

The Geological Society of London

BYE-LAWS REVIEW GROUP

Note of meeting held 11 January 2006

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

APOLOGIES: Helen Turner

With: John Lace (Bristows), Edmund Nickless, Rachel Boning and Jackie Maggs

1. Council received the report of the Review Group with proposed new Bye-laws at its meeting on 23 November. At that meeting it agreed to put the new Bye-laws to the Fellowship for comment and these were sent to Fellows with December *Geoscientist*. The proposed new Bye-laws were also sent independently to ten long-standing Fellows, some of whom were former Officers of the Society, who were asked for their views. Eight of the group had replied and their comments on the proposed new Bye-laws were tabled. A breakdown of their suggestions in relation to the relevant Bye-laws was also tabled with a view to seeing whether the Review Group might want to act on any of the comments and make changes to the proposed new Bye-laws. Four formal amendments from the Fellowship had also been received. These were tabled for information but were not the business of the Review Group.
2. The comments of the consultative group of ten Fellows were discussed and the decisions agreed are at Appendix 1. It was agreed that Edmund Nickless should write to those Fellows who had responded to thank them for their input and to inform them of the results of the discussion of their comments by the Review Group.
3. John Lace would revise those Bye-laws where it was agreed to put forward amendments and circulate the proposed wording to the Review Group. These revisions would be put forward as formal amendments in the name of the Review Group.
4. A ballot setting out the proposed amendments to the Bye-laws would be circulated with February *Geoscientist*. The closing date for the ballot and timetable for calling a Special General Meeting would be decided by Council at its meeting on 24 January. In view of the procedures to be followed under the current Bye-laws, it was unlikely that an SGM to change the Bye-laws could be held on 10 May 2006 and would probably take place late 2006 or in 2007.

	Suggested change to proposed new Bye-law	Comment from Fellow	Discussion	Effect on proposed Bye-law
1 (v)		You may need to add further exceptions (to the categories included in the description of Fellow) if such there be from among categories no longer extant – Student Associate, Senior Fellow (Bye-law 3.13 (vii)). (PW)	The Associate category of Fellowship was abolished in May 2000 with the adoption of the current Bye-laws. Senior Fellowship is a matter of subscription and therefore in Regulations.	<i>No change</i>
1 (xi)	Suggest delete “other” to read: “a reference to one gender includes a reference to both genders.”	As drafted “a reference to one gender includes a reference to both other genders” suggests there are three genders. (RA and JP)	English dictionary refers to three genders: male, female and neutral. Definition is correct.	<i>No change</i>
1 general		Should there be a definition of “publish”? Hard copy, electronic? (PW)	Not necessary to define “publish”.	<i>No change</i>
3.2	Do not delete reference to the List of Fellows.	A list is maintained by the Society and it should be available to the Fellowship (DS)	The Society has personal information on its Fellows, but Data Protection Act prohibits publishing any personal details without the specific permission of the individual. Current procedure is to ask Fellows to signify agreement for their details to be published. This is likely to change and in future the default will be for information to be published unless Fellows indicate otherwise.	<i>No change</i>

3.3		It is clear that neither Candidate Fellows nor Honorary Fellows are bound by the Code of Conduct. This seems fundamentally undesirable in this day and age. Moreover, Honorary Fellows (Bye-law 7.1 (i) are not bound by the Regulations: this too seems undesirable. (DJ)	Only Candidate Fellows are not bound by the code of conduct as they are not Fellows. Honorary Fellows are bound by Regulations and the code of conduct. Council will be asked to review criteria for Honorary Fellowship	<i>No change</i>
7.1 preamble	Consider inserting requirement to consult. Bye-law 7.18 allows Council to consult but does not require it to do so.	Some Fellows have commented that the power of Council is totally unconstrained and that there should be a provision to consult when it is intended to make major changes to established policy and practice.	Bye-laws 7.17 and 7.18 place restrictions on Council. Also, two amendments have been received from Fellows relating to 7.1 which will be put to the Fellowship.	<i>No change</i>
7.1 (i)	Revise to read: "... to propose and maintain such Regulations ... binding on Council, Honorary Fellows, Fellows ..."	Consequent on the comment above. (DJ)	<i>(Edmund - what was decided?)</i>	<i>No change</i>
7.1(i)	Add "after shall be deposited in the Library" , "and shall also be made available by electronic access on the day of deposition." (RH)	I think the "electronic access" should be taken to imply that the Fellows can obtain the information via the GS website, rather than the GS having to do something for them individually, like an electronic mailing (this distinction may need spelling out the first time the term is introduced. (RH)	This is a matter for Regulation.	<i>No change</i>

7.1 (vi)		Subject to Bye-law 6.17". I think this should be 7.17. (RH)	Correct. It is 7.17 and has already been amended.	<i>No change</i>
7.5		There is no reference here or elsewhere (eg Bye-law 10.14) to Tellers for ballots. Would it not be wise to introduce the same? (PW)	A matter for Regulations governing the conduct of meetings.	<i>No change</i>
7.14	Add "by deposition in the Library and by electronic access" at the end of the sentence. (RH)		For Regulations.	<i>No change</i>
7.15	Final item – change "made available electronically at the time of posting." to "...shall be made accessible electronically." (RH)		For Regulations	<i>No change</i>
7.17		I think it should be mandatory that 7.18 should be invoked whenever action under 7.17(i) is contemplated. I assume that specific mention of the archives has been deleted as these fall under the library management and holdings. (RH)	Agreed. Reference to the library will be a separate point and there will be a requirement to consult the Fellowship. JL to draft revised text for approval by the Review Group.	<i>Amendment</i>

7.20	Add "by deposition in the Library and by electronic access" at the end of the sentence. (RH)		For Regulations	<i>No change</i>
8.3		Can Council put up only one name? If yes, then I have to say that I am not happy about this potential (in the past actual) oscillation between the approbation of Fellows of one nomination from Council and an election by Fellows from among two candidates for the post. It is very unfair on anyone being approached and nominated that they should not know which system is operating and worse still find the system changes from one year to another when their name would again have been proposed. (PW)	Regulation R/G/9 adequately governs the procedure for the identification and election of the President-designate.	<i>No change</i>
8.4	Change "He may stand ..." to "He or she may stand ..."		Not necessary. Covered by Interpretation (xi).	<i>No change</i>

8.6	Add "and shall have such particular responsibilities as are laid down in Regulations." (RH)	Deletion of old Bye-law 7.7 (which appears following new Bye-law 8.6). The buck has to stop somewhere – it is not clear to me why this has been removed. There is no implication that it has been moved to Regulations. (RH)	Council has collective responsibility.	<i>No change</i>
9.1		Why has "President, on behalf of the Officers and Council" been changed to Council"? Old wording gave an unambiguous line of responsibility. (RH)	The President is line manager to the Executive Secretary; Council is the employer.	<i>No change</i>
9.2	Last sentence should be retained. Add "by electronic access." at the end of the sentence. (RH)	The list of staff is on the Website and changes are noted in the Annual Report and <i>Geoscientist</i> .	For Regulations	<i>No change</i>
10.2		Perhaps it should be made clear that items affecting the business of the GS can only be dealt with at an SGM or AGM, with reference to the Sections which follow. (RH)	Section 10 deals with all types of Meetings. The type of business that can be conducted at an SGM and AGM is set out in the relevant sections. Not necessary to repeat this in 10.2.	<i>No change</i>

10.12		No reference here to the determination of the level of subscriptions, admission fees, and fees for validation and annual registration of Chartered Geologists. (BL)	Insert new item relating to subscriptions	<i>Amendment</i>
10.14	Add "The minutes of the AGM will be made available to Fellows <i>immediately</i> following the meeting by deposition in the Library and by electronic access." (RH)	The sentiment of this is acceptable but to do this <i>immediately</i> is impossible. Say instead " <i>within two weeks.</i> " (EN)	Impossible to make available minutes of the AGM immediately following the meeting. By definition, minutes must be confirmed at the following meeting, although it is practice to circulate <i>unconfirmed</i> minutes.	<i>No change</i>
10.18		No reference here to the determination of the level of subscriptions, admission fees, and fees for validation and annual registration of Chartered Geologists. (BL)	Insert new item relating to subscriptions	<i>Amendment</i>
10.19 (ii)	Add "and by electronic mail" after post. (RH)			<i>No change</i>

10.19 (vi)	Add new section after 10.19 (vi): " The minutes of the SGM will be made available to Fellows <i>immediately</i> following the meeting by deposition in the Library and by electronic access." (RH)	The sentiment of this is acceptable but to do this <i>immediately</i> is impossible. Say instead " <i>within two weeks.</i> ". (EN)	Impossible to make available minutes of the SGM immediately following the meeting. By definition, minutes must be confirmed at the following meeting, although it is practice to circulate <i>unconfirmed</i> minutes.	<i>No change</i>
10.19 (vii) new	Suggest: "If the decision of Fellows present and voting at an SGM is contrary to the opinion expressed in the preliminary ballot [10.19 (iv)] then implementation will be deferred subject to a confirmatory vote at a second SGM to be held within six months." (EN)	As drafted, 10.19 would allow a small but organised group of Fellows to countermand the wishes of the majority as expressed in the [advisory] ballot. Implementation should be suspended pending a confirmatory vote at a second SGM to be held within 6 months. (AS)	Formal amendment covering this point has now been received from Andrew Sims	<i>No change</i>