



At the Council Chamber, Whitehall

THE 12th DAY OF MARCH 2025

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

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

Richard Tilbrook, CVO

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 out below:

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.

Chair

the person appointed to this role in accordance with the provisions of Byelaw 18.

Elected members of the Council

the members of the Council elected in accordance with the provisions of Byelaw 21.

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, the Fellows and Honorary Fellows are (together) the membership of the Society for governance purposes. For the avoidance of doubt, this membership

role is in no way related to zoo membership which solely pertains to admission rights to ZSL's zoos. "Fellowship" shall mean (together) the Fellows and Honorary Fellows.

Members of the Council

the persons for the time being making up the Council, being the Elected members and the Selected members of the Council.

Selected members of the Council

the members of the Council selected in accordance with the provisions of Byelaw 22.

Senior Trustee

the person appointed to this role in accordance with the provisions of Byelaw 19.

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 38 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.

Fellowship of the Society

3. The Fellowship 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 Fellow 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 to Fellowship 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 Fellow unless at the date of their election they have attained the age of 16 years.

6.
 - a) The zoo admission fee (or scale of admission fees) for Fellows shall be such sum (or scale) as shall from time to time be prescribed by the Council, if any.
 - b) The annual subscription (or scale of annual subscriptions) of Fellows shall be such sum (or scale) as shall from time to time be prescribed by the Council with the sanction of the Fellowship in General Meeting. If the Fellowship 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 Fellow or section of Fellows.
 - d) Any Fellow 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 a Fellow by the Council shall become a Fellow 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. This provision does not apply to an Honorary Fellow.
8.
 - a) Every Fellow whose annual subscription is paid up to date and every Honorary Fellow 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 Fellow 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 Fellows and Honorary Fellows with respect to admission to and the introduction of visitors to London Zoo, Whipsnade Zoo, 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 Fellowship

9. Any Fellow or Honorary Fellow may, by notice to the Society, 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 Fellow whose annual subscription is six months or more in arrears after its due date shall cease to be a Fellow, provided that the Council may at its discretion restore to Fellowship of the Society any person who shall pay their arrears due down to the date on which they ceased to be a Fellow, together with any further subscription due at the time of restoration to Fellowship. This provision does not apply to an Honorary

Fellow.

11.

- a) If at any time any Fellow 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 Fellowship of the Society should be terminated, the Council may by notice in writing call upon such Fellow to resign.
- b) The notice to the Fellow shall:
 - i) specify the reasons for which the Council considers it desirable that their Fellowship 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 Fellow 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 Fellow of their right to be accompanied by a companion at that meeting.
- c) If the Fellow 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 Fellowship of the Society be terminated and they shall thereupon cease to be a Fellow, 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 Fellow aggrieved by such resolution of the Council shall have a right of appeal within 14 days to the Chair, who shall within a period of 28 days constitute an appeal body of three independent persons drawn from the Fellowship (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.

Restriction on use of designation

12. Except with the approval of the Council, no Fellow, Honorary Fellow, or section of the Fellowship, shall describe themselves as such whether in full or in abbreviation in connection with any trade, profession or calling. Likewise, except with the approval of the Council, no Fellow, Honorary Fellow, or section of the Fellowship 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 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 shall 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 Fellows.

Honorary President, 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 Honorary President, Patron, or Vice-Patron of the Society. Such persons shall enjoy such privileges as the Council may confer upon them, but (unless Fellows or Honorary Fellows in their own right) they shall not form part of the Fellowship 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 Honorary President, Patron(s), and / or Vice-Patron(s) shall act in that capacity for such period as may be determined from time to time by the Council or until such person(s) may resign that position on notice to the Society. If the Council has appointed a committee to oversee nominations pursuant to Byelaw 33, then that committee shall make recommendations to Council for these positions.

The Council

From the date of adoption of these Byelaws until such time as the transitional arrangements set out in Schedule A shall be completed then the terms of Schedule A shall apply to vary the provisions of Byelaws 17, 21, and 23 respectively. Thereafter, the Schedule shall be disregarded.

17. The Council shall consist of six Elected members of the Council and up to six 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.

The Chair

18.

- a) The Chair shall be a Fellow.
- b) The Chair shall be selected by the Council for a term of four years. Subject to the provisions of Byelaw 18(c) the Chair shall be eligible for re-appointment for one further term of four years, making a maximum of eight years as Chair.
- c) Since the Chair occupies one of the spaces designated for a Selected member of the Council, where an existing member of Council is selected as Chair this shall create a casual vacancy for an Elected member of the Council or a Selected member of the Council (depending on whether the Chair was an Elected or Selected member of the Council).
- d) The maximum term of office of a person (taking together their term as Chair and their term as a Selected or an Elected member of the Council) shall be twelve years. To give effect to this, where the person appointed as the Chair:
 - i) has not, at the time of their appointment as Chair, previously served as a member of the Council (whether in an Elected or Selected capacity) then their maximum term of office as Chair shall be eight years. Subject to being Selected or Elected as member of the Council (in accordance with Byelaw 21 or 22, as applicable) this person may then serve one term of four years once their term as Chair has come to an end;
 - ii) was in their first term of office as a member of the Council when appointed as Chair then their maximum term of office as Chair shall be eight years plus the time already served as a (non-Chair) member of the Council; and
 - iii) was in their second term of office as a member of the Council when appointed as Chair then their maximum term of office as Chair shall be four years plus the time already served as a (non-Chair) member of the Council

save (in all cases) for any extension permitted by Byelaw 20d) below.

- e) The Chair shall take the chair, if willing and able to do so, at all the meetings of

the Fellowship and the Council at which they are present.

- f) Any person who takes the place of the Chair at a meeting of the Council or the Society in accordance with the Byelaw 26 shall in relation to the meeting in question have all the authority of the Chair. For the avoidance of doubt, the Chair is at all times a member of the Council and (aside from their particular role as Chair) otherwise has the same rights and obligations as all other members of the Council.

Senior Trustee

19.

- a) The role of 'Senior Trustee' shall be filled by a member of the Council other than the Chair, following a vote of the members of the Council. The appointment shall be for such period as the Council may reasonably determine, provided always that the term of office of the 'Senior Trustee' shall not extend beyond their term of office as a member of the Council (as set out at Byelaw 20(b) below).
- b) The responsibilities of the 'Senior Trustee' shall be as determined by the Council from time to time but, as a minimum, shall include (when required) acting as an intermediary for the other members of the Council, leading such review of the Chair's performance as may take place from time to time, providing a point of contact in the event of any concerns that may be received about the Chair, and acting as a 'sounding board' for the Chair. For the avoidance of doubt, the 'Senior Trustee' shall in all other respects act as a member of the Council, having the same rights and obligations as other members of the Council.

General provisions for members of the Council

20.

- a) The Elected members of the Council shall be elected by the Fellowship in accordance with the provisions of Byelaw 21 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 22 for four years.
- b) A retiring, or previous, member of the Council who has served a single term shall be eligible for election or selection in accordance with the provisions of Byelaw 21 or 22 for one further period of four years. Save for a Council member who is subsequently appointed as Chair, or the circumstances described in Byelaw 20 (c) or (d), no member of the Council shall hold office for more than eight years in total.
- c) Where a member of the Council is appointed under Byelaw 23 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. 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 years. As such that person shall be eligible to serve one further full term only (except where Byelaw 20(d) applies). The same principle applies to the member of the Council who has left.
- d) 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 member of the Council may serve a term longer than the maximum provided for in these Byelaws. For an Elected member of the Council such determination must take place prior to the determination at Byelaw 21(a).

Election of the Elected members of the Council

21.

- a) The Council shall determine each year, subject to the provisions of Byelaws 17 and 20 and the Regulations, the number of 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 Fellowship 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 33 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 (or appointed committee) 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.

The Council may delegate to that committee the power to make recommendations to the Fellows provided always that principles i), ii), and iv) above are applied when making any such recommendations.

- 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 members of the Council shall be deemed to retire.

Selected members of the Council

- 22. 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 six 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 Fellow or Honorary Fellow, either at the point of their selection or subsequently. The initial term of office of a Selected member of Council shall be up to four years, renewable pursuant to the provisions of Byelaw 20b) above.

Vacancies on the Council

- 23.
 - a) In the event of a casual vacancy arising in the office of an Elected member of the Council, the Council shall within the space of four months after such vacancy arises appoint an individual to fill the vacancy, subject to the provisions of Byelaw 17.
 - b) The person so appointed as a member of the Council shall hold office until the end of the term of the member who has left Council. Whether such period of office as a member of the Council counts as the first period of four years (for the purposes of Byelaw 20(b)) shall be determined by Byelaw 20(c).
 - c) 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 22.

Termination of Office

- 24. Any member of the Council shall cease to be so:
 - i) if they cease to be a Fellow or Honorary Fellow; or
 - ii) if by notice in writing to the Society 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 of Council 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

- 25. The Council shall meet at such times as shall be appointed by the Chair, provided that the Chair 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 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.
- 26. If the Chair is not present or willing to take the chair and preside at a meeting of the Council (for whatever reason) the chair shall be taken by a member of the Council nominated by the Chair. 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.
- 27.
 - a) 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 Chair or other person in the chair in accordance with the Byelaws shall not have a second or casting vote.
 - b) Council may, by resolution at a previous meeting or at the discretion of the Chair take decisions using post, telephone, electronic or analogous means. Such voting will be governed by the provisions of Byelaw 27(a). Any decision taken in this way will be reported to and included in the minutes of the next meeting of Council.

28. 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 members of the Council is reduced below seven, the Council shall not act except for the purpose of electing Fellows (or admitting Honorary Fellows), selecting Council members in accordance with Byelaw 22 above (subject to there being any vacancies in those positions), appointing Fellows or Honorary Fellows to vacancies on the Council in accordance with Byelaw 23 or convening a General Meeting of the Society.
29. 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.
30. 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.
31. Notice of any new Regulation and any revocation, addition to or alteration of the Regulations shall be given to the Fellowship as soon as conveniently possible.
32. 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

33. 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.
34. 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 Fellows or Honorary Fellows, 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.
35. 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.
36. All committees and advisory boards shall fully report their acts and proceedings to the

Council as soon as conveniently possible.

Financial matters

37. 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.
38. 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.
39. 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

40. 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 Fellows and / or Honorary Fellows present and entitled to vote shall form a quorum at General Meetings of the Society.
41. No person other than a Fellow or Honorary Fellow may be present at a General Meeting unless by permission of the chair of the meeting.
42. If the Chair is not present or willing or able to take the chair at a General Meeting or a scientific meeting of the Society (for whatever reason), the chair shall be taken by a member of the Council or the Fellowship nominated by the Chair. 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 Fellow to be chosen at the meeting shall preside as chair.
43. 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.
44. 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.
45. 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.

Annual General Meetings

46. The Society shall hold an Annual General Meeting on a day appointed by the Council within seven calendar months after each accounting year end.
47. The Society shall publish on the Society website and give to all the Fellowship notice of the date, time, and place of every Annual General Meeting at least 56 days before the date of the meeting.
48. 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.
49. At least 21 days before the date of the Annual General Meeting the Society shall publish on the Society website and give notice of the business of the meeting, in accordance with Byelaw 50, and send (or otherwise make available) a copy of the Annual Report to all Fellows and / or Honorary Fellows. The notice shall include the text of any appropriate resolution to be proposed for consideration at the meeting and the names of the Fellows and / or Honorary Fellows who have given notice thereof in accordance with Byelaw 51.
50. 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 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.
51. No resolution shall be considered at an Annual General Meeting unless the Fellow or Honorary Fellow wishing to propose it has delivered to the Society (for the attention of the Chair) written notice of the precise text of the resolution signed by themselves and ten other Fellows and / or Honorary Fellows 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 Chair, 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.
52. 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

53. 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 Fellows and / or Honorary Fellows eligible to vote at a General Meeting of the Society. The requisition, which shall be addressed to the Chair 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 Chair, 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.
54. The Chair shall ensure that the Society shall publish on the Society website and give to all Fellows and Honorary Fellows 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 Fellows and Honorary Fellows 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.

Resolutions and electronic and / or postal ballots

- 55.
- 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 Fellowship 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 Fellowship 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 of the Fellowship eligible to vote are able to vote in that way and, to the extent that they are not, shall ensure that such of the Fellowship unable to vote are instead able to vote by way of a postal ballot.

Employees of the Society

56. The Council may make it a condition of employment that the Fellowship of an employee who is a Fellow or Honorary Fellow 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 Fellow or Honorary Fellow for election as a member of the Council, nor to propose or second any person for election as a Fellow or Honorary Fellow, nor except as instructed by the Council, to attend any General Meeting of the Society.

Indemnity

57. 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

58. 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, two members of the Council or such other person or persons as the Council may appoint for the purpose shall sign every instrument to which the seal of the Society is affixed.
59. 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

60. All references herein to the address of a Fellow or Honorary Fellow shall be to their last postal or email address supplied by them to the Society.
61. The accidental omission to give a notice (including notice of a meeting) or to send papers (including ballot papers) to any Fellow or Honorary Fellow eligible to receive them or the non-receipt of such documents shall not invalidate the election or resolutions passed or proceedings at any meeting.
- 62.
- a) The Society may give a notice, document or other communication to a Fellow or Honorary Fellow by post or electronic mail addressed to the Fellow or Honorary Fellow at their address, or by being published in or posted as an insert with a newsletter or similar publication of the Society addressed to them at their address, or via the website of the Society 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 the Fellowship, provided they are not inconsistent with this Byelaw 62.
63. 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

64. 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.

SCHEDULE A TRANSITIONAL ARRANGEMENTS

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

Regarding Byelaw 17 – During the transition period there shall be up to eleven elected members of the Council with members of the Council retiring by rotation at the end of their term of office and vacancies arising as set out in the table below.

	2023	2024	2025	2026	2027	2028	2029	2030
Total Number of Total Trustees:	13	13	13	13	12	12	12	12
Elected Trustees								
<i>Start of year total</i>	11	10	9	7	7	6	6	6
<i>Step down</i>	-3	-3	-3	-2	-2	-2	-1	-2
<i>Elect</i>	2	2	1	2	1	2	1	2
Elected end of year total	10	9	7	7	6	6	6	6
Selected Trustees								
<i>Start of year total</i>	1	3	4	6	6	6	6	6
<i>Step down</i>	0	0	0	-1	-2	-1	-2	-1
<i>Select</i>	2	1	2	1	2	1	2	1
Selected end of year total	3	4	6	6	6	6	6	6

Regarding Byelaw 23 – 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.