

NNHS Byelaws

Adopted on the 8th May 2025

1. Introduction

The Constitution of the Society is the primary ruling document of the Society. The Byelaws are the internal procedures to enable the Society to conduct its business. Alteration to the following byelaws shall only be made at a Special General Meeting or Annual General Meeting of the Society, (the proposals having been circulated at least 14 days prior to the meeting) Any alteration adopted shall be posted permanently in the Humfrey Rooms at all times.

The Trustees hold the Society including its assets in Trust. The Charity Commission oversees the running of the Society, and to which the Trustees submit regular updates as required.

The Trustees are ultimately responsible for the running of the Society whilst bearing in mind and acting in accordance with the considered views of the Finance and General Purpose (F&GP) Committee and the Annual General Meeting (AGM).

There should be at least Five (5) Trustees registered and elected by the AGM as fit and proper persons at any one time and their number should include (wherever possible) the following ex officio members

- the current President,
- the Vice President,

The Liability of the Trustees shall be limited to £100 in total for any judgement made against the Society and Trustees other than for illegal acts.

2. Management

The Society is managed day to day, by its Officers, they being:

- The President,
- The Vice-President
- the President-Elect,
- the General Secretary,
- the Programme Secretary,
- the Membership Secretary, and
- the Treasurer.

3. The President and Vice-President

The President, by virtue of their office shall be the Chairman of the Society, F&GP, and the General Meetings of the Society. The President holds the office for two years.

In the absence of the President, the Chair will be taken by the most senior Vice-President present.

A President will become a Vice-President for the two years following the expiration of their term.

The Vice-President shall be entitled to attend meetings of the F&GP for two years after leaving the post of President.

4. President Elect

Candidates for President shall be submitted by at least two members of the Society in writing to the sitting President. If multiple members are nominated for President, the Secretary will, 1 month prior to the AGM, announce the candidates' names, their proposers and seconders, and any other relevant information deemed necessary by the Trustees or F&GP to all members, provided the candidates are willing to supply it. This information will be included in the annual General Secretary's report for the AGM. Subsequently, the Secretary will conduct a ballot at the Annual General Meeting to secure its approval for the year preceding the start of the term of office.

The successful candidate shall then be known as the President-Elect for the whole of the year preceding the AGM when they are enrolled as President and will then assume the Chair.

If no valid submissions of candidature are submitted to the sitting President or F&GP prior to the AGM, then the President may propose a candidate unilaterally.

A President Elect shall be entitled to attend the meetings of the F&GP for a period of one year prior to taking up the office of President.

5. General Secretary

The General Secretary shall be responsible for effective administration of the Society, particularly with regard to ensuring compliance with statutory and regulatory requirements. The Secretary shall conduct the external business duties of the Society. These duties can be delegated to any member; however, responsibility will be retained fully with the Secretary. The secretary shall also produce and distribute the agenda and minutes for all the Society's F&GP, AGM and Special General meetings and ensure that the decisions and actions of the Society are accurately recorded and implemented. This officer shall also prepare the Annual Trustee Report.

6. Membership Secretary

The Membership Secretary shall record Members Names and Contact Information, as well as data as to date of joining, type of membership, section interests, subscriptions, reasons for joining / resignation, and provide appropriate reports to the F&GP and AGM

7. Treasurer

The Treasurer shall liaise with the Membership Secretary and account for all sums received and disbursed, making payments as authorised by the F&GP. Any payments on the Society account to bear two signatures of authorisation being at least one of those of the Treasurer, the President or/and a Trustee.

Accounts should be made up annually for submission to the AGM and Charity Commission, having been examined by two members, or by a suitable external examiner approved by the AGM.

The Treasurer to report to each meeting of the F&GP as to the current state of finances.

The Annual Finance report, and proposals as to Subscriptions to be circulated to the membership not less than four weeks prior to the AGM, by electronic means where possible and a copy posted in the Rooms at that time.

8. Finance and General Purpose Committee (F&GP)

The F&GP shall be wholly responsible for the day to day running of the Society including the management of the Humfrey Rooms.

The F&GP is responsible for overseeing the management of the Society, including the administration of funds that are also vested in the F&GP.

The members of F&GP shall be:

- The Trustees
- Each of the Officers detailed above, plus
- The Programme Secretary
- The Librarian
- Other members elected at the AGM

The F&GP should meet at least every 8 weeks and at other times out of necessity. Meetings will either be in person in the Humfrey Rooms or on-line as the committee members desire. At least one meeting per year will be held in person at the Humfrey Rooms.

The quorum for any meetings of the F&GP shall be five of which at least one must be a Trustee.

The General Secretary shall be obliged for keeping minutes up to date and the F&GP agenda should be issued at least 7 days before the next meeting.

The F&GP shall have the power to co-opt additional members to the F&GP committee or any other sub-committee.

The F&GP shall have the power to appoint sub-committees to control any aspect of the Society's affairs as it should deem necessary, and to pass regulations to control the setting up and running of individual sections of the Society.

These sub-committees or Sections shall be bound by such regulations provided these are not inconsistent with the Constitution and these Byelaws.

The F&GP may choose to pay an honorarium to certain officers. Changes will be agreed upon by the F&GP and noted at the AGM.

Any and all such Regulations shall be posted in the Humfrey Rooms and shall be binding on all members.

9. Membership

All members are entitled to a copy of the Society's Journal for the year, and a copy of the previous year's Journal if available on joining and paying their first subscription.

a. Honorary Members

Any person, not being a member, who has been recommended by the F&GP for their outstanding contribution to the Society and its aims and Objects), may be so elected as an Honorary Member.

b. Life Membership

Any Member or Person seeking membership on approval by the F&GP, may become a Life Member on payment of twenty (20) times the current annual full membership fee.

c. Ordinary Members

Any person seeking membership and paying full membership fee.

d. Family Membership

The Spouse or Partner of an ordinary member and their children under 18 all living at the same address are entitled to one copy of the journal.

e. Joint Membership

Two members living at the same address are entitled to one copy of the journal

f. Student Membership

A person in full time education.

g. Corporate Membership

Any Organisation approved by the F&GP. Each corporate membership will be subject to only one vote at the AGM.

h. Prospective Member

These persons may attend up to three Section meetings of the Society in one Society year after which they will be required to apply for membership. They have no other rights prior to joining as an ordinary member.

i. Membership duties, privileges & restrictions

A member shall be admitted to all usual Section meetings of the Society, except the F&GP, except by invitation by same.

They shall have the use of all books, specimens and instruments, subject to such restrictions as may be imposed by F&GP or Section Presidents.

The F&GP may suspend a person's membership or cancel same by initiating the procedure as per the Constitution (Item 9. Termination of membership)

j. Membership subscriptions

The Annual subscription shall be proposed in writing to members no less than 4 weeks before the Society AGM, where it will be debated and approved or amended.

Membership categories can be changed, removed or added to at the AGM.

The Annual subscription fees are due by July 1st, the Society Year being to June 30th. On or after January 1st any prospective member will pay half the annual subscription for that Society year. The F&GP reserves the right to declare any member whose subscription is three (3) months overdue as a non-member. Such a declaration will result in the cessation of the member's entitlement to receive a copy of the journal.

On or after April 1st any prospective member shall pay the full annual sub which will be valid up to June 30th of the following year.

The F&GP may, at its discretion, waive all or part of a subscription.

10. Annual General Meeting (AGM)

AGMs shall be held annually with a period between each not exceeding fifteen (15) months.

The AGM agenda, minutes of the Last AGM, Treasurers audited report, and budget forecast will be conveyed to members no later than four (4) weeks prior to the AGM and posted prominently in the Rooms.

The AGM shall hear the Society Trustees' Report for the Year.

The F&GP, Officers and Trustees shall be elected at each AGM and confirmed by show of hands, or by proxy, or if demanded by secret ballot, and a record made of numbers for, against and abstentions.

Proposals for Any Other Business (AOB) should be submitted in writing to the General Secretary no less than 4 (four) weeks before the AGM to allow proper consideration, but this will not prevent proposals being aired as a result of matters arising from the foregoing discussions.

Following approval by the Chair, the Minutes of the AGM should be displayed prominently in the Rooms within 6 weeks after the holding of the AGM.

11. Special General Meeting (EGM)

A Special General Meeting (EGM) may be convened at any time by the F&GP or within 28 days of a request in writing, signed by no less than ten (10) members specifying its object for any of the following:

- To Consider, and if approved, make an alteration to the Byelaws or Constitution of the Society.
- To deal with any special matter that the Trustees desire to put to the Members.
- To deal with any special matter put before it, from the Members who required the Special Meeting
- To receive the resignation of the F&GP, or remove a member, or remove a F&GP member from the F&GP, and to fill any vacancy that may be created.

Notice convening the meeting shall be conveyed electronically, or by post if not possible electronically, to all members not less than 14 days before the date of the meeting.

12. Section Meetings

These shall be organised by the Section President and Secretary and contents of the programme conveyed to the Programme Secretary in reasonable time for inclusion in the printed and online versions.

A record should be kept of all persons attending meetings, usually by the members signature and membership number, including guests. Where possible surnames should be printed. All NNHS section meetings shall be open to all members.

Certain Section meetings shall be open to all (including non-members) at the discretion of the F&GP and advertised as such.

13. Society Property

The Society and its Property is vested in the Trustees. As stated in the Constitution the Trustees must act in the interests of the Society and take cognisance of the views expressed in F&GP who shall record such in the Record Book of the Society.

No structural additions to, or alterations to, or disposals of any part of the Society's premises (The Humfrey Rooms) shall be made without the express agreement of at least 51% of the membership.

The Trustees may let out the Rooms for use by other parties taking due diligence as to those parties being fit and proper and not likely to cause damage to any of the structure, equipment or collections, and to have insurance cover against any liability to the Society, and more generally indemnify the Society against any claim they might make against the Society, in writing in a form prescribed by the Society.

Fees for the Letting of the Rooms is to be set on an individual basis from guidelines devised by the F&GP.

14. Society Keys

The F&GP shall determine who the keyholders may be, but generally they shall be the Officers of the Society together with the President and Secretary of each Section.

Keyholders are responsible for the Security of the Rooms during the time from opening up and to locking up. They should be present at all moments in this time and are also responsible for ensuring that all apparatus is docked securely and that the services are switched off and alarms set. Key holders are fully responsible for the safekeeping of the key.

All keyholders will ensure the confidentiality of the keycodes. Door codes must not be passed to any other person without prior approval from the F&GP.

15. GDPR

The Society, and all members will adhere to all GDPR rules and Statute at all times.

16. Apparatus and Equipment

No equipment or apparatus is to be removed from the Rooms without the express authorisation of the Trustees through the F&GP. Likewise, no data or other records shall be removed or disposed of without the notification to and authorisation by the relevant Officers of the Section where they originated.

17. National Emergency

The Trustees may suspend the operation of any of these Byelaws at that time if they believe it to be in the interests of the Society. Such action to be recorded and reported at the next General Meeting to be ratified or withdrawn.

18. Winding up

As detailed in the Constitution, in the event the Trustees decide to dissolve the Society due to circumstances that dictate it to be no longer viable, or for other valid reasons, then those Trustees must ensure that all Records be lodged with appropriate organisations (for example the Local Records Office for the General Records), and the collections be preserved intact insofar as possible, and conveyed to the appropriate National, Regional or Academic Institutions of long standing. The residual Assets of the Society will be transferred to a local charity with similar objectives (At 2024 this would be envisaged as the Wildlife Trust for Bedfordshire, Cambridgeshire and Northamptonshire).

19. Matters not provided for

In case of doubt as to these byelaws in respect of their interpretation, the Trustees shall decide as advised by the F&GP. The Matter shall then be reported to a full meeting (AGM or EGM) of the Society for confirmation, or otherwise.

A copy of these byelaws shall be posted prominently in the Rooms, and another copy shall be given to each member on joining the Society.

PROXY NOTICE

Charity no. 204250

Northamptonshire Natural History Society and Field Club ("The Charity")

As a NNHS member, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Charity. You can only appoint a proxy using the procedures set out in these notes.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

A proxy must attend the meeting to represent you. To appoint someone as your proxy a person other than the Chair of the meeting, insert their full name as indicated in the proxy form. If you sign and return this proxy notice with no name inserted, the Chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly.

To direct your proxy how to vote on the resolutions, mark the appropriate box with an "X" on the proxy form. If no voting indication is given, your proxy will vote or abstain from voting at his/her/their discretion. Your proxy may vote (or abstain from voting) as he/she/ they thinks fit in relation to the limited range of additional resolutions which may be put before the meeting.

To appoint a proxy a copy of the proxy voting form notice must be:

1. fully completed and signed by you
2. sent electronically to secretary@nnhs.info or be posted to the Humfrey Rooms and
3. be received by the Charity no later than 24 hours in advance of the meeting.

Please note proxies will only be accepted via a NNHS proxy form.

If you wish to change your instructions, you can submit another notice. The appointment received last before the latest time for the receipt of proxies will take precedence.

To revoke your proxy instructions, send notice to the email address secretary@nnhs.info or by post to the Humfrey Rooms address clearly stating that the instructions are revoked and ensure that the notice is received by the Charity no later than 24 hours in advance of the meeting.

Communications relating to proxies in respect of the meeting may only be sent to the secretary@nnhs.info address or by post delivered (by hand or Royal mail) to the Humfrey Rooms. No other forms of communication will be accepted by the Charity.

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