

BYE-LAW AMENDMENTS

AMENDMENT 1

At **Bye-law 4.2**, replace

A Chartered Geologist shall be required to pay an Annual Registration Fee.

by

A Chartered Geologist shall be required to pay an Annual Registration Fee, *which shall form a separately identifiable component in the Society's accounts applied to the advancement of professional excellence and ethical standards in the Earth Sciences.*

Comment: *The annual CGeol fees are intended for use in maintenance and development of the CGeol designation, in provision of professional support to CGeols and in other related matters. Retaining a separate account of how these fees are spent is an important principle which should be maintained. I therefore propose to retain the full wording of the existing bye-law 3.2 [to become bye-law 4.2].*

Proposers: P Whiteside,, S Cavanagh, P C T Cheung, P Fowler, S Hencher, P Maliphant, R Martin and H Siddle

AMENDMENT 2

At **Bye-law 7.1**, replace

The control, direction and management of the policies and affairs of the Society shall be vested in the Council, and the Council shall exercise all the powers and functions of the Society, except when otherwise required by the Charters [i.e. the 1825 Charter as modified by the new Supplemental Charter] or these Bye-laws and in particular, but without prejudice to the foregoing power and exception, the Council shall have power:

by

The management of the affairs of the Society and control of its administration shall be vested in the Council, subject to the requirement that Fellows are consulted on all proposals for major changes to established policy and practice and on all proposals for new Regulations, such proposals to be subject to decision of the Fellows at a Special General Meeting. Council shall have power:

Comment: *In the Bye-law Revision the power of Council appears to be totally unconstrained: We consider this contrary to the intent of the 1825 Charter (which most Fellows will not possess) and wish it made clear in Bye-laws that the responsibility of Council is to implement policy approved by the Fellowship.*

Proposers: D J James, N Aitkenhead, W G Cordey, L E Frostick, A R Hurst, D Naylor, B Wilcock

AMENDMENT 3

At **Bye-law 7**, reorder the arrangement of that section as follows:

Constitution of Council

Re-number Bye-law 7.2 as 7.1

Election to the Council

Re-number and re-order 7.4, 7.5, 7.3, 7.6 as Bye-laws 7.2 to 7.5

Power and responsibilities of the Council

Delete heading at 7.1 of "Power of the Council" and the heading at 7.15 "Responsibilities of the Council" and insert new heading of "**Power and responsibilities of the Council**" at 7.6

Re-number and re-order Bye-laws 7.1, 7.15, 7.16, 7.17 and 7.18 as Bye-laws 7.6 to 7.10

Meetings of the Council

Re-number Bye-laws 7.7 to 7.14 as Bye-laws 7.11 to 7.18

Standing Committees of the Council

Bye-laws 7.19 and 7.20 remain unchanged

Committees and Working Groups

Bye-laws 7.21 and 7.22 remain unchanged

Comment: *"The arrangement of the December 2005 proposed Bye-laws governing Council is illogical. Constitution, membership and election should come before powers and responsibilities. The latter two headings should be combined to emphasise that power carries responsibilities with it. The order of the 'clauses' in this amendment to Bye-law 7 regarding Council is that normally adopted in legislation to set up any 'body', eg the new Charity Commission; first it is set up, then granted powers*

Proposers: S L Donovan, L E Frostick, A R Hurst, D Naylor, B Wilcock

AMENDMENT 4

At **Bye-law 7.17**

The Council shall not (except for the purpose of change of investment) without the unanimous agreement of all twenty- three members of the Council or, failing that, with the approval of a Special General Meeting convened expressly for taking such matters into consideration:

- (i) sell or otherwise dispose of or mortgage or encumber, the interests in land, stocks, securities or libraries of the Society; or
- (ii) borrow money on account of the Society.

Amend to read

The Council shall not (except for the purpose of change of investment) without the unanimous agreement of all twenty-three members of the Council (*preceded by consultation in accordance with Bye-law 7.18 in the case of any proposed action described in paragraph (i) below*) or, failing such unanimous agreement, with the approval of a Special General Meeting convened expressly for taking such matters into consideration:

- (i) *sell or otherwise dispose of or mortgage or encumber the libraries of the Society;*

- (ii) *sell or otherwise dispose of or mortgage or encumber the interests in land, stocks or securities of the Society; or*
- (iii) borrow money on account of the Society.

Comment: *It should be mandatory that Bye-law 7.18 should be invoked whenever action under 7.17 (i) is contemplated.*

Proposers: Bye-laws Review Group

AMENDMENT 5

At Bye-law 10.12

The Meeting shall receive from the Council:

- (i) its Annual Report on the general business of the Society;
- (ii) the Annual Accounts;

and shall

- (iii) remove five or more members of the Council;
- (iv) elect the members of the Council;
- (v) elect the Officers for the next year;
- (vi) appoint Auditors;
- (vii) receive the President's Address;
- (viii) confer the Awards for that year;
- (ix) elect Fellows and Honorary Fellows; and
- (x) transact such other business as is provided by the Charters and Bye-laws.

Amend to read

10.12 The Meeting shall receive from the Council:

- (i) its Annual Report on the general business of the Society;
- (ii) the Annual Accounts;

and shall

- (iii) remove five or more members of the Council;
- (iv) elect the members of the Council;
- (v) elect the Officers for the next year;
- (vi) *consider any proposals by the Council for the level of subscriptions, admission fees and fees for validation and annual registration of Chartered Geologists;*
- (vii) appoint Auditors;
- (viii) receive the President's Address;
- (ix) confer the Awards for that year;
- (x) elect Fellows and Honorary Fellows; and
- (xi) transact such other business as is provided by the Charters and Bye-laws.

Comment: *Although Bye-law 5.1 governs the procedure for subscriptions, admission and other related fees, the business has also been included in this section for clarity*

Proposers: Bye-laws Review Group

AMENDMENT 6

At Bye-law 10.18

The business of a Special General Meeting shall be any of the following:

- (i) to make and establish such Bye-laws and procedures as are useful for the governance of the Society;
- (ii) to alter, suspend or repeal existing Bye-laws, and to make new Bye-laws, as the Meeting shall think expedient, which are not in conflict with the Charters or the laws of the Realm;
- (iii) to consider resolutions passed by the Council for the revocation, amendment or making of additions to the Charters and any other proposals therefor or for the surrender of the Charters;
- (iv) to correct conflicts between the Bye-laws, the Charters and current legislation;
- (v) to over-rule Regulations;
- (vi) to debate decisions of the Council; and
- (vii) to censure the Council.

More than one item of business may be transacted at a Special General Meeting.

Amend to read

The business of a Special General Meeting shall be any of the following:

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- (ii) to alter, suspend or repeal existing Bye-laws, and to make new Bye-laws, as the Meeting shall think expedient, which are not in conflict with the Charters or the laws of the Realm;
- (iii) to consider resolutions passed by the Council for the revocation, amendment or making of additions to the Charters and any other proposals therefor or for the surrender of the Charters;
- (iv) to correct conflicts between the Bye-laws, the Charters and current legislation;
- (v) to over-rule Regulations;
- (vi) *consider any proposals by the Council for the level of subscriptions, admission fees and fees for validation and annual registration of Chartered Geologists;*
- (vii) to debate decisions of the Council; and
- (viii) to censure the Council

More than one item of business may be transacted at a Special General Meeting.

Comment: *Although Bye-law 5.1 governs the procedure for subscriptions, admission and other related fees, the business has also been included in this section for clarity*

Proposers: Bye-laws Review Group

AMENDMENT 7

At Bye-law 10.16, replace

A Special General Meeting shall be convened following a request addressed to one of the Secretaries at the Apartments specifying the business for which the Meeting is to be convened, and signed on behalf of the Council or by any five or more Fellows. The Meeting shall be held within a reasonable time after such a request has been received.

by

A Special General Meeting shall be convened following a request addressed to one of the Secretaries at the Apartments specifying the business for which the Meeting is to be convened, and signed on behalf of the Council or by any five or more Fellows. *The Council or the Fellows making the request to convene a Special General Meeting shall be referred to as the Caller.* The Meeting shall be held within a reasonable time after such a request has been received.

Comment in support of amendments 7, 8 and 9: The Bye-laws 10.19 (in *Proposed Bye-law revisions* of December 2005) appears to have been drafted to cover Special General Meetings called to confirm a resolution passed by Council with regard to the Charters. As proposed, Fellows will now be consulted on "THE MOTION" rather than "THE PROPOSED CHANGES" as per the current Bye-laws. In the case of multiple changes to the Bye-laws, it is procedurally unclear what the term "THE MOTION" will apply to and, conceivably, Council (or five Fellows) could draft a motion which left Fellows with no ability to comment on individual proposed changes to the Bye-laws. Further, the Bye-laws currently in force, and the proposed changes thereto, are imprecise with regard to consultation procedures and balloting prior to a Special General Meeting. The Amendments proposed in this document seek to implement a procedure which, though onerous, is rigorous and transparent compared with the existing proposals. The Amendments proposed also consider Special General Meetings for changes to the Bye-Laws and for changes to the Charters as separate cases, as the original Charter appears to require.

Proposers: A Sims, M Campbell, J Donato, N Hardy and P Woolfson

AMENDMENT 8

Insert after **Bye-law 10.18**

10.19 Any Special General Meeting properly called [10.16] to consider business which includes each or any of:

- i) enactment of a Bye-law;
- ii) repeal of a Bye-law;
- iii) revision of a Bye-law;
- iv) suspension of a Bye-law;

shall not take place until the Council have consulted the Fellows [7.18]. The procedure for the consultation shall be as follows:

- a) Notice of the business to be considered at the Special General Meeting and a full list of any proposed changes to the Bye-laws shall be displayed within two days of the Special General meeting being called. A notice of Special General Meeting and the proposed changes shall then be read from the chair at two successive Meetings at the Apartments;
- b) Fellows shall be notified by post and by other such methods as Council shall determine that a Special General Meeting has been called. Fellows shall be sent a list of the business to be considered at the Special General Meeting and documents showing any proposed changes to the Bye-laws. Written arguments for and against the proposed changes shall be prepared by the Caller [10.16] and included with the documents sent to Fellows;
- c) Any Fellow supported by four or more other Fellows shall be entitled to submit revisions to the proposed changes within ten weeks of the notification

- by post being sent to the Fellows. Any such revision shall be delivered to the Secretaries at the Apartments;
- d) The Caller [10.16] shall review all revisions received. A proposed revision may be accepted by the Caller as submitted, or in a revised form determined by agreement with the proposer. Where two or more revisions are proposed to a single item, the Caller shall seek to agree with the proposers a single composite revision. The Caller may accept any such composite revision.
 - e) The Council shall determine that the proposed revised changes to the Bye-laws are consistent with the Charters and current legislation.
 - f) The Substantive Motion to be put to the Special General Meeting shall be "That the Bye-laws shall read as follows:" with the text of the revised Bye-laws determined in 10.19 d) quoted in full. Where a proposed revision has not been accepted by the Caller, or where the proposer specifically requires that the Special General Meeting consider a revision, such revision shall be moved as an amendment to the Substantive Motion. Where multiple proposed revisions to the same text remain to be considered, they shall be moved as amendments in the order of their receipt by the Secretaries [10.19 c)].
 - g) The Substantive Motion and any motions to amend the Substantive Motion to be put to the Special General Meeting shall be sent to Fellows. Consultation ballots of the Fellows shall take place on each motion to amend the Substantive Motion. As many consultation ballots as are necessary to unambiguously ascertain the views of the Fellows on motions to amend the Substantive Motion shall be held. A final consultation ballot of the Fellows shall be held on the Substantive Motion as amended. No motion for a change in the Bye-laws shall be enacted unless a positive vote in favour of the Motion as amended has been obtained by consultation ballot of the Fellows.
 - h) A Special General Meeting at the Apartments must then be summoned, within a reasonable time following the consultation of Fellows, for the purposes of balloting on the Substantive Motion and motions to amend the Substantive Motion; Fellows shall be advised of the results of the consultation ballots at the time that the Meeting is summoned; no further amendments shall be taken at a Special General Meeting; and
 - i) The motions when made at a Special General Meeting shall after due discussion be decided by method of ballot by an absolute majority of the Fellows present.

Proposers: A Sims, M Campbell, J Donato, N Hardy, P Woolfson

AMENDMENT 9

If Amendment 8 carries,

- i. re-number Bye-law 10.19 as Bye-law 10.20
- ii. re-number Byelaw 10.20 as Bye-law 10.21
- iii. at proposed Bye-law 10.19 [now Bye-law 10.20]

When it is intended to move the confirmation of a resolution passed by the Council for the revocation, amendment or making of additions to the Charters, any other proposals therefor or for the surrender of the Charters, or the enactment, alteration, suspension, or repeal of any Bye-law, written notice of such motion, signed on behalf of the Council or by five or more Fellows, must be delivered, addressed to one of the Secretaries at the Society's Apartments. Once that notice has been received the following procedure shall be followed:

delete "*or the enactment, alteration, suspension, or repeal of any Bye-law,*" to read

When it is intended to move the confirmation of a resolution passed by the Council for the revocation, amendment or making of additions to the Charters, any other proposals therefor or for the surrender of the Charters, written notice of such motion, signed on behalf of the Council or by five or more Fellows, must be delivered, addressed to one of the Secretaries at the Society's Apartments. Once that notice has been received the following procedure shall be followed:

- iv. Re-number Bye-laws 10.20 to 10.24 as Bye-laws 10.21 to 10.25
- v. Amend any consequential references to 10.19, 10.20 in other Bye-laws

Proposers: A Sims, M Campbell, J Donato, N Hardy, P Woolfson