

## BYE-LAWS REVIEW GROUP

### Note of meeting held 28 July 2005

PRESENT: Duncan Murchison (Chair), Rodney Chartres, Desmond Donovan,  
Tony King and Helen Turner

With Edmund Nickless, Rachel Boning and Jackie Maggs

#### 1. INTRODUCTION

Since the Bye-laws were introduced in 2000, supporting Regulations have been written which are the working manual in terms of how the Society will carry on its business. The Regulations are dynamic and these are amended and new ones added in the light of working practice. Regulations (and their amendment) must be agreed by Council. A copy is placed in the Library and on the Website.

The Charter and Bye-laws Working Group chaired by Sir John Knill had drafted the current Bye-laws with the intention that they should be permissive rather than restrictive. They would also have preferred the Bye-laws to be fewer but in the absence of any Regulations or Rules, much of the day-to-day business of the Society had to be contained in Bye-laws. Now that Regulations existed, the Review Group was asked to consider what matters dealt with in the Bye-laws might better moved to Regulation. The Charter and Bye-laws Working Party had also been concerned that the Bye-laws should be allowed to run for a period of time and not be subjected to piecemeal amendment, as had happened in the past, which had led to conflicting requirements and confusion.

In addition, over the last five years the Internet has been developed and electronic communication has become more widely used. This needs to be reflected in the way in which the Society communicates with its Fellows and two-thirds of the Fellowship have provided their e-mail addresses and many prefer to receive information electronically. Tony King expressed a note of caution in reminding the group that electronic documents can be changed and that hard copy is the only medium acceptable in law. It was confirmed that the Society's archive is paper-based and will remain so for the foreseeable future.

#### 2. TERMS OF REFERENCE AND MEMBERSHIP (BRG/01/05)

These were noted.

#### 3. TIMETABLE AND PROGRAMME OF WORK (BRG/02/03)

Desmond Donovan stated that the Fellowship should be aware of the exercise to review the Bye-laws and the September *Geoscientist* will carry a feature which will cover a number of issues and invite Fellows to comment. The article will set out how the group will work and the target date for reporting to Council. The aim is to submit revised Bye-laws to the AGM in May 2006. The Fellowship need to be made aware that there is no intention to change the Charter, only the Bye-laws.

It was agreed that legal advice should be sought at an early stage and John Lace, a partner in Bristows, will be asked to review the Bye-laws in the light of the recently granted Supplemental Charter taking into account the concerns and decisions of the review group. He will be invited to attend the next meeting of the group to present proposed changes. In reviewing the Bye-laws, John Lace will also have to have regard to charity law and other statutes.

It was proposed that the Bye-laws should be reorganised so that Bye-laws covering governance were pulled together into a new section. These would cover such matters as how Charter and Bye-laws changes would be managed and would set down procedures for such changes. It was agreed to ask John Lace to look at reorganising the Bye-laws into specific sections. The Regulations would also need to be amended to reflect the changes in the Bye-laws.

### 3. ISSUES TO BE ADDRESSED (BRG/03/05)

#### 2.1 Governance

The Supplemental Charter removed reference to rack rent and the Statutes of Mortmain and also introduced a new clause, which would allow further changes to the Charter provided certain conditions were met. It did not in any way alter the Object of the Society to “investigate the mineral structure of the Earth”. Any future petition for Charter change would have to be approved by the Queen in Council.

*Write new Bye-laws to govern procedures for amending the Charter, which should mirror the procedures for amending Bye-laws.*

#### 2.2 Organisational

- OGMs and nature of business
- Timescale for holding SGMs

*Governed by dates of OGMs. Identify a number of dates during a session, which could be used to elect Fellows and also to give notice of an SGM if necessary.*

- Notification of Fellows of new and amended Regulations

*Process is a matter for the Regulations.*

#### 2.3 Fellowship matters

- Election of Fellows

*Elections must be at a General Meeting as prescribed in the Charter. Procedure to remain as at present, but more OGMs to be held at Specialist Group meetings solely for the purpose of Fellowship elections.*

- Advertising of Fellowship applications

*Not a Bye-law but Regulation to be amended – list of elections put up on notice board as at present and list of those elected put in Geoscientist.*

- Requirement to provide separate accounts for Chartered Geologist

*No longer relevant. Delete Bye-law.*

- Reference to Life Fellowship

*This is a subscription issue and is not likely to be made available in the foreseeable future. Delete Bye-law.*

- Separate striking off procedure for Chartered Geologists for non-payment of subscription fees

*CGeols are Fellows and are covered by the Bye-law relating to the removal of Fellows for non-payment of the annual subscription. Separate procedure is unworkable. Delete Bye-law.*

- Bye-law covering the business of an AGM refers to the election of Honorary Fellows.

*As Fellows can also be elected at an AGM add "and Fellows" for consistency*

- Subscriptions

Bye-law 4.3 governs payment of subscriptions

*Remove "in advance" and amend wording along the lines of "Annual subscriptions for Fellows and Candidate Fellows for the subsequent calendar year are due on 1 November".*

## 2.4 Operational

- Ability of Council to enter into contracts

*Charter does not specify length of contracts and Bye-laws are restrictive in the modern age, particularly with regard to publishing. Review Bye-law taking into account current legislation and contract law. Ensure that contracts have a break clause, so that Council does not commit future Councils indefinitely. This could be a matter for Regulation*

- Approval of budget and requirement to hold an SGM if expenditure likely to exceed budget by 10%

*Does not take into account income, and Bye-law is now meaningless and unworkable. Council have more control over financial matters and Bye-law no longer necessary. Delete Bye-law*

- Requirement to publish reports and financial statements of all committees, panels and groups

*The reporting of the Society's accounts are governed by SORP and this Bye-law is no longer required. Supplementary pages to the annual report carry detailed information on areas of activity for the information of the Fellowship. Delete Bye-law.*

- Staff handbook

*Staff have access to most up-to-date information via an intranet. Bye-law no longer necessary. Delete Bye-law.*

- Minutes and minute books

*The requirement is for minutes to be taken – minute books no longer used but are loose-leaf and electronic. Minutes are placed on the Web site and in the Library, and hard copies are kept for archival purposes. More Regulation than Bye-law.*

- Notification of staff changes

*Not a matter for Bye-laws. Delete Bye-law*

## 4. DATES OF FUTURE MEETINGS

31 August at 9.30 am, and 4 November at 10.30 am. John Lace would be invited to attend the meeting on 31 August.