

From the President

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Dr Neil Frewin  
Secretary, Professional  
The Geological Society  
Burlington House  
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15 May 2025

Dear Professional Secretary,

The Society's Byelaws state: *When it is intended to move the enactment, alteration, suspension, or repeal of any Byelaw, 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.*

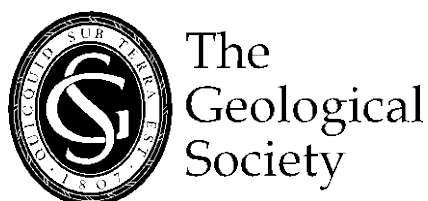
I am therefore writing to you on behalf of Council to inform you that Council intends to revise the Society's Byelaws.

Geological Society e-Newsletters on 28 October 2024 and 28 April 2025 included letters from myself to Fellows updating them on the progress of the Society's Byelaws and Royal Charter review. We have also arranged for a letter to be mailed to Fellows as an insert in summer Geoscientist magazine or through other means.

A Council-instigated working group has been reviewing the Society's Royal Charter and Byelaws to ensure that these two documents are fit for modern purpose, reflect best practice and are in line with current legislation.

Between 2022 and 2024 a consultation exercise was conducted, and in 2024 Fellows were invited to comment on drafts of the updated documents. In total, 5,329 Fellows opened and read the dedicated email sent 8 March 2024 by the then President, Ruth Allington. There were 771 views of the consultation webpage by 562 individuals and a total of 81 written comments from 35 Fellows. The consultation closed on 28 April 2024 and the working group considered and responded to each comment made.

Taking account of the feedback received from Fellows and others, the working group made further revisions and amends to the draft Royal Charter and Byelaws and final drafts were agreed by Council and then



*Advancing and sharing knowledge of planet  
Earth and beyond for the benefit of humanity*

Chief Executive: Simon Thompson  
The Geological Society of London is a registered charity, number 210161

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reviewed by the Privy Council Office. The next step in the process is for these drafts of the Royal Charter and Byelaws to be made available for Fellows to view prior to a ballot.

We plan to seek the consent of Fellows by means of a ballot, followed by a confirmatory vote at a Special General Meeting. We will also ask for their support to amend our Royal Charter.

The proposed changes can be found on the Geological Society website at <https://www.geolsoc.org.uk/byelaws>. This will also explain the approval process. The existing Byelaws and proposed Byelaws are also appended to this letter.

In accordance with the Byelaws, this letter will be displayed in the Geological Society library, and proposals shall be read from the chair at two successive Meetings at the Apartments.

Yours sincerely



Jon Gluyas  
President  
On behalf of Council

Attachments:

- 1) Current Byelaws
- 2) Current Charter
- 3) Proposed Byelaws
- 4) Proposed Charter

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:

1. (i) improving knowledge and understanding of the history, structure, constitution and dynamics of the Earth and its processes;
2. (ii) promoting all forms of education, awareness and understanding of the Earth and their practical applications for the benefit of the public globally; and
3. (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 Bye- 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.

03 September 2003

## Charter



GEORGE THE FOURTH by the Grace of God of the United Kingdom of Great Britain and Ireland King Defender of the Faith To all to whom these Presents shall come Greeting.

Whereas The Reverend William Buckland Bachelor in Divinity Arthur Aikin Esquire John Bostock Doctor of Physic George Bellas Greenough Esquire Henry Warburton Esquire and several others of our loving Subjects being desirous of forming a Society for investigating the Mineral structure of the Earth and having for promoting such investigation expended considerable sums of money in the purchase and collection of books maps specimens and other objects and in the publication of various works the said William Buckland Arthur Aikin John Bostock George Bellas Greenough and Henry Warburton have humbly besought us to grant unto them and unto such other persons as shall be appointed and elected Fellows of the said Society as hereinafter is mentioned Our Royal Charter of Incorporation for the better carrying on the purposes aforesaid

Now therefore know Ye that We being desirous to encourage so laudable an undertaking of Our especial grace certain knowledge and mere motion Have willed ordained constituted declared given and granted And by these Presents Do for us our heirs and successors will ordain constitute give and grant that our loving subjects the said William Buckland Arthur Alkin John Bostock George Bellas Greenough and Henry Warburton and such other persons as shall from time to time be appointed and elected Fellows of the said Society in manner hereinafter directed and their respective successors shall for ever hereafter be by virtue of these presents one body politic and corporate by the name of THE GEOLOGICAL SOCIETY OF LONDON And We do Will constitute and declare them and their successors to be one body politic and corporate for the purposes aforesaid And by the Name

aforesaid to have perpetual succession and to have a Common seal with full power and authority to alter vary break and renew the same at their discretion and by the same name to sue and be sued to implead and be impleaded and answer and be answered unto in every Court or place of us our heirs and successors

And We do Will constitute and grant that the persons hereby incorporated and their successors shall be for ever able and capable in the Law to purchase receive hold possess and enjoy to them and their successors any Goods and Chattels whatsoever And notwithstanding the Statutes of Mortmain to take purchase hold and enjoy to them and their successors and lands tenements and hereditaments whatsoever not exceeding at the time or times of purchasing or acquiring such lands tenements and hereditaments respectively the yearly value of two thousand pounds in the whole computing the same at the rack rent which might have been had or gotten for the same respectively at the time of the purchase or acquisition of the same and shall have full power and authority to sell alien charge or otherwise dispose of any real or personal property so to be by them acquired as aforesaid and to act and do in all things relating to the said Corporation in as ample manner and form as any other our liege subjects being persons able and capable in the law or any other body politic or corporate in our said United Kingdom of Great Britain and Ireland may or can act or do

And We do hereby declare and grant that the number of Fellows of the said Society shall be indefinite and that they the said William Buckland Arthur Aikin John Bostock George Bellas Greenough and Henry Warburton shall be the first Fellows of the said Society and that any three or more of them shall and may on or before the Third Friday in February next ensuring the date of these Presents under their respective hands in writing appoint such other persons to be Fellows and foreign Members of the said Society as are willing to be appointed and as they may think fit And We do further declare and grant That for the better government of the said Society and for the better management of the Concerns thereof there shall be from the date of these Presents thenceforth and for ever a President and Council of the said Society and that such Council whereof the President shall be deemed a Member shall from the date of these Presents until the third Friday in February next ensuing consist of five Members and from the said third Friday in February thenceforth and for ever shall consist of twenty-three Members And we do hereby appoint the said William Buckland to be first President and the said William Buckland together with the said Arthur Aikin John Bostock George Bellas Greenough and Henry Warburton to be the first Council all and each of the aforesaid Persons to continue in such their

respective offices until the third Friday in February next ensuing the date of these Presents

And We further direct that the Fellows of the said Society or any eleven or more of them shall and may on the said third Friday in February next ensuing and also shall and may on the third Friday in February or as near thereto as conveniently may be in every succeeding Year assemble together at the then last or other usual place of Meeting of the said Society and by method of ballot remove from the then present Council one-fifth or more of the Persons of whom it shall then be composed And also shall and may by the like method of Ballot elect other persons being Fellows of the said Society into the Council who together with the persons not so removed shall form the Council for the then next ensuing year so that the Members of such Council shall amount in number to twenty-three And also that the Fellows of the said Society or any eleven or more of them shall and may at the time and in manner aforesaid by the like method of ballot elect from among the Members of the Council when formed and elected in the manner aforesaid one person to be President of the said Society for the year ensuing and so many and such persons as they shall think proper to be Vice-Presidents Secretary or Secretaries and Treasurer or Treasurers of the said Society for the year ensuing And also shall and may in case of the death of the President or of any Vice-President Secretary or Treasurer or of any other Member of the Council for the time being of the said Society within the space of two months next after such death or as near thereto as conveniently may be in manner aforesaid elect some other person being a Fellow of the said Society to supply the place of such President Vice-President Secretary Treasurer or other Member of the Council so dying

And we do further declare and grant That from and after the said third Friday in February now next ensuing the Fellows of the said Society or any eleven or more of them shall and may have the power from time to time at the General Meetings of the said Society to be held at the usual place of meeting or at such place as shall have been in that behalf appointed to elect by method of Ballot such persons to be Fellows and Foreign Members of the said Society and such Fellows or Foreign Members to remove from the said Society as they shall think fit and also shall and may from time to time nominate and appoint such persons as they shall think proper to be Officers and Servants for carrying on and executing the necessary concerns of the said Society and such Officers and Servants again to remove and renew or restore as they shall see occasion

And we do further declare and grant That from and after the said third Friday in February now next ensuing the Fellows of the said Society or any eleven or more of them shall and may have the power to make and establish such orders and bye-laws as shall appear to them useful for the government of the said Society for defining the powers to be entrusted to the Council the President and other Officers thereof and the duties to be performed by such Officers respectively for the management of the Estates Goods Lands Revenues and Business of the Said Society and for the regulating the particular manner of proposing electing admitting and removing all and every the Fellows Foreign Members Officers and Servants thereof for fixing the times and places of the Meetings of the said Society and also the sum or sums to be paid by the Fellows towards carrying on the purposes of the said Society and the same Orders and Bye-laws from time to time as they may see occasion to alter suspend or repeal and to make such new Orders and Bye-laws in their stead as they shall think proper and expedient so as the same be not repugnant to these presents or the Laws of this our Realm

And also that the Council or any five or more of the Fellows of the said Society shall have power to move the enactment of any new Bye-laws or the alteration suspension or repeal of any existing Bye-law provided notice of such Motion shall have been delivered to one of the Secretaries in writing and shall have been read from the Chair at two successive Meetings of the Fellows of the said Society but that no such Motion shall be deemed or taken to pass in the affirmative until the same shall have been discussed and decided by Ballot at another meeting summoned especially for that purpose an absolute majority of the Fellows then present having voted in the affirmative In witness whereof we have caused these our Letters to be made Patent

Witness ourself at our Palace at Westminster this twenty-third day of April in the sixth year of our reign

By Writ of Privy Seal

*[Signed] SCOTT*

## SUPPLEMENTAL CHARTER



### **Elizabeth the Second**

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

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETINGS!

WHEREAS His Majesty King George the Fourth by Royal Charter (hereinafter  
referred to as 'the original Charter') dated the twenty-third day of April in the year  
of our Lord one thousand eight hundred and twenty-five constituted a body politic  
and 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 the Society has by a humble Petition prayed that We should be  
graciously pleased to grant to it a Supplemental Charter:

NOW THEREFORE KNOW YE that We having taken the said Petition into Our  
Royal Consideration by virtue of Our Prerogative Royal and of Our especial grace,  
certain knowledge and mere motion have granted and declared and by these

Presents do for Us, Our Heirs and Successors grant and declare as follows:

1. The original Charter should be read as if “notwithstanding the Statutes of Mortmain” and “not exceeding at the time or times of purchasing or acquiring such lands tenements and hereditaments respectively the yearly value of two thousand pounds in the whole computing the same at the rack rent which might have been had or gotten for the same respectively at the time of the purchase or acquisition of the same” had been deleted and shall henceforward continue and operate as though it had been originally granted and made accordingly.

2. The Council of the Society may by a resolution in that behalf at any meeting of such Council by not less than two-thirds of the members of such Council present and voting (being an absolute majority of the whole number of the members of such Council entitled to vote at meetings thereof) and confirmed at a general meeting of members of the Society held not less than one month nor more than four months afterwards by a resolution passed by not less than two-thirds of the members voting thereat revoke, amend or add to the original Charter or this Our Supplemental Charter and any such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in 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 provision shall apply to the original Charter and this Our Supplemental Charter as revoked, amended or added to in manner aforesaid.

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

WITNESS Ourselves at Westminster the fourteenth day of July in the fifty-fourth year of Our Reign.

BY WARRANT UNDER THE QUEEN’S SIGN MANUAL  
ALLEN

## BYELAWS OF THE GEOLOGICAL SOCIETY OF LONDON

### DEFINITIONS

|                                             |                                                                                                                                                                                                                                                          |
|---------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 and Scientific Interest Groups | 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. | <b>STATUS AND PURPOSE</b> |                                                                                                                                                                                                                                         |
|    | 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. | <b>MEMBERSHIP</b> |                                                                                                                                                                                                                                                                                                                                                                                             |
|    | <b>Members</b>    |                                                                                                                                                                                                                                                                                                                                                                                             |
|    | 2.1               | The Society is a membership organisation with the following principal categories of membership: <ul style="list-style-type: none"> <li>i. Fellows</li> <li>ii. Honorary Fellows</li> <li>iii. Student Members</li> </ul>                                                                                                                                                                    |
|    | 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.                                                                                                                                                                                                                                                                     |
|    | <b>Fellows</b>    |                                                                                                                                                                                                                                                                                                                                                                                             |
|    | 2.4               | To be eligible for Fellowship a person must: <ul style="list-style-type: none"> <li>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,</li> <li>ii. Meet demonstrated experience and standards in Geoscience or a related subject as set out in Regulations.</li> </ul> |

|                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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.                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Honorary Fellows</b>      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 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.                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Student Members</b>       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 2.9                          | <p>In order to be eligible for Student Membership a person must be:</p> <ul style="list-style-type: none"> <li>i. Registered as a student undertaking a course leading to a degree in Geoscience or a related subject; or,</li> <li>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.</li> </ul>                                                                                                                                  |
| 2.10                         | A Student Member has the right to vote at Meetings of The Society and in Society elections.                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Chartership</b>           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 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 continued professional development, may apply to be validated as a Chartered Geologist. The Society may award other professional qualifications under licences granted by other organisations.                                                                                                                                                                         |
| <b>Post-nominal initials</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 2.12                         | <p>Members are entitled to use the post-nominal initials appropriate to their grade of membership, as follows:</p> <ul style="list-style-type: none"> <li>i. Fellow: FGS</li> <li>ii. Honorary Fellow: Hon FGS</li> </ul> <p>Fellows who have been validated as a Chartered Geologist are entitled to use the post-nominal initials CGeol FGS.</p> <p>Fellows may precede FGS with approved post-nominal initials signifying other professional qualifications awarded by The Society under licences granted by other organisations.</p> |

|  |                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|--|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|  | <b>Fees</b>                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|  | 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|  | <b>Cessation of membership</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|  | 2.19                           | <p>A person shall cease to be a member of The Society in any of the following cases:</p> <ul style="list-style-type: none"> <li>i. Death</li> <li>ii. Resignation from The Society by making a formal application in writing in accordance with the relevant Regulations.</li> <li>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.</li> <li>iv. A Disciplinary Panel established in accordance with the Regulations of The Society recommends and Council agrees that membership is revoked.</li> </ul> |
|  | <b>Conduct</b>                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|  | 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |

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| 3. | <b>COUNCIL</b> |                                                                                               |
|    | <b>Council</b> |                                                                                               |
|    | 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. |

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| <b>Membership of Council</b>       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |
| 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  |
| <b>Election to Council</b>         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |
| 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  |
| <b>Powers and responsibilities</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |
| 3.10                               | <p>Council has the following powers and responsibilities:</p> <ul style="list-style-type: none"> <li>i. Serve as the Trustees for The Society.</li> <li>ii. Ensure that The Society carries out its purposes for the public benefit.</li> <li>iii. Ensure that The Society pursues its activities as set out in its Royal Charter and Byelaws.</li> <li>iv. Ensure that The Society and trading subsidiaries are compliant with all relevant legislation and with their legal obligations.</li> <li>v. Act in the best interests of The Society as a whole not on behalf of any one grouping or constituency.</li> <li>vi. Make and amend Regulations as required.</li> <li>vii. Set and periodically review The Society's strategy, and its mission, vision, purpose, and values.</li> <li>viii. Approve The Society's strategic plans, business plans and budgets, and monitor their delivery.</li> <li>ix. Ensure effective delegation of authorities by: <ul style="list-style-type: none"> <li>a. Ensuring effective operating procedures, financial control and risk management systems are established and monitored.</li> </ul> </li> </ul> |  |

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|  |                                       | <ul style="list-style-type: none"> <li>b. Directing, monitoring and coordinating the activities of Standing Committees, subcommittees and panels.</li> <li>x. Appoint, direct, and remove the Chief Executive.</li> <li>xi. Define and maintain job descriptions for all Officer roles and ensure a pipeline of appropriately skilled potential Trustees for future succession.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|  | <b>Cessation and disqualification</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|  | 3.11                                  | <p>A Trustee shall vacate their position in the following circumstances:</p> <ul style="list-style-type: none"> <li>i. If that Trustee is an elected or appointed member of Council and is no longer a Voting Member of The Society.</li> <li>ii. On submission of their resignation to Council.</li> <li>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.</li> <li>iv. If that Trustee dies or becomes incapable due to ill health.</li> <li>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.</li> <li>vi. Upon expiration of the term of Office for which they were appointed or co-opted.</li> <li>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.</li> </ul> |
|  | 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|  | <b>Meetings of Council</b>            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|  | 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

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

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| <b>4.</b> | <b>OFFICERS</b>                                                                                                                                                                                                                                                       |
|           | <b>Officers</b>                                                                                                                                                                                                                                                       |
| 4.1       | The Officers of The Society shall consist of: <ul style="list-style-type: none"> <li>i. President</li> <li>ii. Vice-Presidents</li> <li>iii. Treasurer</li> </ul>                                                                                                     |
| 4.2       | No person shall be simultaneously more than one of President, Vice-President, or Treasurer.                                                                                                                                                                           |
|           | <b>Election of Officers</b>                                                                                                                                                                                                                                           |
| 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 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.                                        |
|           | <b>President</b>                                                                                                                                                                                                                                                      |
| 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. |

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|           | <b>Vice-Presidents</b>                                                                                                                                                                                                      |
| 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.                                                                                              |
|           | <b>Treasurer</b>                                                                                                                                                                                                            |
| 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.                                                                                                |
| <b>5.</b> | <b>MEETINGS</b>                                                                                                                                                                                                             |
| 5.1       | The Meetings held by The Society shall be Scientific and Professional Meetings, General Meetings or other meetings approved by Council.                                                                                     |
|           | <b>Scientific and Professional Meetings</b>                                                                                                                                                                                 |
| 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.      |
|           | <b>General Meetings</b>                                                                                                                                                                                                     |
| 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.                |
| 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.                                                                                                                                                         |

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| <b>Annual General Meeting</b>         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 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                                  | <p>The Annual General Meeting shall:</p> <ul style="list-style-type: none"> <li>i. Receive the annual report of Council including reports on committee activities from the Officers.</li> <li>ii. Receive an annual report on the general business of The Society from the Chief Executive.</li> <li>iii. Receive the audited accounts for the previous year.</li> <li>iv. Note the results of the vote for new members of Council.</li> <li>v. Note the Officers for the next year.</li> <li>vi. Confirm election of Honorary Fellows.</li> <li>vii. Note and acknowledge the Fellows and Honorary Fellows who have died in the past year.</li> <li>viii. Appoint Auditors.</li> <li>ix. Transact such other business as is provided by the Royal Charter, Byelaws and Regulations.</li> </ul> <p>For votes that will take place during an Annual General Meeting, proxy voting will be permitted in accordance with Regulations.</p> |
| <b>Extraordinary General Meetings</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 5.12                                  | <p>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:</p> <ul style="list-style-type: none"> <li>i. At any time by the President.</li> <li>ii. At any time on a resolution of Council.</li> <li>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.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

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| <b>6.</b> | <b>COLLECTIONS AND PUBLICATIONS</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |
|           | <b>Collections</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  |
| 6.1       | <p>The Collections of the Geological Society comprise:</p> <ul style="list-style-type: none"> <li>i. Library Collection (physical and electronic published material including books, periodicals and maps).</li> <li>ii. Artefacts (works of art, geological specimens and items of historical significance).</li> <li>iii. Archives (business papers of The Society, deposited papers, the Royal Charter, Deeds and Common Seal).</li> </ul>                                                                                                                                                                  |  |
| 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 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.                                                                                                                                                                                                                                                                                                                                    |  |
|           | <b>Publications</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |
| 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.                                                                                                                                                                                                                                                                                                                               |  |
| <b>7.</b> | <b>BUSINESS PRACTICES</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |
|           | <b>Staff</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |
| 7.1       | <p>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:</p> <ul style="list-style-type: none"> <li>i. The appointment, leadership and management of the staff.</li> <li>ii. The delivery of The Society's strategic objectives through an annual business plan and budget.</li> <li>iii. Regular reporting to Council on the management of The Society's business.</li> </ul> |  |
|           | <b>Auditors</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |
| 7.2       | <p>A firm of auditors shall be approved by Council and proposed for ratification by Members at the Annual General Meeting. The auditors shall:</p> <ul style="list-style-type: none"> <li>i. Carry out the annual audit of The Society's accounts in accordance with relevant legislation.</li> <li>ii. Report to the Audit Committee and Council on the outcomes of the annual audit.</li> </ul>                                                                                                                                                                                                              |  |

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|                                             |     | 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Royal Charter, Deeds and Common Seal</b> |     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|                                             | 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Indemnity</b>                            |     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|                                             | 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: <ul style="list-style-type: none"> <li>i. Negligence, fraud or criminal conduct by them in relation to The Society;</li> <li>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;</li> <li>iii. Unsuccessfully defending criminal prosecution for offences arising out of their fraud or dishonesty or wilful or reckless misconduct.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                         |
|                                             | 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: <ul style="list-style-type: none"> <li>i. A criminal fine, or penalty in respect to non-compliance payable to a regulatory authority;</li> <li>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;</li> <li>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.</li> </ul> |

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|  | <b>Limitation on private benefits</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|  | 7.9                                   | <p>The property and funds of The Society shall be used for advancing The Society's Objects, though members and Trustees may receive:</p> <ul style="list-style-type: none"> <li>i. Reasonable interest on any loans to The Society.</li> <li>ii. Reasonable rent or fee for any property let or hired to The Society</li> <li>iii. Charitable benefits arising from their membership status.</li> <li>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.</li> <li>v. Reimbursement for reasonable out of pocket expenses incurred on behalf of The Society.</li> </ul> |
|  | 7.10                                  | Members who are not Trustees may be employed by The Society, subject to the usual terms and conditions of employment.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |

## INTRODUCTION

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, of course, be preserved in the archives of the Society.

### **GEOLOGICAL SOCIETY OF LONDON**

#### **Second Supplemental Charter of [YEAR]**

Version 7.6

#### **PREAMBLE**

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:

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 others 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 By-laws 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 Continued 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 FGS CGeol (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 practise 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;

#### 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.

#### CHARTER SURRENDER

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 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 whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the [     ] day of [     ] in the [     ] year of Our Reign

BY WARRANT UNDER THE KING'S SIGN MANUAL

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