



SOCIETY FOR THE HISTORY OF NATURAL HISTORY

Byelaws (Draft)

1. Name

The name of the Society is the Society for the History of Natural History.

2. Our Mission

The Society is instituted for the historical and bibliographical study of all branches of natural history, including their social and cultural aspects, across all cultures.

3. Achieving Our Mission

The Society achieves its mission, and serves its membership, by:

- The publication of a journal, *Archives of Natural History*¹
- The circulation of a *Newsletter* to members
- Utilising electronic communication effectively to promote our interests and values
- Holding an Annual Conference and other meetings on relevant themes
- Funding relevant research as finances allow
- Encouraging younger scholars through the presentation of dedicated awards and prizes
- Giving a range of public awards to recognise scholarship, reward excellence and to promote the history of natural history to a wide constituency
- Partnering with relevant organisations to further our mission
- Monitoring and responding to new opportunities to further the Society's mission

¹ The Society's publisher is currently Edinburgh University Press; this contract is governed by Scottish Law.

4. Our Obligations as a Charity

- (a) As a registered charity in England the Society will follow the rules and regulations set by the Charity Commission and operate within the guidance embedded in these Byelaws.
- (b) The Society will prepare annual accounts and make them available for public consultation on request.
- (c) The Society will prepare a Trustees' Annual Report to be presented at the Annual General Meeting of the Society.
- (d) A summary of the Annual Report and Annual Accounts will be supplied to the Charity Commission.
- (e) The Society will ensure its charity registration number [210355] and name is used on all online publications and printed materials.
- (f) The Society will maintain a register of its current trustees; it will include the name, and any former names, of each trustee, plus their correspondence addresses, as well as the date they became a trustee, and (where appropriate) the date they ceased to be a trustee.

5. The Society's Values and Beliefs

We will be:

- Inspiring (imaginative, curious, outward and relevant)
- Welcoming (inclusive, collaborative, sociable and nurturing)
- Scholarly (scientific, robust, rigorous, and reputable)
- Professional (responsive, supportive, communicative and respectful)

Natural History

The Society is a diverse community of people united by an active interest in the study of natural history through time, believing that a greater awareness of how nature has been considered, documented, valued and exploited by societies and individuals worldwide leads to a deeper understanding and celebration of nature.

The Society believes that our actions and our publications contribute an enduring legacy to the study of the history of natural history.

Diversity, Equality, and Inclusivity.

The Society welcomes all sectors of society: diversity, equality, accessibility and inclusion will be embedded across all our activities.

The Society will welcome and engage with activities and projects dedicated to driving improvements in diversity and inclusivity within the history of natural history community.

The Society will be sensitive to the inequalities inherent in historical and contemporary aspects of the study of natural history and will respond to relevant major issues and challenges of our time.

Although diversity and equality responsibilities ultimately lie with Council, the Society expects all members to uphold our stated values.

6. Membership of the Society

- (a) Anyone interested in the history or bibliography of any branch of natural history is eligible for Membership of the Society on payment of an annual subscription¹.
- (b) Members must undertake to observe the Byelaws of the Society; in return, they are entitled to all the benefits of membership.
- (c) Council will take strong action against any member deemed to have acted contrary to the Byelaws of the Society. After consideration of the case by Council, and should a majority of Council members be in agreement, individuals will have their membership terminated.
- (d) Members who fail to pay the annual subscription will be regarded as 'lapsed members' who will lose Society privileges.
- (e) All benefits received by Members of the Society are individual to them and are not transferable.
- (f) Dual Membership is available for two individuals living at the same address. Dual Members shall receive all the privileges and benefits of Members except that they shall jointly receive only one copy of any Society publications and have a single vote at elections.
- (g) Associate Membership is available for full-time or part-time students; proof of enrolment may be requested. Associate members receive only online access to the Society's journal and its back issues but receive the Newsletter.
- (h) Honorary Members (see 10 below) shall have all the privileges and benefits of membership but are not required to pay an annual subscription.

7. The Society's Patron

- (a) The Society may elect a Patron, a person of distinction with a demonstrated attachment to natural history and a strong interest in the mission and objectives of the Society, b) The Patron will act as a figurehead for the Society and promote its mission.
- c) The Patron is nominated by Council, has no fixed term of office and has the same rights and privileges as Honorary Members.

¹ Membership fees are currently collected and the membership accounts and databases are managed by Edinburgh University Press on behalf of the Society.

8. Society Management

- (a) The management of the Society is conducted by a Council of no more than fourteen Councillors, all of whom are Members of the Society. All Councillors are Trustees of the Charity and carry out their roles voluntarily.
- (b) Subject to 10 (f) below, all Councillors will be elected at an Annual General Meeting of the Society for a three-year period and are eligible for immediate re-election.
- (c) Council is chaired by an elected President who serves for a term of three years.
- (d) Six members of Council shall constitute a quorum.
- (e) The Council shall meet at least three times in every year; meetings may be held in person or virtually, using a communication platform that allows members to communicate simultaneously. *Ad hoc* meetings may be called from time to time, by any member of Council, when urgent matters require Council input.
- (f) The Council shall have the power to co-opt individuals, and to create and appoint committees, working groups or awards teams in order to achieve its goals. Members of these teams may include either members of the Council or other members of the Society; in each case, the Chair of all such teams shall be a Member of the Council.
- (g) Council are supported by, and will work alongside, other dedicated groups of members, including the Associate Editors and the Editorial Advisory Board of *Archives of Natural History*, the staff at our publishers², the Awards panels and organisations and individuals supporting/hosting Society events.

9. Councillors and their Roles

- (a) Councillors, collectively, have overall responsibility for ensuring that the Society is well governed and delivers on its charitable objectives in accordance with these Byelaws and the Charity Commission regulations. Councillors are also collectively responsible for setting and reviewing the strategic direction of the Society. Councillors are expected to:
 - *Attend Council meetings, the Annual General Meeting and any Special General Meetings, at which they will:*
 - come prepared, having reviewed the agenda and papers provided beforehand, to provide strategic input across the Society's activities (and provide such input via email or post in advance if unable to attend the meeting)
 - review the Society's Financial situation
 - consider the implications of the annual Risk Assessment
 - review the Strategic Plan at appropriate intervals
 - consider the decisions taken on all the Society's Awards and Grants
 - appoint and take part in working groups or task groups to advise on specific matters
 - mutually support all individuals in Council roles and have due regard to succession planning

² Edinburgh University Press

- Consider all issues that are conducive to good management and governance of the Society

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- *Respond positively to requests from the President and Secretary for assistance with the following:*
 - Reviewing applications for small grants
 - Providing input to requests regarding operational and strategic issues
 - Reviewing and making suggestions for nominations for the Society's Awards; see 11 below.
 - *Act as ambassadors for the Society externally and contribute to the advancement of the Society generally by performing tasks specified by Council between meetings to fulfil the Society's mission.*

(b) The fourteen Councillors of the Society may include up to twelve councillors with designated portfolios to which they will be elected as specified in section 10 below. Portfolio members shall always include the President, the Secretary, the Treasurer and Editor. Other portfolios may be designated by Council in the notice seeking nominations for election to Council.

(c) At the first meeting of a new Council, a Vice-President will be elected from among its members. In the absence of the President, when the Vice-President chairs meetings of Council, the Annual General Meeting or Society event, the Vice-President has all the authority, power and privileges of the President. In the absence of both the President and Vice-President, the members of Council present shall elect a meeting chair.

(d) The duties associated with each portfolio shall be approved by Council and briefly described in a Schedule available to members at the time nominations for those positions are announced.

(e) Following elections to Council, a list of all councillors and their portfolios will be created. This "Schedule of the Portfolios of Council" will be maintained by the Secretary and made available on the Society's website.

(f) For any non-prejudicial reason, the Council, by majority vote, can suspend or remove a Councillor from office and declare that office vacant.

10. Election of Councillors

(a) A list and description of Council portfolios will be advertised on the Society's website and social media platforms in order to seek nominations from the membership. All nominations must be received by the Secretary before the stated deadline, which will be twenty eight days before the date set for the Annual General Meeting.

(b) Nominations must be proposed and seconded by members using the designated form, which should be sent to the Society's Secretary. Any Society member can nominate or second another member provided the member nominated signifies to the Secretary a willingness to serve in the specified role if elected.

- (c) The list of all those individuals nominated shall be sent (along with all AGM papers) to every member of the Society not less than twenty-one days prior to the day fixed for the Annual General Meeting. Each nominated individual may provide a brief personal statement, ensuring an informed vote.
- (d) All nominations will be considered at the Annual General Meeting. If there is only one valid nominee for a specific portfolio that nominee shall be declared elected.
- (e) In the event of more than one nomination for a Council post being received then a ballot of the members present shall be held at the Annual General Meeting. The means of the ballot will be determined by the President.
- (f) If there are no candidates for a specific portfolio, or if at any time a portfolio becomes vacant, then Council may allocate that portfolio to another member of Council, dispense with it, or fill by co-option until the next Annual General Meeting, at which time the portfolio will be filled by election.

11. Election of Honorary Members

- (a) Persons who have performed signal services to the Society may be elected as lifetime Honorary Members.
- (b) Election of Honorary Members shall be by a vote at an Annual General Meeting of the Society, on the nomination of the Council. The names of all such persons nominated for election as Honorary Members shall be published on the notice calling the Meeting.
- (c) The number of Honorary Members shall not at any time exceed ten.

12. Awards, Medals and Grants

- (a) The Society's awards are recognised as a key factor in reaching out to the membership and beyond to promote the Society's mission. The purpose and criteria, the means of nomination, and the selection criteria and procedural methods used to make all the awards are given in a Schedule agreed by Council. This Schedule – “The Awards, Prizes and Grants of the Society for the History of Natural History” - is held and maintained by the Secretary and is made available on the Society's website.
- (b) Council will regularly review the terms and conditions of all awards.
- (c) All awards, medals and prizes will be presented at an Annual General Meeting of the Society.

13. Publications

- (a) The main publication of the Society is the peer-reviewed journal, *Archives of Natural History*, containing papers relating to the objectives of the Society.
- (b) The Patron and all Honorary Members receive free copies of the journal.

- (c) All members who have paid their membership fee for that year receive the journal.
- (d) The Society may also publish from time to time additional publications on appropriate subjects. Council shall have the discretion to determine whether such additional publications shall be distributed free to all Members.

14. Annual General Meeting

- (a) The Annual General Meeting of the Society shall be held on such date, at such place and at such time as the Council shall determine.
- (b) The Annual General Meeting may be held in person or virtually, using a communication platform that allows members to communicate simultaneously.
- (c) The Annual General Meeting will be announced via an email or letter distributed to all members and on the Society's website and social media platforms.
- (d) Twenty Members shall form a quorum for an Annual General Meeting.
- (e) Notice of the Annual General Meeting shall be sent to all Members of the Society not less than twenty-one days before the date of such a Meeting, including the Council's report to Members, the accounts for the preceding financial year and a list of members standing for Council.
- (f) Should a vote (other than for elections to Council) be required at an Annual General Meeting the resolutions of a majority of the Members present and entitled to vote shall be binding. The means of voting shall be determined by the President. The President shall have a casting vote.

15. Special General Meeting

- (a) The Council may at any time, with not less than fourteen days' notice to Members, call a Special General Meeting. It shall also be bound to do so within twenty-one days of the receipt of requests from each of five members, specifying the business for which a Special General Meeting is to be convened.
- (b) The business for which such a Special General Meeting is to be convened will be announced via an email distributed to all members, and announcements on the Society's website.
- (c) A Special General Meeting may be held in person or virtually, using a communication platform that allows members to communicate simultaneously.
- (d) Twenty Members shall form a quorum for a Special General Meeting.
- (e) At a Special General Meeting the resolutions of a majority of the Members present and entitled to vote shall be binding. The means of voting shall be determined by the President. The President shall have a casting vote.

16. Governing Document (Byelaws)

- (a) A copy of the Byelaws will be made available to all members on request, and will also be made available on the Society's Website.
- (b) The Byelaws shall not be altered or repealed except by the resolution of a majority of the Members present and entitled to vote at a Special General Meeting. Details of any proposed alteration shall be sent to all Members at least fourteen days before the date of the meeting.

17. The Society's Funds

- (a) The funds of the Society shall be kept in such bank accounts as the Council shall direct, and/or be invested in such manner as it sees fit.
- (b) At the first meeting of a new Council procedures for the payment of accounts shall be established.
- (c) In no circumstances shall any of the assets of the Society at any time be given or paid to any Member except by way of reimbursement of expenses, or as proper remuneration for services rendered to the Society, or as permitted by the Charity Commission.

18. Prohibition on the use of the Society's Name and Publications.

- (a) The name of the Society and its publications shall not be used by any Member for any purpose of individual trade or profit.

19. Dissolution of the Society

- (a) The Society may consider dissolution due to declining membership, impending insolvency or any other legitimate reason.
- (b) A vote in favour by two-thirds of Trustees of the Society will result in dissolution of the Society.
- (c) In the event of dissolution, and after payment of all debts and liabilities, Council will seek to ensure the assets of the Society shall pass to a Charity with similar objectives.

These Byelaws were approved at a Special General Meeting of the Society held on 23/3/2021 Signed

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(President) (Treasurer)

(date) (date)

These Byelaws will be reviewed in May 2024.