

Revision of LNHS rules

Over the course of recent years the way in which LNHS has operated has evolved from the approaches that were assumed when our current rules were adopted in 2005. For instance:

- we now have editorial boards, rather than individual editors, for both the London Bird Report and London Naturalist.
- several important roles (such as recorders) are filled by people who are not members of the Society

As drafted the 2005 rules do not allow for these arrangements which is not ideal. In addition our rules were quite different in design and structure to those recommended by our regulator the Charity Commission.

Therefore our president Helen Baker undertook a project to review the rules to cover the ways in which we operate and to be as close as possible to the Charity Commission's preferred approach. Any changes to the rules must be agreed by an AGM. The rules make provision for bye-laws to deal more flexibly with the day to day running of the Society. Bye-laws are adopted and amended by the trustees (Council).

In general members of the Society will not see any change in the activities or operation of the Society from these rules coming into effect, operating as they do mainly to regularise the way in which we already operate.

The proposed rules and bye-laws are large documents and so have not been circulated with these AGM papers to avoid printing and postage costs. Copies of proposed the proposed rules are available on our website at http://lnhs.org.uk/index.php?option=com_content&view=article&id=325 and a small number of copies will be available at the AGM. This document briefly summarises them and where substantive changes from the current rules have been included. This summary is not a substitute for the rules. In the event of any difference in interpretation between a) the rules and b) this document the former shall be definitive.

Summary of rules document

1. Adoption of the Rules

This is a formality.

2. The Name

Unchanged

3. The Objects

No change to the objects of the Society (as included in the annual report) is proposed.

4. Application of the Income and Property

Sets out that the Society may have and use income and property only for the purpose of the Society's objects.

5. Benefits and payments to trustees of the Society and connected persons

Ensures that trustees and members of the Society cannot gain financial advantage from their involvement with the Society.

6. Dissolution

Provides the procedures to be followed were the Society to be dissolved

7. Amendment of the Rules

Provides a procedure for the amendment of the rules by subsequent General Meetings of the Society

8. Membership

Permits membership to people and organisations approved by the trustees and requires the trustees to allow membership unless so doing is not in the interests of the Society.

9. Termination of Membership

Provides for termination of membership (e.g. on death, resignation, non-payment of subscription). Also includes the provision that allows Council to expel individuals from membership if such is in the interests of the Society.

10. General Meetings

11. Notice

12. Quorum

13. Chair

14. Votes

Rules 10-14 provide:

- for Annual General Meetings;
- for other General Meetings at the discretion of council;
- that a General Meeting must be called if 10% of the membership require it in writing.

And set out the arrangements for the conduct of those meetings.

15. Representatives of other bodies

Allows organisations which are members to nominate an individual to be their representative at Society meetings.

16. Officers and Trustees

Establishes the council and roles of President, Secretary and Treasurer.

17. The Appointment of trustees

Sets out how trustees may be appointed (by a General Meeting or by the trustees); how long their term lasts (2 years President, 1 year others); and prohibits re-election after five contiguous years (as per the current rules).

18. Powers of trustees

Empowers the trustees to run the Society. This provision allows the creation of sections and the delivery of the Society's work through them.

A new provision here is a requirement for a financial reserves policy (Council adopted a reserves policy at its October 2016 meeting).

19. Disqualification and Removal of trustees

Provides that people cease to be trustees when they leave the Society, resign or become medically or financially unfit for the role.

20. Proceedings of trustees

Sets out how meetings of the trustees must operate. Replaces the current requirement for a minimum of four meetings a year to requirement for a minimum of three. In practice council has typically had one inquorate meeting each year so this will not change the amount of activity that can be undertaken.

21. Conflicts of interest and conflicts of loyalties

Requires trustees to declare conflicts of interest and for trustees so conflicted to play no part in Council meetings

22. Savings provisions

Provides that inadvertent procedural errors not to invalidate the decisions of an otherwise legitimately conducted trustee meeting

23. Delegation

Allows trustees to delegate their powers to subcommittees and to post-holders.

24. Irregularities in Proceedings

Similarly to rule 22 provides that inadvertent procedural errors not to invalidate the decisions of an otherwise legitimately conducted trustee meeting

25. Minutes

Requires minutes of meetings of trustees

26. Annual Report and Return and Accounts

27. Registered particulars

Rules 26-27 relate to meeting regulatory requirements from the Charity Commission.

28. Property

Permits the Society to own land and investments and makes arrangements to ensure financial propriety

29. Repair and insurance

Requires the Society to maintain and insure buildings it owns.

30. Notices

Requires the Society to give notice in specified form (basically by post or by electronic communication)

31. Bye-laws

Allows for the trustees to establish bye-laws. Amongst other things the bye-laws may make provision for subscription rates, appointment of post-holders (both individual and boards).

32. Disputes

Requires good-faith attempts at mediation before proceeding to litigation to resolve disputes between the Society and members.

33. Interpretation

Technical matters giving effect to the rules.