

Minutes of Extraordinary General Meeting,

HELD AT THE INSTITUTE, 58, ROMFORD ROAD, STRATFORD, E.

Held Monday, April 4, 1910.

CHAIRMAN: MR. J. T. MILTON (MEMBER OF COUNCIL.)

The above meeting was convened by circular issued to the members on March 23, 1910, to confirm the special resolutions passed at the Annual General Meeting held on March 18, in respect to alterations to Articles of Association and By-laws, the proposed resolutions being set out in full on the circular.

On it being ascertained that a quorum of members was present, the meeting was duly opened within twenty minutes of the advertised time of meeting.

CHAIRMAN: This is an extraordinary general meeting of members, which is necessary to confirm the special resolutions passed at the last Annual General Meeting on March 18, regarding the amendment of Articles of Association and By-laws. Those who were present on that occasion will remember that the propositions put forward were not agreed to absolutely as put forward, but had to be modified, and the paper now in your hands contains the proposed modifications as passed by the members. I do not think we should take them *en bloc*; perhaps it will be better to pass each article separately. The first article, No. 34, will now read:

The Council of the Institute shall consist of one President, not more than thirty Vice-Presidents, one Honorary Secretary, one Honorary Treasurer, and fifteen ordinary Members of Council. An Honorary Minute Secretary and an Honorary Financial Secretary shall be elected by the Council from among their own number.

No exception was taken to that at the Annual Meeting, and I put it to you gentlemen that, as it was passed at that meeting, this article, No. 34, as amended, be confirmed.

The motion was then put to the meeting, and the Chairman declared it carried with one dissentient.

CHAIRMAN: The next is Article No. 35.

The President, Vice-Presidents, Honorary Secretary

and Honorary Treasurer, shall retire at each succeeding Annual General Meeting, but shall be eligible for re-election. Not less than five ordinary Members of Council who have been longest in office shall also retire at each Annual General Meeting, but shall not be eligible for re-election as ordinary Members of Council, until after an interval of one year, and in no case shall an ordinary Member of Council remain in office for more than three successive years.

That is amended very slightly from what was resolved upon at the last meeting, by inserting the words "shall not be eligible for re-election as ordinary Members of Council." It still leaves any of those gentlemen eligible to be elected to the office of President, Honorary Secretary or Honorary Treasurer.

The motion was then put to the meeting and declared carried with one dissentient.

CHAIRMAN : The third alteration is in Article No. 37, which will now read as follows :

The Council may supply any casual vacancy in the offices of President, Honorary Secretary and Honorary Treasurer, which shall occur between one Annual General Meeting and another, and the Office-bearers so appointed shall retire at the succeeding Annual General Meeting. Vacancies not filled up at the Annual General Meeting shall be deemed to be casual vacancies within the meaning of this Article.

Mr. J. R. RUTHVEN (Member) : There is no provision made for supplying vacancies in case of Members of Council retiring during their year of office.

CHAIRMAN : That is so, and it is so designedly for this reason. The Council considered the matter and came to the conclusion that, while it is necessary that the casual vacancy should be filled up in the case of the President, Honorary Secretary or Honorary Treasurer, where there is only one office to be filled, it is not necessary in the case of members of Council where there are fifteen.

Mr. RUTHVEN : But supposing there are fifteen vacancies ?

CHAIRMAN : That is not likely to occur.

Mr. RUTHVEN : There is no provision for it in this resolution

if it should occur. The provision was made in the original article.

CHAIRMAN : We had the provision before, but it was thought to be neither necessary nor advisable. The feeling of the members is that the election to all offices should be in the hands of the members absolutely, and not in the hands of the Council. This is a case where the privilege is taken out of the hands of the Council and advisedly. If a member is elected by the Council to fill a casual vacancy, it gives him an exceptional standing when he comes up for re-election at the next Annual Meeting, and I think it was the general feeling of the members that the Members of Council should be selected by the members only.

The motion was then put to the meeting and declared carried with one dissentient.

CHAIRMAN : The next alteration to be considered is in By-law No. 25, which will read :

A ballot paper for the election of Officers for the succeeding year shall be issued to every Member who has an address registered in the books of the Institute, and who is entitled to vote three calendar months at least before the Annual General Meeting. This ballot paper must contain the names of a proposed President, an Honorary Secretary and an Honorary Treasurer, and the names of the retiring ordinary Members of Council who are not eligible for re-election. It shall also contain the names of at least ten Members or Honorary Members nominated as ordinary Members of Council. Any Member who is entitled to vote may nominate any Member or Honorary Member for election as Honorary Secretary, Honorary Treasurer or as ordinary Member of Council, provided such nomination is made in writing to the Council at least four calendar months before the Annual General Meeting.

Mr. W. E. FARENDEN (Member) : I think this would be improved with regard to the nomination of the Honorary Secretary and Honorary Treasurer, where it reads :

“ Any member who is entitled to vote may nominate any Member or Honorary Member for election as Honorary Secretary, Honorary Treasurer, etc.”

Do I take it we are to understand that these nominations go on the ballot paper ?

CHAIRMAN : Certainly.

Mr. FARENDEEN : So that we might have four or five names according to the nominations sent in, for each of those offices ?

CHAIRMAN : That is what is in accordance with the views of the members, as expressed at the last meeting, viz., that the Honorary Secretary and Honorary Treasurer should not be elected or selected by the Council. The members at the Annual Meeting clearly expressed that view. It is, I think, perfectly clear ; the only Office-bearer not nominated by an ordinary member is the President. Nominations may be made by the members of the Institute for Honorary Secretary, Honorary Treasurer and Members of Council.

Mr. F. M. TIMPSON : I presume it would be the retiring Council that would propose the President.

CHAIRMAN : It must necessarily be the Council in office at the time when the ballot papers are issued.

Mr. TIMPSON : Of course that would not make much difference ; but the Council would have the sole right of nominating the President ?

CHAIRMAN : Yes, the Council have always nominated the President.

Mr. TIMPSON : But in this instance it will not require the confirmation of the members.

CHAIRMAN : It does now require the confirmation of the members.

Mr. A. H. MATHER (Hon. Treasurer) : It seems to me that the wording of the proposed new By-law is rather contradictory. In the latter part we give any member the power of nominating any member for the offices, but in the early part we say, " This ballot paper must contain the names of a proposed President, ' an ' Honorary Secretary, and ' an ' Honorary Treasurer." If a number of nominations are received for Honorary Secretary and Honorary Treasurer, they must all go on the ballot paper,

I do not know whether the point has been discussed before, but I think we are introducing a new principle in regard to the status of gentlemen who are asked to take office. I do not think we have allowed Honorary Members before to take a position on the Council, excepting the President. That is an innovation, and I am not quite sure that it is a good one. My reading of the By-laws is that it is only a member who is eligible for the position of an office-bearer or Member of Council, and unless there is a strong reason, I do not see why we should depart from that rule. An Honorary Member does honour to the Institute and to himself by being connected with us, but he has never been given a vote in the elections of the officers, and I am doubtful as to the advisability of such a departure being made.

With regard to the first point I drew up a sentence which I think would meet the case. I would let the first sentence stand as it is, and continue as follows :

This ballot paper must contain the name of a proposed President, and the names of Members nominated as Honorary Secretary or Honorary Treasurer. It shall also contain the names of at least ten Members nominated as ordinary Members of Council.

You see, I have mentioned members only. In addition, I am not sure whether it would not be advisable to have a certain amount of support for a member nominated as an office-bearer or Member of Council. We may have any number of gentlemen having their names put forward on the nomination of a single member in each case. They may have been approached, and may have expressed their willingness to stand for the office, but if they have only the support of one member, it is rather a limited field. If you take the elections for positions on any of the local bodies, it will be found that if a man is nominated, he has to be supported by a number of people, and I should say it would be an improvement to our Institute if we adopted the same principle when nominations are sent in. I should suggest a proposer, a seconder and three supporters. We should then know that a nominated Member of Council would have some support before his name was brought before the general body of the members.

Mr. JAS. ADAMSON (Hon. Secretary) : I am quite in accord with the views given to us by Mr. Mather, and what I had

noted down was very much the same as he has expressed. In putting in "an" Honorary Secretary and "an" Honorary Treasurer, it is really tantamount to vesting the election in the hands of the Council, and not in accordance with the view expressed at the Annual Meeting. The indefinite article implies that only one name will be given for each Office. At the end of the proposed new By-law, where it says, "at least four months before the Annual General Meeting," I think it would be advisable to give a definite date, say November 1. The amendment that I intended to bring forward is that a clause should be added to the following effect :

"Such nomination must be supported by at least five Members in addition to the nominating Member. The names of the Members so nominated shall be inserted on the ballot paper, but should any Member be nominated and found to be ineligible the Council shall have power to decline to receive such nomination if, after careful consideration, it is so decided in the interests of the Institute."

That is to say, a member might be nominated who is at the far end of the earth, and unable to attend to the duties, or a member might be elected who is not a member, to perpetrate an anachronism—he might be in arrears and liable to be removed from the roll—and the member who nominates might not know of facts that would require to be sifted.

Mr. A. H. MATHER (Hon. Treasurer): I think it is an advantage to have the supporters of the member known. I might add that one or two of our members from abroad have frequently stated that they do not know the members proposed, and it is partly to meet their case that I make this suggestion; if a foreign member does not know the member nominated, he might at least know one or more of the supporters.

CHAIRMAN: Do you mean that the supporters' names should go on the ballot list?

Mr. MATHER: Not on the ballot list, but on the Annual Meeting circular.

Mr. A. ROBERTSON: I should like to support Mr. Mather's statement in its entirety, because I think it is essential for us to know that the members put forward as Members of Council have the requisite support. I do not think it is sufficient for a man to have the support of only one individual to qualify him for nomination as a Member of Council.

CHAIRMAN : I understand Mr. Mather makes that as an amendment to the new proposal, and that Mr. Robertson seconds it.

Mr. MATHER : I do not know whether it is competent for the meeting to vary the matter as printed on the circular calling the meeting, but if I am in order I should suggest what I have stated as an alternative to the reading in the circular, the main issue is the same as passed at the Annual Meeting. A point was raised by Mr. Adamson, however, that in addition to a member being supported by five members, the Council should have the power to deal with the nomination in the event of it not being entirely in order.

CHAIRMAN : I think we should not allow anything of the kind in the hands of the Council in view of the feeling expressed that the whole matter should be in the hands of the members.

Mr. MATHER : May I take it that it is left in the hands of the Council to say whether a member is in arrears ?

CHAIRMAN : It is difficult to say exactly when a member is in arrears ; but in any case the word " Member " would cover it ; if his name were removed through him being in arrears he would no longer be a member.

Mr. MATHER : Of course I referred to those members whose names were just on the point of being removed, but as you say the word " Member " is perhaps a sufficient safeguard. At any rate, I would propose that the beginning of the By-law remain as at present, and the whole By-law would then read :

A ballot paper for the election of Office-Bearers and Members of Council for the succeeding year shall be issued to every Member who has an address registered in the books of the Institute, and who is entitled to vote three calendar months at least before the Annual General Meeting. This ballot paper must contain the name of a proposed President, and the names of Members nominated for the offices of Honorary Secretary and Honorary Treasurer. It shall also contain the names of at least ten Members nominated as ordinary Members of Council. Any Member who is entitled to vote may nominate any Member for election as Honorary Secretary or Honorary Treasurer, or as ordinary Member of Council, provided such nomina-

tion is seconded and further supported by at least three Members, such nomination to be made in writing to the Council before November 1. The circular calling the Annual General Meeting shall contain the names of the retiring Members of Council who are not eligible for re-election, and shall also contain the names of Members nominated for election together with the names of their proposers, seconders and supporters.

The motion was seconded by Mr. A. Robertson.

CHAIRMAN : I understand from Mr. Adamson that we are in perfect order in making this amendment so long as we do not depart from the spirit of the resolution arrived at the last time we discussed the question, and this is clearly in the spirit of the resolutions then passed. I will therefore put it to you that we accept Mr. Mather's amendments of By-law No. 25.

The Chairman declared the motion to be carried unanimously.

CHAIRMAN : The next to be dealt with is By-law No. 27, and which shall read as follows :

Any ballot paper which, when returned to the Secretary, contains the names of more than one President, one Honorary Secretary, one Honorary Treasurer, or more names of Members from amongst those nominated as ordinary Members of Council than there are vacancies to be filled, shall be void. The remainder of the By-law to stand as in the original By-laws.

Mr. E. W. Ross (Hon. Finan. Secretary) : In the previous By-law it mentions that there will be several additional names on the ballot paper for the offices named, but in the latter part of this By-law it says that if there is more than one name on the ballot paper for the different offices, the paper shall be void. The meaning of this should be made clear.

Mr. ADAMSON : The other names of which he does not approve will require to be scored out by the voter.

CHAIRMAN : The meaning is that if any new names are put in, or if the ballot paper, when returned, contains the names of more than one Honorary Secretary or Honorary Treasurer, or more than the required number of Members of Council, the whole paper will be void.

The motion was put to the meeting, and the Chairman declared it to be carried unanimously.

CHAIRMAN: The last one is By-law No. 29, which will read:

The members may, at the Annual General Meeting elect an Honorary Secretary and an Honorary Treasurer for the succeeding year. The Council may appoint and pay an Assistant Secretary and define his duties and, at their discretion, may dismiss such Assistant Secretary.

The motion was put to the meeting, and the Chairman declared it to be carried unanimously.

The meeting then closed, and was re-opened to receive a paper on "The Stability of Ships."

At a meeting of Council held subsequent to the Annual Meeting, the undernoted appointments were made:—

Chairman of Council :—

Mr. J. T. MILTON.

Vice-Chairman :—

Mr. GEORGE ADAMS.

Conveners of Committees :—

- Mr. GEO. ADAMS, Press Cuttings.
- Mr. JAS. ADAMSON (Hon. Secretary), Awards.
- Mr. A. E. BATTLE, Papers.
- Mr. J. E. ELMSLIE, Issue of Transactions.
- Mr. D. HULME, Reading Room.
- Mr. J. FELL REDMAN, Library.
- Mr. J. H. SILLEY, Property.

Experimental Committee :—

Messrs. K. C. BALES and J. CLARK, Joint Conveners.

Junior Section :—

Messrs. J. G. HAWTHORN and J. LANG, R.N.R., Joint Conveners.

Recreation Committee :—

Messrs. J. McLAREN and A. H. MATHER, Joint Conveners.