

Geological Society of London

BYE-LAWS OF THE GEOLOGICAL SOCIETY OF LONDON

Definitions

In the usage of the Bye-laws

- (i) the **Society** is The Geological Society of London.
- (ii) **Council** is the Council of The Geological Society of London.
- (iii) references to the **Apartments** mean the Apartments of The Geological Society of London at Burlington House, Piccadilly, London.
- (iv) the **Library** is the Library at the Apartments.
- (v) references to **Fellow, Fellows** and **Fellowship** apply equally to Fellows and Honorary Fellows unless otherwise stated. The term "a Fellow" applies to the membership class of Fellow.
- (vi) references to **Fellows** do not apply to **Candidate Fellows** who have separate Rules of Candidate Fellowship.
- (vii) communications concerning the Society's business required on their enactment to be **notified** to Fellows shall be sent by post within two months to the most recent address recorded at the Apartments. It is the responsibility of the Fellow or Candidate Fellow to ensure that changes of address are reported to the Executive Secretary. Arrangements for notification of Meetings are defined in the Bye-laws.
- (viii) communications concerning the Society's business required to be **displayed** shall, within two working days of their enactment, be placed on a prominent notice board reserved for Council business in the Apartments, and shall at the same time be published electronically.
- (ix) **Officers** are Honorary Officers.
- (x) **staff** are paid employees of The Geological Society of London.
- (xi) **Bye-Laws** shall be published electronically, together with the Charter, Code of Conduct and Regulations, following any change. A hard copy shall be available free to Fellows on request.

(xii) **Regulations** made to ensure the good government of the Society and proper management of its affairs may be made by Council, whether required by the Bye-laws or not.

(xiii) the **Minutes** of Council and Standing Committee meetings, and of General Meetings, shall be confirmed at the next subsequent meeting and signed by whosoever is in the chair. The Minutes of all such Meetings shall be deposited in the Library at the Apartments for the information of Fellows and staff.

(xiv) the terms **geological, geology** and **geologist** are interpreted as embracing all aspects of the solid and fluid Earth and Planetary sciences.

(xv) references to other relevant Bye-laws are shown in square brackets [].

SECTION 1. – Object

THE GEOLOGICAL SOCIETY OF LONDON is instituted for the purpose of "investigating the Mineral structure of the Earth". This remit is discharged by:

- (i) improving knowledge and understanding of the history, structure, constitution and dynamics of the Earth and its processes;
- (ii) promoting all forms of education, awareness and understanding of the Earth and their practical applications for the benefit of the public globally; and
- (iii) promoting professional excellence and ethical standards in the Earth Sciences for the public good.

No Fellow may receive any benefit from the Society except to the extent that such benefit is incidental to the furtherance of the Society's object.

SECTION 2. - Fellowship

Constitution

- 2.1 The Society consists of Fellows, Honorary Fellows, and Candidate Fellows. The number in each class of Fellowship is unlimited other than for a maximum number of one hundred Honorary Fellows. Fellows may be of any nationality.
- 2.2 All new Fellows shall be proposed by Council for election by the Fellows according to criteria and procedures set out in these Bye-laws [2.8, 2.11, 9.20(i)], and in Regulations [6.22]. Council shall maintain a list of all Fellows and Candidate Fellows elected to the Society with the date of their election, address, qualifications, titles if appropriate, and areas of interest. This list shall be available electronically, and a free hard copy provided on request.

- 2.3 Fellows and Honorary Fellows are subject to the Bye-laws and Regulations and have the right to vote at Meetings of the Society. They are required to adhere to the Code of Conduct of the Society which is set out as a Regulation.
- 2.4 Candidate Fellows are subject to the Bye-laws where expressly stated and are subject to the Rules for Candidate Fellowship established by Regulation. Candidate Fellows do not have the right to vote.

Fellows

- 2.5 A candidate for admission into the Society as a Fellow must be proposed by at least two Fellows, who shall have personal knowledge of the candidate. Under exceptional circumstances, for applicants resident overseas and for others who have difficulty in identifying Fellows to act as proposers, Council may vary these requirements.
- 2.6 To be elected as a Fellow, the candidate shall either
- (i) hold a recognised degree or equivalent qualification which shall be an honours degree in geology or a cognate subject awarded from a University or other educational institution in the European Union and recognised by Council, or an equivalent qualification recognised by Council; or
 - (ii) have not less than six years' relevant experience in geology or a cognate subject.
- 2.7 Council shall
- (i) recognise such degrees or other academic qualifications awarded elsewhere than the European Union which are not of a lesser standard than a recognised degree or equivalent qualification;
 - (ii) withdraw recognition from any academic qualification where it deems that the standard has fallen below that of a recognised degree or equivalent qualification; and
 - (iii) determine what experience shall be deemed to be relevant experience for the purposes of Bye-law 2.6 (ii).
- 2.8 Council shall establish Regulations for the nomination and election process of a new Fellow. These shall include, but are not restricted to, the processing of the application, inspection of the application by any Fellow who may comment in writing, and appeals by aggrieved candidates [5.2].
- 2.9 A Fellow who has been a Fellow for fifty years shall be designated a Senior Fellow.
- 2.10 A Fellow shall be entitled to adopt the style "FGS".

Honorary Fellows

- 2.11 Persons of distinction, scientists of exceptional merit normally resident outside the United Kingdom, and persons who have rendered signal service to geological science, may be elected as Honorary Fellows. Honorary Fellowship would not normally be awarded to British geologists resident in the United Kingdom, or to a British expatriate geologist resident overseas.
- 2.12 Council shall establish Regulations for the nomination and election of Honorary Fellows. Fellows may propose as candidates for Honorary Fellowship any person who meets the criteria [2.10]. The forms containing the names of candidates, their citations and the names of proposers shall be available for inspection by Fellows who may comment in writing. Council shall determine which candidates to nominate for subsequent election by ballot. Election shall take place either at an Annual General Meeting or at an Ordinary General Meeting. A proposal for election of an Honorary Fellow shall lapse after two years.
- 2.13 Honorary Fellows shall be exempt from payment of the Annual Subscription.
- 2.14 An Honorary Fellow shall be entitled to adopt the style "Hon FGS".

Rights and Privileges of Fellows

- 2.15 Fellows shall have the right to
- (i) use the designations FGS and Hon FGS as appropriate;
 - (ii) use the designation CGeol in the case of Chartered Geologists [Section 3];
 - (iii) make direct and remote-access use of the Library, map collection and database;
 - (iv) visit the Apartments during opening hours;
 - (v) attend all Meetings of the Society - payment may be requested for attendance at all or part of Thematic Meetings [9.23];
 - (vi) receive free copies of specific publications of the Society as determined by Council and to purchase other publications at a substantial discount;
 - (vii) be reimbursed expenses incurred in the course of carrying out responsibilities on behalf of the Council and at its request;
 - (viii) vote at Meetings of the Society; and
 - (ix) be eligible for election as a member of Council, and Officer of the Society.

Candidate Fellow

- 2.16 Candidates for Candidate Fellowship shall normally be registered for an honours degree in geology or a cognate subject acceptable to Council. A Candidate Fellow may remain as a Candidate Fellow for a maximum of one year following graduation.
- 2.17 Applications for Candidate Fellowship shall be considered from students undergoing secondary education over the age of 16 who can provide satisfactory evidence of their intent to take a degree in geology or a cognate subject.
- 2.18 Council shall introduce and maintain Regulations for the nomination, election, and privileges of Candidate Fellow.

SECTION 3. - Chartered Geologist

- 3.1 A Fellow with not less than five years' relevant postgraduation experience in the profession and practice of geology may apply to Council to be validated as a Chartered Geologist in accordance with criteria and procedures established by Regulations. A non-returnable Validation Fee shall be payable at the time of application. An aggrieved candidate may appeal under the Grievance Procedure [5.2].
- 3.2 A Chartered Geologist shall be required to pay an Annual Registration Fee which shall form a separately identifiable component in the Society's accounts applied to the advancement of professional excellence and ethical standards in the Earth Sciences.
- 3.3 A Chartered Geologist shall be entitled to adopt the style "CGeol FGS".

SECTION 4.- Subscriptions and Fees

- 4.1 The level of subscriptions and fees, and the dates upon which they shall be due, shall be proposed by Council for approval at the Annual General Meeting, or at a Special General Meeting.
- 4.2 Every newly-elected Fellow and Candidate Fellow shall pay an Admission Fee and Annual Subscription within two calendar months after the date of election. If the candidate is elected within three months prior to the due date for payment of Annual Subscriptions, then the Annual Subscription for the current subscription year shall be waived. Until these payments have been made the candidate shall not be a Fellow or Candidate Fellow, and shall not be accorded any of the rights and privileges of Fellowship. If there are special reasons for delay in payment, Council may grant an extension of time for payment. Otherwise the election shall be void.
- 4.3 The Annual Subscription of Fellows and Candidate Fellows for the subsequent calendar year is due on 1 November and shall be payable in advance.

- 4.4 Council may propose the reduction of the Annual Subscription and Admission Fee payable on the grounds of age, length of Fellowship of the Society, employment status, overseas domicile, joint Fellowship for partners living at the same address, or other criteria at the Annual General Meeting, or a Special General Meeting. Council may propose, for approval by Fellows, a life subscription by which a Fellow can compound all further Annual Subscription for Fellowship due by a single payment.
- 4.5 Fellows or Candidate Fellows shall be advised when four months or more in arrears with their Annual Subscription. If the Annual Subscription is not received within eight months after the due date, Council shall remove the Fellow or Candidate Fellow from the Society without further warning. The President may, on compassionate or other grounds, waive or delay the payment of the Annual Subscription by Fellows and Candidate Fellows and shall inform Council.
- 4.6 Chartered Geologists shall pay the Annual Registration Fee in advance for the forthcoming year prior to a date determined by Council. Each Chartered Geologist shall be advised when two months or more in arrears with their Annual Registration Fee. If the Annual Registration Fee is not received within six months after the due date, Council shall remove the Fellow without further warning from the list of Chartered Geologists who shall then be required to make a new validation application.

SECTION 5. - Resignation and Removal of Fellows and Candidate Fellows

- 5.1 Fellows or Candidate Fellows may resign from the Society, or relinquish Chartered status, by writing to the Secretary/ies. Such Fellows or Candidate Fellows shall have paid the Annual Subscription, if appropriate, for the current year and must have returned, or paid full compensation for, all books or other property, if any, borrowed from the Society. No refunds shall be made for Annual Subscriptions already paid.
- 5.2 Five or more Fellows may request the removal of one or more Fellows from the Society by submitting the grounds for such removal to the Secretary/ies in writing. The subsequent process shall follow a Grievance Procedure which shall be determined by Regulations. The Procedure shall accord with natural justice and be completed without unreasonable delay.
- 5.3 Council may remove a Fellow on the grounds that significant misinformation was provided at the time of the original application for Fellowship or for subsequent validation as a Chartered Geologist. The process shall follow the Grievance Procedure [5.2].

SECTION 6. - Council

Election to Council

- 6.1 Every Fellow has the right to be proposed as a Member of Council and to propose other Fellows to be Members of Council. Council may propose Fellows as members of Council. All Fellows proposed as Members of Council must confirm that no grounds exist for their disqualification.

- 6.2 Fellows shall be elected to Council for the succeeding year at the Annual General Meeting by a ballot of the Fellows present on a list of candidates. These candidates shall have been nominated previously by means of a postal and electronic ballot of Fellows. Fellows may replace one or more names on the list by the names of other Fellows. Council shall establish Regulations for the election procedure to Council.
- 6.3 On election members of Council shall make a declaration of interests, including those that are potentially conflicting and pecuniary. These interests shall be set out in a register available for public inspection and be renewed annually.

Constitution of Council

- 6.4 Council shall consist of twenty three members including Officers who shall normally serve a term of three years. Fellows may be re-elected to Council one year after leaving Council. If a member dies in service or resigns then that vacancy can be filled by a ballot of Fellows at a Special General Meeting held for that purpose.
- 6.5 Council members shall be the Trustees under the terms of the charitable status of the Society and shall inform themselves of their responsibilities, duties and potential liabilities as Trustees under current legislation as amended, and such advice that may be issued by statutory bodies.
- 6.6 Council may co-opt, with the agreement of a majority of Council members, up to three Fellows who would, for specific purposes, attend Council for periods of no longer than one year. Such co-option shall be notified to all Fellows. Such Fellows shall not have voting rights on Council, nor be members of Council or Trustees.

Meetings of Council

- 6.7 Council shall meet normally at the Apartments not less than five times during any calendar year, and at such other times required for the proper conduct of the business of the Society. The President, or any three members of Council, may call a meeting of the Council.
- 6.8 Fellows shall be advised, prior to the Annual General Meeting, of the planned dates and locations of Council meetings for the ensuing year. Fellows shall be advised, as soon as reasonably practicable, of the dates and locations of additional meetings which may be arranged.
- 6.9 All members of Council shall be summoned to a meeting of Council. Seven members of Council and one Secretary shall form a quorum.
- 6.10 The President shall chair meetings of Council. In the President's absence the meeting shall be chaired by a Vice-President selected by the President or a member of Council appointed by Council members present.
- 6.11 The normal method of voting at the Council shall be by show of hands. A ballot shall be taken in cases prescribed by these Bye-laws, by any Regulations, or when required by any member present.

- 6.12 The decision of the majority of members voting at a meeting shall be the decision of the meeting. The person holding the chair shall have a vote, and an additional casting vote.
- 6.13 The voting on any matter, except it be one of adjournment or on any question already adjourned, shall on the request of any three members present be adjourned to the next meeting, when the vote shall be taken.
- 6.14 Minutes of every meeting of Council shall be taken.
- 6.15 Council may make such standing-orders, consistent with the Charter and Bye-laws, for ensuring the efficient conduct of the meetings of Council and its Committees. The standing-orders currently in force shall be deposited in the Library with Council Minutes for the information of Fellows and staff.

Standing Committees

- 6.16 Council shall establish and maintain such Standing Committees as are necessary for the proper conduct of business of the Society, and its scientific purposes. Council may delegate such of its powers as it may think fit, including financial matters within a budget agreed by Council, but excluding the making of Regulations, and may give instructions to any such Standing Committee which shall report to Council. The terms of reference of Standing Committees shall be determined by Council.
- 6.17 A Standing Committee shall be chaired by a member of Council. Council shall determine the membership of all Standing Committees which shall be limited to Fellows. Fellows shall be advised of the terms of reference and membership of all Standing Committees for the succeeding year within three months following the Annual General Meeting.
- 6.18 Minutes of every meeting of a Standing Committee shall be taken.

Scientific Committees, Temporary Committees and Working Groups

- 6.19 Council shall appoint Scientific Committees, Temporary Committees and Working Groups of Fellows and others to examine and report on any matters, scientific or otherwise, relating to the objects or concerns of the Society, and may dissolve such Committees.
- 6.20 Such Committees and Working Groups shall be responsible to Council but, once appointed, may determine the conduct of their own business.
- 6.21 Fellows shall be notified of the establishment, or dissolution, of a Scientific Committee, Temporary Committee or Working Group.

Powers and Responsibilities of Council

- 6.22 Council shall make and amend such Regulations, consistent with the Charter, Bye-laws and the charitable status of the Society, as are necessary for the good government of the Society, and the proper management of its concerns. Such Regulations shall be binding on Council, Fellows, Candidate Fellows and staff of the Society. Any new or amended Regulation shall be displayed following its enactment and Fellows shall be notified. A

current set of Regulations shall be deposited in the Library with Council Minutes for the information of Fellows and staff. Fellows have the power to vote to over-rule Regulations at a Special General Meeting [9.18 (v)]. A list of Regulations will be attached to the By-laws however published.

6.23 Council shall present to the Annual General Meeting an Annual Report on the general concerns of the Society for the preceding year. This Report shall contain but not be limited to

- (i) the Annual Accounts which shall be a financial statement showing the income and expenditure for that year and a Balance Sheet with the Auditors' Report;
- (ii) a statement showing the value of the Society's funds at the close of that year;
- (iii) a detailed estimate of the budget for the probable income and expenditure for the current year;
- (iv) a report on the Library, map collection and archives;
- (v) reports and financial statements for that year from each Standing Committee, Scientific Committee, Temporary Committee or Working Group, and each Specialist and Regional Group;
- (vi) a list of all new Fellows and Candidate Fellows, and Fellows and Candidate Fellows deceased;
- (vii) a list of awards made by Council; and
- (viii) a list of changes in staff.

A copy of the Report shall be posted to every Fellow at least twenty one days before the date of the Annual General Meeting and shall be made available electronically at the time of posting.

6.24 Council shall

- (i) submit to the Annual General Meeting lists of persons nominated by the Fellows by means of a postal and electronic ballot for election as members of Council and Officers for the ensuing year [6.2];
- (ii) appoint a Banker to the Society to whom all sums of money received for the use of the Society shall be paid: no money shall be drawn from the said Banker but by instructions of Council, and by methods authorised under current legislation;
- (iii) authorise the investment of sums in excess of the probable expenses of the Society;
- (iv) adhere as closely as possible to the estimates adopted in the Annual Accounts at the Annual General Meeting [6.23(iii)] and shall not incur expenditure totalling

in excess of 10% of the budget unless it has been included in a previous estimate, or has received the approval of a Special General Meeting; and

(v) be responsible, on behalf of Fellows, for the terms and conditions of employment of all staff, including appointment and dismissal, set out in the Staff Handbook [8.3].

6.25 Council shall not (except for the purpose of change of investment) without the unanimous agreement of all twenty three members of Council or, failing that, with the approval of a Special General Meeting convened expressly for taking such matters into consideration

(i) sell or otherwise dispose of (except as is permitted in Bye-law 6.26 (ii) and (iii)) nor mortgage or encumber, the lands, tenements, hereditaments, stocks, securities, libraries, archives or other effects of the Society; or

(ii) borrow money on account of the Society.

6.26 Council may

(i) consult the Fellows by post and by electronic mail to obtain the views of Fellows on any matter relating to the government and management of the Society and the views so expressed shall be taken into account by Council, or Fellows assembled at a Special General Meeting, but neither Council nor the Fellows are bound by such expression of views;

(ii) enter into any contract for the purchase or sale of goods and external services on behalf of the Society, and shall have power to alter, vary, enforce, or rescind any such contract, provided that no such contract shall be specified to continue in force for more than three years from its signature, except with the approval of a Special General Meeting;

(iii) exchange, sell, or otherwise dispose of minor-value books, journals, maps, specimens or household effects belonging to the Society, in such manner as may in its opinion be conducive to the advancement of the objects of the Society;

(iv) authorise the presentation of copies of the publications of the Society to other scientific bodies, and to Government Departments and Agencies;

(v) create Specialist and Regional Groups with Constitutions approved by Council; and

(vi) direct the Common Seal of the Society to be affixed to any deed, contract, agreement, or writing, to which the Society is to be a party.

SECTION 7. - Officers of the Society

- 7.1 The Officers of the Society shall consist of the President, the Vice-Presidents, two or more Secretaries (of whom one shall be the Secretary, Foreign and External Affairs and the others shall be Secretaries to Council), and one or more Treasurers all of whom shall be responsible to Council through the President. If an Officer dies in service or resigns then that vacancy can be filled by a ballot of Fellows at a Special General Meeting held for that purpose.
- 7.2 No person shall be simultaneously more than one of: President, Vice-President, Secretary, Secretary (Foreign & External Affairs) or Treasurer.

President-designate

- 7.3 Council shall establish Regulations for the identification of the President-designate. Fellows may nominate candidates as President-designate and Council shall vote by ballot to identify the President-designate to be nominated for election by the Fellows.
- 7.4 The President-designate, if not already a member of Council, shall normally be elected to Council by the process for election of members of Council and shall then serve in that capacity for at least one year prior to election as President. The President-designate may be co-opted to Council if not elected [6.6], and may stand for election as a member of Council and as President at the next Annual General Meeting. The President-designate is not an Officer of the Society.

President

- 7.5 The President for the succeeding year shall be elected by ballot at the Annual General Meeting [9.14], normally serve for two years, and then retire from the Presidency and from Council.
- 7.6 The President shall chair Council and all General Meetings, and shall be a member of all Standing Committees.
- 7.7 The President shall be responsible to the Fellows for the proper conduct of the Society's business and shall ensure that
- (i) the provisions of the Charter and Bye-laws of the Society are maintained;
 - (ii) the activities of the Society are consistent with its charitable status;
 - (iii) all Officers and members of Council and of Standing Committees perform the duties assigned to them properly;
 - (iv) reports and accounts are called for from Standing Committees, Scientific Committees, Temporary Committees, Working Groups, Specialist Groups, Regional Groups and staff;

- (v) Special Meetings of Council and of Committees are called when necessary; and
- (vi) appropriate measures are proposed to Council for the good management of the Society.

7.8 The President, when prevented from giving full attention to the current business of the Society, shall provide timely notice to a Vice-President in order that the responsibilities set out in Bye-law 7.7 are discharged [7.10].

Vice-Presidents

- 7.9 No more than four Vice-Presidents shall be nominated by the President from the members of Council for the succeeding year in consultation with other Officers and Council. Vice-Presidents shall be elected by ballot at an Annual General Meeting [9.14].
- 7.10 A Vice-President shall normally chair Council or other meetings when the President is absent, or when the President is unable to give full attention to the current business of the Society [7.8].

Secretary/ies

- 7.11 Nomination of Secretary/ies for the succeeding year shall be made to Council by a Standing Committee consisting of the President in the chair, the other Officers and two members of Council.
- 7.12 The Secretary/ies shall normally serve for three years but Council may determine that a Secretary may serve for a further term of no more than three years.
- 7.13 The Secretary/ies shall be elected by ballot, from the members of Council for the succeeding year, at the Annual General Meeting [9.14].
- 7.14 The Secretary/ies to Council are responsible for the general supervision of the affairs of the Society and shall attend General Meetings, Council and relevant Standing Committee meetings and ensure that
- (i) Minutes of the proceedings of such meetings are taken, are entered in the appropriate Minute Books before the following meeting and are signed at that meeting;
 - (ii) signed Minutes of appropriate meetings are placed in the Library within good time;
 - (iii) all other necessary records in connection with the Society's business are kept; and
 - (iv) a policy is established as to which copies of the letters which are written on behalf of the Society or of Council by Officers and staff shall be preserved or can be recoverable from an electronic database.

7.15 The Secretary, Foreign & External Affairs, is responsible for the general supervision of all matters relating to the external and international roles of the Society as Council may require, and shall

(i) conduct the relevant correspondence on behalf of the Society;

(ii) supervise and scrutinise all formalities and procedures relating to Honorary Fellows; and

(iii) ensure the preservation of all records and copies of all correspondence to, or relating to, Honorary Fellows.

7.16 The Secretary/ies shall be members of all Standing Committees of Council.

Treasurer/s

7.17 Nomination for the office of Treasurer/s for the succeeding year shall be made by a Committee consisting of the President in the chair, the other Officers and two members of Council [7.11].

7.18 The Treasurer/s shall normally serve for three years but Council may determine that the Treasurer/s may serve for a further term of not more than three years.

7.19 The Treasurer/s shall be elected by ballot, from the members of Council for the succeeding year, at an Annual General Meeting [9.14].

7.20 The Treasurer/s shall generally oversee all matters relating to the finances of the Society and report to Council and the Fellows. The Treasurer/s shall ensure

(i) efficient collection of all money due to the Society and that all sums are paid without delay to the Society's Banker and credited to the appropriate account;

(ii) efficient payment of all money owed by the Society and that all sums are paid without undue delay to the correct authority;

(iii) meticulous maintenance of the Society's Accounts;

(iv) submission of all accounts, prepared to meet the requirements of all appropriate external bodies, to the Auditors in good time for the completion of the Annual Report [6.23, 10.1], and at such other times as the Auditors may require;

(v) proper management of the Society's real estate, investments and funds on deposit; and

(vi) that Council conforms as closely as possible to the estimates approved by the Fellows at the preceding Annual General Meeting and that approval is obtained if the estimates are likely to be exceeded by more than 10% [6.24(iii)].

SECTION 8. - Staff of the Society

- 8.1 An Executive Secretary shall be appointed by Council, on behalf of the Fellows, to be the most senior member of the staff of the Society. The Executive Secretary shall be accountable to the President, on behalf of the Officers and Council, for the day to day management of the Society's affairs, and shall be responsible for the performance of the staff of the Society.
- 8.2 Council shall appoint, on behalf of Fellows, other staff for carrying out the necessary concerns of the Society, shall define the duties to be performed by each member of staff, and shall arrange such salaries, gratuities, and conditions of service as may seem proper to Council. Council may delegate all or some of these responsibilities to the Executive Secretary. Notice of staff changes shall be displayed and Fellows shall be notified of staff appointments.
- 8.3 The Executive Secretary shall maintain a Staff Handbook, approved by Council, which sets out the procedures for appointment and dismissal of, and the terms and conditions of employment for, all staff employed by the Society. A copy of the Staff Handbook shall be placed with the Minutes of Council in the Library.

SECTION 9. - Meetings

- 9.1 The Meetings held by the Society shall be General Meetings or Thematic Meetings, or other meetings approved by Council. In addition Specialist or Regional Groups may hold Meetings.

General Meetings

- 9.2 The General Meetings shall be of three kinds: (1) Annual, (2) Special, (3) Ordinary. The order of business at General Meetings shall be determined by Regulations. Fellows shall be notified of the date and time of all Meetings at least two months in advance and shall receive the agenda and papers for Meetings at least three weeks in advance. If events or circumstances beyond the Society's control require the deferment of an Annual or Special General Meeting, not less than twenty one days' notice shall be given of the deferred meeting which shall normally be held within two months of the original date.
- 9.3 Fellows shall have the right to attend all General Meetings at which no charge for attendance shall be made. Eleven Fellows and one Secretary shall form a quorum at a Meeting where voting will take place.
- 9.4 The President takes the chair at all General Meetings; or, if absent, one of the Vice-Presidents; or, in their absence, one of the members of Council; or, in case of the absence of all the members of Council, a Fellow to be appointed for the occasion by the Meeting. Whosoever is in the chair shall be responsible for ensuring that the Meeting is conducted properly and in accord with the Charter and Bye-laws.
- 9.5 The ordinary method of voting shall be by show of hands but a ballot shall be taken in cases prescribed by the Charter or Bye-laws, or when demanded by any five Fellows

present. No show of hands or ballot shall decide a question, unless eleven or more Fellows actually vote. The decision of the absolute majority of the Fellows voting at a Meeting shall be the decision of the Meeting.

- 9.6 Whosoever is in the chair shall not vote when the voting is by show of hands, but may vote when the voting is by ballot. If the votes cast, whether by ballot or show of hand, are equal, except in cases specially designated by the Charter or Bye-laws, whosoever is in the chair may give a casting vote. If there is uncertainty as to the side on which the majority lies then a ballot shall be held at the request of any one Fellow present.
- 9.7 The voting upon any question, except for adjournment, shall, on the demand of any five Fellows, be deferred to the next subsequent General Meeting, when the same may be discussed again and then shall be either voted upon or withdrawn.
- 9.8 If the case of adjournment has been put and carried, an adjournment may be made of any General Meeting; no business shall be transacted at an adjourned Meeting other than that deferred.
- 9.9 Minutes of the proceedings of every General Meeting shall be taken.
- 9.10 Persons not belonging to the Society, if introduced by Fellows, may be present at Ordinary or Annual General Meetings, but may not vote and shall be subject to such Regulations which may be made. Persons not belonging to the Society may not be present at Special General Meetings.

Annual General Meeting

- 9.11 The Annual General Meeting of the Fellows shall be held at the Society's Apartments on the third Friday of February, or as near to that date as is possible to ensure time for the preparation and posting of the Annual Report and Accounts [6.23].
- 9.12 The Meeting shall receive from Council
 - (i) its Annual Report on the general business of the Society;
 - (ii) the Annual Accounts;and shall
 - (iii) remove five or more members of Council;
 - (iv) elect the members of Council;
 - (v) elect the Officers for the next year;
 - (vi) appoint Auditors;
 - (vii) receive the President's Address;

- (viii) confer the Awards for that year;
- (ix) elect Honorary Fellows; and
- (x) transact such other business as is provided by the Charter and Bye-laws.

- 9.13 Any Fellow present may question and comment on any matters contained in the Report and Accounts, and may comment on other matters relating to the government of the Society and its management.
- 9.14 After completion of the balloting for Council, the names of the Council elected for the next year shall be announced from the chair. After completion of the balloting for Officers from the elected Council, the names of the Officers elected for the next year shall be announced from the chair. Those elected shall assume their functions immediately.

Special General Meetings

- 9.15 Special General Meetings of the Fellows shall be held at the Apartments for the purpose of deciding matters relating to the business of the Society.
- 9.16 A Special General Meeting shall be convened following a request addressed to one of the Secretaries at the Apartments specifying the business for which the Meeting is to be convened, and signed on behalf of Council or by any five or more Fellows. The Meeting shall be held within a reasonable time after such a request has been received.
- 9.17 No business other than that of which notice has been given in the summons sent to Fellows convening the Meeting shall be entered upon or discussed at such Meeting.
- 9.18 The Fellows present at a Special General Meeting shall have power to vote to
- (i) make and establish such Bye-laws and procedures which are useful for the government of the Society;
 - (ii) alter, suspend or repeal existing Bye-laws, and make new Bye-laws, as they shall think expedient, which are not in conflict with the Charter, or to the laws of the Realm;
 - (iii) propose supplements to, or the surrendering of, the Charter;
 - (iv) correct conflicts between the Bye-laws, the Charter and current legislation;
 - (v) over-rule decisions by Council, including the content of Regulations;
 - (vi) define the powers to be carried out by Council, the President, and the other Officers; which shall include
 - (a) ensuring the effective management of the estates, goods, lands, revenues, and business of the Society;

(b) regulating the manner of proposing, electing, admitting, and removing Fellows, Honorary Fellows and Candidate Fellows, and of electing or appointing, removing and restoring, the Officers and staff of the Society;

(c) determining the time and place of the Meetings of the Society; and

(d) proposing Annual Subscriptions and Fees;

and

(vii) replace Officers who have died or resigned [7.1].

More than one item of business may be transacted at a Special General Meeting.

9.19 When it is intended to move the enactment, alteration, suspension, or repeal of any Bye-law, written notice of such motion, signed on behalf of Council or by five or more Fellows, must be delivered, addressed to one of the Secretaries at the Society's Apartments. Once that notice has been received the following procedure shall be followed:

(i) notice of the proposed changes shall be displayed within two days of either their signature on behalf of Council, or their receipt, and proposals shall then be read from the chair at two successive Meetings at the Apartments;

(ii) Fellows shall be notified of the proposed changes by post: written arguments for and against the changes shall be issued;

(iii) amendments by five or more Fellows must be delivered within five weeks to the Secretaries at the Apartments;

(iv) a ballot paper sent by post and by electronic mail covering the original proposed changes and the proposed amendments, if any, shall be issued [6.26 (i)]; no change in the Bye-laws shall be enacted unless and until a positive vote in favour has been obtained by a postal and electronic ballot of Fellows;

(v) a Special General Meeting must then be summoned, within a reasonable time following the postal and electronic ballot, for the purpose of balloting on the proposed changes and amendments; Fellows shall be advised of the results of the postal and electronic ballot at the time that the Meeting is summoned; no amendment shall be taken at a Special General Meeting; and

(vi) the motion or motions when made at a Special General Meeting shall after due discussion be decided by method of ballot by an absolute majority of the Fellows present.

Ordinary General Meetings

9.20 Ordinary General Meetings shall be held by the Society on no less than four occasions each calendar year for the purpose of

- (i) electing and removing Fellows and Honorary Fellows;
- (ii) scientific presentations and debate;
- (iii) consideration of matters of national or global interest relevant to the object of the Society; and
- (iv) discussion of matters relevant to the business of the Society.

9.21 Ordinary General Meetings shall be held at the Society's Apartments and elsewhere.

9.22 No vote may be taken at an Ordinary General Meeting which relates to the government or business of the Society, or its Bye-laws.

Thematic Meetings

9.23 The Council may organise Meetings at which a scientific theme appropriate to the objects of the Society can be presented and discussed. Council shall be responsible for determining the conduct of business at Thematic Meetings. Fellows may be charged for attendance at all or part of such Meetings for which accounts must be published.

Specialist Group and Regional Group Meetings

9.24 The procedure for the conduct of Specialist Group and Regional Group Meetings shall be as laid down in the Constitutions of such Groups which must be approved by Council.

SECTION 10. - Auditors

10.1 An appropriate firm of Accountants shall be appointed by the Fellows at the Annual General Meeting as Auditors for the ensuing year. The duties of the Auditors shall be to

- (i) report to Council as may be necessary, and no less frequently than annually, upon the Society's Accounts;
- (ii) advise upon all matters related to the Accounts;
- (iii) audit the Society's books of account; and
- (iv) prepare the Annual Accounts, including the financial statements for Standing Committees, Scientific Committees, Temporary Committees, Working Groups, Specialist Groups and Regional Groups, for presentation to the Fellows in the Annual Report at the next Annual General Meeting.

10.2 No Auditors, other than retiring Auditors, shall be eligible for appointment at the Annual General Meeting unless not less than twenty one days' notice of the intention to propose other Auditors shall have been given in writing to the Secretaries by at least five Fellows.

SECTION 11. - Original Papers and Transactions

- 11.1 The Society shall meet its object in part by the publication of papers and books, and shall normally be given the option to publish any paper read at one of its Meetings.
- 11.2 Council, through its editors and editorial committees, shall consider papers and books submitted for publication, select those suitable, and decide on the form in which, and the time when, they shall be published.

SECTION 12. - Common Seal and Deeds

- 12.1 Council shall ensure that proper measures are taken for the safe custody and preservation of the Charter and Deeds of the Society and the Common Seal.
- 12.2 The Common Seal of the Society shall only be used by the authority of Council given previously.

SECTION 13. - Indemnity

- 13.1 Each member of Council and each Fellow of the Society acting as a member of any Standing Committee, Scientific Committee, Temporary Committee or Working Group, Specialist or Regional Group Committee or other body appointed by Council pursuant to these Bye-laws or otherwise or with the approval of Council for the purposes of the Society shall be accountable in respect of the acts of such Fellow or member only, and shall not be accountable for any acts done or authorised to which assent has not expressly been given. No member of any such body shall incur any personal liability in respect of any loss or damage incurred through any act, matters, or thing done, authorised or suffered by such member, being done in good faith for the benefit of the Society, although in excess of the member's legal power.
- 13.2 Each Fellow of the Society referred to in Bye-law 13.1 and the President, Vice-Presidents, Secretaries and the Treasurer/s, if appointed, shall be indemnified out of the funds and property of the Society from and against all costs, charges, damages and expenses whatsoever which they or any of them shall sustain by reason of their respectively accepting office or acting in the execution of the duties or powers imposed upon or given to them by the Charter or the Bye-laws of the Society, and Council shall have power for the purposes of this Bye-law to effect such policy or policies of insurance as Council shall from time to time think fit.