

The British Entomological and Natural History Society

BYE-LAWS

2019



BYE-LAWS
of the
BRITISH ENTOMOLOGICAL AND NATURAL HISTORY SOCIETY

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1 NAME

The Society shall be called THE BRITISH ENTOMOLOGICAL AND NATURAL HISTORY SOCIETY.

2 OBJECTS

The Society shall have as its objects the promotion and advancement of biological research, education and conservation with particular emphasis on entomology and natural history, by means of meetings in the Society's rooms and elsewhere for the reading of original papers, discussions and lectures, by public exhibition, by field meetings, by the issue of publications, the formation of typical collections and of a library, and by such other means as the Council may from time to time determine.

3 CONSTITUTION

The Society shall consist of Honorary, Special Life, Life, Ordinary, Student and Corporate Members.

4 POWERS

In furtherance of the objects but not otherwise, the Council may exercise the following powers:

- (a) power to raise funds and to invite and receive contributions provided that in raising funds the Council shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (b) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (c) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- (d) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- (e) power to employ such staff (who shall not be members of the Council) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (f) power to cooperate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (g) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (h) power to appoint and constitute such advisory committees as the Council may think fit;
- (i) power to do all such other lawful things as are necessary for the achievement of the objects.

5 PROPERTY

The funds and property of the Society shall be vested in two Custodian Trustees and dealt with by them as the Council shall direct.

- (a) The Council shall have power to place on deposit or to invest and from time to time to vary the investments of the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property whatsoever as may in the discretion of the Council be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (b) Subject to the provisions of the preceding sub-clause hereof, and to the conditions upon which any particular funds may be received, to invest all or any part of the funds held by the Council on any security (whether authorised for investment by trustees or not) as the Council may think fit, and to vary such investments, and from time to time place money on deposit at interest with the Society's bankers or others.

6 MANAGEMENT

- (a) The two Custodian Trustees shall be elected or removed from time to time by the Society as a majority of the members present at a Special Meeting shall think fit.

- (b) The affairs of the Society shall be conducted by a Council (see Bye-law 7). Seven of the Council shall form a quorum.
- (c) The Council may delegate to an Officer or group of Officers the power to act on behalf of the Council should situations arise that require immediate action to safeguard the interests of the Society. Any action so taken must be reported to the Council by the Officer or group of Officers at the earliest opportunity.

7 COUNCIL AND COMMITTEES

- (a) The Council shall consist of the Officers allowed for in Bye-law 8 and ten Ordinary Members. These Officers and Ordinary Members of the Council are Trustees of the Society for the purposes of the Charities Act 2011 (or any statutory re-enactment or modification of that Act).
- (b) No member shall hold the office of President or Vice-President for more than two consecutive years. The other Officers of the Society shall be elected for a term of one year after which time they may offer themselves for re-election for another year.
- (c) No Ordinary Member of Council may be elected for more than two consecutive years, but will be eligible for re-election after a further year.
- (d) The Council shall continue in office from the time it is declared elected till its successor is declared elected.
- (e) The Council shall have power to appoint such committees and Assistant Officers (whether members of the Council or not) as it thinks fit. These shall continue to hold appointments during the pleasure of the Council and, if not members of the Council, may if so decided by the Council attend all or certain of its meetings, but they shall not be entitled to vote in the Council.
- (f) A Committee of no fewer than five persons shall be appointed by the Council to manage the Hering Memorial Research Fund. This will normally consist of the President and Treasurer ex-officio and others to be appointed. A majority of the Committee must be members of the Society.
- (g) A Committee of no fewer than five persons shall be appointed by the Council to manage the Maitland Emmet BENHS Research Fund. This will normally consist of the President and Treasurer ex-officio and others to be appointed. A majority of the committee must be members of the Society.

8 OFFICERS

The Officers of the Society shall consist of a President, two Vice-Presidents, a Treasurer, a Secretary, an Editor, a Curator, a Librarian, a Meetings Secretary & Lanternist, a Building Manager and such other Officers as the Council may from time to time require.

9 ELECTION OF OFFICERS AND COUNCIL

- (a) The Council shall annually prepare a list containing the names of such members as they shall recommend to fill any vacancies in the offices specified in Bye-law 8 and to be Ordinary Members of Council for the succeeding period. The list shall be sent with the notice of the next Annual Meeting and a copy of paragraphs (c) and (d) of this Bye-law to every member recorded as resident in the British Isles not later than three weeks before the date of the Annual Meeting.
- (b) If any member or members whose name appears on this list becomes ineligible, unable or unwilling to act before the Annual Meeting, the Council may, at this meeting, recommend some other member or members to fill any vacancy or vacancies so caused, and the meeting will proceed as though such recommendation had been included in the original list.
- (c) If any six or more Members shall desire to propose any other eligible candidate or candidates for election to any of the offices or as one or more of the Ordinary Members of Council, such six or more Members shall, not less than one month before the Annual Meeting, give notice in writing (signed by these members and stating the name of every such candidate and the office or position as Ordinary Member of Council for which he or she is nominated) to the Secretary. If such notice is given, an election shall be held at the Annual Meeting before action on the Council's nominees.
- (d) When no such notice has been so given, with regard to any particular Office or concerning the Ordinary Members of Council, the President or Chairman shall at the Annual Meeting declare elected the Council's nominee or nominees to that office or as Ordinary Members of Council.
- (e) If an election is necessary at the Annual Meeting the voting shall be by ballot. Two scrutineers shall be appointed, one by and one from the Council, and the other by and from the general body of Members present, to superintend the ballot and to give the result to the meeting. The Council shall previously have

prepared a list of Members entitled to vote and the names of those voting shall be checked and marked off this list. No vote shall be taken unless the number present and entitled to vote is twenty or more.

- (f) Any balloting paper containing votes for a greater number of names proposed for any Office or seats on the Council than the number to be elected shall be wholly void and be rejected by the scrutineers.
- (g) If at an Annual Meeting any election which ought to have taken place is not held or not completed, that election shall be adjourned and, if necessary, re-adjourned.

10 VACANCIES IN OR REMOVAL OF OFFICERS OR ORDINARY MEMBERS OF COUNCIL

- (a) For any cause that shall appear sufficient to a two-thirds majority of those present, the Council shall have power to suspend any Officer of the Society or Ordinary Member of Council from the exercise of duties or to remove him or her and declare the office or seat on the Council vacant.
- (b) The Council shall from time to time fill up any vacancy amongst the Officers of the Society or Ordinary Members of Council that may arise during its period of office or that may have been occasioned by insufficient, ineffectual or invalid nominations at the Annual Meeting. When a member is so appointed the period shall not count as a year for the purposes of Bye-law 7.

11 HONORARY AND SPECIAL LIFE MEMBERS

- (a) The Council shall have power from time to time to nominate leading naturalists, or those who have rendered special services to the Society, to be Honorary Members of the Society, but the number of Honorary Members shall not exceed twelve at any one time.
- (b) Every member on completing fifty years membership whose subscriptions are paid up to date shall be appointed a Special Life Member with effect from 1st January following.
- (c) Such Honorary and Special Life Members shall in all respects be considered as members of the Society, except that they shall be exempt from the payment of subscriptions.

12 LIFE, ORDINARY, STUDENT AND CORPORATE MEMBERS

- (a) Every candidate for admission to the Society shall complete an application form. The application form, which must be accompanied by the first year's subscription, shall be submitted to the Membership Secretary. On receipt of this form and the first year's subscription, the applicant will become a member of the Society. The names of new members will be read out at the first Council meeting following their admission and a list of new members will be published in the Society's *Journal* at least once a year.
- (b) Applicants will normally be admitted as Ordinary Members, except that applicants under the age of 18 years or in full-time education may apply to be admitted as Student Members. Student Members shall automatically become Ordinary Members on the 1st January following their 18th birthday or the completion of their full-time education course. Corporate members may be admitted, but shall be entitled to only a single vote at any meeting. A Corporate Member may not hold an Office or be elected as an Ordinary Member of Council and will not benefit from insurance concessions obtained by the Society.
- (c) Any Ordinary Member, having duly complied with the Bye-laws of the Society may, at any time, with the consent of the Council and upon payment of the Composition for Life Membership, become a Life Member without re-election.
- (d) After admission, a member shall be provided with a copy of the Bye-laws.

13 SUBSCRIPTIONS AND COMPOSITIONS

- (a) Subscriptions for the classes of membership detailed in Bye-law 12(b) and Compositions for Life Membership shall be determined by the Council. When the Council decides that changes in rates are necessary, all members shall be given notice of the change at least three months before the beginning of the year in which the change is to be made. All members shall, before they are entitled to exercise any of the rights or privileges of Membership, pay to the Society one year's subscription and, in default of such payment within six months, their admission shall be void unless the Council decides otherwise.
- (b) At the first meeting they attend members may sign the Obligations Book and be presented to the President who will admit them by saying, "AB in the name of the British Entomological and Natural History Society I have much pleasure in welcoming you as a member", and shaking hands with them.
- (c) Any member admitted after 30th September in any year shall, on payment of one year's subscription at the rate applicable to the following year, be deemed to have paid up to the end of that following year.
- (d) The Society's financial year coincides with the calendar year. All renewal subscriptions shall be payable yearly in advance and shall become due on 1st January. Any member not having intimated his or her

resignation on or before the date of the first meeting in each calendar year shall be liable for the subscription for that year.

- (e) The Council may remit wholly or in part a subscription due from any Member, should some special circumstances appear to it to warrant such action.
- (f) As an alternative to bye-laws 13 (c) and (d) above, members joining or renewing through the Society's website are admitted to membership for exactly one year. The renewal subscription is payable on the anniversary of the previous payment.

14 RIGHTS OF MEMBERS

Subject to the provisions contained in Bye-laws 12(b), 13(a), 15(b), 15(c) and 15(d), Members shall:

- (a) Have a right to be present, to join in the discussions, and to vote at all meetings of the Society; to propose candidates for election; and to invite visitors (other than at a Special Meeting or if the Council directs for any occasion that all visitors be excluded).
- (b) Be entitled to have access to the Collections, to use the Library and to receive gratis one copy of all parts of the Society's journal, providing that their subscriptions are not more than four months in arrears. A duly authorised Corporate Member may be considered as a 'Member' for these purposes.
- (c) Be eligible to hold any Office in the Society or to serve as Ordinary Members of Council, except in the case of a Corporate Member (subject to the provisions of the Charities Act 2011 or any statutory re-enactment or modification of that Act).

15 RESIGNATION, REMOVAL, SUSPENSION OR EXPULSION OF MEMBERS

- (a) Any member, having paid all sums due to the Society, shall be at liberty to resign by giving notice in writing.
- (b) No member shall enjoy any of the rights and privileges of membership if his or her subscription is four months in arrears. Should the annual subscription remain unpaid after ten months, the Council shall, unless it sees good reason to the contrary, and after one month's written warning sent to the last known address, remove his or her name from the list of members and he or she shall cease to be a member of the Society, but the Council may at any time reinstate such a member upon such terms as it shall think fit. Members whose subscription is underpaid may have privileges withdrawn at the discretion of the Council.
- (c) The Council shall have power to suspend or expel any member following a decision to this effect taken by 75% of the voting members present at a Council meeting. The Member shall be informed in writing of the decision, the reason for it, and that in the case of expulsion the member may appeal in writing and/or in person to a Committee formed of the President, the Treasurer, the Secretary and two other members of the Society nominated by the appellant. An appellant appearing in person may be accompanied by a friend or advocate. The decision of the Committee will be by a simple majority with the President (or Chairman) having a casting vote and will be binding on the Council and the appellant.
- (d) At any meeting, any member who refuses to obey the ruling of the President or Chairman or otherwise renders himself or herself obnoxious to the meeting may be suspended if a majority of the Council attending the meeting so decide. In the absence of any member of the Council, the Chairman or a Leader at a Field Meeting may so decide. A member so suspended shall not be entitled to enjoy any of the rights or privileges of membership during the continuance of the meeting at which he or she is suspended.

16 PRESIDENTS AND VICE-PRESIDENTS

- (a) The President shall preside at the meetings of the Society and of the Council, to regulate all discussions and proceedings, deliver an address at the Annual Meeting, and execute or see to the execution of the Bye-laws and Regulations of the Society, and at every meeting the President or anyone occupying his or her place shall have a casting vote independently of his or her personal vote as a member.
- (b) In the absence of the President, a Vice-President or, if one is not present, another Officer of the Society or nominee of the Council shall for the time being have the title of Chairman and the authority and privileges of the President. If none of these persons are at the meeting then those members present shall elect a chairman from amongst themselves.

17 ACCOUNTS

The Council shall comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:

- (a) The keeping of accounting records for the Charity;
- (b) The preparation of annual statements of account for the Charity;
- (c) The auditing or independent examination of the statements of account of the Charity; and
- (d) The transmission of the statements of account of the Charity to the Commissioners.

18 ANNUAL REPORT

The Council shall comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

19 ANNUAL RETURN

The Council shall comply with its obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

20 PUBLICATIONS

- (a) The Society's Journal shall contain Council's Report, Treasurer's Report and Accounts, reports of meetings, papers read at meetings either in full or part or in title, articles and observations and other matters, as the Editor with the advice of an editorial panel shall decide, subject to direction by the Council.
- (b) The Society's Journal shall be published yearly or at such less intervals as the Council shall direct, and at such price to non-members as the Editor, subject to direction by the Council, may decide. Similarly prices of back numbers shall be as decided from time to time.
- (c) Exchange arrangements for any publication or publications may be made at the discretion of the Council.
- (d) The Council shall have authority to publish separately, in the name of the Society, any work on entomological or natural history subjects which it considers likely to further the objects of the Society, at such price as it shall from time to time direct, and to decide whether or not such publications shall be included in the exchange arrangements. The editing of such publications shall be carried out by a member or members of the Society, as directed by the Council.
- (e) All papers read at any meeting or any articles or observations accepted for publication in the Society's publications shall become the property of the Society, unless otherwise stipulated before the reading or submission thereof.

21 LIBRARY

- (a) The Society's Library shall be maintained as directed by the Council.
- (b) Members of the Society shall be permitted to borrow books or photographic slides under such regulations as are currently in force, except that a Corporate Member shall require specific sanction of the Librarian on each occasion. No member shall be permitted to borrow serial publications or separates.
- (c) Certain publications may be designated as 'Reference Only' and these may not be removed from the Society's rooms.
- (d) Certain publications may be kept in secure storage, and access to these allowed only subject to special regulations.
- (e) Non-members of the Society may use the Library at the discretion of the Librarian.

22 COLLECTIONS

- (a) The Society's collections shall be maintained as directed by the Council and shall be available for use by members of the Society at the dates and times announced. Loans of material for study or rearrangement shall be at the discretion of the Curator.
- (b) Non-members of the Society may use the Collections at the discretion of the Curator or of an Officer to whom this responsibility is delegated.

23 DUTIES

The division of duties between Officers, Ordinary and Co-opted Members of Council, Committees and other members shall be as directed from time to time by the Council, and no changes shall be made unless directed by the Council.

24 COUNCIL MEETINGS

- (a) Meetings of the Council shall be held at the discretion of the Council but not less than four times every year. The order of business at such meetings shall be drawn up by the Secretary and circulated to the Council before each meeting. The Chairman of the meeting may change the order of business at the commencement or during the course of the meeting. Council or other meetings may be conducted electronically by internet or conference calls.
- (b) A minute book shall be maintained, and minutes of the previous meeting shall be inserted after agreement, and signature by the President or Chairman at the following meeting.
- (c) If a Council meeting has to be cancelled it should be reconvened within four weeks or the business carried forward to the next meeting.

25 MEETINGS

- (a) Meetings for lectures and talks, field meetings and workshops shall be held at such intervals as the Council shall from time to time direct but the interval shall not exceed six months.
- (b) An exhibition shall be held annually on such date and at such location as the Council directs.
- (c) The Council may arrange social meetings providing this is done at no unreasonable cost to the Society.

26 THE ANNUAL MEETING

The Annual Meeting shall be held on such day and at such time as the Council may direct, but no later than the last day of March unless it is not possible to hold the meeting on the date notified in the Annual Meeting notice. When the meeting cannot be held on the date notified it should be held as soon as possible afterwards and all members shall be sent details of the time and place of the rearranged meeting. The Annual Meeting may take place in conjunction with another meeting. The Meeting shall be quorate if twenty members are present. Copies of the Audited Accounts, the minutes of the previous Annual Meeting, and the reports of the Editor, Curator and Librarian shall be made available before the commencement of the meeting and the order of business shall be as follows:

- (a) The minutes of the previous Annual Meeting shall be agreed and, when confirmed, signed by the President or Chairman.
- (b) The Council Report and Treasurer's Report shall be read.
- (c) The annual elections of Officers and Council shall be held.
- (d) Members shall be invited to bring forward any motion or ask any questions relating to the management of the Society without notice.
- (e) The President's Address shall be given.
- (f) The incoming President shall be inducted and the outgoing President retire.
- (g) Auditors shall be appointed.
- (h) Any other business shall be transacted.

In years where there is no Presidential election item (f) will be omitted and item (e) may include a lecture from an invited speaker.

27 SPECIAL MEETINGS

- (a) Special Meetings may be called by the Council at any time it may deem necessary by sending at least fourteen clear days' notice in writing to every member recorded as resident in the British Isles. The Council shall also, in the same way, call a Special Meeting if it receives a request concerning a matter relating to the management of the Society, signed by at least six members. The request must state the object of such a meeting and must be accompanied by payment of cash to cover the estimated cost of calling the meeting, unless this payment is waived by the Council. The Meeting shall be called within six weeks of the Council Meeting at which the request is received.
- (b) At Special Meetings any member may vote on the special form provided with the notice calling such a meeting, providing that the form is signed and posted so as to reach the person appointed by the Council, not less than seven days before the meeting. No member may vote more than once in any election.
- (c) The motion or motions to be placed before the Special Meeting shall be stated specifically in the notice and no other business shall be taken at such a meeting.
- (d) No vote shall be taken at a Special Meeting unless the number of valid votes received and the number present and entitled to vote at the meeting together total 5% of the paid-up membership or more.

- (e) Voting may be by ballot or show of hands as decided by the Council. If by ballot, the procedure under Bye-law 9(e) shall be followed.
- (f) Minutes of all Special Meetings shall be retained in a minute book.

28 COMMUNICATION WITH MEMBERS

Written communication with members shall be by post or by electronic means.

29 VISITORS

Visitors shall be admitted to all meetings held under Bye-laws 25 and 26, unless the Council direct to the contrary for any particular meeting or any part of a meeting or for any particular person or persons.

30 ATTENDANCE AT MEETINGS

- (a) The Council shall make arrangements for the provision and maintenance of Attendance Books, which should be signed by each member or visitor using the Society's rooms or attending an indoor meeting.
- (b) The Leader of a Field Meeting shall collect the names of members and visitors attending the meeting.

31 PROHIBITION OF DIVIDEND

No member is entitled to any distinct or separate share in the property or effects of the Society. No gift, bonus or dividend in money shall be made out of the funds of the Society to or between any of its members. In the event of the dissolution of the Society, its property (funded or otherwise) shall be disposed of by gift to such other Charitable Societies or Institutions or for such other charitable purposes as may be decided by the vote of a Special Meeting of the Society convened for the purpose, provided that no individual member shall benefit thereby, and that such gift or other disposal shall be for the benefit of Biology or its allied Sciences.

32 MEMBERS NOT TO BE PERSONALLY INTERESTED

- (a) No member of Council shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Society) or receive remuneration or be interested (otherwise than as a member of Council) in any contract entered into by Council.
- (b) Members of Council are entitled to receive any benefits of membership which they would be entitled to receive as ordinary members from the ordinary activities of the Society and any grants which may be made to ordinary members in accordance with the rules of any trust funds administered by the Society, and the receipt of any such benefit or grant will not be construed as being counter to the provisions of sub-clause (a) of this clause.

33 INTERPRETATION

If any question or dispute arise as to the correct interpretation of these Bye-laws or any part or parts thereof or any addition or amendment thereto, the Council may from time to time give a ruling or rulings thereon which shall be deemed for all purposes to state the true interpretation and meaning thereof.

34 ALTERATION OF BYE-LAWS

No alteration or addition shall be made in or to these Bye-laws except at a Special Meeting called for the purpose, at which Meeting the Council shall have power, subject to Bye-law 27, to give directions as it thinks necessary for regulating discussion and the matter of procedure thereat. Subject to the provisions of the Charities Act 2011 (or any statutory re-enactment or modification of that Act) changes to the Bye-laws concerning the administrative powers and procedures of the Society can be made following a vote at which a two-thirds majority of those members that vote do so in favour of the change(s). In the event of any alteration or addition being made, a copy of the altered, amplified or additional Bye-law or Bye-laws shall be sent to all members.