

**BY-LAWS OF THE LINNEAN SOCIETY OF NSW
(proposed amendments 2023)**

PREAMBLE

In the following By-Laws of the Linnean Society of NSW, the term 'Society' shall have the same meaning as 'Association' as set out in the Rules of Association of the Linnean Society of NSW, and reference to 'Council' in these By-Laws shall have the same meaning as 'Committee' in those Rules of Association.

1. PURPOSE, OBJECTIVES & PROMOTION

The Society will pursue the following charitable purpose: to advance education in the field of Natural History (botany, geology, zoology and related subjects) particularly relating to Australia.

The objectives of the Society shall be to encourage the study and advancement of the Natural Sciences and allied disciplines, to facilitate the exchange of information and ideas amongst the Members of the Society and to disseminate knowledge relating to the Natural Sciences and allied disciplines to the broader scientific community and the public.

To promote the objectives of the Society and to fulfil its charitable purpose, the Society may:

- (i) hold public lectures open to the public;
- (ii) hold and promote symposia open to the public on a range of scientific topics;
- (iii) hold field trips and other excursions to places of scientific interest;
- (iv) publish peer-reviewed scientific papers in the Society's *Proceedings*;
- (v) sell or distribute the *Proceedings* or other publications of the Society;
- (vi) award merit-based research grants to students, professional and citizen scientists for the purpose of promoting research or otherwise advancing knowledge of Natural Science;
- (vii) promote and encourage education and training in Natural Science and related subjects;
- (viii) invite the co-operation of kindred societies and technical bodies in any manner designed to promote the objectives of the Society;
- (ix) establish and accept donations for the purpose of scholarships, grants, awards, prizes and other distinctions, or for the general purposes of the Society;
- (x) publicise any significant achievements and endeavours in Natural Science;
- (xi) communicate and act publicly or privately on matters of interest to the Society;
- (xii) provide such other services and facilities and do such other acts and things as shall in the opinion of the Council promote the objectives of the Society.

2. MEMBERS OF THE SOCIETY

Members of the Society shall be persons supporting the objectives of the Society and who have been elected in accordance with the By-Laws of the Society.

3. CLASSES OF MEMBERSHIP

The Society shall consist of Ordinary Members, Associate Members, and Honorary Members.

4. OBLIGATION OF MEMBERS

In accepting membership of the Society, each Member undertakes to support the purpose and objectives of the Society and to agree to be bound by the Rules and By-Laws of the Society for so long as they shall remain a Member thereof.

5. SUBSCRIPTIONS

(a) The Annual Subscription for Ordinary Members and for Associate Members shall be such amount as shall be determined from time to time by the Council, and shall become due in advance on the first day of January in each year or, in the case of new Members, immediately on election.

A levy may be imposed upon Members in accordance with By-Law 5(b).

All matters of doubt relating to fees, subscriptions or levies shall be decided by the Council.

(b) Members may not be levied in any one year in excess of an amount equivalent to one annual subscription over and above the annual subscription fixed for that year.

(c) The Council shall have the power to levy, waive or alter application fees, annual subscriptions and levies.

(d) The fees for Associate Members shall always be less than those of Ordinary Members.

6. TERMINATION OF MEMBERSHIP

(a) Any Member of the Society may resign their membership by giving notice in writing to the Secretary or Honorary Secretary, subject to the provision of subclauses (b) and (c) of this By-Law.

(b) Any Member whose subscription is one year in arrears shall be notified of their default by the Secretary or Honorary Secretary during the month of March, and, failing payment of arrears, shall be reported to the Council at its meeting in April, and shall be liable to have their name erased from the list of Members by the Council and upon their name being so erased they shall cease to be a Member of the Society, but the Council may at its discretion reinstate them on payment of arrears of subscription.

(c) If, in the opinion of Council, the conduct of any Member of the Society or any act done by that Member, be prejudicial to the Society, the Council shall have the power by resolution to expel that Member from the Society, provided that such resolution is passed by a two-thirds majority of the Councillors present; but before a resolution of expulsion is passed, the Member shall be afforded the opportunity of presenting in writing within one calendar month after request, an explanation or defence they may think fit.

7. ORDINARY MEMBERS

(a) All nominations of candidates for admission as Ordinary Members shall be in writing, shall contain the full names and contact details of the candidate and shall contain a declaration that, if elected, the candidate shall abide by the Rules of Association and the By-Laws of the Society. The application shall be signed by at least two financial Ordinary Members, and be forwarded to the Secretary.

(b) Election to Ordinary membership shall be by the Council. No candidate shall be declared elected unless at least two-thirds of the Councillors present at the relevant Council meeting vote in favour of the candidate.

(c) No person declared elected under 7(b) shall be admitted to any privileges of membership until that person has paid their first annual subscription.

(d) Ordinary Members shall have the right and privilege:

[i] to participate in meetings, excursions and other scientific activities of the Society;

- [iii] to attend Symposia organised by the Society at discounted rates;
- [iii] to purchase a copy of each publication of the Society authorised by Council for sale at discounted rates;
- [iv] to submit papers in the form specified in the By-Laws for consideration by Council for publication in the Society's Proceedings;
- [v] subject to the control of the President or Chairperson, to take part in discussions at General Meetings of the Society and to take part in the business of such Meetings;
- [vi] to introduce visitors at any General Meeting of the Society.

(e) The Annual Subscription shall become due in advance on the first day of January in each year, or, in the case of new Members, immediately on election.

(f) Retired members, being Ordinary Members who have attained 65 years and are no longer in paid employment, shall be accorded the same privileges as Ordinary Members.

(g) Student members, being Ordinary Members who are currently engaged in full-time study at an approved tertiary institution, shall be accorded the same privileges as Ordinary Members. Applications by intending Student members are to be countersigned by that person's academic supervisor.

8. ASSOCIATE MEMBERS

Associate Members shall be entitled to:

- [i] participate in meetings, excursions and other scientific activities of the Society;
- [ii] to attend Symposia organised by the Society at discounted rates;
- [iii] to purchase a copy of each publication of the Society authorised by Council for sale at discounted rates;
- [iv] submit papers in the form specified in the By-Laws for consideration by Council for publication in the Society's Proceedings;
- [v] subject to the control of the President or Chairperson, take part in discussions at General Meetings of the Society and take part in the business of such Meetings;
- [vi] introduce visitors at any General Meeting of the Society.

Candidates for Associate membership do not need to be nominated or seconded, but must be approved by Council after submission of an application for Associate membership as determined by Council.

However, Associate Members shall have no voting rights in the Society, and shall not be eligible to serve as Councillors or Office Bearers other than Secretary.

9. APPLICATION FOR MEMBERSHIP

(a) Nomination of candidates for admission as Ordinary Members and Associate Members shall be on the prescribed form of application available from the website of the Society, but the Council may at its discretion accept applications in writing that are not on the prescribed form.

(b) Every new Member shall be notified of their election in writing (including by electronic means).

10. HONORARY MEMBERS

Members who have contributed significantly to the Society's activities shall be eligible for election by the Council as Honorary Members. Honorary Members shall be exempt from payment of annual subscriptions. Honorary Members shall be regarded as Ordinary Members with the same rights and privileges, including voting rights, in the Society.

11. MANAGEMENT OF THE SOCIETY'S AFFAIRS

The affairs of the Society shall be managed by a Council in accordance with the Rules of the Association and these By-Laws made hereunder.

12. THE COUNCIL

The Council shall consist of between twelve and eighteen Ordinary and/or Honorary Members, including elected Office-bearers as specified in By-Law 13, and the Secretary if employed by the Society.

13. OFFICE-BEARERS

The Office-bearers of the Society shall be a President, up to four Vice-Presidents (each having previously held the office of President), an Honorary Treasurer and an Honorary Secretary (or a Secretary employed by the Society), all of whom, with the exception of the employed Secretary, shall be elected as hereinafter provided and shall hold office until the next Annual General Meeting. In addition, the Council may at its discretion appoint an Honorary Assistant Treasurer and an Honorary Assistant Secretary from amongst its Members. The President may only hold office for two consecutive yearly terms, but may again stand for election provided at least two years has elapsed since their previous term concluded. The position of President may be held concurrently with the position of Honorary Treasurer.

14. ELECTION OF COUNCIL MEMBERS, PRESIDENT AND AUDITOR

The Members of Council and the President shall be elected from amongst the Ordinary Members of the Society in accordance with the Rules of the Association (Section 12), and as hereinafter provided:

(a) No fewer than six Members of the Council shall retire from that body each year, and the vacancies thus created shall be filled at the Annual General Meeting by election by the Ordinary Members of the Society, retiring Councillors being eligible for re-election.

(b) The retiring Councillors shall include all who during the preceding year have been chosen temporarily by the Council to fill vacancies occurring during the year, and whenever fewer than six seats on the Council shall thus become vacant, the number of vacancies shall be increased to six by the retirement of those Councillors who shall have been longest in office since their last preceding election. In the event of the number of Councillors who shall have been longest in office as aforesaid being more than the number required to make up the number of vacancies to six, the Councillors to retire shall be determined by lot at a meeting of the Council prior to the Annual General Meeting.

(c) At the meeting of the Council held in December, a list of Members of the Council shall be prepared, indicating those whose seats are to be vacated at the ensuing Annual General Meeting. A second list shall also be prepared containing:

(i) the names of Members recommended by the Council for election or re-election to the Council:

(ii) the name of the Member recommended for election to the office of President; and

(iii) the name of a Public Accountant actively practising their profession, not a Member of the Society, recommended for election as Auditor.

A copy of such list shall be sent by the Secretary or Honorary Secretary to each voting Member of the Society at the address provided by the Member either by post or electronic

means to the Member's last known address before the last day of December.

(d) The Members recommended by the Council under By-Law 14(c) shall be deemed to have been duly nominated for election. In order to stand for election those Members must accept their nomination and give their consent in writing.

(e) Independent nominations by Ordinary Members of the Society to vacancies on the Council, or for the office of President or Auditor, if received by the Secretary on or before the last day of January, shall be accepted as valid nominations to those offices, provided that each nomination paper is signed by not less than two financial Ordinary Members of the Society and countersigned by the nominee to signify their willingness to accept such office.

(f) If the number of persons nominated does not exceed the number of vacancies to be filled, the Chairperson at the Annual Meeting, at the appointed time, shall declare the persons nominated to be duly elected.

(g) In the event of there being more than one valid nomination for the office of President, or a greater number of valid nominations than shall be required to fill the vacancies on the Council, or more than one for the office of Auditor, a list shall be drawn up by the Secretary containing the names of those nominated for election to vacancies on the Council in alphabetical order, and the names of those nominated for the offices of President and Auditor. A copy of such lists shall be sent by the Secretary or Honorary Secretary to all voting Members of the Society by posting the same along with the ballot paper and voting instructions as set out below to their last known addresses on or before the last day of February.

(h) In each case, the nominees of the Council shall be distinguished as such, and the names of persons nominated by Members of the Society in their private capacity shall have placed opposite to them the names of the latter as their nominators.

(i) At the meeting held in February, if a ballot is required, the Council shall draw up a voting paper containing the names in alphabetical order of those nominated for election to vacancies on the Council, and the names of those nominated for the offices of President and Auditor.

(j) In the event of a ballot being necessary at an Annual General Meeting, the Secretary shall, between the February Council meeting and the first day of March, transmit by post to every Member qualified to vote, a voting paper initialled by the President, or, in their absence, by a Vice-President. The voting paper shall indicate the number of positions vacant in respect to the election of Members to Council and shall provide a box beside the name of each candidate for each position; candidates under each position shall be listed alphabetically by surname. Voters shall indicate the persons for whom they wish to vote by marking the boxes. Any mark in a box shall be taken as a positive vote and any voting paper which has more boxes marked than there are vacancies for any position shall be disregarded in respect to that position. Successful candidates shall be those receiving the most votes, i.e. 'first past the post' rather than 'preferential' counting. Two sealable envelopes shall be provided with the voting paper: an inner envelope marked "voting paper only" and an outer envelope addressed to the Secretary or Honorary Secretary at the Society's postal address; voting Members shall be required to provide a stamp for this envelope. The completed voting paper shall be placed in the inner envelope, sealed and posted inside the second envelope to reach the Secretary or Honorary Secretary no later than the day before the Annual General Meeting. The Secretary or Honorary Secretary shall discard the outer envelopes and take all the sealed inner envelopes containing the voting papers to the

Annual General Meeting. No vote shall be accepted other than those in the envelope supplied with the voting papers and no vote shall be accepted that was not received by the Secretary or Honorary Secretary on or before the day prior to the Annual General Meeting.

(k) At the Annual General Meeting, the Chairperson shall appoint between one and three Scrutineer(s). The Secretary or Honorary Secretary shall, in the presence of the Scrutineer(s) open the envelopes containing the voting papers and count the votes. The Secretary or Honorary Secretary and Scrutineer(s) shall present a signed report to the Chairperson prior to the close of business of the Annual General Meeting, showing how many votes were recorded for each person nominated. The Chairperson shall declare those persons elected who have received the majority of votes; but, in the event of tied votes, the Chairperson shall have a second or casting vote.

(l) In the event of an election, the Council may at its discretion provide a brief statement of the biographical and professional details of each candidate for election.

(m) In the case of retiring Councillor(s) standing for re-election, Council shall provide a record of their attendance at Council Meetings during the preceding year.

15. TERMINATION OF MEMBERSHIP OF COUNCIL

The office of a Councillor of the Council shall be vacated if:

(i) that Councillor ceases to be a Member of the Society:

(ii) that Councillor, by notice to the Society, resigns from office:

(iii) the office is declared vacant by resolution of the Council. as a result of a motion of which notice has been given at a previous meeting of Council, passed by a two-thirds majority of Councillors present and voting. This action may result if:

(a) that Councillor is absent from all meetings (whether held in person or via electronic means) for a period of six months without reasonable excuse or consent of Council: or

(b) is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of the interest to the remaining Members of Council.

16. ELECTION OF OTHER OFFICE-BEARERS

At the first meeting of the Council after each Annual General Meeting, the Council shall proceed to elect from amongst its Members the office-bearers other than the President and Secretary.

17. STANDING COMMITTEES AND SPECIAL COMMITTEES

The Council may at any time and at its discretion appoint Standing Committees and Special Committees to enquire into, to report on, and to advise in regard to such matters as may be directed by Council.

Standing Committees shall in general be appointed by Council from amongst its Members at the Council Meeting next after the Annual General Meeting. The Executive Officers shall be *ex officio* Members of all Committees except the Scientific Research Committee.

Membership of the Scientific Research Committee is restricted to those Members of Council whose scientific credentials have been approved by CSIRO. The duties of the Scientific Research Committee are to assess applications for funding of research projects and other scientific endeavours, and to recommend to Council the distribution of monetary grants in support of successful applications.

18. CASUAL VACANCIES

Should any one or more of the offices of President, Vice-President, Honorary Secretary or Honorary Treasurer become vacant during any current year of the Society's proceedings, the Council shall elect one or more of its Members as the case may require to fill such vacancy or vacancies for the unexpired portion of the then current year.

If a vacancy shall occur in the Council during any current year the Council may elect an Ordinary Member to fill such vacancy for the remainder of that current year as provided in these By-Laws. Council shall have the power to fill any casual vacancy in the office of Auditor of the Society.

19. MEETINGS OF COUNCIL

(a) The Council shall meet at least six times during any calendar year, except January, at such hour and place as shall be appointed by Council.

(b) Council may meet in person, or electronically via a medium by which attendees have access to both sound and vision. In the latter circumstance, documents for the meeting shall be circulated to Council Members no later than 6 hours prior to the meeting taking place.

(c) A Special Meeting of the Council may be called at any time by the President on giving at least two clear days' notice, or, on the requisition of at least five Members of the Council, by the Secretary on giving at least seven clear days' notice to each Member of Council. The object for which such Meeting is called shall be stated in the requisition and in the notice to Members. The day upon which notice is deemed to have been given and the date of the Meeting are not included in arriving at the clear days.

(d) The President shall preside at Meetings of the Council. In the absence of the President, one of the Vice-Presidents shall preside at Meetings of the Council, but if neither the President nor any of the Vice-Presidents be present, the Members present shall elect a Chairperson from among themselves.

(e) All elected Council Members are entitled to cast one vote (for, against, or abstain) towards any properly proposed and seconded motion put to Council. In the event of a tied vote or one where an insufficient majority is attained, the Chairperson shall have a casting vote in addition to their deliberative vote. The Secretary shall not be entitled to a vote, whereas the Honorary Secretary (having been elected) is entitled to vote.

(f) The Council shall not proceed with the business of any Meeting unless a quorum consisting of more than half the number of Members of Council including the Chairperson be present (either in person or through the use of technology), except that decisions regarding the sale of assets of the Society shall only be determined at a Meeting at which the quorum of Council is two-thirds of its Members.

(g) At each Ordinary Meeting of the Council the minutes of the previous Ordinary Meeting and of any Special Council Meetings held since the previous Ordinary Meeting, if approved by the majority of the Members present, shall be signed by the Chairperson.

(h) Any question arising at a Meeting of the Council with reference to the ordinary business of the Society shall be decided upon by open vote, unless any Member present shall require determination by secret ballot.

20. THE PRESIDENT

It shall be the duty of the President to act as Chairperson of all Meetings, and generally to see to the carrying out of the provisions of the By-Laws of the Society.

21. THE EXECUTIVE

The Executive shall consist of the President, Honorary Treasurer and Secretary or Honorary Secretary. Its duties shall be to transact such business in the name of the Council as may be entrusted to it by the Council, and to make decisions on matters arising between Council Meetings, subject to ratification by the Council at its next Meeting.

22. THE SECRETARY OR HONORARY SECRETARY

The Secretary or Honorary Secretary shall be subject to the control and instruction of the Council, and the duties shall be set out in these By-Laws.

It shall be the duty of the Secretary or Honorary Secretary to conduct the correspondence of the Society in accordance with the decisions of the Council, to keep the minutes of the proceedings of all Meetings of the Society and of the Council, to keep a list of all Members of the Society, to send out notices of all meetings of the Society and the Council, to exercise overall responsibility for the Society's stock of publications, to make arrangements for all Meetings and to attend those Meetings with the necessary books and papers, and to report to Council any other matters affecting the well-being of the Society.

The Secretary or Honorary Secretary shall cause a receipt to be issued for each subscription, fee or other money received for the use of the Society, but such receipts shall be subject to the due payment of any cheque or cheques.

The Secretary or Honorary Secretary shall keep a register of all Members of the Society, showing the last year for which each Member has paid their Annual Subscription. The Society's financial year shall commence on the first day of January in each year and, at the beginning of each financial year, the Secretary shall apply for the payment of all Annual Subscriptions and shall again, after any Annual Subscription is in arrears for more than six months, notify each Member so in arrears of their default, at the same time calling the Member's attention to By-Law 6(b).

The Secretary or Honorary Secretary shall keep a record of Council Members' attendance at Council Meetings and report absences for more than three consecutive Meetings.

23. THE HONORARY TREASURER

The Honorary Treasurer shall be responsible, subject to the Council, for the conduct of the Society's financial affairs with such assistance as may be required from time to time, and shall have duties as set out in these By-Laws.

It shall be the duty of the Honorary Treasurer to make proper enquiry into any security proposed for investment prior to recommending it to the Executive and to the Council. If, under any By-Law existing at the time, investment or re-investment is effected without prior approval at a Meeting of the Council, then it shall be ratified at the next following Meeting of the Council.

It shall be the duty of the Honorary Treasurer to keep records of all receipts and payments in such a manner as to properly represent the state of the Society's affairs and explain its transactions and to enable them to be conveniently and properly audited, and to table at each Ordinary Meeting of the Council a statement of the cash transactions and electronic fund transfers (EFT) since the last Ordinary Meeting supported by the bank statements.

24. MANAGEMENT OF FUNDS AND PROPERTY

The Council shall have control over the management of funds and of the property of the Society.

The Council may invest and deal with any moneys of the Society not immediately required

for the purpose thereof upon such securities and in such manner as it may determine and from time to time vary and realise such investments.

The Council is empowered to:

- (i) deposit at any Australian Bank in transaction accounts and Term Deposits;
- (ii) purchase, sell, exchange or otherwise deal in real property and any estate or interest therein;
- (iii) invest in Shares, Debentures and Unsecured Notes issued by Public Companies registered on an Australian Stock Exchange;
- (iv) invest in any other security approved at a Meeting of Council at which at least two-thirds of the Councillors are present.

(a) All moneys received on behalf of the Society shall be paid to a current account and/or savings account in the name of the Society in such bank or banks as shall be approved by the Council.

(b) Signatories to the Society's bank accounts shall include the Honorary Treasurer and/or other Members of the Council as determined by the Council from time to time, in accordance with the requirement of the Society's bankers.

(c) No sum of money amounting to five hundred dollars or upwards shall be paid without the approval of the Council, except such payments for periodical services and such sums for petty cash as may be authorised by the Council from time to time.

(d) The Honorary Treasurer shall be empowered, subject to the approval of the Executive, to invest or re-invest such funds of the Society as are available for investment in securities authorised and subject to the conditions set out in this By-Law, but if the investment or re-investment is effected without prior approval at a Meeting of the Council, then it shall be reported to the next following Meeting of the Council.

(e) The Honorary Treasurer shall, from time to time, and not less than once in each financial year, review the investments of the Society to ensure that the Society's funds are invested to its best advantage and in doing so may seek such expert advice as may seem proper.

(f) The Honorary Treasurer and Secretary or Honorary Secretary shall take care that all writings relating to the Society's funds and property, policies of insurance and other securities are lodged in the Society's safe, or in such other place as shall be approved by the Council, and that they shall be at all times available for inspection by the Auditor.

25. AUDIT

The accounts of the Honorary Treasurer shall be audited annually, a short time before each Annual General Meeting, by an Auditor who is not a Member of the Society. The Auditor shall be a Public Accountant actively practising their profession, and who shall have been elected at the previous Annual General Meeting or appointed by Council under By-Law 14(c[iii]), and the accounts so audited, with the report of the Auditor shall be available to Members for inspection at each Annual General Meeting. The audited accounts of the Society shall be distributed to Members in the quarterly Newsletter following the Annual General Meeting.

26. MEETINGS OF THE SOCIETY

The Meetings of the Society shall comprise the Annual General Meeting, Special General Meetings, and Public Meetings. At least seven days' notice of Public Meetings shall be given to Members of the Society by posting on the Society's webpage and/or by other electronic

or written means. The Annual General Meeting and Special General Meetings require 21 days clear notice to be given to Members individually by electronic or written means.

27. ANNUAL GENERAL MEETING

The Annual General Meeting shall be held in March each year provided sufficient notice is given to Members as specified in By-Law 26, and unless unforeseen circumstances beyond the control of the Council (including, but not limited to, disruptions to public order, pandemic restrictions, adverse weather events, etc) in which case the Annual General Meeting shall be held at the next available opportunity provided sufficient notice is given to Members. The business of the Annual General Meeting shall be: -

- (i) confirmation of the minutes of the preceding Annual General Meeting;
- (ii) the election of Members to vacancies on the Council and the election of the President and the Auditor for the ensuing year;
- (iii) to receive the Honorary Treasurer's report and the annual Balance Sheets;
- (iv) to receive the President's report on the activities of the Society;
- (v) to transact such other business as it is competent and expedient to transact.

The business of any Annual General Meeting shall not proceed unless at least ten per cent of all Members entitled to vote are present at such a Meeting.

28. PUBLIC MEETINGS

(a) Public Meetings of the Society shall be held to further the aims of the Society and shall usually consist of seminars, talks or other presentations of relevant topics. No Society business shall be transacted at such Meetings, although Special General Meetings may be held in conjunction with, but separate from, Public Meetings.

(b) In the absence of the President, one of the Vice-Presidents, or failing them, some other Member of the Council, shall preside at a Public Meeting of the Society.

29. SPECIAL GENERAL MEETINGS

Upon requisition of the Council or of at least ten per cent of all Members entitled to vote, Special General Meetings shall be convened by the Secretary and the object for which such Meetings are called shall be stated in the requisition and in the written notice (including by electronic means) to Members; not less than 21 clear days' notice of every such Meeting shall be given.

The business of any Special General Meeting shall not proceed unless at least ten per cent of all Members entitled to vote are present at any such Meeting.

30. NOTICES

Every notice required by these By-Laws shall be given through the post, or if the Member has so agreed, to receive notices by electronic or any other means as may be determined by the Council.

31. SUBMISSION OF PAPERS FOR PUBLICATION

Papers submitted for publication shall be in the form prescribed from time to time in 'Notes and instructions for authors' published on the Society's website. If papers submitted do not conform, the Editor may return them to authors for amendment prior to their being resubmitted to the Editor.

Any Member desirous of submitting a paper for publication by the Society shall forward the manuscript to the Editor, who shall consult with Members of the Editorial Panel selected from the Council, on its scientific merits. The Editor, on advice from the Editorial Panel, may reject a manuscript from further consideration if it does not conform to the editorial standards of the Society.

If the manuscript warrants review, it will be sent by the Editor to two or more referees for scientific appraisal. The Editor, in consultation with the Editorial Panel, will assess the opinions of the referees regarding acceptance, revision, or rejection of the manuscript. The Editor makes a recommendation to Council on the suitability of the paper for publication in the Society's Proceedings and the Council shall determine whether such paper shall be accepted for publication or not.

Manuscripts may also be submitted by non-Members of the Society; these will be subject to the same conditions of acceptance as specified in the preceding clauses.

32. ALTERATION OF BY-LAWS

No repeal, alteration, nor any addition to these By-Laws shall be made unless approved at a Special General Meeting of the Society convened for the purpose, and confirmed at a subsequent Special General Meeting: and unless three-fourths of the Members present at each of such Special General Meetings vote in favour of the proposed repeal, alteration, or addition.