

THE BY-LAWS
of
THE BRITISH NUMISMATIC SOCIETY

I. NAME, OBJECTS AND CONSTITUTION

1. The name of the Society shall be 'THE BRITISH NUMISMATIC SOCIETY'.
2. The Society is established for the benefit of the public through the encouragement and promotion of numismatic science, and particularly through the study of the coins, medals and tokens of the peoples of the British Isles and Commonwealth and the United States of America, and all territories as may at any time be or have been subject to their jurisdiction.
3. The property and management of the affairs of the Society shall vest in a Council consisting of a President, not more than six Vice-Presidents, a Director, Secretary, Treasurer, Librarian and, according to the resolution of Council from time to time, not fewer than nine nor more than fifteen Members of the Society.
- 4. The Society may not make any dividend, gift, division or bonus in money to or between any of its Members, other than prizes and awards for the advancement or reward of numismatic excellence and grants for numismatic research.**
5. The Society's chief publication shall be called '*The British Numismatic Journal*'.

II. MEMBERSHIP

- 1. Members of the Society shall comprise three classes: Ordinary Members, Royal Members and Honorary Members.**
2. Ordinary Membership of the Society shall be open to individuals of either sex and to appropriate institutions.
- 3. Each candidate for election as an Ordinary Member shall be proposed by a Member from personal knowledge or by a Member of Council from general knowledge and seconded by another Member from personal or general knowledge. The Proposer and Secunder shall sign a certificate specifying the full name, profession or occupation, permanent address and preferably the date of birth of the candidate. The Secretary shall cause the candidature to be presented to the next meeting of Council. Election to Ordinary Membership shall then be decided by at least a four-fifths majority vote in favour at that meeting. In the circumstance that Council is not due to meet within**

thirty-one days the Secretary shall be authorized to present the candidature to Council members by email (or in writing) and such candidate shall be deemed elected forthwith provided at least four-fifths of Council members responding shall be in favour of the candidature.

4. The President or Secretary shall announce the name(s) of newly elected Ordinary Member(s) at the next following Ordinary Meeting of the Society.

5. The Secretary shall notify each candidate of the result of the election and provide successful candidates with a copy of these By-Laws.

6. The election, withdrawal or death of every Ordinary Member, with date thereof, shall be entered by the Secretary in a Register of Members maintained in physical or electronic form. This provision shall also be made in respect of the other classes of Membership.

7. Members of the royal families of the United Kingdom and of other countries may, on the proposal of Council, be elected to Membership by vote at any Ordinary Meeting as provided in By-Law VII.1, and shall be called Royal Members.

8. Any persons of distinguished reputation or learning may be proposed by Council for election as Honorary Members. The written proposal shall be read at an Ordinary Meeting and at the second such Meeting shall be read again and put to the vote as provided in By-Law VII.1. The number of such Honorary Members shall not exceed twenty.

9. Royal and Honorary Members shall not be liable for any subscription and shall be entitled to receive *The British Numismatic Journal* and to all other privileges of membership.

III. CONDITIONS OF MEMBERSHIP

1. Every individual or institution elected a Member of the Society shall as a condition of Membership be deemed to accept the obligation to promote the objects and reputation of the Society, and to observe the By-Laws.

2. The failure of any Member to maintain this obligation may render continued membership voidable by Council under By-Law VIII.1.

IV. MEMBERSHIP DUES

1. Council shall not later than the Ordinary Meeting preceding the Anniversary Meeting propose for approval at the Anniversary Meeting the annual subscription rate for Ordinary Members for the

following year.

2. In derogation from By-Law IV.1 Council may at its discretion set rates of subscription below the annual subscription rate to any of the following:

(a) individual Ordinary Members for up to three years from their date of election

(b) Ordinary Members under the age of 25

(c) Ordinary Members in full-time education

or in such other special circumstances as Council may at its discretion decide.

3. Upon election the appropriate subscription shall be due from the Ordinary Member to the Treasurer. If such dues are not paid within six months from the date of election, such election shall be deemed null and void unless Council at its discretion extends the period of grace.

4. Every Ordinary Member shall promptly pay the appropriate annual subscription due on the 1st January of that year.

5. In derogation from By-Laws IV. 3 and 4, Members elected in the last four months of any year may exercise an option to pay one annual subscription in respect of the period from election until 31 December of the ensuing year, but in this event shall not be eligible to receive *The British Numismatic Journal* in respect of the current year's subscription.

6. Members whose subscriptions are in arrears shall not be entitled to receive *The British Numismatic Journal* until such arrears have been paid.

7. Any Ordinary Members failing to pay their dues before the date of the Anniversary Meeting following the year to which such dues relate shall be automatically amoved from Membership and the President or Secretary shall announce their names at that Anniversary Meeting. The Secretary shall record all such amovals in the Register of Members.

8. Any individual or institution amoved under By-Law IV.7 shall be eligible for reinstatement if the arrears giving rise to amoval shall have been paid within one year of amoval.

9. Any Member not in arrears of subscription wishing to resign shall so notify the Secretary and shall thereupon cease to be a Member, and shall be free from any future obligation to the Society. At its discretion, Council may accept the

resignation of a Member whose subscription is in arrears and waive payment of the same.

V. ORDINARY AND EXTRAORDINARY MEETINGS

1. Ordinary Meetings of the Society shall be held on such dates and at such times as Council shall decide. The Secretary shall ensure that these dates and times and any changes thereto are notified to Members.

2. Any Member may introduce two visitors at an Ordinary Meeting, and upon such other occasions as Council may resolve. Council may invite further guests in the name of the Society. The names of all such visitors and guests shall be entered in a book provided for the purpose.

3. Council may or, upon the written requisition of fifteen Members, Council shall summon an Extraordinary Meeting of the Society. Notice of such a Meeting shall be sent by the Secretary to each Member at least two weeks before the day appointed for the Meeting. This notice shall specify the business to be transacted at such Meeting, and no other matter may be discussed.

4. The Chair shall be taken by the President at Ordinary, Extraordinary and Anniversary Meetings, or in the absence of the President in order of precedence by one of the Vice-Presidents, the Director, the Treasurer, the Librarian, or a Member of Council. Failing these, a Member chosen by those present shall preside, but no meeting shall be held unless five Members at least be present. The person standing in for the President shall be vested with those powers enjoyed by the President in the Chair.

VI. ANNIVERSARY MEETING

1. The Anniversary Meeting of the Society shall be held on 30 November (St Andrew's Day), or on such day during the preceding week as Council may appoint.

2. The election of the President, Officers and Council shall take place annually at the Anniversary Meeting.

3. Council shall each year, not later than fifteen days before the Ordinary Meeting preceding the Anniversary Meeting, nominate those Members whom they recommend to the Society for election to the Offices of President, Vice-President, Director, Secretary, Treasurer and Librarian for the ensuing year. At the same time they shall also nominate not fewer than nine nor more than fifteen Members whom they recommend to the Society for election to Council.

4. Any five or more Members may nominate other Members besides those nominated by Council under By-Law VI.3 as candidates for election as Officers or Members of Council, except that for the office of President at least twelve nominators shall be required. Any such nominations must be received by the

Secretary before the Ordinary Meeting preceding the Anniversary Meeting and must be in writing, signed by the nominators and confirming that such nominees have given their consent to serve if elected.

5. Notice of the Anniversary Meeting together with

(a) ballot form setting out the membership dues proposed under By-Law IV.1 and the candidates for election as Officers and Members of Council nominated under By-Law VI.3

(b) a reminder of the rights of Members under By-Law VI.4

shall be sent to every member by the Secretary at least fourteen days before the date of the Ordinary Meeting preceding the Anniversary Meeting. At that meeting these nominations shall be read from the Chair.

6. In the event of any nominations being received by the Secretary under By-Law VI.4, the Secretary shall, at least fourteen days before the date of the Anniversary Meeting, issue to every member an Amended Notice of the Anniversary Meeting incorporating such nominations in the ballot form.

7. Two Scrutators shall be proposed by the Chair, and appointed with the approbation of the majority of Members present. The ballot shall then proceed on the membership dues and nominations in accordance with By-Law VII.2.

8. At the close of the ballot the Scrutators shall report to the Chair the results of the ballot. The membership dues and the names of the President, Vice-President, Director, Treasurer, Secretary, Librarian and Members of Council elected for the ensuing year shall thereupon be announced from the Chair.

9. In the event of a vacancy in the office of President, Vice-President, Director, Secretary, Treasurer or Librarian occurring between annual elections, the President or Secretary shall cause Council to be summoned to elect a Member to fill such vacancy, and the Officers and Council, or any five or more of them, meeting thereupon, shall proceed to such election. In the event of a vacancy occurring on Council other than of an Officer, Council may if the remaining Members of Council exceed and shall if they fall below nine similarly proceed to fill such vacancies.

10. At the Anniversary Meeting the President shall propose adoption of the accounts produced in accordance with By-Laws XIV (f) and XIX.2 and presented to the Meeting by or on behalf of the Treasurer.

VII. VOTING

1. In those matters which fall to be decided at an Ordinary Meeting, the decision shall be taken by vote of those Members present. Except as otherwise provided in these By-Laws all questions shall be decided

by a simple majority of the votes cast, the Chair having a second or casting vote when necessary.

2. In determining the membership dues and election of Officers and Council for the following year, the method of voting shall be by ballot of all Members. Members wishing to exercise their vote shall do so by completing, signing and returning the ballot form referred to in By-Law VI.5 or 6 (if applicable) to the Secretary in a sealed envelope marked 'Vote' to arrive in time for the Anniversary Meeting, or by handing it to the Scrutators during the time prescribed for the ballot at such meeting. The Secretary shall deliver all papers received in advance to the Scrutators. At all times the Secretary and Scrutators shall preserve secrecy on the contents of the papers and at the close of the Meeting the Secretary shall be responsible for their destruction. The election shall be decided by a simple majority of the votes received by the Scrutators, the President having a second or casting vote when necessary. In any question of alleged irregularity the President's decision shall be absolute.

3. If for a particular Office or for Council membership no nominations shall have been received under By-Law VI.4, the nominees of Council in the notice under By-Law VI.5 may at the Anniversary Meeting be declared duly elected by the President.

4. Council may from time to time approve alternative means, including the use of electronic technology, for notification and voting purposes under By-Laws VI and VII provided that the rights of Members under the By-Laws are not in the bona fide opinion of Council thereby materially prejudiced.

5. For any variation to these By-Laws, a majority of four-fifths of the votes received shall be necessary. Any other matter requiring the decision of an Extraordinary Meeting shall be decided by a simple majority. In all other respects the procedure shall be analogous to that set out in By-Law VII.2.

VIII. AMOVAL OF MEMBERS

1. If there be any alleged cause for the amoval of a Member, other than for non-payment of membership dues, it shall be submitted to Council for decision.

2. The President shall announce the name of any Member so amoved at the next Ordinary Meeting.

3. A record of such amoval shall be entered by the Secretary in the Register of Members.

4. Amoval for non-payment of membership dues shall be in accordance with By-Law IV.7.

IX. OFFICERS

1. In addition to the President, the Officers of the Society shall consist of the Vice-Presidents, Director, Secretary, Treasurer and Librarian.
2. Officers shall be *ex-officio* members of Council.
3. The President and other Officers shall at all times use their best endeavours to promote the objects, reputation, interests and prosperity of the Society and make all reasonable efforts to attend Meetings of Council and the Society.

X. THE PRESIDENT

1. As the head of the Society, the President shall have the general supervision of its affairs.
2. The President shall be, *ex officio*, a Member of Council and all committees of Council. The President may delegate the *ex officio* role on committees of Council to a Vice-President or the Director.
3. The President may at any time summon an Extraordinary Meeting of Council.
4. The President shall liaise closely with the Officers of the Society and the Editors to ensure the smooth running of the Society.
5. A President may not remain in office for more than five consecutive years.
6. The President shall use appropriate means, such as announcements at Meetings of the Society and/or periodic paper-based or digital communications, to report to Members on matters of significant interest and importance to the Society.
7. Towards the end of a Presidential term those Vice-Presidents who have served as Presidents shall form a Nomination Committee and invite three other members of Council (not being prospective candidates for the Presidency) to join the Committee for the purpose of identifying a suitable and willing candidate to fill the forthcoming Presidential vacancy. Unless wishing otherwise, the retiring President shall be an *ex officio* member of the Nomination Committee in accordance with By-Law X.2. If the Vice-Presidents who have served as Presidents shall be fewer than three, the Vice-Presidents themselves shall determine which of the remaining Vice-Presidents shall serve on the Nomination Committee to ensure that membership thereof includes not less than three of their number.

XI. VICE-PRESIDENTS

1. Vice-Presidents shall be limited to six in number.
2. One of the Vice-Presidents shall take the place of the President in the event of

the President's temporary absence or incapacity.

XII. THE DIRECTOR

1. The Director shall be responsible to the President and Council for organising the Society's programme of activities.
2. The Director shall recommend to the President and Council means whereby the appeal of the Society to both Members and non-members may be enhanced and shall at all times provide counsel and support to the President.

XIII. THE SECRETARY

1. In addition to carrying out the duties specified in these By-Laws, the Secretary shall have primary responsibility to the President and Council for the administration of the Society and for maintaining a formal record of its activities and decisions.
2. The Secretary shall
 - (a) maintain an up-to-date list of Members' contact details
 - (b) prepare and maintain minutes of all Council, Ordinary, Extraordinary and Anniversary Meetings of the Society, and
 - (c) ensure that the Society's records are kept in a safe place with minimal risk of loss or damage.
3. Council may appoint a member of Council (not being an Officer) to share or assist in the duties of the Secretary.

XIV. THE TREASURER

1. The Treasurer shall be responsible to the President and Council for the accounting and financial affairs of the Society.
2. The Treasurer shall
 - (a) keep the accounts of the Society in such form as may from time to time be requisite and appropriate
 - (b) not make any payment other than for current expenses and such other expenditure as Council may from time to time direct
 - (c) from time to time pay to the bankers of the Society all monies received on its account, and invest surplus monies as directed or approved by Council
 - (d) keep the property of the Society insured for such sums as Council shall from time to time approve or direct

- (e) with the aid of a finance committee of Council (if any), exercise a vigilant superintendence over the expenditure and investments of the Society
- (f) produce the accounts at or before the September meeting of Council in respect of the previous complete accounting year, and at the Anniversary Meeting in accordance with By-Law XIX.2, and
- (g) liaise with the Independent Examiner appointed under By-Law XIX.1.

XV. THE LIBRARIAN

1. The Librarian shall be the chief custodian of the Library and all other acquisitions of the Society, and shall
 - (a) ensure the same are preserved and kept in proper order and condition
 - (b) maintain proper catalogues or indexes of the same
 - (c) advise Council on acquisitions, but not incur expense without the prior approval of Council
 - (d) regulate the lending of books to Members, and cause a physical or electronic record to be kept thereof, and
 - (e) liaise closely with any other organisations with which the Library facilities may be shared from time to time.

XVI. COUNCIL

- 1. The management of the property and revenues of the Society, and the conduct of its business, shall be vested in Council.**
2. The tenure of a Member of Council, not being an Officer, shall not exceed three years without a break of at least one year. When, however, a Member of Council is acting as an Editor under By-Law XVII.I or is otherwise fulfilling a valuable specialist role under By-Law XVI.9, Council may extend such tenure beyond three consecutive years.
3. Council shall meet once a month, or more often, during eight months at least of each year. Five Council Members shall form a quorum.
4. Unless otherwise provided in these By-Laws, Council shall take formal decisions by majority vote of those present, the President having a second or casting vote when necessary.
5. No debts shall be incurred without Council's approval, nor any payment, except petty cash and ordinary current expenses, made without its order.
6. Council may appoint committees, shall regulate the proceedings of the same,

and may require that the Minutes thereof be laid before Council. Members of such Committees shall normally be drawn from Members of Council.

7. Council may from time to time appoint working groups for special purposes, specifying their terms of reference. Membership of such working groups may be drawn from Members as well as Members of Council.

8. Council shall appoint the Editors of *The British Numismatic Journal* in accordance with By-Law XVII, and shall exercise general supervision over publications of the Society.

9. Council may appoint Members of Council (normally not being Officers) to specialist roles for the advancement or improvement of the Society, specifying the applicable terms of reference. If no available Member of Council has suitable qualifications or experience for such role Council may appoint a new Member of Council from the membership to fulfil the role, provided that the maximum number of Members of Council (excluding Officers) does not thereby exceed fifteen.

10. Council shall ensure that the Society is kept informed of matters of significant interest and importance to the Society and shall endeavour in all its proceedings to advance the objects of the Society.

XVII. PUBLICATIONS

1. Each new Council shall nominate from among its Members not more than three persons to be responsible for the editing and production of *The British Numismatic Journal* and such other publications as shall be determined by Council.

2. The names of the Editors shall appear on the title page of each volume of *The British Numismatic Journal* which they shall have edited.

3. Responsibility for the acceptance or rejection of manuscripts for the Society's publications shall vest in an Editorial Committee of Council, which shall normally consist of the President, Director, Treasurer and Editors. The Editorial Committee may delegate responsibility for the acceptance or rejection of manuscripts for *The British Numismatic Journal* to the Editors, who shall ensure appropriate peer review thereof.

4. Submissions to the Society for publications other than *The British Numismatic Journal* shall be presented to Council on behalf of the author(s) by a Member of Council not being an author thereof.

5. If Council shall consider a submission under By-Law XVII.4 to be potentially suitable for publication, Council shall appoint a committee, specifying its constitution and terms of reference to pursue the project. The committee shall include the President, at least one of the Editors and the author(s).

6. The Editors shall see that proper estimates are procured for all work proposed to be executed in connection with the publication of *The British Numismatic Journal* and any other publications for which they shall be responsible and they shall not direct or allow such work to proceed until such estimates have been approved by Council.

7. In the exercise of their office the Editors shall, to the best of their ability, endeavour to ensure that *The British Numismatic Journal* and any other publications for which they are responsible uphold the standing of the Society.

8. For any publications for which the Editors are not responsible the Editorial Committee of Council or the committee appointed under By-Law XVII.5 shall ensure properly costed proposals are placed before Council prior to commitment and that such publications uphold the standing of the Society.

XVIII. CORRESPONDING MEMBERS

1. Council may from time to time appoint Corresponding Members of Council in any country whose duty it shall be to communicate regularly with Council, and to give the earliest intimation of any discovery or development relating to numismatic science, or other matters or events coming to their notice in their respective localities significantly affecting or likely to affect the Society.
2. Such Corresponding Members shall not be entitled to attend Council Meetings except by invitation of the President, in which case they will not have any vote.
3. Every such appointment shall continue during the pleasure of Council.

XIX. INDEPENDENT EXAMINATION

1. The Society shall at each Anniversary Meeting appoint an Independent Examiner to examine the accounts of the Society during the ensuing year in accordance with Section 43(3)(a) of the Charities Act 1993 or any enactment modifying or replacing the same and any directions of the Charity Commissioners and any regulations made by the Secretary of State in connection with that examination.
2. The report of the Independent Examiner shall be incorporated in the accounts presented by the Treasurer at the Anniversary Meeting.

XX. VARIATION OF BY-LAWS

1. The draft of any By-Law proposed to be made in addition to or for the revocation or alteration of any existing By-Law of the Society shall be submitted by Council, or by at least fifteen Members to an Ordinary Meeting of the Society, and at that and at the following Ordinary Meeting it shall be read from the Chair,

or prominently displayed by way of a notice, but shall not be discussed. A copy of such draft shall be made available at the Society's Library on the day of such Meeting, and shall remain so until the appointed time of the Meeting at which the draft is to be discussed.

2. The draft shall be discussed at an Extraordinary Meeting summoned for that purpose, which shall be convened on a date not earlier than six weeks after the date of the Meeting at which the draft was originally submitted; provided that if the Anniversary Meeting falls at least six weeks after the date of such Meeting the draft may, at the option of Council, be discussed at the Anniversary Meeting.

3. A copy of the draft shall be sent to all Members by the Secretary within ten days from the Ordinary Meeting at which it is first read or displayed, and the question whether the draft shall pass or not, in whole or in part, shall be determined in accordance with By-Law VII.5.

4. No proposed amendment to such draft or to any part of it shall be discussed or put to the vote at an Extraordinary or Anniversary Meeting unless such amendment shall have been submitted by Council or by at least fifteen Members in print or in writing to the second of the Ordinary Meetings referred to in By-Law VII.1. Such proposed amendment shall be read from the Chair or prominently displayed by way of a notice at that Ordinary Meeting and shall be made available in the Society's library with the original draft. A copy of the proposed amendment shall be sent to all Members by the Secretary within ten days from the Ordinary Meeting to which it shall have been submitted. The original draft (unless withdrawn) and any proposed amendment shall be discussed together at the same Extraordinary or Anniversary Meeting.

5. No amendment shall be made to the objects (By-Law I.2), this By-Law XX.5, or the dissolution provisions (By-Law XXI) save with the approval of the Charity Commissioners, and no amendment shall be made which would cause the Society to cease to be a charity in law.

XXI. DISSOLUTION

The dissolution of the Society may be effected only by a resolution passed by a three-fourths majority of the Members of the Society balloting on that occasion in person or by proxy at an Extraordinary General Meeting convened for that purpose and of which notice has been served to all Members of the Society at their last known address. If a motion to dissolve the Society is carried by the said majority, the Society's surplus funds, property, and assets (if any) shall not be distributed among the membership but shall be given or transferred to such other charitable institutions having similar objects to the objects of the Society as the Society with the approval of the Charity Commissioners shall determine, and if and so far as effect cannot be given to such provision, then to some charitable object.

Issued by order of Council on 22 September 2015.

