



At the Council Chamber, Whitehall

THE 23rd DAY OF JUNE 2021

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has allowed the revised Byelaws of The Zoological Society of London as set out in the Schedule to this Order.

Richard Tilbrook

SCHEDULE

REVISED BYELAWS OF THE ZOOLOGICAL SOCIETY OF LONDON

Definitions and Interpretation

- 1)___ Words used in these Byelaws shall have the meanings applied to them in the Charter and the following words and expressions shall, where the context so admits, have the meanings set opposite to them

___ **The Charter**

the Royal Charter of the Society granted in the year 1995 as from time to time altered, to which these Byelaws are scheduled

Fellows, Honorary Fellows

the persons for the time being possessing the qualifications prescribed by the Regulations and elected as and being Fellows and Honorary Fellows, respectively. In these Byelaws "Members" shall mean Fellows and Honorary Fellows and "Membership" shall be construed accordingly

members of the Council

the persons for the time being making up the Council, being the Officers, the Ordinary members of the Council, and the Selected members of the Council

Officers

the President, Secretary, Treasurer, and / or such other Officers as may be determined by the Council from time to time

Ordinary members of the Council

the members of the Council other than the Officers and Selected members of the Council (if any)

Selected members of the Council

the members of the Council selected in accordance with the provisions of Byelaw 23

Year

the period (of whatever length) between the close of one Annual General Meeting and the close of the next Annual General Meeting of the Society, except

- in the expression ‘accounting year’ which shall mean the period between one accounting year end adopted in accordance with Byelaw 39 and the next
- (with respect to the term of office of Selected members of the Council) a year shall be the period of twelve months commencing on the date of that person’s appointment (or re-appointment) or subsequent period of twelve months thereafter, as applicable.

Wherever the context or meaning so allows words in the singular shall include the plural number and vice versa.

- 2) The Byelaws shall be construed so as not to conflict with the Charter.

Membership of the Society

- 3) The Members shall consist of Fellows and Honorary Fellows. Fellows shall be such persons as shall be elected by the Council as Fellows (pursuant to the provisions of Byelaw 5).
- 4) Every person wishing to be elected a Member shall apply to the Society in such form as shall from time to time be prescribed by the Regulations, which shall include a declaration that they agree, if elected, to be bound by the Charter, the Byelaws, and the Regulations, and to further the objects of the Society.
- 5) All applications for election shall be considered by the Council (directly or by delegating to such committee or other person(s) as Council may reasonably determine from time to time). The Council (or such committee or other person(s), as the case may be) may, in its absolute discretion, elect, refuse to elect, or postpone the election of any person. No person shall be elected a Member unless at the date of their election they have attained the age of 16 years.

- 6)
 - a) The admission fee (or scale of admission fees) for Members shall be such sum (or scale) as shall from time to time be prescribed by the Council.
 - b) The annual subscription (or scale of annual subscriptions) of Members shall be such sum (or scale) as shall from time to time be prescribed by the Council. with the sanction of the Society in General Meeting. If the Society in General Meeting shall not sanction an amendment to the annual subscription proposed by the Council, the annual subscription previously fixed shall apply.
 - c) The Council may at its discretion remit or waive the whole or any part of the admission fee and annual subscription or either of them in respect of any Member or section of Members.
 - d) Any Member may compound for their future annual subscriptions by the payment in advance of such fee as the Council shall determine.
- 7) Unless otherwise agreed by the Council, no person who has been elected by the Council shall become a Member until they have paid their admission fee, if any, and first subscription. The Council may declare the election void if any person elected shall not have paid the same, if due, within two months after their election.
- 8)
 - a) Every Member whose annual subscription is paid up to date shall have the right to attend all meetings of the Society, to vote at all General Meetings of the Society and, provided that they became a Member not less than 14 days before the despatch of the ballot papers, to vote in any electronic and/or postal ballot.
 - b) The rights of Members with respect to admission to and the introduction of visitors to the Zoological Gardens, Regent's Park, Whipsnade Wild Animal Park and other places of a similar nature in the occupation of the Society and to use of the Society's Library shall be governed by the Regulations and any regulations for the time being in force in relation to the land and premises of the Society.

Termination of Membership

- 9) Any Member may, by written notice to the Secretary, resign but shall remain liable for any annual subscription or other debt to the Society then due. A resignation once tendered shall not be withdrawn except by permission of the Council (directly or by delegating to such committee or other person(s) as Council may reasonably determine from time to time).
- 10) Any Member whose annual subscription is six months or more in arrears after its due date shall cease to be a Member, provided that the Council may at its discretion restore to Membership of the Society any person who shall pay their arrears due down to the date on which they ceased to be a Member, together with any further subscription due at the time of restoration to Membership.
- 11)
 - a) If at any time any Member shall so conduct themselves (whether by acting in breach of the provisions of the Charter, the Byelaws, the Regulations, or any regulations for the time being in force in relation to the land and premises of the Society, or by bringing the name of the Society into disrepute, or otherwise) that

in the opinion of the Council it is desirable that their Membership of the Society should be terminated, the Council may by notice in writing call upon such Member to resign.

- b) The notice to the Member shall:
 - i) specify the reasons for which the Council considers it desirable that their Membership of the Society should be terminated;
 - ii) state the date of the meeting of the Council (which shall be not less than 21 days after the date of the notice) at which the matter is to be considered;
 - iii) inform the Member of their right to make representations to the Council in writing before or (or on their behalf by their representative) at that meeting of the Council; and
 - iv) inform the Member of their right to be accompanied by a companion at that meeting.
- c) If the Member has not resigned before the said meeting, the Council, after considering the representations, if any, made by them personally or by their representative on their behalf, may resolve that their Membership of the Society be terminated and they shall thereupon cease to be a Member, but shall remain liable for any annual subscription or other debt to the Society then due and shall not be entitled to the return of the whole or any part of any admission fee or annual subscriptions already paid but shall, if they have compounded for their future annual subscriptions by payment in advance, be entitled to a proportionate return of the sum paid. A resolution in accordance with this Byelaw shall be a resolution passed by a two-thirds majority at a meeting of the Council at which there shall be present not less than two-thirds in number of the total number of members of the Council for the time being.
- d) A Member aggrieved by such resolution of the Council shall have a right of appeal within 14 days to the President, who shall within a period of 28 days constitute an appeal body of three independent persons drawn from the Members (other than members of the Council), who shall decide upon their own method of proceeding. The decision of the appeal body as to whether the resolution of the Council should be upheld shall be final and conclusive.

Restriction on use of designation

- 12) No Fellow shall describe themselves as such whether in full or in abbreviation in connection with any trade, profession or calling and, except with the approval of the Council, no Members shall use any collective designation which includes in whole or in part the name of the Society or is capable of being confused with the name of the Society or of the Council or of any committee or board of the Council.

Honorary Fellows

- 13) Honorary Fellows shall be admitted as defined in the Regulations of the Society.

- 14) Honorary Fellows shall pay no admission fee or subscription. The rights of Honorary Fellows with respect to admission to and the introduction of visitors to the Zoological Gardens, Regent's Park (London Zoo), Whipsnade Zoo, and other places of a similar nature in the occupation of the Society, to use the Society's library, to attend Scientific Meetings and to such other privileges as may be conferred upon them shall be governed by the Regulations and any rules for the time being in force in relation to the land and premises of the Society and be qualified to act as members of the Council, to attend any General Meeting of the Society, to cast any vote in the affairs of the Society and in all other respects to have all the rights, privileges, and duties of Fellows.
- 15) The provisions of Byelaw 11 shall apply equally to Honorary Fellows as they do to Members.

Patrons and Vice-Patrons of the Society

- 16) The Council may from time to time invite eminent and distinguished persons to accept the Office of Patron or Vice-Patron of the Society. Such persons shall enjoy such privileges as the Council may confer upon them, but (unless Members in their own right) they shall not form part of the Membership of the Society and shall not be qualified to act as members of the Council, to attend any General Meeting of the Society, except by invitation of the Council, or to cast any vote in the affairs of the Society

The Officers and Council

From the date of adoption of these Byelaws until such time as the transitional arrangements set out in the Second Schedule shall be completed then the terms of the Second Schedule shall apply to vary the provisions of Byelaws 17, 21, and 24 respectively. Thereafter, the Second Schedule shall be disregarded.

- 17) The Council shall consist of the Officers, seven ordinary members of the Council and up to three selected members of the Council. In order to be eligible to be a member of the Council, a person shall:
 - a) be at least 18 years old as at the date of their election or appointment (as applicable); and
 - b) not be an employee of the Society; and
 - c) if a former employee, have ceased being an employee of the Society for a period to be determined by the Council (directly or by delegating to such committee or other person(s) as Council may reasonably determine from time to time), provided always that such period is no more than 10 years.
- 18)
 - a) The President shall be a Fellow.
 - b) The President shall be elected by the Members in accordance with the provisions of Byelaw 22 for five years and shall then retire but be eligible for re-election for one further period of five years, making a maximum term of ten years. For the

avoidance of doubt, any period served as an Ordinary or Selected member of the Council prior to such election shall not count towards such maximum term. Unless the provisions of Byelaw 21(e) apply, a person who has served their maximum term shall not be eligible for further election (whether as an Officer or an Ordinary member of the Council) nor eligible for selection as a Selected member of the Council.

- c) The President shall take the chair, if willing, at all the meetings of the Members of the Society and the Council at which they are present.
 - d) As soon as may be convenient after each Annual General Meeting the President may appoint two ordinary members of the Council to be Vice-Presidents of the Society until the next Annual General Meeting. It shall be the responsibility of whichever of the Vice-Presidents is nominated by the President in respect of any occasion to deputise for and undertake the duties of the President in their absence and in particular to take the place of the President at meetings of the Society and the Council in their absence or if they are unwilling to take the chair.
 - e) The person who takes the place of the President at a meeting of the Council or the Society in accordance with the Byelaws shall in relation to the meeting in question have all the authority, privileges, and powers of the President.
- 19) a) The Secretary shall be a Fellow.
- b) The Secretary shall be elected by the Members in accordance with the provisions of Byelaw 22 for four years and shall then retire but be eligible for re-election for one further period of four years, making a maximum term of eight years. For the avoidance of doubt, any period served as an Ordinary or Selected member of the Council prior to such election shall not count towards such maximum term. Unless the provisions of Byelaw 21(e) apply, a person who has served their maximum term shall not be eligible for further election (whether as an Officer or an Ordinary member of the Council) nor eligible for selection as a Selected member of the Council.
 - c) The Secretary shall be responsible to the Council for the supervision of the affairs of the Society.
- 20) a) The Treasurer shall be a Fellow.
- b) The Treasurer shall be elected by the Members in accordance with the provisions of Byelaw 22 for four years and shall then retire but be eligible for re-election for one further period of four years, making a maximum term of eight years. For the avoidance of doubt, any period served as an ordinary or Selected member of the Council prior to such election shall not count towards such maximum term. Unless the provisions of Byelaw 21(e) apply, a person who has served their maximum term shall not be eligible for further election (whether as an Officer or an Ordinary member of the Council) nor eligible for selection as a Selected member of the Council.

- c) The Treasurer shall be responsible for monitoring the financial administration of the Society and for reporting to Council at regular intervals on the state of the Society's financial health.
- 21)
- a) The Ordinary members of the Council shall be elected by the Members in accordance with the provisions of Byelaw 22 for four years. The Selected members of the Council shall be chosen by the Council at any time in accordance with the provisions of Byelaw 23 for four years. In the event that Council resolves to create one or more additional Officers, the term of office of such Officer(s) and provisions relating to their election and re-election shall be as for the Secretary and Treasurer in Byelaws 20 and 21 respectively.
 - b) By virtue of Byelaw 21(c) (and save for the circumstances described in Byelaws 21(d), or (e)), no ordinary member or Selected member of the Council shall hold office for more than eight years in total. For the avoidance of doubt, such a person shall be eligible to stand for election as an Officer in accordance with Byelaws 18, 19, or 20 (as applicable).
 - c) A retiring Ordinary member of the Council who has served a single term shall be eligible for re-election in accordance with the provisions of Byelaw 22 for one further period of four years. Likewise a retiring Selected member of the Council who has served a single term (of up to four years) shall be eligible for re-selection in accordance with the provisions of Byelaw 23 for one further period of two years (extendable by Council for a further two year period pursuant to Byelaw 21(a)).
 - d) Where a person (being an Officer or an Ordinary member of the Council) is appointed under Byelaw 24 to fill a casual vacancy then:
 - i) If the period from the date of appointment to the end of the term of the member of the Council who has left is two years or less, then that period shall not count as the person appointed to fill the casual vacancy's first period of office of four years (in the case of the Secretary, the Treasurer, or an Ordinary member of the Council) or five years (in the case of the President). As such that person shall be eligible to serve up to two further full terms. The same principle applies to the member of the Council who has left.
 - ii) If the period from the date of appointment to the end of the term of the member who has left Council is more than two years, then that period shall count as that person appointed to fill the casual vacancy's first period of office of four or five years (as applicable). As such that person shall be eligible to serve one further full term only (except where Byelaw 21(e) applies). The same principle applies to the member of the Council who has left.
 - e) Provided always that:
 - i) there has first been a review; and

- ii) the reasons are explained in the Society's annual report

then Council may determine that any Officer, Ordinary member of the Council, or Selected member of the Council may serve a term longer than the maximum provided for in these Byelaws. Such determination must take place prior to the determination at Byelaw 22(a).

Election of the Officers and the ordinary members of the Council

- 22) a) The Council shall determine each year, subject to the provisions of Byelaws 17 and 21 and the Regulations, the number of Officers (if any) and ordinary members of Council to be elected to the Council at the Annual General Meeting to be held that year to fill the vacancies caused by retirements.
- b) Any elections for which a ballot is required shall be by electronic and / or postal ballot (as Council may determine from time to time) of the Members eligible to vote. Any ballot shall be conducted in accordance with the Regulations.
- c) If the Council has appointed a committee to oversee nominations pursuant to Byelaw 34 then the Council may (but need not) delegate to that committee the power to shortlist nominations received before the nominees are put to the ballot provided always that:
 - i) prior to the call for nominations, the Council has made an assessment of any gaps in skills or experience on the Council;
 - ii) the nominees are assessed against such assessment of skills;
 - iii) nominees are only excluded from the ballot if (in the reasonable view of the nominations committee) they have not been sufficiently able to demonstrate proficiency in the required skills; and
 - iv) shortlisting for any given election may only take place if – following the shortlisting process – there are at least twice as many candidates for election put to the ballot as there are positions to be filled.
- d) The results of the election shall be declared at the Annual General Meeting. The successful candidates and the unopposed candidates shall be deemed elected as from the close of the Annual General Meeting, when the retiring Officers (if any) and ordinary members of the Council shall be deemed to retire.

Selected members of the Council

- 23) Having first made an assessment of any gaps in skills on the Council and the relevant experience of potential candidates, Council may select (and resolve to appoint) up to three people to be members of Council to help fill such gaps. Both the assessment and process for selection shall be determined by Council from time to time. A person selected in this way by the Council is required to be or to become a Member, either at the point of their selection or subsequently.

Vacancies on the Council

- 24) In the event of a casual vacancy arising in the office of one of the Officers or of an Ordinary member of the Council, the Council shall within the space of two Council meetings after such vacancy arises appoint some other Member to fill the vacancy, subject to the provisions of Byelaw 17. In the event of a casual vacancy arising of a Selected member of the Council, Council shall consider whether it wishes to fill that vacancy at that time and (if it does) shall appoint a person to do so in accordance with the provisions of Byelaw 23. The person so appointed as an Ordinary member of the Council or Officer shall hold office until the end of the term of the member who has left Council. Whether such period of office:
- a) as an ordinary member of the Council counts as the first period of four years (for the purposes of Byelaw 21(b)); or
 - b) as an Officer counts as the first period of four or five years (for the purposes of Byelaws 18(b), 19 (b), or 20(b), as applicable)

shall be determined by Byelaw 21(d).

Termination of Office

- 25) Any member of the Council shall cease to be so:
- i) if they cease to be a Member of the Society; or
 - ii) if by notice in writing to the Secretary they resign their office; or
 - iii) if they become disqualified by law from acting as a Trustee; or
 - iv) if they are absent from three consecutive meetings of the Council without providing an explanation which the Council considers satisfactory; or
 - v) if two thirds of the members of the Council present at a meeting of the Council resolve to remove them from office, by reason of their opinion that the member of Council has conducted themselves in a manner derogatory to or unworthy of the character of the Society or prejudicial to its interests of objects, provided that the member concerned shall have a right to be heard by the Council in person or through a representative on their behalf before any such resolution is passed, and provided also that they shall have a right of appeal against such resolution identical to that set out in Byelaw 11(d); or
 - vi) if a registered medical practitioner who is treating that person gives a written opinion to the Society stating that that person has become physically or mentally incapable of acting as a member of the Council and may remain so for more than three months and (in light of such opinion) the Council resolves to remove that person.

Proceedings of the Council

- 26) The Council shall meet at such times as shall be appointed by the President, the Secretary or the Treasurer, provided that the Secretary shall summon a meeting within ten working days of receiving a requisition (which shall give notice of the business to be transacted at such requisitioned meeting) to do so from at least five ordinary members of the Council. The meeting shall be held within a calendar month of the summoning. Notice of every meeting stating the general nature of the business to be considered at the meeting shall be sent to all members of the Council at least five days before such meeting unless urgent circumstances require shorter notice.
- 27) If neither the President nor the Vice-Presidents are present or willing to take the chair and preside at a meeting of the Council, the chair shall be taken by a member of the Council nominated by the President. In default of such nomination, the members of the Council present at the time notified for the commencement of the meeting shall elect one of their number to preside.
- 28)
 - a) Subject to the provisions of Byelaw 11(c), seven members of the Council shall form a quorum at any meeting of the Council, and questions arising at any meeting shall be decided by a majority of votes. In the event of an equality of votes, the President or other person in the chair in accordance with the Byelaws shall have a second or casting vote.
 - b) Council may, by resolution at a previous meeting or at the discretion of the President (or in their absence, the Secretary) take decisions using post, telephone, electronic or analogous means. Such voting will be governed by the provisions of Byelaw 28(a). Any decision taken in this way will be reported to and included in the minutes of the next meeting of Council.
- 29) Notwithstanding the provisions of Byelaw 17, the Council may act even though there are vacancies in its number, provided that, if and so long as the number of Officers and ordinary members of the Council is reduced below seven, the Council shall not act except for the purpose of electing Members, appointing Members to vacancies on the Council in accordance with Byelaw 24 or convening a General Meeting of the Society.
- 30) All acts bona fide done by the Council or a committee or board of the Council or any members of the Council shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of the Council, committee or board or any member or that any member was disqualified, be as valid as if the Council, committee or board or member had been duly appointed or qualified to act.
- 31) Subject as aforesaid, the Council may regulate its own proceedings as it shall think fit and for that purpose may make Standing Orders and may at any time add to, amend, or repeal any such Standing Orders.
- 32) Notice of any new Regulation and any revocation, addition to or alteration of the Regulations shall be given to Members as soon as conveniently possible.
- 33) All members of the Council shall be entitled to be reimbursed proper and reasonable travelling and other out-of-pocket expenses incurred in attending meetings of the

Council or of committees or advisory boards of the Council or General Meetings of the Society or otherwise incurred in or about the affairs of the Society.

Committees and advisory boards

- 34) The Council shall have power to appoint committees and advisory boards to assist it in the discharge of its duties and, subject to the provisions of the Charter and the Byelaws, to delegate to any such committees or advisory boards such powers and duties as it may from time to time think fit. The Council may at any time dissolve or re-constitute any such committees or advisory boards.
- 35) The size and membership of any committee or board shall be at the discretion of the Council. It may appoint to serve on any committee or board any persons, not being Members of the Society, who by reason of special qualification or circumstances may in the opinion of the Council be able to assist or advise the committee or board in its deliberations. Save where the Council otherwise determines in the interests of the Society there shall always be at least one member of the Council on each committee or advisory board.
- 36) Any committee or advisory board of the Council shall conform to the instructions given to it by the Council and its meetings shall, unless otherwise determined by the Council, be governed by the provisions under the Byelaws for meetings of the Council and by any Standing Orders of the Council, so far as the same are applicable.
- 37) All committees and advisory boards shall fully report their acts and proceedings to the Council as soon as conveniently possible.

Financial matters

- 38) The Council shall cause proper accounts to be kept of the income and expenditure of the Society and of the property, assets, and liabilities of the Society.
- 39) The accounts of the Society shall be made up to the 30 April in each year or such other accounting year end as the Council may decide to adopt.
- 40) The Council shall appoint auditors who shall be members of a body of accountants established in the United Kingdom and eligible for appointment as company auditors within the meaning of the Companies Acts. The auditors shall be entitled to examine all books, vouchers and other documents relating to financial matters and to call for any information necessary to them in the performance of their duties. The auditors shall audit the accounts of the Society in respect of each accounting year and shall report thereon to the Society.

General Meetings

- 41) General Meetings of the Society shall be held in person, virtually using appropriate technology, or via a combination of both, provided always that attendees can communicate any information or opinion that they may have on the items of business being considered. Twenty-one Members present and entitled to vote shall form a quorum at General Meetings of the Society.

- 42) No person other than a Member may be present at a General Meeting unless by permission of the chair of the meeting.
- 43) If neither the President nor the Vice-Presidents are present or willing to take the chair at a General Meeting or a Scientific Meeting of the Society, the chair shall be taken by a member of the Council or Member of the Society nominated by the President. In default of such nomination, the members of the Council present at the time notified for the commencement of the meeting shall select one of their number to the chair. If no members of the Council are present or willing to take the chair, then some Member to be chosen at the meeting shall preside as chair.
- 44) A resolution put to the vote at a General Meeting shall be decided on a show of hands or if the chair shall so direct, by secret ballot. In the event of an equality of votes the chair shall have a second or casting vote.
- 45) The chair may adjourn a General Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give notice of an adjournment or of the business transacted at an adjourned meeting. A meeting which has been adjourned shall not be deemed to be closed until the end of the only or last adjournment thereof.
- 46) The order and manner of conducting the business and any other matter relating to a General Meeting or Scientific Meeting not provided for in the Charter or Byelaws shall be determined finally and conclusively by the chair of the meeting.

Annual General Meetings

- 47) The Society shall hold an Annual General Meeting on a day appointed by the Council within seven calendar months after each accounting year end.
- 48) The Secretary shall publish on the notice board at the principal office of the Society and give to all Members notice of the date, time, and place of every Annual General Meeting at least 56 days before the date of the meeting.
- 49) The Council shall present at the Annual General Meeting a summary of the general activities of the Society for the preceding year, which with the audited accounts for that year and the Auditors' Report shall be published in the Annual Report of the Council.
- 50) At least 21 days before the date of the Annual General Meeting the Secretary shall publish on the notice board at the principal office of the Society and give notice of the business of the meeting, in accordance with Byelaw 51, and send (or otherwise make available) a copy of the Annual Report to all Members. The notice shall include the text of any appropriate resolution to be proposed for consideration at the meeting and the names of the Members who have given notice thereof in accordance with Byelaw 52.
- 51) The business of the Annual General Meeting shall be to receive and consider the Annual Report of the Council, the accounts of the Society and the Auditors' Report, to receive the report of the election of Officers and ordinary members of the Council in

place of those retiring and to transact any other business which may consistently with the Charter and the Byelaws be introduced at an Annual General Meeting.

- 52) No resolution shall be considered at an Annual General Meeting unless the Member wishing to propose it has delivered to the Secretary written notice of the precise text of the resolution signed by themselves and ten other Members not later than 42 days before the date of the meeting and the text of the resolution does not contain material the publication of which might, in the opinion of the Secretary, be unlawful, provided that, where a resolution is proposed which is either a matter of general routine or a minor amendment of a resolution previously delivered or is a matter which for some special reason requires or deserves to be dealt with at the meeting, the Council in advance or the chair of the meeting may accept such resolution without such notice if in its or their opinion the resolution falls within one of the said categories.
- 53) The Council may direct that voting on any resolution shall be taken at the Annual General Meeting or by electronic and / or postal ballot, and this shall be indicated in the notice of the meeting. Voting on any resolution accepted by the chair of the meeting in accordance with the preceding Byelaw shall take place at the meeting.

Special General Meetings

- 54) In addition to Annual General Meetings, the Council may at any time convene Special General Meetings. Special General Meetings may also be convened on a requisition signed by not less than fifty Members eligible to vote at a General Meeting of the Society. The requisition, which shall be addressed to the Secretary and deposited at the principal office of the Society, shall state the object of the meeting and the precise text of any appropriate resolution it is intended to propose at the meeting. Upon receipt of such requisition, and provided that the text of any such resolution does not contain material the publication of which might, in the opinion of the Secretary, be unlawful, the Council shall within 14 days either:
 - i) call a Special General Meeting to be held at a date within 56 days of receipt of the requisition, or
 - ii) direct that voting on the resolution shall be taken by electronic and / or postal ballot to take place within 56 days of receipt of the requisition.
- 55) The Secretary shall publish on the notice board at the principal office of the Society and give to all Members notice of every Special General Meeting at least 21 days before the date of the meeting. The notice shall specify the date, time, and place of the meeting and state the business thereof, and, in the case of a meeting convened on a requisition, include the text of any appropriate resolution to be proposed for consideration at the meeting and the names of the Members who have signed the requisition. When a Special General Meeting is convened on a requisition, no business other than that stated in the requisition shall be discussed or transacted.

Scientific Meetings

- 56) Scientific Meetings shall be held at such times as the Council (directly or by delegating to such committee or other person(s) as Council may reasonably determine from time to time) shall from time to time appoint.

Resolutions and electronic and/or postal ballots

- 57) a) A resolution shall be passed, in the case of a resolution for the alteration of or addition to the Charter, by two-thirds of the Members entitled to vote and voting.
- b) A resolution shall be passed in all other cases (including a resolution for the confirmation of the making, revocation, alteration of, or the addition to a Byelaw) by a simple majority of votes cast. The Council shall act upon such resolution as soon as reasonably practicable, provided that it is not repugnant to the terms of the Charter, the Byelaws, or the laws of the realm.
- c) Whenever the Council determines that voting on a resolution shall be taken by electronic and / or postal ballot, such ballot shall consist of a ballot of the Members eligible to vote. The electronic and /or postal ballot shall be conducted in accordance with the Regulations.
- d) To the extent that an electronic ballot is used, Council shall ensure that all Members eligible to vote are able to vote in that way and, to the extent that they are not, shall ensure that such Members unable to vote are instead able to vote by way of a postal ballot.

Employees of the Society

- 58) The Council may make it a condition of employment that the Membership of an employee who is a Member of the Society shall be suspended for the period of their employment with the Society. No employee of the Society shall be eligible for election or appointment as a member of the Council, nor be entitled to propose, second, or vote on any resolution, nor to join in nominating any Member for election as a member of the Council, nor to propose or second any person for election as a Member, nor except as instructed by the Council, to attend any General Meeting of the Society.

Indemnity

- 59) Every member of the Council shall be indemnified out of the assets of the Society against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society, or in connection with any proceedings in circumstances where they have acted reasonably and taken appropriate professional advice.

Common seal

- 60) The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Council or a committee of the Council appointed for the purpose. Unless otherwise determined by the Council, a member of the Council and the Secretary or such other person as the Council may appoint for the purpose shall sign every instrument to which the seal of the Society is affixed.
- 61) No person dealing with the Society shall be concerned to see the authority for the affixing of the seal, provided that the same purports on the face of the document sealed to be affixed in accordance with the Byelaws.

Notices

- 62) All references herein to the address of a Member shall be to their last postal or email address supplied by them to the Society.
- 63) The accidental omission to give a notice (including notice of a meeting) or to send papers (including ballot papers) to any Member eligible to receive them or the non-receipt of such documents shall not invalidate the election or resolutions passed or proceedings at any meeting.
- 64)
 - a) The Society may give a notice, document or other communication to a Member by post or electronic mail addressed to the Member at their address, or by being published in or posted as an insert with a newsletter or similar publication of the Society addressed to the Member at their address, or via the website of the Society (the address of which shall be notified to the Member in accordance with the Regulations) or in any other manner set out in the Regulation (including by a combination of different methods).
 - b) The Regulations shall specify when a notice, document or other communication is deemed to be properly given and any requirements to prove they were properly given.
 - c) The Regulations may prescribe additional provisions regarding the process for giving notices, documents, or other communications to Members, provided they are not inconsistent with this Byelaw 64.
- 65) A specified number of days in relation to a length of time within which a notice must be given before an event means that length of time excluding the day on which the notice is given or deemed to be given and the day of the event.

Miscellaneous

- 66) In the event of the Council desiring to perform any act for which the right to do so is not contained in the Byelaws but which is in accordance with the statutory powers of trustees, the Byelaws shall be deemed to contain that right.

SECOND SCHEDULE

Transitional Arrangements

In this Second Schedule the “transition period” means the time between these Byelaws come into effect and the date on which the target in number of Ordinary members of the Council (as set out at Byelaw 17) is achieved.

Regarding Byelaw 17 – During the transition period there shall be a maximum of three Officers and up to twelve Ordinary members of the Council with members of the Council retiring by rotation at the end of their term of office but with a reduced number of vacancies each year (as set out in the table below).

		Current	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8
<i>With elected sequence 2/2/2/1</i>										
		15	15	15	15	13	13	13	13	13
Officers		3	3	3	3	3	3	3	3	3
Elected from Fellows	<i>B/f members</i>	12	12	11	10	9	7	7	7	7
	<i>Step down (4 year term)</i>	-3	-3	-3	-3	-3	-2	-2	-2	-1
	<i>Elect</i>	3	2	2	2	1	2	2	2	1
	<i>Total</i>	12	11	10	9	7	7	7	7	7
Selected from Fellows	<i>B/f members</i>	0	0	1	2	3	3	3	3	3
	<i>Step down (2 year term)</i>				-1	-1	-2	-1	-2	-1
	<i>Select</i>	0	1	1	2	1	2	1	2	1
	<i>Total</i>	0	1	2	3	3	3	3	3	3

Regarding Byelaw 21 - Any Ordinary member of Council as at the date these Byelaws come into effect shall be deemed to be in their first period of four years for the purposes of Byelaws 21(a) to 21(c) inclusive. Likewise, any Officer in post as at the date these Byelaws come into effect shall be deemed to be in their first period of office under Byelaw 18, 19, or 20 (as applicable). This shall be the case notwithstanding that the person concerned may have served one or more periods as a member of Council or Officer (as applicable) prior to the date of adoption of these Byelaws.

Regarding Byelaw 24 – During the transition period Council may (but need not) fill a casual vacancy which arises. A decision not to fill such a vacancy would have the effect of the transitional arrangements being completed more quickly and so shortening the transition period, and in such case the table above shall be deemed to be amended accordingly.

At the discretion of the Council, any Co-opted member of the Council in place as at the date of adoption of these Byelaws shall cease to be such on a date to be determined by the Council, provided always that such date is no later than the date of the AGM immediately following the date of adoption of these Byelaws.