

Charter and Bye-Laws



The
LINNEAN
SOCIETY
of London



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Introduction

When the Linnean Society was founded on 18 March 1788, it was governed by two letterpress pages of Rules and Orders. By the turn of the century, membership had grown to over 200 and the future constitution of the Society came under review. The Society opted for incorporation by Royal Charter, which at that time was the sole means by which a group of individuals could be turned into a single legal entity: an incorporated body. Its objective was the 'cultivation of the science of natural history in all its branches'.

George III, the King in Council, formally recognised the Society with a Royal Charter of Incorporation, which was granted on 26 March 1802. On the granting of this Royal Charter, the Society's internal regulations were expanded into 17 chapters of Bye-Laws.

One hundred years later, in June 1902, it was agreed that an Additional Charter would be requested to include a number of significant changes to the Fellowship (FLS) and to the Society's Council. One of those changes would be the election of women. The 1904 Additional Charter allowed for the Society 'to elect such persons without distinction of sex to be Fellows', and the Bye-Laws were revised accordingly.

In 2020, the Bye-Laws were compared with those of similar organisations and revisions were proposed, with the Fellowship adopting the new Supplemental Charter & Bye-Laws on 23 March 2023. Approved by the Privy Council, the new Charter & Bye-Laws took legal effect on 21 November 2024 when it was passed under the Great Seal by the Crown Office.



Supplemental Charter

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 His Majesty King George the Third by Royal Charter (hereinafter referred to as “the original Charter”) dated the twenty-sixth day of March in the year of our Lord one thousand eight hundred and two constituted a body politic and corporate by the name of “The Linnean Society of London” (hereinafter referred to as “the Society”) with perpetual succession and a Common Seal:

AND WHEREAS His Majesty King Edward the Seventh by Supplemental Charter (hereinafter referred to as “the 1904 Supplemental Charter”) dated the eighth day of April in the year of our Lord one thousand nine hundred and four made various grants and declarations by way of addition to the original Charter:

AND WHEREAS Her Majesty Queen Elizabeth the Second by Supplemental Charter (hereinafter referred to as “the 2005 Supplemental Charter”) dated the fourteenth day of July in the year of our Lord two thousand and five made certain further changes to the original Charter particularly by the insertion of section numbers:

AND WHEREAS the Society has by an humble Petition prayed that We should be graciously pleased to grant to it a further Supplemental Charter in order to consolidate in one document the amendments of previous Charters together with the current changes required by the members (hereinafter referred to as “the 2024 Supplemental Charter”):

NOW THEREFORE KNOW YE that We having taken the said Petition into Our Royal Consideration by virtue of Our Prerogative Royal in that behalf and of all others

powers enabling Us so to do and of Our especial grace, certain knowledge and mere motion have granted and declared and by these Presents do for Us, Our Heirs and Successors grant and declare as follows:

THE LINNEAN SOCIETY OF LONDON

1. The incorporation provisions of the original Charter creating the Linnean Society of London shall continue and the present members of the Society shall continue in membership together with all persons who subsequently are admitted into membership. Otherwise the original Charter and the subsequent Supplemental Charters shall be, and hereby are, revoked and replaced by the following provisions.

OBJECT

2. The object of the Society is the cultivation of the science of natural history in all its branches.

POWERS

3. The Society shall have the following powers exercisable in furtherance of its said object but not otherwise, namely:
 - i. To encourage the maintenance of scholarship and scientific integrity in all matters of interest to the Society;
 - ii. To arrange or assist others in arranging for meetings, educational courses, lectures and other occasions for the interest of the members of the Society and for the general public;
 - iii. To establish, manage, publish, promote, organise, finance and encourage the study, writing, production and distribution gratuitously or otherwise of books, periodicals and other publications, or other documents, educational courses and lectures or materials reproduced on electronic media in print or electronic form;

- iv. To establish, manage, promote, organise, finance, equip and maintain libraries and collections relating to the object of the Society;
- v. To promote, commission, foster, undertake and publish research into any area of the object and to disseminate and exchange the results of any such research;
- vi. To promote and support organisations, whether charitable or not, and whether jointly or singly, for the purpose of the object of the Society and to assist such organisations as necessary in the fulfilment of their objects;
- vii. To make provision for bursaries, awards and grants relating to the object of the Society;
- viii. To create, and undertake the management of, any trusts or endowments and any scholarships and exhibitions for the furtherance of the object of the Society;
- ix. To make suitable arrangements for undertaking the business of the Society and for organising all General Meetings of the Society;
- x. To employ such staff, who shall not be members of the Council of the Society, as are necessary for the proper pursuit of the object of the Society and to make all reasonable and necessary provision for the payment of salaries, pensions and any other benefits to them;
- xi. Subject to any consents as may be required by law, to invest the monies of the Society, not immediately required, in or upon such investments or other property or other assets as the Council may think fit;
- xii. Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the assets of the Society;
- xiii. Subject to such consents as may be required by law, to borrow or raise money on such terms and on such security as may be thought fit;
- xiv. To create such Bye-Laws as the Society may consider necessary for the good administration of the Society;
- xv. To petition His Majesty's Government or other public persons or bodies in respect of any matter affecting the object of the Society; and
- xvi. To do all such other lawful things as are incidental to the attainment or furtherance of the said object.

Provided that:

- a. The Society's object shall not extend to the representation of the interests of members with regard to their conditions of employment;
- b. Nothing herein shall prevent any payment in good faith by the Society:
 - i. of reasonable and proper remuneration to any member, Trustee or employee of the Society for any agreed services rendered to the Society other than service as a member of the Council; and
 - ii. to any member, Trustee or employee of the Society of reasonable out-of-pocket expenses; and
- c. The Society shall exercise its powers and influence always with regard to safeguarding the environment.

MATTERS RELATED TO PROPERTY

4.
 - i. The Society, or any person on its behalf, may acquire for the purposes of the Society any lands, tenements or hereditaments or any interest therein; and hold the same in perpetuity or otherwise and from time to time (subject to all such consents as are by law required) grant, demise, alienate or otherwise dispose of the same or any part thereof.
 - ii. Any person or body corporate may assure in perpetuity, or otherwise, or demise or devise to, or for the benefit of, the Society any lands, tenements or hereditaments whatsoever, or any interest therein, within Our United Kingdom of Great Britain and Northern Ireland.
 - iii. 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, employee or member 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.
 - iv. In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- v. The income and property of the Society shall be applied solely towards the promotion of its object 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, and no member of its Council shall be appointed to any Office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or in kind from the Society save as provided by the Society’s powers at 3(b) above.

CHARTER CHANGES

- 5. The members may, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members present and voting in accordance with the procedure prescribed by the Bye-Laws, revoke, amend or add to any of the provisions of this Our Charter, but no such revocation, amendment or addition shall, until approved by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as revoked, amended or added to. This provision shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.

BYE-LAWS CHANGES

- 6. The members may, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members present and voting, revoke, amend or add to the Bye-Laws.

SURRENDER OF CHARTER

- 7. The members may, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members present and voting, determine to surrender this Our Charter, subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit, and wind up or otherwise deal with the affairs of the Society in such manner as shall be determined by such resolution or, in default of such direction, as Our courts of law shall think expedient having due regard to the liabilities of the Society for the time being, and 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 among the members or any of them but shall, subject to any special trusts affecting the same, be given and transferred to some association having objects similar to the object of the Society which shall prohibit the distribution of its income or property amongst its members to an extent at least as great as is imposed on the Society by this Our Charter, such association to be determined by the members at or before the time of dissolution.

CONCLUSION

- 8. 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 Twenty-first

day of November Two thousand and twenty-four

in the third year of Our Reign.

BY WARRANT UNDER THE KING’S SIGN MANUAL

Bye-Laws

PART 1. GOVERNANCE

1. Constitution

- 1.1 The original Royal Charter of 1802, Supplemental Charter of 1904, Supplemental Charter of 2005 and Supplemental Charter of 2024 incorporate the Society, and set out its legal status and powers.
- 1.2 The governing documents of the Society are its Charters, Bye-Laws and Standing Orders. Together these comprise the Constitution of the Society.
- 1.3 The Society shall operate as a charity under English law with the Council serving as the Board of Trustees.

2. Bye-Laws

- 2.1 The Bye-Laws are the rules established by the Society to regulate itself and serve the object of the Society as set out in the Charters. The Bye-Laws are subordinate to the Charters.
- 2.2 The procedure for altering, revoking or making new Bye-Laws is provided by the Charters. The Council may propose to alter, revoke or make new Bye-Laws, but no changes shall take effect until they have been approved by the Fellowship. Any change must be consistent with the Charters and English law.
- 2.3 Any Fellow may propose changes to any Bye-Law for consideration by the Council in a written notice in accordance with Bye-Law 22.7 supported by six Fellows. The notice shall clearly set out the proposed changes to these Bye-Laws, the reasons for the proposal, and the names and signatures of the Fellows who support the proposal.



- 2.4 Changes to any Bye-Law proposed by the Council shall be communicated to the Fellowship for consultation at least 42 clear days prior to the General Meeting at which such changes are to be considered.
- 2.5 Any Fellow wishing to raise a reasoned objection or make an amendment to any change to the Bye-Laws proposed by the Council must do so by written notice in accordance with Bye-Law 22.7, within 21 clear days of the issue of the notice of changes. Any objections or amendments received after the deadline shall not be considered.
- 2.6 Notification of the Council's proposed changes to the Bye-Laws, together with details of any reasoned objection or amendment received in accordance with Bye-Law 2.5, must be provided to all Fellows with the notice of the General Meeting, stating that the proposed changes and amendments will be considered at the meeting.
- 2.7 If the changes to the Bye-Laws are subsequently approved by a two-thirds majority of voting Fellows attending the General Meeting, then they are considered to have passed and become binding on the Society at the close of the meeting.
- 2.8 A copy of the current version of the Bye-Laws shall be made available to members of the Society on request and published on the Society's website.

3. Standing Orders

- 3.1 The Standing Orders are the rules established by the Council to manage the affairs of the Society and its business. The Standing Orders are subordinate to the Bye-Laws, and in the event of inconsistency between any Standing Order and the Bye-Laws, the Bye-Laws shall take precedence.
- 3.2 The Council shall make such Standing Orders as deemed useful to regulate the conduct of its business. The Council may, from time to

time, make, amend or repeal any Standing Order at any meeting of the Council, providing due notice has been given to the Trustees in advance of the meeting and any such changes are not inconsistent with the Society's Charters, Bye-Laws or English law.

- 3.3 A copy of the current version of the Standing Orders shall be made available to members of the Society on request and published on the Society's website.

PART 2. MEMBERSHIP OF THE SOCIETY

4. Categories of Membership

- 4.1 There shall be the following categories of membership: Fellows (including Honorary Fellows) and Associates, who shall, unless the context otherwise requires, be known as "members" and collectively as "the membership". There is no limit to the number of members in either category.
- 4.2 All Fellows in good standing (apart from those who are also employees of the Society, pursuant to Bye-Law 19.4) shall have the right to:
- attend all General Meetings;
 - vote on all matters for which a vote of the Fellowship is called;
 - be a candidate for election or appointment as a Trustee, subject to nomination in accordance with the Bye-Laws and Standing Orders;
 - elect Trustees;
 - elect the President/President-Elect and Treasurer; and
 - approve the appointment of a firm of chartered accountants as external auditors.

- 4.3 The Council may establish the creation of different sub-categories of Associates. Associates may attend General Meetings but are not entitled to vote or become a Trustee. The admission, regulation, termination and privileges of Associates are to be decided by the Council and set out in the Standing Orders.
- 4.4 Members in the following categories shall be entitled to use the respective post-nominals for so long as they remain in that category and are in good standing:
 - a. Fellows FLS
 - b. Honorary Fellows Hon FLS
- 4.5 Fellows and Associates are obliged to pay an Annual Contribution, subject to any waiver under Bye-Law 4.7. The applicable levels of Annual Contribution are to be established by the Council and set out in the Standing Orders. Honorary Fellows do not pay an Annual Contribution (pursuant to Bye-Law 6.1).
- 4.6 In default of payment of the applicable Annual Contribution for the current year, a Fellow shall cease to be in good standing and shall not be entitled to exercise any rights and privileges of Fellowship (including the use of post-nominals). Their Fellowship shall stand suspended until full payment of overdue contributions has been made.
- 4.7 The Council at its discretion may waive the whole or part of the Annual Contribution.
- 4.8 The privileges and obligations of members shall be determined by the Council and set out in the Standing Orders.
- 4.9 The Council may, from time to time, invite persons who champion and support the object of the Society to accept the role of Patron or Vice-Patron of the Society. If accepting the role, such persons shall enjoy such privileges as the Council may confer upon them and attend any General Meetings, but (unless Fellows in their own right) they shall not form part of the membership of the Society and

shall not be qualified to act as Trustees on the Council or to cast any vote in the affairs of the Society. The Council may at its absolute discretion rescind the role from any person.

- 4.10 The Council may establish other categories of affiliated persons, who shall not form part of the membership of the Society, as set out in the Standing Orders.

5. Election and Admission of Fellows

- 5.1 Bye-Law 5 shall not apply to Honorary Fellows.
- 5.2 Any person who is committed to furthering the object of the Society shall be eligible for consideration to be a Fellow.
- 5.3 The method of election for a Fellow shall be via an application supported by named referees. Applications for Fellowship shall be sent to the Office of the Society or an email address designated for this purpose. The form of the application shall be determined by the Council and set out in the Standing Orders.
- 5.4 No person shall be elected as a Fellow who has not attained the age of 18 years.
- 5.5 A Fellowship Committee, established by the Council, shall review applications for election to the Fellowship. This committee shall be composed only of Fellows, at least half of whom are non-Trustees. The composition and Terms of Reference of this committee shall be determined by the Council and set out in the Standing Orders.
- 5.6 The Fellowship shall be notified of the name of an applicant meeting the criteria for election as a Fellow. Any Fellow may make reasoned objections to this applicant by writing to the Fellowship Committee at the Office of the Society, or using a designated email address, within 21 clear days of the notification.
- 5.7 The Fellowship Committee shall report to the Council their judgement on the suitability of the applications, the validity of any objections received and recommend which individuals should be elected as



- Fellows. On approval at a Council meeting, an individual is then deemed elected as a Fellow of the Society.
- 5.8 Every person elected as a Fellow will receive notice of their election, the Charters and Bye-Laws of the Society, and notice of the Annual Contribution then due.
- 5.9 Fellows shall, on receipt of a notice of election, pay the first Annual Contribution immediately, and shall pay subsequent Annual Contributions in advance, on or before the anniversary of their election as long as they shall continue to be Fellows. The election of newly elected Fellows shall be void if the applicable Annual Contribution has not been made within 60 days of notification of election.
- 5.10 A Fellow is deemed admitted to the Society on receipt of payment of their first Annual Contribution. In paying the Annual Contribution, Fellows agree to subscribe to the obligations within these Bye-Laws and the Society's Code of Conduct (as set out in the Standing Orders), and promote the interests, welfare and values of the Society.
- 5.11 On admission, Fellows will have their details entered onto the Society's Register of Members. The form of the Register of Members is to be decided by the Council and should be available for inspection by members. The Register of Members shall list their names, addresses, dates of election and admission, and, if relevant, dates memberships ceased. This is subject to any applicable data protection and/or privacy legislation with which the Society is obliged to comply.
- 5.12 On admission, Fellows shall be offered an opportunity to appear in person at the Society's rooms to participate in a welcoming ceremony. The form of this ceremony is to be determined by the Council and set out in the Standing Orders. Fellows may sign the Roll and Charter book at the welcoming ceremony or on another occasion when they visit the Society.

6. Honorary Fellows

- 6.1 Honorary Fellows shall have the same rights and privileges as Fellows, including the right to vote, and the obligation to adhere to these Bye-Laws, and the Society's Code of Conduct, and promote the interests, welfare and values of the Society, but they do not pay the Annual Contribution.
- 6.2 The maximum number of Honorary Fellows shall be determined by the Council and set out in the Standing Orders, but shall not at any time exceed 75.
- 6.3 The Council may nominate any person as an Honorary Fellow who has made a significant contribution to the furtherance of the Society's object. Any six Fellows may propose to the Council, in writing, any person for consideration as an Honorary Fellow. Such nominations must be submitted to the Office of the Society on or before 23 February preceding the date of the Anniversary Meeting.
- 6.4 No person shall be declared to be elected an Honorary Fellow who has not received the votes of two-thirds of the eligible Fellows voting at an Anniversary Meeting.
- 6.5 Subject to Bye-Laws 6.3 and 6.4 the procedure for the election of Honorary Fellows shall be determined by the Council and set out in the Standing Orders.
- 6.6 An Honorary Fellow shall receive notification of their election and, on acceptance, shall have their details entered onto the Society's Register of Members in accordance with Bye-Law 5.11.

7. Termination of Fellowship

- 7.1 Fellowship shall not be transferable, and a Fellow (including Honorary Fellows) shall cease to be such if:
 - a. by written notice to the Society, the Fellow resigns provided that all monies due from the Fellow to the Society have been paid. In

exceptional circumstances the Council may decide to accept such resignation without payment of all monies due;

- b. a Fellow fails to pay the Annual Contribution or any other sum properly due to the Society, either by the due date or in accordance with an agreed instalment arrangement, unless otherwise determined by the Council. Normally this will initially result in a suspension of Fellowship. The Council may reinstate any person suspended on this ground subject to compliance with such conditions as the Council may impose at its discretion. This includes, but may not be limited to, payment of all or part of the sum due, or a waiver of such arrears. If a Fellow does not comply with the conditions set by the Council their Fellowship shall be terminated; or
 - c. as a result of disciplinary procedures referred to in Bye-Law 7.2.
- 7.2 A Fellow shall be liable to disciplinary proceedings if alleged to have:
 - a. been found guilty in a court of law of an offence involving fraud or dishonesty;
 - b. been committed to prison following conviction for any other offence;
 - c. failed to observe the Charters, Bye-Laws, Standing Orders, Code of Conduct, or terms and conditions of membership;
 - d. engaged in any activity inconsistent with membership of the Society; or
 - e. acted in a manner detrimental to the welfare or reputation of the Society.
 - 7.3 The Council shall set out in the Standing Orders the disciplinary procedure for the investigation, hearing, appeal and determination of any allegation or complaint against a Fellow (including Trustees). Such person shall be liable to sanctions applied by the Council, including the sanctions of suspension or expulsion from the Fellowship.
 - 7.4 A Fellow who is suspended shall not be entitled to exercise any rights or privileges of Fellowship (including the use of post-nominals).

- These rights and privileges shall be restored at the end of a period of suspension.
- 7.5 If on the conclusion of the disciplinary procedure the Council then resolves to expel a Fellow their Fellowship is thereby terminated.
- 7.6 On termination of Fellowship, a Fellow shall not be entitled to exercise any rights and privileges of Fellowship (including the use of post-nominals).

PART 3. MEETINGS OF THE MEMBERSHIP

8. General Meetings

- 8.1 The business of the Society is conducted at the Annual General Meeting (Anniversary Meeting) and any Extraordinary General Meetings that may be called. Together these are called General Meetings.
- 8.2 General Meetings may be held in such a format and time as the Council decides and are specified in the meeting notice. General Meetings shall be held in person, virtually using appropriate technology or via a combination of both, provided always that those attending can communicate any information or opinion that they may have on the items of business being considered, and can ask questions.
- 8.3 General Meetings shall be called by the Council by giving notice to members of the Society at least 21 clear days before the date of the meeting. The notice shall specify the date, time and place of the meeting, the business to be conducted, the Council's direction as to the method of voting and the way members may participate in the meeting.
- 8.4 General Meetings shall be open to all members of the Society, and the Society's Patron and Vice-Patrons. Guests may attend only on the invitation of the President or the Chair of the meeting, as set out in the Standing Orders.
- 8.5 Discussion of the Society's business at a General Meeting shall be open to all members of the Society, but the power of voting will be restricted to Fellows in good standing.
- 8.6 No business shall be conducted at any General Meeting other than that specified on the notice to members.
- 8.7 There is a quorum at General Meetings if at least 21 Fellows in good standing are in attendance (in person or virtually) and entitled to vote.
- 8.8 If a quorum is not present within 30 minutes from the time the meeting is due to start, or if a quorum ceases to exist during a meeting, the meeting shall stand adjourned to a place, day and time determined by the Chair. The date determined by the Chair for the reconvened meeting must not be more than 21 clear days after the date of the original meeting. The membership shall be informed of the date, time and place of the reconvened meeting but it shall not be necessary to give further notice of a meeting adjourned in accordance with this Bye-Law.
- 8.9 The President shall take the Chair at a General Meeting or, if the President is absent or unwilling, a Trustee or other Fellow nominated by the President shall take the Chair. In default of such nomination, the Council members present at the time notified for the commencement of the meeting shall select one of their number to the Chair (if necessary by a vote among the Council members present).
- 8.10 Subject to these Bye-Laws, the Council may prescribe the method of conducting the business of any General Meeting. Among the matters that may be decided by the Council is the amendment

(including consolidation) of any motion to be put before the meeting to facilitate its effective consideration. If not otherwise provided for, the order and manner of conducting the business and any other matter relating to the General Meeting shall be determined conclusively by the Chair of the meeting.

- 8.11 The Chair may adjourn a General Meeting if the business of the meeting cannot be completed within the allotted time. The Chair shall decide the place, day and time the meeting will reconvene, and announce this before the meeting is adjourned. The date determined by the Chair for the reconvened meeting must not be more than 21 clear days after the date of the original meeting. It shall not be necessary to give further notice of a meeting adjourned in accordance with this Bye-Law.
- 8.12 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A meeting which has been adjourned shall not be deemed to be closed until the end of the last adjournment thereof.

9. The Anniversary Meeting

- 9.1 The Annual General Meeting of the Society shall be known as the Anniversary Meeting and shall be held annually on the 23 May (the birthday of Linnaeus, 13 May 1707 Swedish Old Style) or the closest convenient date as decided by the Council.
- 9.2 The business to be conducted at the Anniversary Meeting shall include (but is not limited to):
- a. presentation of the report of the President;
 - b. presentation of the report of the Treasurer;
 - c. presentation and acceptance of the Trustees' annual report;
 - d. presentation and acceptance of the annual accounts for the previous financial year;
 - e. approval of the appointment of the external auditors;

- f. acceptance of the retirement of any retiring Trustees and Officers (as from the end of the Anniversary Meeting);
- g. declaration of the result of the election of any new Trustees, Officers and President-Elect (as from the end of the Anniversary Meeting); and
- h. announcement of the results of the election of any Honorary Fellows.

- 9.3 A Fellow wishing to submit a motion for consideration by the Council to be put forward at an Anniversary Meeting may do so provided:
- a. written notice of the proposed motion is received at the Society's Office, or an official email address given for this purpose, on or before 23 February preceding the date of the meeting; and
 - b. the written notice sets out the terms of the proposed motion and includes the names and signatures of not less than 20 Fellows who support the proposed motion.
- 9.4 Only Fellows of the Society who have held continuous membership for 12 months may sign a notice proposing a motion.
- 9.5 The provisions of Bye-Law 9.3 shall not apply for a motion for an alteration to the Charters or Bye-Laws, which shall comply with the requirements set out in the Charters and Bye-Law 2.
- 9.6 A resolution, including any amendments, to be passed at an Anniversary Meeting shall be decided by voting in accordance with Bye-Law 11, and shall take effect, subject to accordance with Bye-Law 1, at the close of the meeting at which it is passed or, if so prescribed, at any later date.

10. Extraordinary General Meetings

- 10.1 All General Meetings other than the Anniversary Meeting shall be Extraordinary General Meetings (EGMs).
- 10.2 An EGM may be called at any time by a resolution of the Council.
- 10.3 An EGM may also be called by a request by the Fellows in a written notice pursuant to Bye-Law 22.7 provided the following conditions apply:

- a. the form of the request shall be decided by the Council and set out in the Standing Orders;
 - b. the request shall be signed by at least 50 Fellows who have held continuous membership for 12 months prior to the date of submission of the request or 5% of the Fellowship (whichever is lower) and include their names;
 - c. the request shall state the purpose of such an EGM and the motion(s) to be brought before the meeting;
 - d. the request must be communicated as set out in the Standing Orders; and
 - e. no more than one EGM may be called on the same issue between consecutive Anniversary Meetings.
- 10.4 Upon receipt of a written request from the voting Fellowship that meets the conditions set in Bye-Law 10.3, and not otherwise resolved, the Council shall within 21 clear days call an EGM to be held at a date within 90 clear days of receipt of the request.
- 10.5 If the Council does not proceed within 21 clear days of the request to call an EGM to take place within 90 clear days of receipt of the request, the Fellows making the request may themselves convene an EGM in a manner in which meetings may be convened by the Council. For this purpose, access to the Register of Members must be provided. Any meeting convened under this Bye-Law must be held within 90 clear days from the date on which the request was deposited.
- 10.6 In addition to the provisions in Bye-Law 8.3, notice of the EGM shall include the text of any motion(s) for consideration at the meeting and, if called by Fellows, the names of the Fellows who have signed the request.
- 10.7 The provisions of Bye-Law 10.3 shall not apply to a motion for an alteration to the Charters or Bye-Laws, which shall comply with the requirements of the Charters and of Bye-Law 2.
- 10.8 A resolution, including any amendments, to be passed at an EGM, shall be decided by voting in accordance with Bye-Law 11, and shall

take effect, subject to accordance with Bye-Law 1, at the close of the meeting at which it is passed or, if so prescribed, at any later date.

11. Voting

- 11.1 Only Fellows in good standing may participate in elections of the Society and vote on motions or polls put to the Fellowship. The vote of any Fellow shall be valid if they are in good standing at any point from the date the voting papers are issued to the close of voting.
- 11.2 Every Fellow in good standing (apart from those employed by the Society, pursuant to Bye-Law 19.4) is entitled to one vote on each issue voted upon.
- 11.3 A minimum of 21 votes must be cast for any vote in an election, or on a motion, or poll put to the Fellowship, to be valid.
- 11.4 In advance of any General Meeting the Council shall direct the form of voting in any election, or on any motion or poll, including by postal or electronic ballot, in accordance with the Bye-Laws and Standing Orders. Votes may be cast at the meeting, in advance of a meeting (where appropriate), or a combination of the two, although the result of the vote may only be declared at the meeting.
- 11.5 In the event that a decision on the method of voting needs to be taken at the meeting itself, this decision shall be taken by the Chair.
- 11.6 Except where otherwise provided in Bye-Law 11.8, every issue is decided by a simple majority of the votes cast.
- 11.7 In the case of an equality of votes, the Chair of the meeting at which the vote was to be declared, is entitled to a second or casting vote.
- 11.8 Subject to the Charters and these Bye-Laws, the following matters shall be decided by a majority of at least two-thirds of the Fellowship casting a vote:
- a. any proposal to amend the Charters or petition for a new or supplemental Charter;

- b. any proposal to alter these Bye-Laws in accordance with Bye-Law 2;
- c. the election of an Honorary Fellow;
- d. any proposal to remove a Trustee before the expiry of their term of office;
- e. any vote of no confidence in the Council;
- f. a proposal that the Society should amalgamate with a kindred Society; and
- g. any proposal to wind up the Society.

PART 4. COUNCIL

12. Council and Trustees

- 12.1 The Council is established by the Fellowship to govern the Society on its behalf. The Council, as the Board of Trustees (pursuant to Bye-Law 1.3), has control of the Society, its property and funds, and must ensure these are applied only for the object for which the Society is constituted.
- 12.2 The Officers of the Society shall comprise the President and Treasurer, who are elected by the Fellowship. No individual may serve as President and Treasurer at the same time. The procedure for their election is to be determined by the Council and set out in the Standing Orders.
- 12.3 The Council may appoint up to four Vice-Presidents from amongst its members. The Council may also appoint from time to time Trustees to other designated roles. The titles, duties and responsibilities of these roles are to be established by the Council and set out in the Standing Orders.
- 12.4 The Council shall consist of no more than 18 Fellows in good standing: up to 15 of whom shall be Elected Trustees (including the



- President and Treasurer) and up to 3 shall be Co-opted Trustees. No person who is employed by the Society may be a Trustee.
- 12.5 Elected Trustees shall be elected by the Fellowship in accordance with the procedure prescribed by the Council and set out in the Standing Orders.
- 12.6 An eligible Fellow in good standing who has been proposed by six other Fellows shall be entitled to stand for election as an Elected Trustee or as an Officer. Such proposals must be submitted to the Office of the Society on or before 23 February preceding the date of the Anniversary Meeting.
- 12.7 An Elected Trustee shall hold office for a term of three years from the conclusion of the Anniversary Meeting at which they are elected. Elected Trustees may twice stand for re-election by the Fellowship after each three-year term, giving a maximum period of nine years on the Council. This renewal schedule is not affected should an Elected Trustee take on the role of President or Treasurer. Elected Trustees retiring at an Anniversary Meeting having served the maximum term cannot serve as a Trustee until three years have elapsed (i.e. until the third Anniversary Meeting after their retirement).
- 12.8 Co-opted Trustees are appointed by the Council. The term of office of a Co-opted Trustee shall be from the date of appointment until the end of the Anniversary Meeting following the appointment. No Co-opted Trustees may be appointed for more than two consecutive terms of office in total.
- 12.9 A Trustee must avoid a situation in which they have an interest or duty that conflicts, or may reasonably be regarded as likely to give rise to a conflict, with the interests of the Society. This duty is not infringed if:
- a. the situation is authorised by the Trustees in accordance with Bye-Law 12.10; or
 - b. the situation relates to the purchase of Trustee indemnity insurance.
- 12.10 If an actual or potential conflict of interest arises for a Trustee, the un-conflicted Trustees may authorise such a conflict provided that:
- a. the procedure in Bye-Law 12.11 is followed;
 - b. authorisation will not result in any benefit being conferred on any Trustee or any Connected Person that would not be permitted by Bye-Law 18; and
 - c. the un-conflicted Trustees consider it is in the best interests of the Society to authorise the conflict in the circumstances.
- 12.11 Whenever a Trustee has an interest in a matter to be discussed at a Council meeting or a meeting of a committee, the Trustee concerned must:
- a. declare their interest before discussion begins on the matter;
 - b. withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - c. not be counted in the quorum for that part of the meeting; and
 - d. withdraw during the vote and have no vote on the matter.
- 12.12 A Trustee's term of office automatically terminates if they:
- a. resign by written notice to the Council;
 - b. cease to be a Fellow; or
 - c. are disqualified under relevant legislation from acting as a charity Trustee.
- 12.13 After investigation, the Council may terminate a Trustee's appointment by resolution, approved by at least two-thirds of Trustees present and voting, if a Trustee is absent from three

consecutive Council meetings or is otherwise incapable of fulfilling their role as a Trustee.

- 12.14 The Council may terminate a Trustee's appointment only for good cause and in accordance with procedures set out in the Standing Orders.
- 12.15 In the event of a casual vacancy for an Elected Trustee, the Council shall be entitled to co-opt an additional Trustee to serve in the place of an Elected Trustee until the next Anniversary Meeting.

13. President

- 13.1 The President presides at General Meetings of the Society, chairs Council meetings, calls for reports and accounts from committees and other designated groups, and generally seeks to execute the Society in accordance with its Charters, Bye-Laws and Standing Orders. The roles and responsibilities of the President are to be determined by the Council and set out in the Standing Orders.
- 13.2 The President shall be appointed to hold office for a term of three years from the conclusion of the Anniversary Meeting at which their conversion from President-Elect or their election as President took place. In extraordinary circumstances, and only following a resolution of the Council, this term may be renewable on an annual basis by the Fellowship up to a maximum total period of five years.
- 13.3 In the event of a casual vacancy in the office of President, the Council shall be entitled to appoint another Trustee to fulfil the position in an acting capacity until the next Anniversary Meeting.
- 13.4 No individual may hold the office of President twice.

14. President-Elect

- 14.1 In the year prior to the end of the President's term of office, the Fellowship shall elect a President-Elect from amongst the Trustees.

The procedure for this election is to be determined by the Council and set out in the Standing Orders.

- 14.2 The President-Elect shall serve from the conclusion of the Anniversary Meeting at which their election is announced until the conclusion of the next Anniversary Meeting, when the President-Elect shall become the President.
- 14.3 The roles and responsibilities of the President-Elect are to be determined by the Council and set out in the Standing Orders.

15. Treasurer

- 15.1 The Treasurer shall generally be responsible for supervising the financial affairs of the Society and advising the Council on economic and financial questions. The roles, responsibilities and powers of the Treasurer are to be determined by the Council and set out in the Standing Orders.
- 15.2 The Treasurer shall be appointed to hold office for a term of three years from the conclusion of the Anniversary Meeting at which they are elected. This term may be renewable by the Fellowship twice, giving a maximum period of office of nine years.
- 15.3 In the event of a casual vacancy in the office of Treasurer, the Council shall be entitled to appoint another Trustee to fulfil the position in an acting capacity until the next Anniversary Meeting.

16. Council Meetings

- 16.1 The Council shall have at least three meetings each year between Anniversary Meetings, at such times as directed by the President or, in their absence, by another Trustee delegated by the Council to do so. Reasonable notice of each meeting shall be given to each Trustee. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any Trustee shall not invalidate the proceedings of the meeting.



- 16.2 Council meetings shall be held in person, virtually using appropriate technology or via a combination of both, provided always that those attending can communicate any information or opinion.
- 16.3 A quorum at a Council meeting is one-third of Trustees or five Trustees, whichever is fewer, the majority of whom shall be Elected Trustees.
- 16.4 The Council may at its discretion invite any person to attend or participate in a Council meeting, but such a person shall not be entitled to vote.
- 16.5 Every issue may be determined by a simple majority of the votes cast by those attending a meeting, with the Chair having a second or casting vote in the case of an equality of votes.
- 16.6 Subject to any specific requirement in these Bye-Laws, matters of procedure and administration of the Council and its meetings are to be determined by the Council and set out in the Standing Orders.

17. Powers of the Council

- 17.1 The Council shall manage the business of the Society and may exercise all the powers of the Society that are not reserved to the Fellowship, subject to any restrictions imposed by the Society's Charters or Bye-Laws, for the achievement of the Society's object.
- 17.2 As further detailed in the relevant Standing Order, the Council's role shall include, but not be limited to:
- strategy;
 - regulation and control;
 - appointments, remuneration and discipline;
 - budget;
 - policies;
 - audit arrangements;

- g. reporting arrangements; and
- h. monitoring.

- 17.3 The Council may delegate to any committee (including sub-committees and other groups) or employees such of its powers and duties as it sees fit, and which the law and good practice for charities allows, but the Council remains responsible for the actions of such committees and may dissolve them at any time.
- 17.4 Committees are established, reviewed and terminated by the Council to ensure delegation remains effective and meets the changing needs of the Society. All committees may include Trustees, non-Trustees from the membership and independent persons. The Council shall ensure committees have terms of reference that reflect their delegated responsibilities and are reviewed regularly. These terms of reference will be set out in the Standing Orders.
- 17.5 Unless otherwise indicated in these Bye-Laws, the Chair of each committee shall be appointed by the Council and the committee shall, in exercising the powers delegated to it, comply with such regulations or directions as the Council may prescribe or impose, whether by Standing Orders or otherwise.
- 17.6 Each decision-making committee shall report to the Council.

18. Benefits to Members and Trustees

- 18.1 The Society shall not, and may not, make any dividend, division or bonus in money to or between any of its members.
- 18.2 The property and funds of the Society must be used only for advancing the Society's object and do not belong to the members save that:
- a. members who are not Trustees may be employed by the Society;
 - b. members (and Trustees) may be paid interest at a reasonable rate on money lent to the Society;

- c. members (and Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Society;
- d. members (and Trustees) who are beneficiaries may receive charitable benefits in that capacity; and
- e. members (and Trustees, subject to Bye-Law 18.4) may enter into a contract with the Society to supply goods or services in return for payment or other benefit if the goods or services are actually required by the Society, and for the avoidance of doubt no such contract shall affect a member's voting or other rights.

- 18.3 A Trustee must not receive any payment of money or other benefit (whether directly or indirectly) from the Society except:
- a. as mentioned in Bye-Law 18.2;
 - b. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in carrying out duties for the Society;
 - c. payment to any company in which a Trustee has no more than a 1% shareholding; or
 - d. in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance).
- 18.4 Any Trustee (or any Connected Person whose remuneration might result in a Trustee obtaining a benefit) may enter into a contract with the Society to supply services in return for a payment or other benefit but only if:
- a. the services are actually required by the Society;
 - b. any conflict of interests is authorised at a Council meeting in which the individual concerned is not present; and
 - c. the nature and level of the remuneration is no more than is reasonable in relation to the value of the services.

PART 5. ADMINISTRATION

19. Employees of the Society

- 19.1 The Council shall be responsible for appointing and discharging a Chief Executive Officer (CEO) on terms and conditions approved by the Council. The CEO shall be the nominated executive officer of the Society and shall be responsible, through the President, to the Council for the efficient day-to-day management of the Society, with such powers and duties as may be vested in the CEO by the Council.
- 19.2 Subject to such conditions as the Council may impose, the CEO shall have the power to appoint all other members of staff, who shall report directly or indirectly to the CEO.
- 19.3 The CEO shall attend all Council meetings, except as may be determined by the President.
- 19.4 Fellows who are employees of the Society cannot be Trustees and do not have the power of voting in General Meetings under Bye-Law 11.2.

20. Records and Accounts

- 20.1 The Council must comply with all statutory requirements as to the keeping of statutory books, financial records, the audit of accounts, and the preparation and transmission to the Charity Commission of the:
 - a. Trustees' annual report; and
 - b. annual statement of accounts.
- 20.2 A firm of chartered accountants shall be appointed by the Fellows at the Anniversary Meeting as auditors for the following year.

- 20.3 The Council must keep proper records of:
 - a. all Standing Orders;
 - b. all proceedings of General Meetings by way of minutes;
 - c. all proceedings of Council meetings by way of minutes;
 - d. all reports of committees; and
 - e. all professional advice received.

21. Common Seal

- 21.1 The Council will provide for the safe custody of the Common Seal of the Society and change and alter the seal from time to time as they deem fit.
- 21.2 The Common Seal shall not be affixed to any deed or instrument except by the authority of a resolution of the Council.
- 21.3 Every instrument to which the Common Seal is affixed shall be signed by two Trustees as stipulated in the resolution of the Council. The signatories would normally be the President and Treasurer; however, a Trustee nominated by the Council may replace one of these Officers.

22. Notices and Communications

- 22.1 It is the responsibility of members and other affiliated individuals to ensure that changes to their contact details (including both postal address and email address) are reported to the Society promptly.
- 22.2 The Society may validly send any formal communication to a member by:
 - a. delivering it by hand to the address recorded for the member in the Register of Members;
 - b. sending it by post or courier (with the postage or delivery paid) to the postal address recorded for the member in the Register of Members;

- c. sending it electronically to the email address provided by the member to the Society; or
- d. publishing it on the website of the Society with due notice to members in accordance with Bye-Laws 22.4 and 22.5.

22.3 Any formal communication is deemed to have been received:

- a. 24 hours after having been sent by electronic mail or delivered by hand to the relevant address; or
- b. 10 clear days after having been sent by national or international post to the relevant address.

22.4 When using the Society’s website for a formal communication, the Society must notify each intended recipient of:

- a. the presence of the communication on the website;
- b. the address of the website;
- c. the place on the website where it may be accessed; and
- d. how to access the communication.

22.5 When a formal communication is via the Society’s website, it must remain on the website:

- a. in the case of a notice of a General Meeting, until after the General Meeting has ended; or
- b. in all other cases until any expiry date given in the communication, or in the absence of an expiry date, at least 21 clear days from the date the Society sent the communication.

22.6 The accidental omission to give notice to any member eligible to receive a formal communication, or the non-receipt of such information, will not invalidate the proceedings, nor any election, poll or resolution passed at a meeting.

22.7 Members may validly send any formal communication to the Society:

- a. by post to the Society’s Office (or other address as may be specified by the Society from time to time); or
- b. to any email address provided by the Society for such purposes.

PART 6. DEFINITIONS

23. Interpretation and Definitions

23.1 In these Bye-Laws the following definitions shall apply:

<i>Anniversary Meeting</i>	The Annual General Meeting of Meeting the Society;
<i>Associate</i>	A person admitted to membership of the Society in the category of Associate;
<i>Benefit</i>	A benefit, whether direct or indirect, which may or may not be financial but which has a monetary value;
<i>Bye-Laws</i>	These Bye-Laws, as amended from time to time;
<i>Charters</i>	The Royal Charters of the Society as amended from time to time;
<i>Casual vacancy</i>	A vacancy that arises due to unforeseen circumstances, such as death, resignation or removal;

<i>Charity Commission</i>	The Charity Commission for England and Wales;	<i>Council</i>	The Board of Trustees of the Society;
<i>Clear days</i>	Complete calendar days prior to an event, not including the day on which the notice is deemed to be received or the day on which the event takes place;	<i>Elected Trustee</i>	A Trustee elected by the Fellowship in accordance with Bye-Law 12;
<i>Code of Conduct</i>	A set of rules outlining the responsibilities and proper practices of the Society’s members and visitors to the Society;	<i>Fellow</i>	A person who has been elected and admitted to the membership of the Society in the category of Fellow or Honorary Fellow;
<i>Committee</i>	A body established by the Council, in accordance with Bye-Law 17, to consider on its behalf specific operational matters relating to governance;	<i>Fellowship</i>	The body of Fellows who are in good standing;
<i>Co-opted Trustee</i>	A Trustee appointed by the Council in accordance with Bye-Law 12;	<i>General Meeting</i>	A formal meeting of the Fellowship (in person, and/or virtual) where Society business is conducted. These include the Anniversary Meeting (Annual General Meeting) and Extraordinary General Meetings;
<i>Connected Person</i>	<ul style="list-style-type: none"> a. Grandparent, parent, sibling, child or grandchild of a Trustee; b. the spouse or civil partner of a Trustee or any person falling within paragraph (a); c. a person carrying on business in partnership with a Trustee or with any person falling within paragraph (a) or (b); d. an institution which is controlled by a Trustee or by any person falling within paragraphs (a) (b) or (c) (or which is controlled by any two or more such persons when taken together); 	<i>Good standing</i>	The status of a member who has paid their Annual Contribution within the stipulated period and is not suspended;
		<i>Officers</i>	The Officers of the Society in accordance with Bye-Law 12: the President and Treasurer;
		<i>Member</i>	A person in the membership categories of Fellow or Associate;
		<i>Membership</i>	The body of members who are in good standing;
		<i>Motion</i>	A formal proposal put to a meeting of the Fellowship or Council (as the case may be) for decision, that complies with the procedural requirements of the Charters, Bye-Laws and English law;

<i>Resolution</i>	A formal decision of the Fellowship or Council (as the case may be) that has been validly passed in accordance with the Charters, Bye-Laws and English law;
<i>Society</i>	The Linnean Society of London;
<i>Society's Office</i>	Burlington House, Piccadilly, London W1J 0BF, or other locations as may be specified from time to time by the Council;
<i>Standing Order</i>	An instruction or prescribed procedure agreed by the Council which shall be in force permanently or until changed;
<i>Trustee</i>	A Fellow with legal responsibility for the governance and control of the Society, its property and affairs, elected or appointed under Bye-Law 12;
<i>Website</i>	The official website of the Society;
<i>Written or in writing</i>	Refers to a legible document on paper or a document which can be printed in writing onto paper including electronic mail.

22.2 For the avoidance of doubt, unless otherwise indicated, in these Bye-Laws the word Fellow shall include Honorary Fellow.

22.3 Unless the context otherwise requires, in these Bye-Laws the words in the singular shall include the plural and those in the plural shall include the singular, and words referring to persons may include corporations.



The Linnean Society was founded in 1788, and is the oldest learned society devoted to the science of natural history. We are a not-for-profit organisation focusing on delivering our charitable objectives of science, heritage and education through our activities, events and publications. Our collections and programmes bring the current challenges of the natural world, such as biodiversity loss and climate change, to people of all ages and backgrounds.

The Society works closely with schools, bringing science to young people in new, accessible ways, particularly with urban students who lack exposure to STEM subjects and nature. Our Arts Council England (ACE) Designated collections—and especially those of the Swedish naturalist Carl Linnaeus—underpin the science of classifying and naming the world around us, and are supported by our unique archives and library. Charles Darwin and Alfred Russel Wallace published their original paper on evolution in one of our journals, and novel research of biological significance continues to be published in our journals to this day. Our global membership is open to all those passionate about the natural world, from academics to enthusiasts.

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The
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