

At the Court at Buckingham Palace

THE 10th DAY OF MARCH 2026

PRESENT,

THE KING'S MOST EXCELLENT MAJESTY
IN COUNCIL

The following Report of a Committee of the Privy Council dated 24th February 2026 was today considered:—

"Your Majesty was pleased, by Your Order of 12th November 2025, to refer to this Committee a Petition on behalf of The Geological Society of London, praying for the grant of a Supplemental Charter:

The Committee, have accordingly considered the Petition and have agreed to report that the Supplemental Charter may be granted by Your Majesty in the terms of the annexed Draft."

His Majesty, having taken into consideration the Report and the Draft Supplemental Charter accompanying it, was pleased, by and with the advice of His Privy Council, to approve thereof and to order, and it is hereby ordered, that the Right Honourable the Lord High Chancellor of Great Britain should cause a Warrant to be prepared for His Majesty's Royal Signature for passing under the Great Seal a Supplemental Charter in conformity with the annexed Draft.

Richard Tilbrook, CVO

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CHARLES THE THIRD

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories King, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

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The Original Charter of Incorporation was granted to the Geological Society by King George IV in 1825. A Supplemental Charter was granted by Her Majesty Queen Elizabeth II and issued in 2005. It preserved the original date of incorporation of the Institution but revoked the old Charter, which will be preserved in the archives of the Society.

WHEREAS His Majesty King George the Fourth by Royal Charter (hererinafter referred to as "the original Charter") dated the twenty third day of April in the year one thousand eight hundred and twenty five constituted a body corporate by the name of "The Geological Society of London" (hereinafter referred to as "the Society") with perpetual succession and a Common Seal:

AND WHEREAS a Supplemental Charter (hereinafter referred to as "the First Supplemental Charter") was granted by Her Majesty Queen Elizabeth the Second in the year two thousand and five, to allow amendments to certain Articles of the original Charter:

AND WHEREAS the Society has by an humble petition represented to Us that while it does actively carry out and continuously throughout its existence has carried out the main object of the original Charter and fostered and increased the understanding of the mineral structure of the Earth and knowledge of the art and science of geology, it is desirable, for the better governance of the Society and to update the provisions to better fit current needs, for a further Supplemental Charter to be granted:

AND WHEREAS the Society has therefore petitioned Us praying that We would be graciously pleased to grant it a further Supplemental Charter:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW, THEREFORE KNOW YE that We by virtue of Our Royal Prerogative in that behalf and of all other powers enabling Us so to do of Our especial grace, certain knowledge and mere motion do hereby for Us, Our Heirs and Successors will grant direct, appoint and declare as follows:

THE GEOLOGICAL SOCIETY OF LONDON

1. The provisions of the original Charter of 1825 (except in so far as they incorporate the Society and confer upon it perpetual succession and a Common Seal) and the First Supplemental Charter of 2005 shall be and are hereby revoked, but nothing in this revocation shall affect the validity or legality of any act, deed or thing already done or executed thereunder.

OBJECTS

2. The Geological Society of London is instituted for the purpose of "advancing and sharing knowledge of planet Earth and beyond for the benefit of humanity". This remit is discharged by:

   2.1. improving knowledge and understanding of the history, structure, constitution and dynamics of the Earth and its processes;

   2.2. promoting all forms of education, awareness and understanding of the Earth and their practical applications for the benefit of the public globally;

   2.3. and promoting professional excellence and ethical standards in geoscience for the public good.

POWERS

3. And the Society shall have the following powers exercisable in furtherance of its said Objects but not otherwise, namely:

   3.1. to operate as a membership society holding relevant meetings, engaging in associated research and publishing activity, and maintain a specialist library;

   3.2. the Society shall be governed by a Council of Trustees (hereafter referred to as the Council) consisting of such number of members with such qualifications and to be elected or constituted as members of the Council and to hold office for such period and on such terms as to re-election or otherwise as the Byelaws for the time being of the Society shall prescribe;

   3.3. to award the individual professional designation of "Chartered Geologist" (but no other additional individual Chartered designation unless the Charter is changed to allow it) to those members meeting the eligibility criteria set down in the Byelaws and Regulations, including compliance with conditions for Continuing Professional Development;

   3.4. to create and maintain a Register of Chartered Geologists admitting and removing practitioners according to the Society's Byelaws and Regulations and to regulate their professional conduct and discipline;

   3.5. Chartered Geologists shall be entitled to use the post nominal initials CGeol FGS (provided that no other post nominal initials may include the word "Chartered" unless the Charter is changed to allow it);

   3.6. In addition to and outside of the provisions of Articles 3.3 and 3.5, the Society may award individual Chartered designations or other similar titles (and associated post nominals) under licence from other authorised Chartered bodies.

   3.7. Designate as Licensed Bodies those Member Bodies which demonstrate to the satisfaction of Council their competence to assess individuals for initial and continuing Chartership and which regulate the conduct of their members, license them to admit such individuals to a register, and monitor the additions and deletions they make to the register and provide guidance on the codes of conduct and disciplinary procedures of such Member Bodies;

   3.8. to serve the public interest by acting in an advisory, consultative or representative capacity in matters relating to the science and practice of geoscience and to cooperate with any relevant organisations as may be;

   3.9. to raise funds from any persons by way of subscription, donation, legacy and other relevant activities, and to invest excess monies having taken suitable advice;

   3.10. to acquire and dispose of real or personal property and its rights and privileges accordingly and to turn to account any of the Society's assets;

   3.11. to assume the trusteeship and management of such trust funds for medals, prizes, lectures and other relevant purposes;

   3.12. to make suitable arrangements for undertaking the work of the Society including the creation of any desirable trust funds and trading companies and employing necessary staff;

   3.13. to create such Byelaws as the Council may consider necessary for the good administration of the Society;

   3.14. to do all such other lawful and charitable things as are necessary for the attainment of the Objects of the Society.

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APPLICATION OF INCOME AND PROPERTY

4. (i) In the investment of monies belonging to, or held by, the Society, the Society shall seek such advice as it may see fit and shall take into account any law relating to charitable or other investment applicable at the time of such investment. Subject as aforesaid no liability shall attach to any Officer, member or employee of the Society in respect of any loss or depreciation of any investment so made as aforesaid and any investment may be varied from time to time at the discretion of the Society.

(ii) Trustees shall not be paid as Trustees but may be paid if they undertake non-trustee work which would otherwise have to be contracted to independent providers.

(iii) The income and property of the Society from wherever derived shall be applied solely towards the promotion of its Objects as set forth in this Our Charter and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Society.

Provided that:

(a) the Society's Objects shall not extend to the representation of the interests of members with regard to their conditions of employment, and

(b) nothing herein shall prevent any payment in good faith by the Society:-

(i) of reasonable and proper remuneration to any member or Trustee of the Society for any agreed services rendered to the Society;

(ii) to any member or Trustee of the Society of reasonable and approved out-of-pocket expenses

CHARTER AMENDMENT

5. The Council may by resolution passed by a majority of Trustees and confirmed by not less than two-thirds of the members voting thereon at a General Meeting revoke, amend or add to this Our Charter and any such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in Privy Council become effectual so that the original Charter and this Our Supplemental Charter as the case may be shall thenceforward continue and operate as though it had been originally granted and made accordingly. Provided that no such revocation, amendment or addition shall be made which shall cause the Society to cease to be a charity in law. This Article shall apply to this Our Charter as amended or added to in manner aforesaid.

BYELAW AMENDMENT

6. The Society may by a special resolution passed at a General Meeting by not less than two-thirds of those members voting revoke, amend or add to the Byelaws for the time being in force but no Byelaws so made shall have effect until approved by the Lords of Our Most Honourable Privy Council, of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence and provided that no such Byelaws or amendments thereof shall be repugnant to the provisions of this Our Charter.

6.1. The Byelaws of the Society are hereby revoked, and replaced with the Byelaws set out in the First Schedule to this Supplemental Charter. Nothing in this revocation shall affect the legality or validity of any act, deed, or thing legally done or executed under the former provisions.

SURRENDER OF CHARTER

7. The Council may by resolution passed and confirmed as required by Article 5 hereof surrender this Our Charter and any Supplemental Charter and wind up the affairs of the Society. Provided that no such resolution shall take effect unless and until We, Our Heirs or Successors in Privy Council shall think fit to accept such surrender on such terms or conditions and subject to such modification (if any) as We or they shall think fit.

8. If on the winding up or dissolution of the Society there shall remain after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed amongst the members of the Society or any of them but shall (subject to any special trusts affecting the same) be given and transferred to some charitable association or associations having objects

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similar to the Object of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as specified in this Our Charter. Such charitable associations to be determined by the passing of a resolution at or before the time of the dissolution.

CONCLUSION

9. And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken construed and adjudged in all Our Courts of law and elsewhere in the most favourable and beneficial sense and for the best advantage of the Society any mis-recital, non-recital, omission, defect, imperfection, matter, or thing whatsoever notwithstanding.

IN WITNESS hereof We have caused these Our Letters to be made Patent.

WITNESS Ourself at Westminster the

day of

in the year of Our Reign

BY WARRANT UNDER THE KING'S SIGN MANUAL

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SCHEDULE

BYELAWS OF THE GEOLOGICAL SOCIETY OF LONDON

First Schedule to the Second Supplemental Charter

DEFINITIONS

WORDS	MEANINGS
Advisory Panel	A group of individuals that advises Council. The Advisory Panel does not have responsibility or authority in the running of the Society.
Council	The board comprising elected and appointed Trustees that has overall responsibility for the governance of the Society.
Chief Executive	The staff member charged with the management of the Society, normally reporting to the President and Council.
Collections	The physical and electronic books, maps, archives, business papers and artefacts held by the Society.
Common Seal	The official seal of the Society for the purposes of authenticating and executing legal documents. The formalities for affixing the Seal are prescribed in the Byelaws.
Disciplinary Panel	One or more panels which are together responsible for reviewing and investigating complaints, conducting hearings, reporting findings and making recommendations to Council for the determination of disciplinary matters as set out in the Regulations.
Fellow	A member who meets the admission criteria for Fellowship set by Council.
Geoscience	The study of the Earth and other planetary systems, their processes and interactions with living things, including investigation of the past, measurement of the present and modelling of the future.
Nominations Committee	The group responsible for identifying candidates for positions on Council and the Advisory Panel.
Officer	An elected Trustee who holds the office of President, Vice-President or Treasurer.
President	The elected Trustee who leads the governance of the Society.
President-Elect	The elected immediate future President of the Society who has not yet taken up office.
Professional & Scientific Interests Group	Formally constituted groups of the Society whose members share common professional or scientific interests.
Regional Groups	Formally constituted groups of the Society whose members live or work in particular geographical areas.
Regulations	Rules made by the Society to control and direct its operations in line with the requirements of the Royal Charter and Byelaws.
Royal Charter	An instrument of incorporation granted by the Sovereign conferring independent legal rights and duties on the Society.
Standing Committees	Permanent committees of the Society that meet regularly with specific responsibilities set by Council.
The Society	The Geological Society of London.
Treasurer	The elected Trustee who leads the financial governance of the Society.
Treasurer-Elect	The elected immediate future Treasurer of the Society who has not yet taken up office.
Trustee	A member of Council, sharing collective responsibility with other Trustees for the governance of the Society.
Vice-President	An Officer other than the President or Treasurer who is Chair of a Standing Committee.
Voting Member	A member of the Society who is entitled to vote at a meeting of the Society and in Society elections.

1. STATUS AND PURPOSE

1.1. The Geological Society of London (the Society) is a body incorporated by Royal Charter and is a charity registered in England and Wales (Registered Charity No. 210161), with the Objects as set out in Article 2 of its Royal Charter.

2. MEMBERSHIP

Members

2.1. The Society is a membership organisation with the following principal categories of membership:

i. Fellows

ii. Honorary Fellows

iii. Student Members

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2.2. In addition, there may be categories of non-voting members open to anyone with an interest in Geoscience but who do not meet the eligibility criteria to become a Fellow or Student Member.

2.3. The criteria for admission and entitlements and obligations of each grade of membership are set out in the Regulations.

Fellows

2.4. To be eligible for Fellowship a person must:

i. Hold a degree, or an equivalent qualification, in Geoscience or a related subject from a university or other educational institution recognised by the Society; or,

ii. Meet demonstrated experience and standards in Geoscience or a related subject as set out in Regulations.

2.5. A Fellow has the right to vote at meetings of the Society and in Society elections.

2.6. Any member who has been a Fellow of the Society for 50 years shall be designated a Senior Fellow.

Honorary Fellows

2.7. Council may elect persons for admission to the grade of Honorary Fellow. Persons of distinction, scientists of exceptional merit, and persons who have provided exceptional service to the Geosciences may be elected as Honorary Fellows.

2.8. An Honorary Fellow has the right to vote at meetings of the Society and in Society elections.

Student Members

2.9. In order to be eligible for Student Membership a person must be:

i. Registered as a student undertaking a course leading to a degree in Geoscience or a related subject; or,

ii. In secondary or further education and studying subjects that could lead to entry to a course leading to a degree in Geoscience or a related subject.

2.10. A Student Member has the right to vote at meetings of the Society and in Society elections.

Chartership

2.11. A Fellow that meets the academic and professional experience requirements and standards set out in the Regulations, together with fulfilling the requirements for continuing professional development, may apply to be validated as a Chartered Geologist. The Society may award other professional qualifications under licences granted by other organisations.

Post-nominal initials

2.12. Members are entitled to use the post-nominal initials appropriate to their grade of membership, as follows:

i. Fellow: FGS

ii. Honorary Fellow: Hon FGS

Fellows who have been validated as a Chartered Geologist are entitled to use the post-nominal initials CGeol FGS.

Fellows may precede FGS with approved post-nominal initials signifying other professional qualifications awarded by the Society under licences granted by other organisations.

2.13. There are no post-nominal initials associated with the membership grade of Student Member.

2.14. There are no post-nominal initials associated with non-voting member categories.

Fees

2.15. Membership shall be by payment of a fee.

2.16. Honorary Fellows and Senior Fellows shall be exempt from the payment of membership fees but shall be liable to pay to maintain CGeol qualifications.

2.17. Fees shall be due as set out in the Regulations.

2.18. Council may reduce or remove the annual fee or arrears of any annual fee payable by a member where it is considered appropriate to do so.

Cessation of membership

2.19. A person shall cease to be a member of the Society in any of the following cases:

i. Death.

ii. Resignation from the Society by

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making a formal application in writing in accordance with the relevant Regulations.

iii. A decision has been made in accordance with the Regulations to revoke membership due to non-payment of fees or any other debt to the Society.

iv. A Disciplinary Panel established in accordance with the Regulations of the Society recommends and Council agrees that membership is revoked.

Conduct

2.20. All Voting Members (Fellows, Honorary Fellows, and Student Members) shall comply with the Codes of Conduct as set out by the Society in the Regulations.

2.21. All non-voting members shall comply with the relevant Codes of Conduct as set out by the Society in the Regulations.

2.22. Disciplinary procedures to be followed in case of complaint against a Voting Member shall be set out in the Regulations.

3. COUNCIL

3.1. Council is responsible for directing and governing the Society.

3.2. Members of Council are charity Trustees in law and must comply with all relevant legislation.

Membership of Council

3.3. Council shall in normal circumstances consist of a maximum of 12 Trustees, and in no circumstance be more than 14, who shall include the President, Treasurer, the Officers and other Trustees (some of whom shall be with portfolio and some of whom shall be without portfolio, at the discretion of Council).

3.4. Council shall comprise elected Trustees and may also include appointed Trustees who shall be Voting Members of the Society, and co-opted Trustees with specific expertise who would not be eligible to be Voting Members of the Society. The number of appointed and co-opted Trustees at any one time shall not exceed three in total.

3.5. The composition of Council, including the duration of service and criteria for appointment of non-elected Trustees and co-option of other members, shall be as set out in the Regulations.

Election to Council

3.6. Every Voting Member of the Society has the right to be proposed for election as a Trustee of the Society and to propose other Voting Members for election as Trustees of the Society as laid out in the Regulations.

3.7. Potential candidates with appropriate experience and skills for positions on Council may also be identified by the Nominations Committee.

3.8. A Voting Member proposed for election as a Trustee shall be excluded if they are disqualified by law.

3.9. Trustees shall be elected for a three-year term, once renewable, by means of a ballot of the Voting Members conducted in accordance with the Regulations and shall take up office immediately following the Annual General Meeting, when the election results are enacted.

Powers and responsibilities

3.10. Council has the following powers and responsibilities:

i. Serve as the Trustees for the Society.

ii. Ensure that the Society carries out its purposes for the public benefit.

iii. Ensure that the Society pursues its activities as set out in its Royal Charter and Byelaws.

iv. Ensure that the Society and trading subsidiaries are compliant with all relevant legislation and with their legal obligations.

v. Act in the best interests of the Society as a whole not on behalf of any one grouping or constituency.

vi. Make and amend Regulations as required.

vii. Set and periodically review the Society's strategy, and its mission, vision, purpose, and values.

viii. Approve the Society's strategic plans, business plans and budgets, and monitor their delivery.

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ix. Ensure effective delegation of authorities by:

a. Ensuring effective operating procedures, financial control and risk management systems are established and monitored.

b. Directing, monitoring and coordinating the activities of Standing Committees, subcommittees and panels.

x. Appoint, direct, and remove the Chief Executive.

xi. Define and maintain job descriptions for all Officer roles and ensure a pipeline of appropriately skilled potential Trustees for future succession.

Cessation and disqualification

3.11. A Trustee shall vacate their position in the following circumstances:

i. If that Trustee is an elected or appointed member of Council and is no longer a Voting Member of the Society.

ii. On submission of their resignation to Council.

iii. If a receiving order is made against that Trustee or they become bankrupt, they enter an arrangement with creditors or are subject to other legal disqualification.

iv. If that Trustee dies or becomes incapable due to ill health.

v. If that Trustee is found to have breached any of the Society's Codes of Conduct or where the majority of Trustees vote to remove a Trustee due to a breach of the Regulation pertaining to the performance of Trustees.

vi. Upon expiration of the term of office for which they were appointed or co-opted.

vii. If the Voting Members of the Society in an Extraordinary General Meeting approve a special resolution to remove one or more Trustees on grounds of loss of confidence before the expiration of their period of office by a two-thirds majority of those members voting.

3.12. A Trustee shall advise Council at the earliest opportunity of any reason why they are no longer able to act as a Trustee.

Meetings of Council

3.13. Council shall meet at least four times per year, in person or remotely.

3.14. Seven members of Council, including at least one Officer, shall form a quorum.

3.15. The President shall normally chair meetings of Council.

3.16. In the President's absence the meeting shall be chaired by a Vice-President or other Officer selected by the President. If no Officer has been selected, a Chair shall be appointed from amongst the Trustees who are present.

3.17. The normal method of voting at meetings of Council shall be by show of hands. A vote shall be taken in any cases prescribed by the Regulations. Votes shall normally be carried by a simple majority unless agreed by Council in advance of a vote taking place or set out in Regulations. In the event of a tied vote the Chair of the meeting shall have an additional casting vote.

3.18. The Chief Executive shall attend Council meetings. Other members of staff shall attend by invitation.

Advisory Panel

3.19. Council may establish an Advisory Panel to provide advice to Council in support of their work as set out in Regulations.

4. OFFICERS

4.1. The Officers of the Society shall consist of:

i. President

ii. Vice-Presidents

iii. Treasurer

4.2. No person shall be simultaneously more than one of President, Vice-President, or Treasurer.

Election of Officers

4.3. Potential candidates with appropriate experience and skills for Officer positions shall be identified by the Nominations Committee.

4.4. Voting Members of the Society may

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nominate candidates for election as Officers, and Council shall appoint a Nominations Committee to oversee nominations and validate the eligibility and diversity of nominees in accordance with Regulations.

4.5. Council may vote to identify no more than two candidates for election for each Officer position by Voting Members with the election results of the ballot coming into effect immediately following the Annual General Meeting.

President

4.6. Upon election, the incoming President shall be known as the President-Elect and shall attend meetings of Council as a Trustee for a period of one year before becoming President. The President-Elect is not an Officer.

4.7. Thereafter, the office of President is held for a period of two years during which time the President is a Trustee of the Society after which they retire from the presidency and Council.

4.8. The President shall chair Council and all General Meetings.

4.9. The President, when temporarily prevented from giving full attention to the current business of the Society, shall provide timely notice to Council in order that their responsibilities can be discharged by other Officers, as deemed appropriate.

4.10. In the event that the President is unable to remain in office for their full term, Council may appoint the President-Elect to the position of President, or Council may elect another Officer to take on the role of President until the next Annual General Meeting.

Vice-Presidents

4.11. The Chair of each Standing Committee shall be a Vice-President, with the exception of the finance committee, which shall be chaired by the Treasurer.

4.12. The period of office for Vice-Presidents is three years and they may serve up to a maximum of two consecutive terms in office.

Treasurer

4.13. Upon election, the Treasurer-Elect shall be invited to attend meetings of Council for a period of one year. The Treasurer-Elect is not a Trustee of the Society or an Officer and shall not be entitled to vote in Council.

4.14. In addition to their responsibilities as a Trustee, the Treasurer shall chair the Standing Committee responsible for financial matters, and the Treasurer-Elect shall be a member of that Committee.

4.15. The period of office for the Treasurer is three years and they may serve up to a maximum of two consecutive terms in office.

5. MEETINGS

5.1. The meetings held by the Society shall be Scientific and Professional Meetings, General Meetings or other meetings approved by Council.

Scientific and Professional Meetings

5.2. The Society, Professional and Scientific Interest Groups, Regional Groups or other groups of Fellows may organise meetings at which a scientific theme or professional topic can be presented and discussed.

5.3. The subjects of and discussion at meetings shall be in accordance with the aims of the organising group and the Objects of the Society.

5.4. The procedure for the establishment and conduct of Professional and Scientific Interest Group and Regional Group meetings shall be as laid down in the constitutions of such Groups which must be approved by Council.

General Meetings

5.5. General Meetings shall be Annual or Extraordinary. The chairing, order of business at and the conduct of General Meetings shall be determined by Regulations.

5.6. Members shall be notified of the date and time of all General Meetings at least 28 days in advance and the agenda and papers shall be published for members to view at least 14 days in advance of meetings.

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5.7. The arrangements for General Meetings shall allow for members either to be present at the meeting or to attend the meeting remotely.

5.8. All members shall have the right to attend all General Meetings.

5.9. Voting at General Meetings shall be in accordance with Regulations.

Annual General Meeting

5.10. The Annual General Meeting shall be held at a date set by Council at a time suitable to receive the Annual Report and Accounts.

5.11. The Annual General Meeting shall:

i. Receive the annual report of Council including reports on committee activities from the Officers.

ii. Receive an annual report on the general business of the Society from the Chief Executive.

iii. Receive the audited accounts for the previous year.

iv. Note the results of the vote for new members of Council.

v. Note the Officers for the next year.

vi. Note election of Honorary Fellows.

vii. Note and acknowledge the Fellows and Honorary Fellows who have died in the past year.

viii. Appoint Auditors.

ix. Transact such other business as is provided by the Royal Charter, Byelaws and Regulations.

For votes that will take place during an Annual General Meeting, proxy voting will be permitted in accordance with Regulations.

Extraordinary General Meetings

5.12. An Extraordinary General Meeting may be called to debate matters relating to the governance of the Society, including changes to the Byelaws, as prescribed in Regulations:

i. At any time by the President.

ii. At any time on a resolution of Council.

iii. By Council within 28 calendar days of receipt of a written request made in accordance with the procedures set out in Regulations from no fewer than 25 Voting Members.

5.13. Notification of the matters to be debated and the arrangements for voting shall be provided to all Voting Members at least 21 calendar days in advance of the meeting. Only matters given in the papers may be debated and then voted on.

5.14. Where an Extraordinary General Meeting is called to debate proposed changes to the Byelaws, Council shall, in accordance with procedures set out in Regulations, make provision in the timetable for Voting Members to put forward amendments to the proposed changes so that they can be debated at the same time.

5.15. An Extraordinary General Meeting shall initially convene to debate the issues. The meeting shall then be adjourned and a summary of the proceedings together with the motion(s) for voting published and circulated to Voting Members, normally within 5 working days following the meeting.

5.16. Voting on the motion(s) shall be in accordance with the Regulations and carried out online, within 14 calendar days from the date on which the summary of the proceedings is published and circulated to Voting Members.

6. COLLECTIONS AND PUBLICATIONS

Collections

6.1. The Collections of the Society comprise:

i. Library Collection (physical and electronic published material including books, periodicals and maps).

ii. Artefacts (works of art, geological specimens and items of historical significance).

iii. Archives (business papers of the Society, deposited papers, the Royal Charter, Deeds and Common Seal).

6.2. Council shall ensure the proper stewardship of the Society's Collections, and shall make the Collections accessible to the Membership and the general public.

6.3. Council has the authority to purchase, loan, dispose or sell items from the Collections

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and shall establish and maintain a loans, acquisitions and disposal strategy for the Collections that is consistent with the Society's charitable Objects and relevant legislation.

Publications

6.4. Council shall establish and maintain a publishing strategy that is consistent with the Society's charitable Objects and shall delegate such powers as it considers desirable for establishing and maintaining the scientific standards and general quality of such publications.

7. BUSINESS PRACTICES

Staff

7.1. Council shall appoint, and may remove, a Chief Executive or equivalent as the senior staff member. The Chief Executive is accountable to Council which may appoint a line manager, normally the President. Working with the senior staff team the Chief Executive is responsible for:

i. The appointment, leadership and management of the staff.

ii. The delivery of the Society's strategic objectives through an annual business plan and budget.

iii. Regular reporting to Council on the management of the Society's business.

Auditors

7.2. A firm of auditors shall be approved by Council and proposed for ratification by Members at the Annual General Meeting. The auditors shall:

i. Carry out the annual audit of the Society's accounts in accordance with relevant legislation.

ii. Report to the Audit Committee and Council on the outcomes of the annual audit.

iii. Advise the appropriate Standing Committee(s), the Audit Committee and staff on matters related to the production and approval of the annual Statement of Financial Accounts.

7.3. The auditors shall be entitled to receive notice of and attend every General Meeting.

7.4. If the role of auditor becomes vacant before the expiry of their period of office, the Trustees shall appoint an auditor and their appointment shall only apply until the next Annual General Meeting.

Royal Charter, Deeds and Common Seal

7.5. Trustees shall ensure that appropriate arrangements are in place for the safe-keeping of the Royal Charter, Deeds, Common Seal, and other legal documents. The Common Seal shall be used only with the authority of Council for the purposes described in the appropriate Regulation.

Indemnity

7.6. Each acting or former Trustee and Voting Member acting as a representative of any body appointed by Council shall be indemnified against all costs and losses which they may become liable to by reason of anything done, or omitted to be done, by them in the discharge of their duty. Such indemnity includes any official duty owed to any other organisation where such duty derives from their status as a Trustee of the Society.

7.7. Such indemnity excludes costs and losses incurred as a result of:

i. Negligence, fraud or criminal conduct by them in relation to the Society;

ii. Conduct that they knew, or must be assumed to have known, was not in the best interests of the Society, or which they did not care whether it was in the best interests of the Society or not;

iii. Unsuccessfully defending criminal prosecution for offences arising out of their fraud or dishonesty or wilful or reckless misconduct.

7.8. The Society may purchase insurance against personal liability as may arise from an act of omission which is or is alleged to be a breach of trust or duty committed in their capacity as a Trustee provided that the terms of such insurance must exclude any liability to pay:

i. A criminal fine, or penalty in respect to non-compliance payable to a regulatory authority;

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ii. Any liability incurred in defending criminal proceedings in which the Trustee or Voting Member is convicted of an offence arising out of any fraud or dishonesty or wilful or reckless misconduct;

iii. Any liability incurred to the Society that arises out of conduct that the Trustee or Voting Member knew or must reasonably have been assumed to know was not in the interests of the Society, or did not care whether it was in the best interests of the Society or not.

Limitation on private benefits

7.9. The property and funds of the Society shall be used for advancing the Society's Objects, though members and Trustees may receive:

i. Reasonable interest on any loans to the Society.

ii. Reasonable rent or fee for any property let or hired to the Society.

iii. Charitable benefits arising from their membership status.

iv. Payment or benefits for a contracted service, provided such services are needed and such payments constitute good value, and that any actual or perceived conflict of interest is authorised by Council.

v. Reimbursement for reasonable out of pocket expenses incurred on behalf of the Society.

7.10. Members who are not Trustees may be employed by the Society, subject to the usual terms and conditions of employment.

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