

New standing orders: rationale

Background

The LMS is a membership charity (registered with the Charity Commission under number 252660) governed by three documents: the Charter, the Statutes, and the By-Laws. Its governing body, the board of trustees, is known as the Council.

In 2014 Council appointed a small working group to propose revisions to the standing orders. On several occasions Council has seen and discussed the various proposed changes as they have evolved, and there has also been an extensive consultation with the Society's membership.

The standing orders were last comprehensively reviewed in 1965. Since then, many changes have taken place both in the Society and in the wider world. The existing standing orders are not written in gender-neutral language, and they contain references to procedures such as writing letters which are all but obsolete.

The essence of the proposed changes

Most of the changes are very minor. For example, the language has been made more inclusive, and references to posting letters have been changed to simply communicating. But there are proposals for a few more substantial changes, such as the following.

The trustees of the charity are the twenty members of Council, consisting of eight Officers and twelve Members-at-Large. At present the Officers are elected for terms of office of one year, and can serve for up to ten consecutive terms. It is proposed that this be changed to eight consecutive terms.

At present members can vote at the Annual General Meeting itself. This is awkward, and expensive, and all but one or two members in fact vote beforehand. It is proposed to remove the right to vote at the AGM itself, so that all the voting takes place prior to the AGM, with the results announced at the AGM as now.

It is proposed that instead of a President-Designate, there is a President-Elect. He or she would be elected in year n and then become President (for a two-year term) in year $n+1$. The President-Elect would attend Council but not be a member of it.

Whenever our members are asked to vote on a motion at a General Meeting of the Society, they have the option to do so by proxy. At present, our detailed procedures for proxy voting have not been made explicit. It is proposed to do so in the By-Laws.

At present, the number of signatures required to call a Special General Meeting is 20. This was fixed in 1965, when this number was about 2.5% of the membership. It is proposed to change the criterion to 2.5% of the membership, which would now mean about 60.

A list of the principal changes

Charter 1

This has merely been brought up to date.

Charter 3

Part (i) has merely been brought up to date. Part (xi) has been made more explicit, however, on the advice of our solicitor.

Charter 4 and 5

We have retained the category "Corporation or Institutional Members" but limited their rights and removed their representatives.

Charter 9

An explicit statement has been inserted that the number of Members-at-Large should exceed the number of Officers, and that all members of Council must be Ordinary Members of the Society. These have been our practices for a long time.

Charter 11

The conflicts of interest are dealt with a little more carefully, and we have allowed ourselves to purchase trustee indemnity insurance.

Charter 13

This has been clarified.

Charter 14

This has merely been brought up to date.

Charter 15 and 16

These have been clarified.

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Statute 4

The age-related criterion for Associate Membership has been removed.

Statute 7

This has been clarified.

Statute 8

The membership book is the original one, dating from 1865, and physically signing it is a little ceremony valued by our members. This change slightly relaxes the conditions under which this ceremony can take place.

Statute 10

Pro-rata membership fees are introduced.

Statute 15

The geographical conditions can be relaxed by Council.

Statute 18

This has been clarified.

Statute 19

This raises the number of members required to requisition a Special General Meeting to 2.5% of the Ordinary Members. In 1965 this would have been 20 Members; now it would be about 60. (Also, the phrase "in writing" has been changed.)

Statutes 20, 21, and 23

There is a little more precision here.

Statute 24

The ballot will take place prior to the AGM, with the results announced at the AGM, and the President-Designate will become a President-Elect.

Statute 25

This refers explicitly to the procedure for proxy voting.

Statute 30

This has been completely re-written in order to bring it up to date. Part (a) comes from the old By-Law IX, while part (b) comes from the Charity Commission model constitution for a CIO.

Statute 31

This has been clarified.

Statute 32

This has been completely re-written in order to bring it up to date. Parts (i) and (ii) come from the Charity Commission model constitution for a CIO. Part (iii) allows Council to suspend a trustee without prejudice.

Statute 33

There is a little more precision here.

Statute 35

This is new, and requires Council to have a procedure for taking decisions electronically, rather than allow this to be done ad hoc.

Statutes 36 and 38 (new numbering)

These have been brought up to date.

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By-Law I.3

This allows for more flexibility in the Officer positions, without having to keep changing the By-Laws.

By-Law I.4

This reduces the maximum number of consecutive one-year terms of office for Officers to 8, followed by a 2 year gap.

By-Laws II (new numbering)

These replace and slightly extend the old By-Laws VIII. In particular, the President Designate has become a President Elect.

By-Law III.1 (new numbering)

This change of date codifies the current practice. It allows Members to add to the slates prepared by the Nominating Committee.

By-Law III.2 (new numbering)

A new clause states that no-one can stand for more than one officer position at the same time.

By-Law III.5 (new numbering)

This has been completely re-written. It requires Council to have an agreed procedure for the identification of the next President.

By-Laws IV.2 and IV.3 (new numbering)

These detail the election procedure, which will take place prior to the Annual General Meeting.

By-Law IV.4 (new numbering)

There is a little more precision here.

By-Laws V (new numbering)

This is completely new, and codifies current practice in order that it is transparent to the membership.

By-Law VII.2 (new numbering)

There is a small change to the requirements for electing an Honorary Member.

By-Law IX.1 (new numbering)

This allows for more flexibility in the Officer positions, without having to keep changing the By-Laws.

By-Law XI.1 (old numbering)

This has been deleted. No such explicit statement is needed now.

By-Law XI.3 (new numbering)

It is no longer necessary for the Librarian to be a member of Council.