

FELLOWSHIP CONSULTATION: GEOLOGICAL SOCIETY GOVERNANCE REVIEW

PROPOSED CHANGES TO THE ROYAL CHARTER AND BYELAWS

This document sets out a series of proposed changes to the Geological Society's key governance documents – its Royal Charter and Byelaws. The background to the review is provided as well as appendices containing drafts of the new versions of each document. We are inviting the views of Fellows on these proposed changes in order to guide Council in the creation of final drafts which will be put to a vote at a Special General Meeting (as required by our current Byelaws).

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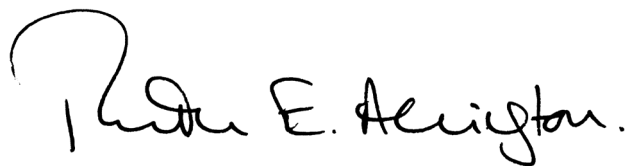
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On behalf of Council:

A handwritten signature in black ink that reads "Ruth E. Allington." The signature is written in a cursive style with a large, looping initial 'R'.

Ruth Allington, President

8 March 2024

1. Why do we wish to revise our governance documents?

The Society's governance documents have been reviewed at the request of Council in order to ensure that:

1. Our governing documents reflect modern organisational standards and best practise and are in full alignment with relevant legislation.
2. Our governance structure aligns with Charity Commission guidance.

The Society has a hierarchy of governing documents which define our governance structure as follows:

Royal Charter.

- i. The Royal Charter was granted in 1825 and remains the Society's primary instrument of governance. A Royal Charter is an instrument of incorporation, granted by the sovereign, which confers independent legal identity on an organisation and defines its objectives, constitution and powers to govern its own affairs.
- ii. A Supplemental Charter was granted in 2006.
- iii. The requirement for 23 Council members is defined in the Royal Charter.
- iv. Changes to the Royal Charter require Privy Council approval.

Byelaws

- i. The Royal Charter gives Council the authority to amend the Byelaws and the Byelaws themselves set out the process by which the Society's Fellows may make, alter, suspend or repeal Byelaws.
- ii. The current Byelaws were approved by Fellows in 2000.
- iii. In accordance with the current Byelaws, all 23 Council members are Trustees of the Society.

Regulations

- i. The Regulations provide further detail on the operation of the Society.
- ii. The Byelaws give Council the authority to amend the Regulations.

Once the work on the Royal Charter and Byelaws is concluded, revision of the Regulations will commence so that the full suite of governance documents is consistent and up to date.

2. Who has been responsible for the review?

The review has been carried out by a Working Group comprising the current President, past members of Council, the Chief Executive Officer of the Society, the previous Executive Secretary and a project manager. The group has been chaired by a recent trustee and vice-President.

The original Terms of Reference for the Working Group were approved by Council in March 2022 and were for the review of the Byelaws only. An updated Terms of Reference adding a review of the Royal Charter (including the Supplemental Charter) was approved by Council in February 2023 and can be accessed [here](#).

The review was extended to include the Royal Charter because it is the Society's primary governing document and consequently has significant impact on the suite of governing documents and our governance structure. A sub-group of the Working Group was established to lead on matters associated with the Royal Charter.

An independent Advisory Group of Fellows was also formed to support the Working Group by contributing ideas and critically reviewing emerging proposals and text, and Council was briefed regularly and consulted in sessions separate to regular Council meetings.

The Working Group has consulted widely with stakeholders within the Society including volunteers and staff. Internal stakeholders who were consulted include:

- i. Members of the Finance and Planning Committee
- ii. Chairs of Standing Committees
- iii. Past-Presidents of the Society
- iv. President Designate
- v. Senior Leadership Team
- vi. Regional Groups
- vii. Early Careers Network
- viii. Professional and Scientific Interest Groups
- ix. Affiliated Groups

In addition, the group held wide-ranging discussions with other organisations which have undergone a comparable governance review in recent years.

All proposals have been reviewed and have the support of Council.

3. What are the key proposals?

Key proposal 1: Amend the Royal Charter

It is proposed that the Royal Charter (including the Supplemental Charter) is amended. A consultation draft of the amended version is provided as **Appendix A**.

Having been received in 1825, the Royal Charter is a document of historic significance to the Society. However, the style of the Royal Charter is archaic which presents challenges in its interpretation and thus use as a modern governing document.

The fundamentals of our governance structure are defined in the Royal Charter e.g. a Council of 23 members; however, the structure that was determined in the 19th century, and which includes named individuals, is not considered fit for purpose in the 21st century.

The amended Royal Charter has been subject to an external review and has been developed in conjunction with an adviser recommended by the Privy Council Office.

The current Charter includes wordings from both the Original 1825 and the Supplemental 2006 versions. These have been paraphrased in the Preamble of the new Draft, as is common practice in modern Charters. The new Draft has not lost anything of the current Charter and has been modernised and updated using more modern language and as required by the Privy Council Office.

Additions include:

- i. The Objects have been updated and extended.
- ii. Necessary Powers to legalise today's operation of the Society and its governance have been added.
- iii. Income and Property clauses have been added, again as required for operation as a Charity and by the Privy Council Office.
- iv. Amendments of the Charter and Byelaws have been retained based on 2/3 majorities at a Special General Meeting; the former still requires Privy Council Office approval, but the latter does not.
- v. A winding up clause added.

Key proposal 2: Revise the Byelaws

It is proposed that the Byelaws are revised. A consultation draft of the revised Byelaws is included as **Appendix B**.

The last review of the Byelaws by officers of the Society was more than 20 years ago. The current Byelaws are no longer fully compliant with current legislation and do not reflect modern organisational standards and practices.

The revised Byelaws have been streamlined with an emphasis on the use of plain English to ensure ease of use and clarity of responsibilities and liabilities for stakeholders.

The revised Byelaws have been subject to external review including by a specialist in charity governance.

Key proposal 3: Reduce the number of trustees on Council

It is proposed that Council (i.e. the number of Trustees as defined in Charity law) is reduced from 23 to a number typically no more than 12, in line with good practice recommendations.

An increased emphasis will be placed on trying to develop a skills-based Council, better equipped to lead the organisation and respond to today's challenges.

Legislative framework for charities in England and Wales

All charities in England and Wales must comply with:

- i. The Charities Acts 2011 and 2022.
- ii. The Charities (Protection and Social Investment) Act 2016.
- iii. The Trustee Act 2000.
- iv. Charity Commission regulation.
- v. Statement of Recommended Practice (SORP) for charity accounting (published by the Charity Commission).
- vi. The Fundraising Regulator.
- vii. Laws on trading, political activity, and fundraising.
- viii. The organisation's own governing document(s).

This legislative framework places legal responsibilities on charities and, importantly, on those individuals who act as Trustees of the charity.

The Charity Commission's guidance [*The essential trustee: what you need to know, what you need to do*](#) states that "trustees have independent control over, and legal responsibility for, a charity's management and administration".

The National Council for Voluntary Organisations (NCVO) website provides a useful summary of the legal obligations of charities and can be accessed [here](#).

Charity Governance Code

The [Charity Governance Code](#) was developed to help charities and trustees achieve high standards of governance. While not a legal or regulatory requirement, the Code draws upon the Charity Commission's guidance. The Charity Commission has observer status in the steering group that developed the Code.

The Code states "A [trustee] board of at least five but no more than twelve trustees is typically considered good practice".

Although not explicit on the recommended maximum size of a Trustee Board, Charity Commission guidance states that it is important to "keep your board small enough to arrange meetings easily and allow effective discussion and decision making".

Council as a Trustee Board

The Society's Council comprises 23 Trustees who are elected by the membership via the annual Council elections. A Council of 23 trustees far exceeds the good practice recommendations of the Charity Governance Code.

The Working Group has found that the large number of Trustees poses risks to effective and compliant operation of the Society because:

- A large group increases the time taken to cover agenda points, reducing the number of items that can be covered in each meeting.
- It is challenging to provide opportunities for all Trustees to contribute to discussions; therefore, the benefits of the diversity of skills and experience in the Council may not be fully realised.
- It can be challenging to arrange quorate meetings of Council if decisions need to be made at short notice.

Key proposal 4: Establish an Advisory Panel

It is proposed that an Advisory Panel comprising elected members is established, with the option to recruit other skilled individuals, to advise Council on strategic matters. This Panel would have an outward-looking focus on geoscience, in contrast to Council and its network of committees which necessarily spend much time on the governance of the organisation.

The proposal to establish an Advisory Panel is considered a solution to the following shortcomings of the current structure:

- In developing the proposal to reduce the size of Council it was recognised that there is a risk that the diversity of participants contributing to strategic thinking will be diminished.
- Through consultation, the Working Group has found that the motivations for standing for Council vary and some people wish to contribute to strategic thinking without taking on legal responsibility as a Trustee.
- Given the wide range of governance issues coming before Council, time for the discussion of the challenges and opportunities facing geoscience in the UK and globally (for example) is often constrained.

The Advisory Panel's role will be to advise Council on strategic matters. Since this is a new approach for the Society, the Panel's remit and terms of reference may develop and evolve in light of experience. Its terms of reference will be set out in a Regulation and will be subject to amendment as required.

Advisory Panel membership

It is expected that the core of the Advisory Panel shall comprise six elected members excluding the Chair. Elected members would serve on the Advisory Panel for a period of two years, renewable once, and only Voting Members of the Society (Fellows, Honorary Fellows and Student Members) would be eligible to stand for election to the Advisory Panel. Nominations for election to the Advisory Panel would be requested from Members of the Society on an annual basis.

It is understood that the Advisory Panel may identify a need for additional specialist support, in which case the flexibility is proposed to enable co-option of additional members. Noting that co-opted members bring specialist skills it is proposed that there is no need for them to be Members of The Society.

Key proposal 5: Review of Standing Committees

It is proposed that a review of the Society's Standing Committee structure, function, and composition is carried out to ensure that it is aligned with the new constitutional documents.

Appendix C provides an organogram outlining the proposed new structure.

Council believes that these changes, when taken together, will result in a more modern organisation which will be better placed to face the challenges and embrace the opportunities of the 21st century, whilst respecting our heritage. In particular, a smaller Council, complemented by an Advisory Panel, will enable the Society to make decisions more effectively.

4. How can you get involved, and how will your views be taken into account?

We welcome comments from the Fellowship on the proposals described in this document during the seven week consultation period. All comments will be recorded (without attribution to the individuals who made them) in a document that also identifies amendments (if any) that Council has made in response to the comments or states why it does not agree that amendment is necessary. This document will be published alongside the final drafts which will be put to a vote at a Special General Meeting.

Please provide your comments and suggestions on the drafts using [this link](#). Please refer to the numbered clause in the Charter or Byelaws you are referring to so that your comment can be matched to the relevant part of the document. If you would like to have a conversation with a member of the Byelaws Review group or ask a question for clarification before you submit your comments, you can request this by emailing byelaws.review@geolsoc.org.uk by 28 April 2024.

Next steps

Following this consultation, the following key activities will be progressed:

- i. Review of comments received from Fellows.
- ii. Document responding to all comments to be prepared.
- iii. Updates to be made to documents and proposals based on comments received.
- iv. Updated documents and proposals to be submitted to Council for Approval.
- v. Subject to Council approval, the Special General Meeting process will be initiated in accordance with the current Byelaws.

Appendix A: Proposed revised Royal Charter

NOTE TO COUNCIL AND SOCIETY MEMBERS

This is a Draft proposal for a new Supplemental Charter. We have consulted widely, but it remains a draft as there is now the opportunity the Privy Council Office (PCO) and for Fellows to review and comment.

INTRODUCTION

The Original Charter of Incorporation was granted to the Geological Society by King George IV on 23 April 1825. A Supplemental Charter was granted by Her Majesty Queen Elizabeth II and issued on 14 July 2006. 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 2024

Version 7 Jan 2024

PREAMBLE¹

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

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS under or by virtue of a certain Charter or Letters Patent bearing date at Westminster the twenty-third day of April in the sixth year of the reign of His Majesty King George the Fourth, after reciting (inter alia) that 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 were desirous of forming a Society for investigating the mineral structure of the Earth and have humbly besought us to grant unto them and unto such other persons

¹ The Original and Supplemental Charter are paraphrased here to streamline the presentation.

as shall be appointed and elected Fellows members² of the said Society as hereinafter is mentioned Our Royal Charter of Incorporation for the better carrying on the purposes aforesaid:

The Geological Society was incorporated as one body politic and corporate by the said Charter or Letters Patent with perpetual succession and a Common Seal and with the said Reverend William Buckland as its first President:

The society is now constituted also by a Charter supplemental thereto granted in the year Two thousand and six (hereinafter called “the First Supplemental Charter”).

AND WHEREAS the Society has by an humble Petition represented unto Us that 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, yet time has overtaken many of the provisions of the original Charter and the Supplemental Charter and it is desirable for the better government of the Society that they should be replaced by a Charter better fitted for the needs of this present time:

The provisions of the original Charter (except in so far as they incorporate the Society and confer upon it perpetual succession and a Common Seal) and the Supplemental Charter 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.

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 (except in so far as they incorporate the Society and confer upon it perpetual succession and a Common Seal) and the

² The term ‘members’ (lower case) includes all grades of membership including Fellows

First supplemental Charter 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 Objects for which the Society is constituted are:
 - 2.1. To investigate the mineral structure of the planet Earth and beyond;
 - 2.2. To advance and coordinate education, training, and professional practice in Geoscience;
 - 2.3. Promote professional excellence and ethical standards in Geoscience.

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. ³ 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 in such manner 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. Text here to be deleted as repetition from Objects above to establish, uphold and advance the standards of qualification, competence and conduct of those who practise geoscience;~~
 - ~~3.4. to promote, encourage, guide and cooperate in the education and training of those who wish to be or are practising as geologists or are interested in geoscience or in subjects connected therewith;~~
 - 3.5. ⁴ to create and maintain a Register of Chartered Geologists admitting and removing practitioners according to the Society's Rules. Chartered Geologists shall be entitled to use the post-nominal initials CGeol FGS;
 - 3.6. 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 These extra powers have been especially identified as being important because a Chartered corporation may only validly do what it has specific power to do other than powers which can be inferred.

⁴ Included by suggestion of PCO so as to put the power to award the title beyond doubt

- 3.7. 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;
- 3.8. 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;
- 3.9. to assume the trusteeship and management of such trust funds for medals, prizes, lectures and other relevant purposes;
- 3.10. 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;
- 3.11. to create such Byelaws as the Council may consider necessary for the good administration of the Society. The current Byelaws are attached as a Schedule to this Charter as the Schedule;
- 3.12. to do all such other lawful and charitable things as are necessary for the attainment of the Objects of the Society;
- 3.13. the Society shall exercise its powers and influence always with regard to safeguarding the environment.

APPLICATION OF INCOME AND PROPERTY

*Two possible version of this Clause are presented. The first is **preferred** as it is more explicit*

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, Trustee, 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. 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.

(ii) The income and property of the Society 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, Officer, member or employee of the Society for any agreed services rendered to the Society;

(ii) to any member, Officer, member or employee of the Society of reasonable and approved out-of-pocket expenses.

This is the alternate version.

The members of the Society shall have no personal claim on the property of the Society and no portion of such property shall be paid or transferred to any person who at any time is or has been a member of the Society provided that nothing herein contained shall prevent the payment in good faith of remuneration in return for any services rendered to the Society or the reimbursement of out-of-pocket expenses properly incurred or prevent the giving of prizes or scholarships to members or prevent the payment of interest on money borrowed by the Society from members at a rate not exceeding one per centum above the Bank of England's minimum lending rate.

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 Council~~⁵ 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 AMENDMENT⁶

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

⁵ 'Council' here is the Privy Council and so amendments to Charter still require PCO approval as would be expected. This was the case in the 2006 Supplemental

⁶ By means of earlier Charter versions, the Society can amend Byelaws without reference to the PCO.

for the time being in force provided that no such Byelaws or amendments thereof shall be repugnant to the provisions of this Our Charter.

WINDING UP

7. The Council may by resolution passed and confirmed as required by Article 4 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 the 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 association or associations having Objects similar to the object of the Society and which shall prohibit the distribution of its or their property among its or their members to an extent at least as great as is imposed on the Society under Article 4 hereof to be determined by the members of the Society present in person or by proxy and voting at a General Meeting at or before the time of 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

Appendix B: Proposed Revised Byelaws

DEFINITIONS

Advisory Panel	The group of individuals that advises Council on strategic matters and provides support with strategic planning. The Advisory Panel does not have responsibility or authority in the running of the Society.
Council	The elected or appointed group of trustees that has overall responsibility for the management 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 Charter and Byelaws.
Disciplinary Panel	One or more Review and/ or Hearing Panels which are together responsible for reviewing complaints, conducting hearings, rendering decisions, and imposing sanctions with respect to disciplinary matters as set out in the Regulations.
Fellow	A Member who meets the admission criteria 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 of Members responsible for identifying candidates for positions on Council, Advisory Panel or Standing Committees.
Officers	Trustees holding an identified position of trust and authority.
President	The elected head of the Society.
President-Elect	The elected immediate future head 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 Voting Member elected to administer and manage the financial assets and liabilities of the Society.
Treasurer-Elect	The Voting Member elected to administer and manage the financial assets and liabilities of the Society who has not yet taken up office.
Trustee	A person elected to Council who acts in the charity's best interests, sets the strategy or plan, makes key decisions and oversees the running of the Society.
Vice-President	An Officer next in rank to the President and empowered to serve as President in that officer's absence or disability.
Voting Member	A Member of the Society who is entitled to vote at a meeting of the Society and in Society elections.

1.	STATUS AND PURPOSE	
1.1	The Geological Society of London (The Society) is a body incorporated by Royal Charter and is a charity registered in England and Wales (Registered Charity No. 210161).	
1.2	The objects of The Society as set out in the Royal Charter are intended for the public good and achieved by: <ul style="list-style-type: none"> i. Advancing and sharing Geoscience knowledge of planet Earth and beyond. ii. Advancing and coordinating education, training, and professional practice in Geoscience. iii. Promoting professional excellence and ethical standards in Geoscience. 	
2.	MEMBERSHIP	
	Members	
2.1	The Society is a membership organisation with the following principal categories of Membership: <ul style="list-style-type: none"> i. Fellows ii. Honorary Fellows iii. Student Members 	

2.2	In addition, there may be categories of non-voting Members open to anyone with an interest in Geoscience but who does not meet the eligibility criteria to become a Fellow or Student Member.	
2.3	The criteria for admission and entitlements and obligations of each grade of Membership are set out in the Regulations.	
Fellows		
2.4	To be eligible for Fellowship a person must: <ul style="list-style-type: none"> i. Hold a degree, or an equivalent qualification, in Geoscience or a related subject from a university or other educational institution recognised by The Society; or, ii. Have demonstrated experience in Geoscience or a related subject. 	
2.5	A Fellow has the right to vote at Meetings of The Society and in Society elections.	
2.6	Any Member who has been a Fellow of The Society for 50 years shall be designated a Senior Fellow.	
Honorary Fellows		
2.7	Council may elect persons for admission to the grade of Honorary Fellow. Persons of distinction, scientists of exceptional merit, and persons who have provided exceptional service to the Geosciences may be elected as Honorary Fellows.	
2.8	An Honorary Fellow has the right to vote at Meetings of The Society and in Society elections.	
Student Members		
2.9	In order to be eligible for Student Membership a person must be: <ul style="list-style-type: none"> i. Registered as a student undertaking a course leading to a degree in Geoscience or a related subject; or, ii. In secondary education and studying subjects that could lead to entry to further education to study Geoscience or a related subject. 	
2.10	A Student Member has the right to vote at Meetings of The Society and in Society elections.	
Chartership		
2.11	A Fellow that meets the academic and professional experience requirements and competencies set out in the Regulations may apply to be validated as a Chartered Geologist. The Society may grant other professional qualifications.	

Post-nominal initials	
2.12	Members are entitled to use the post-nominal initials appropriate to their grade of Membership, as follows: <ul style="list-style-type: none"> i. Fellow: FGS ii. Chartered Geologist: CGeol FGS iii. Honorary Fellow: Hon FGS
2.13	There are no post-nominal initials associated with the Membership grade of Student Member.
2.14	There are no post-nominal initials associated with non-voting Member categories.
Fees	
2.15	Membership shall be by payment of a fee.
2.16	Honorary Fellows and Senior Fellows shall be exempt from the payment of Membership fees but shall be liable to pay to maintain CGeol qualifications.
2.17	Fees shall be due as set out in the Regulations.
2.18	Council may reduce or remove the annual fee or arrears of any annual fee payable by a Member where it is considered appropriate to do so.
2.19	A person shall cease to be a Member of The Society in any of the following cases: <ul style="list-style-type: none"> i. Death ii. Resignation from The Society by making a formal application in writing in accordance with the relevant Regulations. iii. A decision has been made in accordance with the Regulations to revoke Membership due to non-payment of fees or any other debt to the Society. iv. A Disciplinary Panel established in accordance with the Regulations of The Society recommends and Council agrees that Membership is revoked.
Conduct	
2.20	All Voting Members (Fellows, Honorary Fellows, and Student Members) shall comply with the Codes of Conduct as set out by The Society in the Regulations whether they are acting in a professional or personal capacity.
2.22	All non-voting Members shall comply with the relevant Codes of Conduct as set out by The Society in the Regulations.
2.21	Disciplinary procedures to be followed in case of complaint against a Voting Member shall be set out in the Regulations. Every Member against whom a complaint is raised shall be deemed to remain a Member until such time as the confidential disciplinary procedure is completed.

3.	COUNCIL AND ADVISORY PANEL
	Council
3.1	Council is responsible for directing and governing The Society.
3.2	Members of Council are charity Trustees in law and must comply with all relevant legislation.
	Membership of Council
3.3	Council shall consist of a maximum of 12 Trustees, 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 in the majority 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.
3.5	The composition of Council, including the duration of service and criteria for appointment of non-elected Trustees and co-option of other members, shall be as set out in the Regulations.
	Election to Council
3.6	Potential candidates with appropriate experience and skill sets for positions on Council shall be identified by the Nominations Committee.
3.7	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.
3.8	All Voting Members proposed for election as Trustees may be excluded from election if they do not confirm that no grounds exist for their disqualification.
3.9	Trustees shall be elected for a three-year term, once renewable, by means of a ballot of the Voting Members conducted in accordance with the Regulations and shall take up office immediately following the Annual General Meeting, when the election results are enacted.
	Powers and responsibilities
3.10	Council has the following powers and responsibilities: <ul style="list-style-type: none"> i. Serve as the Trustees for the Society. ii. Ensure that the Society carries out its purposes for the public benefit. iii. Ensure that the Society pursues its activities as set out in its Royal Charter and Byelaws. iv. Ensure that the Society and trading subsidiaries are compliant with all relevant legislation and with their legal obligations. v. Act in the best interests of the Society as a whole not on behalf of any one grouping or constituency. vi. Make and amend Regulations as required.

	<ul style="list-style-type: none"> vii. Set and periodically review Society strategy, and its mission, vision, purpose, and values. viii. Approve the Society's strategic plans, business plans and budgets, and monitor their delivery. ix. Ensure effective delegation of authorities by: <ul style="list-style-type: none"> x. Ensuring effective operating procedures, financial control and risk management systems are established and monitored. xi. Directing, monitoring and coordinating the activities of Standing Committees, subcommittees and panels. xii. Appoint, direct, and remove the Chief Executive. xiii. Define and maintain job descriptions for all Officer roles and ensure a pipeline of appropriately skilled potential Trustees for future succession.
Cessation and disqualification	
3.11	<p>A Trustee shall vacate their position in the following circumstances:</p> <ul style="list-style-type: none"> i. If that Trustee is an elected or appointed member of Council and is no longer a Voting Member of The Society. ii. On submission of their resignation to Council. iii. If that Trustee has a receiving order made against them, becomes bankrupt, or enters an arrangement with creditors. iv. If that Trustee dies or becomes incapable due to ill health. v. If that Trustee is found to have breached any of The Society's Codes of Conduct. vi. Upon expiration of the term of office for which they were appointed or co-opted.
3.12	Trustees shall advise Council at the earliest opportunity of any reason why they are no longer able to act as a Trustee.
Meetings of Council	
3.13	Council shall meet at least four times per year, in person or remotely.
3.14	Seven members of Council, including at least one Officer, shall form a quorum.
3.15	The President shall normally chair meetings of Council.
3.16	In the President's absence the meeting shall be chaired by a Vice-President or other Officer selected by the President. If no Officer has been selected, a chair shall be appointed from amongst the Trustees who are present.
3.17	The normal method of voting at meetings of Council shall be by show of hands. A vote shall be taken in any cases prescribed by the Regulations. Votes shall normally be carried by a simple majority unless agreed by Council in advance of a vote taking place or set out in Regulations. In the event of a tied vote the chair of the meeting shall have an additional casting vote.

3.18	The Chief Executive shall attend Council meetings. Other members of staff shall attend by invitation.
Advisory Panel	
3.19	Council may establish an Advisory Panel to provide advice to Council, generally of a strategic nature, in support of their work as set out in Regulations.
3.20	Every Voting Member of The Society has the right to be proposed for election as a member of the Advisory Panel and to propose other Voting Members for election as members of the Advisory Panel as laid out in the Regulations.
3.21	The composition of the Advisory Panel shall reflect the broad range of The Society's Membership and the Geoscience community.
3.22	Potential candidates with appropriate experience and skill sets for positions on the Advisory Panel shall be identified by the Nominations Committee.
3.23	The Advisory Panel shall normally be chaired by a recent Past-President or another former Officer of The Society who has recently resigned from Council.
3.24	The chair of the Advisory Panel may be invited to attend meetings of Council as appropriate, but not as a trustee.
4.	OFFICERS
	Officers
4.1	The Officers of The Society shall consist of: <ul style="list-style-type: none"> i. President ii. Vice-Presidents iii. Treasurer
4.2	No person shall be simultaneously more than one of President, Vice-President, or Treasurer.
Election of Officers	
4.3	Potential candidates with appropriate experience and skill sets 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 at the Annual General Meeting.

4.6	Voting shall be as set out in the Regulations.
President	
4.7	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.
4.8	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.
4.9	The President shall chair Council and all General Meetings.
4.10	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.
4.11	In the event that the President is unable to remain in office for their full term, Council may appoint the President-Elect to the position of President, or Council may elect another Officer to take on the role of President until the next Annual General Meeting.
Vice-Presidents	
4.12	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.
4.13	The period of office for Vice-Presidents is three years and they may serve up to a maximum of two consecutive terms in office.
Treasurer	
4.14	Upon election, the incoming Treasurer shall be invited to attend meetings of Council for a period of one year as Treasurer-Elect. The Treasurer-Elect is not a Trustee of The Society or an Officer.
4.15	In addition to their responsibilities as a Trustee, the Treasurer shall chair the Standing Committee responsible for financial matters, and the Treasurer-Elect may be invited to attend.
4.16	The period of office for the Treasurer is three years and they may serve up to a maximum of two consecutive terms in office.
4.17	The Treasurer Elect shall be entitled to attend meetings but is not entitled to vote.
5. MEETINGS	
5.1	The Meetings held by The Society shall be Scientific and Professional Meetings, General Meetings or other meetings approved by Council.

		Scientific and Professional Meetings
5.2		The Society, Professional and Scientific Interest Groups, Regional Groups or other groups of Fellows may organise meetings at which a scientific theme or professional topic can be presented and discussed.
5.3		The subjects of and discussion at meetings shall be in accordance with the aims of the organising group and the objects of The Society.
5.4		The procedure for the establishment and conduct of Professional and Scientific Interest Group and Regional Group Meetings shall be as laid down in the Constitutions of such Groups which must be approved by Council.
		General Meetings
5.5		General Meetings shall be Annual or Extraordinary. The chairing, order of business at and the conduct of General Meetings shall be determined by Regulations.
5.6		Members shall be notified of the date and time of all General Meetings at least 28 days in advance and the agenda and papers shall be published for Members to view at least 14 days in advance of Meetings.
5.7		The arrangements for General Meetings shall allow for Fellows either to be present at the meeting or to attend the meeting remotely.
5.8		All Members shall have the right to attend all General Meetings.
5.9		Voting at General Meetings shall be in accordance with Regulations.
		Annual General Meeting
5.10		The Annual General Meeting shall be held at a date set by Council at a time suitable to receive the Annual Report and Accounts.
5.11		<p>The Annual General Meeting shall receive:</p> <ul style="list-style-type: none"> i. Annual report of Council. ii. Reports on committee activities from the President, Treasurer and chairs of Standing Committees. iii. Annual Report on the general business of The Society from the Chief Executive. iv. Annual accounts for the previous year from Council's and the Auditor's report. <p>and shall:</p> <ul style="list-style-type: none"> v. Approve the annual report. vi. Note the results of the vote for new members of Council. vii. Note the Officers for the next year. viii. Confirm election of Honorary Fellows. ix. Note and acknowledge the Fellows and Honorary Fellows who have died in the past year. x. Appoint Auditors.

		xi. Transact such other business as is provided by the Royal Charter, Byelaws and Regulations.
Extraordinary General Meetings		
5.12	An Extraordinary General Meeting may be called to debate matters relating to the governance of The Society, as prescribed in Regulations:	<ul style="list-style-type: none"> i. At any time by the President. ii. At any time on a resolution of Council. iii. By Council within 28 calendar days of receipt of a written request made in accordance with the procedures set out in Regulations from not less than 25 Voting Members.
5.13	Notification of the matters to be debated and the arrangements for voting shall be provided to all Voting Members 21 calendar days in advance of the meeting. Only matters given in the papers may be debated and then voted on.	
5.14	An Extraordinary General Meeting shall initially convene to discuss and 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.	
5.15	Voting on the motions shall be in accordance with the Regulations and carried out online, within 14 calendar days from the date on which the summary of the proceedings is published and circulated to Voting Members.	
6. COLLECTIONS AND PUBLICATIONS		
Collections		
6.1	The Collections of the Geological Society comprise:	<ul style="list-style-type: none"> i. Library Collection (physical and electronic published material including books, periodicals and maps). ii. Artefacts (works of art, geological specimens and items of historical significance). iii. Archives (business papers of The Society, deposited papers, the Royal Charter, Deeds and Common Seal).
6.2	Council shall ensure the proper stewardship of The Society's Collections, and shall make the Collections accessible, by direct and, or remote means, 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.	

	Publications
6.4	Council shall establish and maintain a publishing strategy that is consistent with The Society's charitable objects and shall delegate such powers as it considers desirable for establishing and maintaining the scientific standards and general quality of such publications.
7.	BUSINESS PRACTICES
	Staff
7.1	Council shall appoint, and may remove, a Chief Executive or equivalent as the senior staff member. The Chief Executive is accountable to Council which may appoint a line manager, normally the President. Working with the senior staff team the Chief Executive is responsible for: <ul style="list-style-type: none"> i. The appointment, leadership and management of the staff. ii. The delivery of The Society's strategic objectives through an annual business plan and budget. iii. Regular reporting to Council on the management of The Society's business.
	Auditors
7.2	A firm of auditors shall be approved by Council and proposed for ratification by Members at the Annual General Meeting. The auditors shall: <ul style="list-style-type: none"> i. Carry out the annual audit of The Society's accounts in accordance with relevant legislation. ii. Report to the Audit Committee and Council on the outcomes of the annual audit. iii. Advise the appropriate Standing Committee(s), the Audit Committee and staff on matters related to the production and approval of the annual Statement of Financial Accounts.
7.3	The auditors shall be entitled to receive notice of and attend every General Meeting.
7.4	If the role of auditor becomes vacant before the expiry of their period of office, the Trustees shall appoint an auditor and their appointment shall only apply until the next Annual General Meeting.
	Royal Charter, Deeds and Common Seal
7.5	Trustees shall ensure that appropriate arrangements are in place for the safe-keeping of the Royal Charter, Deeds, Common Seal, and other legal documents. The Common Seal shall be used only with the authority of Council for the purposes described in the appropriate Regulation.
	Indemnity
7.6	Each acting or former Trustee and Voting Member acting as a representative of any body appointed by Council shall be indemnified against all costs and losses which they may become liable to by reason of anything done, or omitted to be done, by them in the discharge of their duty. Such indemnity includes any official duty owed to any other organisation where such duty derives from their status as a Trustee of the Society.

7.7	Such indemnity excludes costs and losses incurred as a result of: <ul style="list-style-type: none"> i. Negligence, fraud or criminal conduct by them in relation to the Society; ii. Conduct that they knew, or must be assumed to have known, was not in the best interests of the Society, or which they did not care whether it was in the best interests of the Society or not; iii. Unsuccessfully defending criminal prosecution for offences arising out of their fraud or dishonesty or wilful or reckless misconduct.
7.8	The Society may purchase insurance against personal liability as may arise from an act of omission which is or is alleged to be a breach of trust or duty committed in their capacity as a Trustee provided that the terms of such insurance must exclude any liability to pay: <ul style="list-style-type: none"> i. A criminal fine, or penalty in respect to non-compliance payable to a regulatory authority; ii. Any liability incurred in defending criminal proceedings in which the Trustee or Voting Member is convicted of an offence arising out of any fraud or dishonesty or wilful or reckless misconduct; iii. Any liability incurred to the Society that arises out of conduct that the Trustee or Voting Member knew or must reasonably have been assumed to know was not in the interests of the Society, or did not care whether it was in the best interests of the Society or not.
Limitation on private benefits	
7.9	The property and funds of the Society shall be used for advancing the Society's object, though Members and Trustees may receive: <ul style="list-style-type: none"> i. Reasonable interest on any loans to the Society ii. Reasonable rent or fee for any property let or hired to the Society iii. Charitable benefits arising from their Membership status iv. Payment or benefits for a contracted service, provided such services are needed and such payments constitute good value, and that any actual or perceived conflict of interest is authorised by Council. v. Reimbursement for reasonable out of pocket expenses incurred on behalf of the Society
7.10	Members who are not Trustees may be employed by the Society, subject to the usual terms and conditions of employment.

Appendix C: Organogram outlining the proposed new governance structure of the Society.

PROPOSED GSL GOVERNANCE STRUCTURE

