fieldwork or photography. Members should not submit deliberately inaccurate records.</p>	Amended to take account of discussion at Council on 5 <sup>th</sup> Nov. In some cases there will be more than one relevant organisation.
<p><b>Termination of Membership</b></p> <p>7. Where membership is terminated under Rule 9(3) (failure to pay sum due) any sum being less than the due subscription received by the Society shall be treated as a donation.</p>	
<p><b>General Meetings</b></p> <p>8. An Annual General Meeting shall transact the following business:</p>	

<ul style="list-style-type: none"> <li>a) receive and if approved adopt annual reports and a statement of accounts to the end of the last preceding financial year;</li> <li>b) elect from the members of the Society the <i>president, secretary, treasurer and other trustees in accordance with Rules 16 and 17;</i></li> <li>c) elect auditors or independent examiners of accounts;</li> <li>d) deal with any special matter which the trustees desire to bring before the members and to receive suggestions from members for consideration by the trustees.</li> </ul>	
<p>9. <i>The date of the Annual General Meeting and the last date and procedure for submitting nominations shall be notified to members not less than two calendar months in advance of the AGM.</i></p>	<p>A small clarifying amendment.</p>
<p><b>Powers of trustees</b></p> <p>10. In addition to the powers in Rule 18, the trustees may:</p> <ul style="list-style-type: none"> <li>a) fill any casual vacancy which may occur in any office or its number until the next Annual General Meeting;</li> <li>b) <i>appoint from amongst the Society's members post-holders including a Librarian and Editors or the Chairmen of the Editorial Boards to produce the Society's publications.</i></li> <li>c) <i>Approve the appointment or nomination by Sections of non-members of the Society to serve as Recorders, members of Editorial Boards or in any advisory capacity.</i></li> <li>d) <i>remove from office any post-holder who the trustees have appointed or non-member whose position the trustees have sanctioned, whose performance or conduct has proved to be unsatisfactory. The procedure set out in Rule 9(4) must be followed.</i></li> <li>e) <i>Remove from office any Section Officer or person nominated by a Section, whose performance or conduct has proved to be unsatisfactory. The procedure set out in Rule 9(4) must be followed.</i></li> <li>f) appoint a Patron of the Society;</li> <li>g) <i>appoint a retiring President as a Vice-president for the duration of his or her membership of the Society.</i></li> <li>h) appoint Honorary Vice-Presidents who shall be Honorary Members;</li> <li>i) appoint Honorary Members;</li> </ul>	<p>The Librarian and Editors/Chairs of Editorial Boards are Post-holders so I have deleted the separate entries for them and incorporating them in a new 10b). As now drafted this requires them all to be Members of the Society. "Post-holder" is defined in a new Bye-law 36 dealing with Interpretation.</p> <p>A new 10c) has been inserted giving the trustees the power to approve the appointment or nomination by the Sections of non-members.</p> <p>A new 10e) has been inserted giving the trustees the power to remove any Section officers or a person nominated by a Section whose performance or conduct is unsatisfactory.</p>

<p>j) <i>Set up Committees to:</i></p> <ul style="list-style-type: none"> <li>• <i>advise on administration and financial matters;</i></li> <li>• <i>oversee the production of the Society's publications;</i></li> <li>• <i>advise on the purchase of books and other matters related to the library;</i></li> <li>• <i>advise on or oversee any other matters related to the functioning of the Society.</i></li> </ul> <p><i>All these Committees may include members of the Society who are not trustees.</i></p> <p>k) <i>regulate its own and the Society's procedure subject to the Society's Rules and Bye-laws.</i></p>	<p>10j) has been amended to make it clear that the Library Committee advises the trustees, not the Librarian.</p>
<p>11. <i>In exercising their powers in any matter that particularly affects the activities of a Section of the Society, the trustees should take account of the views of that Section Committee.</i></p>	<p>This is a new Bye-law. I have inserted it here as it seems to follow logically from the powers of the trustees.</p>
<p>12. <i>The President, Secretary and Treasurer shall be ex officio members of all committees of the trustees and of Sections of the Society. If none of these officers is able to attend any Committee meeting, another trustee, in addition to any Section representative, may attend.</i></p>	
<p><b><i>Further provisions relating to Editorial Boards</i></b></p> <p>13. <i>The Chairman of the Editorial Board of The London Naturalist shall nominate the members from amongst the Society's membership. If no one with the appropriate skills or expertise volunteers to undertake a role, the Chairman may recommend to the trustees a suitably qualified non-member, for approval under Bye-law 10c).</i></p>	
<p>14. <i>The Committee of the London Bird Club (the Ornithology Section of the Society) shall nominate the members of the Editorial Board of the London Bird Report from amongst the Society's membership. If no one with the appropriate skills or expertise volunteers to undertake a role, the Committee may recommend to the trustees a suitably qualified non-member for approval under Bye-law 10c).</i></p>	<p><i>As drafted this makes the LBC Committee responsible for nominating members but without a vote being taken at the Section AGM.</i></p> <p><i>Council is responsible for appointing the Chairman (Bye-law 10b) but Bye-law 11 will require Council to take account of the views of the Section.</i></p>

<p>15. <i>Non-members on an Editorial Board may not enjoy the entitlements that Members receive under Bye-laws 4 and 5 but are otherwise subject to the Society's Rules and Bye-laws.</i></p>	
<p><b>Minutes</b>  16. <i>Further to the requirements of Rule 25 records shall be taken and minutes kept in such forms as Council may direct of the proceedings at all General meetings, at all meetings of Council and of every committee or sub-committee of the Society and its Sections and the minutes of every such meeting shall be confirmed at and signed by the Chairman of a subsequent meeting and when so confirmed and signed shall be conclusive as to all matters and things therein recorded and purported to have been done or directed to be done.</i></p>	
<p><b>Finance</b>  17. All claims for expenses must be sent to the Treasurer and he may require such information in regard thereto as he may think fit. <i>Minor administrative expenses incurred by Section Committees or recorders may be reimbursed from Sections' funds, and totals must be identifiable in Sections' accounts.</i></p>	
<p>18. All monies payable to the Society shall be received by the Treasurer or such other <i>post-holders or Section officers</i> as shall be appointed to receive same.</p>	
<p>19. All funds belonging to the Society shall (unless invested) be deposited in banking accounts in the name of the Society or such other names as the trustees may authorise and no sum shall be drawn from these accounts except by cheque signed by such person or persons as the trustees shall direct.</p>	
<p>20. Any monies not required for immediate use may be invested by the trustees as herein authorised.</p>	
<p>21. The trustees shall cause true accounts to be kept of the receipts, expenditure, assets, credits and liabilities of the Society and shall place before members of the Society at each Annual General Meeting an audited or independently examined statement of financial activities and balance sheet made up to the end of the previous financial year.</p>	

<p>22. If the Office of Treasurer shall become vacant, the accounts <i>may</i> be audited or <i>independently examined</i> immediately, <i>at the discretion of the trustees</i>.</p>	
<p><b>Sections</b> 23. The Society <i>may have</i> Sections, <i>specialising in a particular area of interest, created by the trustees under Rule 18</i>.</p>	
<p>24. The Sections <i>may</i>: (a) <i>arrange indoor meetings or workshops</i>; (b) <i>arrange field meetings</i> (c) <i>participate in surveys organised by national organisations covering their areas of interest</i>; (d) <i>undertake specific LNHS surveys with the consent of the trustees</i>; (e) <i>appoint Recorders</i> (f) <i>appoint other Section officers</i> (g) <i>undertake any other activities with the prior agreement of the trustees</i>.</p>	
<p>25. The affairs of each Section shall be managed by a Committee consisting of Chairman, Section Secretary (who shall not also be Chairman) and not less than three other elected members all of whom must be members of the Society. <i>The Chairman of the Editorial Board of the London Bird Report shall be a member of the Committee of the London Bird Club (the Ornithology Section of the Society)</i>.</p>	<p><i>It is necessary to state that the Chairman of the Editorial Board of LBR is a member of the LBC Committee because he is actually appointed by Council, taking account of the views of the Section.</i></p>
<p>26. <i>One member of each Section Committee, who may or may not be termed "Section Treasurer", must be appointed to be responsible for the finances of the Section. Sections' funds are to be held in a bank account in the name of the Section, for which at least two members of the Committee must be authorised to act as signatories.</i></p>	
<p>27. <i>Recorders should be members of the Society but, if no one with the necessary expertise volunteers to undertake a role, the Section may seek the trustees' permission under Bye-law 10c) to give the role to a non-member. Recorders who are not members of the Society may not enjoy the entitlements that Members receive under Bye-laws 4 and 5 but are otherwise subject to the Society's Rules and Bye-laws.</i></p>	
<p>28. <i>A Section Officer may chair a Panel to give advice on specific issues. The members of the Panel should be members of the Society but may include non-members provided approval is obtained under Bye-law 10c). Panel members who are not members of the Society may not enjoy the entitlements that Members receive under Bye-laws 4 and 5 but are otherwise subject to the Society's Rules and Bye-laws.</i></p>	<p><i>This is intended to cover the LBC Rarities Committee.</i></p>

29. <i>People appointed to manage social media sites should be members of the Society.</i>	<i>This will act as a marker and can be expanded when the post is filled.</i>
30 The <i>Chairman, the Section Secretary, other Section Officers</i> and members of the Committee shall be elected annually at the Section's Annual General Meeting which shall be held each year before the Annual General Meeting of the Society. The Committee shall have power to fill any vacancies and to co-opt during its term of office.	
31. A person to serve as a trustee of the Society on Council shall be nominated <i>by each Section at its Annual General Meeting. Section Representatives must be members of the Society and will automatically be a member of the Section Committee if not a member under Byelaw 25.</i>	<i>We need to make it clear that Section Reps must be on the Section Committee.</i>
32. Each Section Committee shall meet not less than twice in any year and not more than nine months shall elapse between meetings.	
33 A report recording a Section's activities during the preceding year shall be submitted for adoption by the members at the Section's Annual General Meeting. Subject to the approval of the trustees this report or extracts there-from may be published in one of the Society's journals.	
34. <i>Each Section shall manage its finances from grants made by the trustees. A financial statement shall be submitted for adoption by the members at the Section's Annual General Meeting and a copy sent to the Treasurer, who may call for further information or explanation, as he sees fit, or require it to be audited or independently examined.</i>	
35. Sections shall observe and act in conformity with any directions published by the trustees from time to time. Any property acquired by a Section shall be held on trust for the general objects of the Society. If any Section is disbanded its <i>financial records and accounts must be passed to the Treasurer</i> and all money, property, books and papers of which it had the use administered as directed by the trustees.	
<p><b>Interpretation</b></p> <p>36. <i>In these Bye-laws:</i></p> <p>(a) <i>"Post-holder" means a person appointed by the trustees at their first meeting after an AGM or when a vacancy arises;</i></p> <p>(b) <i>"Section Officer" means an officer elected at a Section's AGM or appointed by a Section Committee.</i></p>	

**SUGGESTED TIMETABLE FOR GIVING NOTICE OF AGM AND NOMINATING TRUSTEES ETC.****ANNEX 1**

<b>Action</b>	<b>Deadline (assuming AGM on 1 Dec)</b>	<b>Method of notifying members</b>
Notify members of date of AGM and procedure for nominating people to serve as Trustees	30 <sup>th</sup> September	August Newsletter and the Programme Booklet
Closing date for nominations to be received by Secretary	2 <sup>nd</sup> November	
Send out AGM papers ie agenda and minutes of the previous AGM plus any proposed changes to the Rules or Bye-laws. Include a note saying when the names of people nominated to serve as trustees will be available on the website. It is good practice to post them at least a clear week before the meeting.	Despatched no later than 14 <sup>th</sup> November (7 <sup>th</sup> November if there are amendments to the Rules or Bye-laws)	Enclosed with the November Newsletter.
Post the names of people nominated to serve as trustees on the website.	23 <sup>rd</sup> December	

**Relevant provisions in the Rules and Bye-laws**

**Rule 11(1)** says that the minimum period of notice required to hold a General meeting is 14 clear days but if any amendment to the Rules is proposed it is 21 clear days.

**Rule 11(2)** says that the notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If amendments to the Rules are proposed, it must state the proposed changes.

**Rule 30** states that a notice is deemed to be given 48 hours after the envelope containing it was posted.

**Rule 17** says that nominations of trustees must be received by the secretary at least 4 weeks before the AGM. They must be signed by the proposer and the person nominated.

**Bye-law 9** says that the date of the AGM and the last date and procedure for submitting nominations shall be notified to members not less than 2 calendar months in advance of the AGM.

***Please Note: This timetable is not part of the Bye-laws. I have agreed to provide a "Child's Guide" for the LBC and am happy to do one for Council. This would form part of it.***



**POST- HOLDERS AND SECTION OFFICERS****ANNEX 2**

<b>Post-holders</b>	<b>Section Officers</b>
Assistant Treasurer (Membership)	Chairman
Meetings Secretary (General Meetings)	Secretary
Chairman of A&F Committee and A&F Committee members	Treasurer
Librarian	Committee members
Archivist	Recorders
Chairman of Library Committee and Library Committee members	Bird Recorder for London
Chairman of the LBR Editorial Board	Indoor Meetings Secretary
Chairman of the LN Editorial Board	Field Meetings Secretary (one or more)
Chairman of the Publications Committee	Minutes Secretary (Hampstead Heath only)
Secretary of the Publications Committee	Library Committee Representative
Editor of the Newsletter	Programme Secretary
Editor of the Programme	Reading Circle Secretary (LBC only)
Conservation Officer	Ringling Enquiries (LBC only)
Publications Sales	Chairman of Rarities Committee (LBC only)
Website Manager	People social media sites

**Post-holders** should be appointed by Council at its first meeting each year.

**Section Officers** are appointed by Sections at their AGM.

The list of Section Officers does not include those who are appointed by other Organisations (e.g. BTO Regional Representatives).