

The Geological Society of London

## **BYE-LAWS REVIEW GROUP**

### **Note of meeting held 23 March 2006**

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

With: Edmund Nickless and Jackie Maggs

#### 1. INTRODUCTION

At its meeting on 24 January, Council considered all the amendments and comments received and noted that some Fellows were uneasy about the wording of the proposed new Bye-law 7.1, which relates to the power of Council. Council therefore agreed not to proceed with the revision of the Bye-laws, as proposed by the Review Group, at this time but to extend the period of consultation to allow further consideration to be given to the views expressed by Fellows.

It had been suggested that the Review Group should be enlarged to include one or more of the Fellows who had submitted comments or amendments. Council had discussed this proposal but decided that membership of the Review Group should remain unchanged. Although it was for the Review Group to decide how it would conduct its business, Council suggested that the Group might consider inviting those who had submitted amendments to attend a meeting of the Group to explain the reasons for their amendment.

There continued to be grave concerns that the Society would seek to change its Charter. Tony King stated that the original Charter and Bye-laws Working Group had been very concerned that changes to the Charter would be extremely costly and would provide the Privy Council with the opportunity to gain control of the Society's Bye-laws. However, events over recent months, and the granting of a Supplemental Charter, had proved this not to be the case. The Privy Council was also of the view that the Society's Charter, along with other older charters, should be interpreted in a modern idiom.

Under the Charter, the Society regulates its Fellows but if it wished to regulate the profession, then it was likely that a change in the Charter would be necessary. There were no plans to change the Charter, but should any changes be contemplated in the future it was suggested that the Privy Council should be consulted informally in advance of embarking on such a course.

The Professional Committee has been considering the demands of other organisations to demonstrate competence in the profession. It was thought this might be achieved through the requirements for Chartered status and the Society's code of conduct.

Tony King stated that the Charity Commission had been consulted in 1997/8 by the Charter and Bye-laws Review Group and the role of the Publishing House was discussed. The Charity Commission were happy for the Society to continue it in its present format

## 2. PROGRESS REPORT (*BRG/02/06*)

The major issue emerging from the consultation on the proposed new Bye-laws circulated to the Fellowship in December centres on the powers of Council as expressed in 7.1.

The Bye-laws Review Group had been reconvened to consider the comments and amendments put forward on the draft new Bye-laws and to report back to Council in due course. The Review Group has also been charged to provide in more detail the rationale for proposed changes and will provide an explanation of why the Group feel unable to accept changes put forward by the Fellowship.

There is a nervousness in Council that if the amendment to the proposed new bye-law 7.1 were to pass, the Society would not be able to operate. Although there was a need to streamline the Bye-laws to reflect the introduction of Regulations, the current Bye-laws were still workable and it was unlikely that Council would agree a motion to amend the Bye-laws unless it was confident of the outcome. If the Review Group recommends proceeding with Bye-law amendments, Council will need to formally resolve to amend the Bye-laws. Once this has been done, it will set in motion the process to amend the Bye-laws culminating with a Special General Meeting. During that process further amendments may be proposed.

## 3. FORWARD WORK PLAN

If it is proposed to amend the Bye-laws, Fellows will be directed to Regulations on the Web page, and copies will also be available on request.

The Review Group then discussed each proposed amendment (see Appendix 1) in detail and agreed the following actions:

### *Amendment 1*

*Invite Peter Whiteside to the next meeting of the Review Group*

### *Amendment 2*

Auditors have advised Council of the new Code of Governance for charitable organisations. This amendment appeared to be in breach of that Code and ultimately the Society must comply with statute. The Auditors had listed the key principles of the code and it is important that any new Bye-law takes into account where legislation is going.

*Invite David James to the next meeting of the Review Group*

### *Amendment 3*

Amendment accepted – Section 7 will be re-ordered.

### *Amendment 4*

Amendment accepted – John Lace will be asked to advise on whether Fellows would be personally liable if the society went bankrupt.

### *Amendment 5*

Amendment accepted

### *Amendment 6*

Amendment accepted

### *Amendments 7, 8 and 9*

#### *Invite Andy Sims to the next meeting of the Review Group*

Where the main proposer is invited to attend the next meeting of the Review Group, they may be accompanied by one of those supporters named on the amendment, if they so wished. If acceptable, Peter Whiteside would be asked to address the meeting in the morning, with Andy Sims and David James invited to attend in the afternoon.

Although Helen Turner was on Council, Tony King suggested that the Chair (Duncan Murchison), who stood down from Council in May, should be invited to attend those Council meetings where the Bye-laws were being discussed. If Duncan was unable to attend, Tony would be willing to attend in his place.

### ANY OTHER BUSINESS

#### *Duties of the President*

Desmond Donovan pointed out the Linnean Society, of which he was a Fellow, had recently amended their Bye-laws and had retained the provision that the President (not Council) was responsible for ensuring adherence to the Charter and Bye-laws and requested that this provision should be in the Society's Bye-laws.

#### *List of Fellows*

Under the provisions of the Data Protection Act, the Society had originally asked Fellows to opt in to the publication of their personal details. This will be changed and in future certain details will be published automatically unless a Fellow has stipulated otherwise. A list of names of all Fellows is printed off annually after the striking off of non-payers in the autumn of each year, and kept in the Library. Anyone wishing to know whether someone was a Fellow would be told that information, but personal data would not be released.

It was decided that what the Linnean Society did was for them to decide. This Society would continue to follow the requirements of the Data Protection Act.

### DATE OF NEXT MEETING

Three dates were proposed: 25 May, 5 June and 28 June.

