



CHARTER AND BYE-LAWS

OF

**THE ROYAL ENTOMOLOGICAL SOCIETY
OF LONDON**

**AS FROM
10 September 2024**

FOUNDED IN 1833
INCORPORATED BY ROYAL CHARTER IN 1885
Registered Charity No. 213620

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CHARTER

Victoria, by the Grace of God of the United Kingdom of Great Britain and Ireland, Queen, Defender of the Faith. TO ALL TO WHOM these presents shall come Greeting:

WHEREAS JOSEPH WILLIAM DUNNING, of Lincoln's Inn, in the County of Middlesex, Barrister-at-Law, Esquire, Master of Arts, formerly Fellow of Trinity College, Cambridge, Fellow of the Cambridge Philosophical Society and of the Linnean and Zoological Societies of London, has by his Petition humbly represented unto US, That in the year 1833 certain of our loyal subjects formed themselves into a Society for the Improvement and Diffusion of Entomological Science, and subscribed and expended considerable sums of money for such purposes, and have collected and become possessed of a valuable library and other property, and have been and continue to be actively employed in promoting the objects for which the said society was founded, especially by the publication of Volumes of Transactions composed of Original Memoirs, read before the Society. AND WHEREAS the said Petitioner, believing that the well-being and usefulness of the said Society would be most materially promoted by obtaining a Charter of Incorporation, hath therefore, on behalf of himself and the other Members of the said Society, most humbly prayed that WE would be pleased to grant a Royal Charter for incorporating into a Society the several persons who have already become Fellows, or who may at any time hereafter become Fellows thereof, subject to such Regulations and Restrictions as to US may seem good and expedient. NOW KNOW YE that WE, being desirous of encouraging a design so laudable, and of promoting the improvement and diffusion of Science in all its branches, have of Our especial Grace, certain Knowledge and mere Motion, given and granted, and We do hereby give and grant, That the said JOSEPH WILLIAM DUNNING and such others of Our loving subjects as are now Fellows of the said Society, or who shall at any time hereafter become Fellows thereof in pursuance of the provisions of this Our Charter and according to such Bye-Laws as are hereinafter mentioned, shall be a Body Corporate by the name of "The Entomological Society of London," having perpetual succession and a common seal, with power to sue and be sued in their Corporate name, and to acquire and hold any goods and chattels whatsoever.

And our Will and Pleasure is, That JOHN OBADIAH WESTWOOD, Esq., Master of Arts, Hope Professor of Zoology in the University of Oxford, shall be Honorary President of the said Corporation during the term of his natural life. And that ROBERT MACLACHLAN, F.R.S., shall be the first President of the said Corporation and shall continue such until the Annual Meeting to be held in the month of January next.

And our Will and Pleasure is, And we do hereby declare, That there shall always be a Council to direct and manage the concerns of the said Corporation. And that the thirteen persons, who were elected to form the Council of the said Society at the Annual Meeting held in the month of January last, shall form the first Council of the said Corporation, and shall continue in Office until the Annual Meeting to be held in the month of January next.

And our Will and Pleasure is, And we further grant and declare, that the existing Bye-Laws of the said Society, as revised and amended at a General Meeting held on the 2nd day of May, 1883, shall be the Bye-Laws of the said Corporation, until the same shall be revoked or altered as hereinafter mentioned. And that it shall be lawful at General Meetings of the said Corporation to revoke or alter any former Bye-Laws, and to make such new Bye Laws as shall be deemed useful and necessary for the regulation of the said Body Corporate and their property and affairs.

Provided always: And we lastly declare it to be our Royal Will and Pleasure, That no Bye Law or Resolution shall, on any account or pretence whatsoever, be made by the said Corporation in opposition to the general scope, true intent, and meaning of this our Charter or the Laws and Statutes

of this Realm, and that if any such Bye-Law or Resolution shall be made, the same shall be absolutely null and void.

In Witness whereof We have caused these our Letters to be made Patent.

Witness Ourselves at Westminster the twentieth day of July, in the Forty-ninth year of Our Reign.

By Warrant under the Queen's Sign Manual.

Grant by His Majesty the King of permission to add the word 'Royal' to the Society's title

HOME OFFICE,
242,498/4

WHITEHALL, 15th April, 1933.

SIR,

I am directed by the Secretary of State to inform you that the Petition, enclosed in your letter of the 27th February last, of the Entomological Society of London for permission to use the title "Royal" in the name of the Society has been laid before the King, and that His Majesty has been graciously pleased to command that the Society shall henceforth be known as "The Royal Entomological Society of London."

I am Sir,
Your obedient Servant,
A. MAXWELL
The Treasurer,
The Entomological Society of London, 41, Queen's Gate, South Kensington, S. W. 7

BYE-LAWS

As Amended at General Meetings: 4th June 1947; 3rd March and 5th May 1948; 5th November 1952; 6th May 1953; 2nd May 1962; 4th June 1969; 2nd June 1971; 6th December 1972; 5th June 1974; 7th July 1982; 7th December 1983; 4th June 1986; 6th December 1989; 6th June 1990; 6th December 1995; 2nd December 1998; 3rd November 1999; 6th December 2000; 2nd September 2015; 7 October 2020; 3 March 2021; 21 August 2021; 10 September 2024.

PART 1 – OBJECTS AND REGISTERED OFFICE

CHAPTER 1 OBJECTS OF THE SOCIETY

1.1 The Royal Entomological Society of London is a scientific Society instituted for the improvement and diffusion of Entomological Science.

CHAPTER 2 REGISTERED OFFICE OF THE SOCIETY

2.1 The registered office of the Society is in England and is at The Mansion House, Chiswell Green Lane, Chiswell Green, St. Albans, Hertfordshire AL2 3NS.

2.2 Notice of any change in the situation of the registered office shall be sent, within 14 days thereafter, to the membership and such statutory bodies as may be concerned in the matter.

PART 2 – BOARD OF TRUSTEES

CHAPTER 3 THE COUNCIL

Composition of the Council

3.1 The affairs of the Society shall be conducted by a Council who shall be the charity trustees of the Society.

3.2 There shall be not less than eight and not more than sixteen members of Council. The Society may from time to time by resolution at a General Meeting increase or decrease the number of members of Council and may also determine in what rotation such increase or decrease shall retire.

3.3 The Council shall consist of:

- (a) the President;
 - (b) the President Elect;
 - (c) the Past President;
 - (d) the members of Council elected or appointed in accordance with Chapters 5 and 6; and
 - (e) at least one Early Career Entomologist, preferably elected by the membership in accordance with Chapter 5 but appointed by the Council if necessary.
- 3.4 No one shall be elected or appointed as a member of Council unless they have attained the age of 18 years at the time of their election or appointment. Members of Council shall be elected or appointed with due regard having been given to the diverse and broad range of skills and experience required for the proper control and oversight of the management of the Society.
- 3.5 A copy of every resolution appointing or electing a member of Council together with any supporting documentation required by English law shall be available for inspection by the representatives of any statutory body that may be concerned in the matter.
- 3.6 Subject to the provisions in these Bye-Laws relating to the President, President Elect and Past President, all members of Council shall serve for four years and may be re-elected for a further four-year term to run consecutively. No retiring member of Council shall be eligible for re-election until at least one year has elapsed.
- 3.7 A casual vacancy amongst the members of Council shall be filled by the Council in accordance with Chapter 6 of these Bye-Laws.

Proceedings of the Council

- 3.8 A quorum shall be six Trustees and no business shall be conducted or proposal voted on by the Council, except a proposal to call another meeting, unless a quorum is present.
- 3.9 The Council may meet for the despatch of business, adjourn and afterwards regulate its meetings as it thinks fit, always provided that at least four meetings per year are held at such times as they may determine.
- 3.10 Notice of the date and time of each Council meeting shall be forwarded by the Chief Executive to each member of Council. There shall be no minimum notice period for calling Council

meetings. The accidental omission to give notice of a Council meeting to, or the non-receipt of a notice by, any member of Council shall in no way invalidate the proceedings of the meeting.

- 3.11 Members of Council participate in Council meetings when the meeting has been called and takes place in accordance with these Bye-Laws and the members of Council can communicate with each other on a particular item of business. It is irrelevant where any member of Council is or how they communicate. Communication may be via suitable electronic or other means as agreed by the Council.
- 3.12 Any persons not at the time serving as members of Council may be invited, by the President, to attend any of the Council's meetings and to speak at the President's invitation. No eligibility to vote shall be conferred by such an invitation.
- 3.13 Issues arising at any meeting of the Council shall be decided by a majority of votes. Every member of Council has one vote on each issue. In the case of an equality of votes, the President or Chair for the time being shall have a double or casting vote.
- 3.14 A resolution in writing circulated to all members of Council who would have been eligible to receive notice of a Council meeting and to vote on the matter at that meeting, is as valid and effectual as a resolution passed at a meeting of the Council if the written resolution is approved by a simple majority of members of Council. Any such written resolution may be contained in more than one document and will be treated as passed on the date of the signature through which a simple majority is reached. Digital signatures are sufficient for the purposes of these Bye-Laws.
- 3.15 The Council shall cause Minutes of its Meetings to be made in a book provided for that purpose. Such Minutes shall be signed by the President, or other person acting as Chair for the time being. A book containing the Minutes of Council meetings shall be either hard copy or electronic form.
- 3.16 All acts done by a Meeting of Council shall, notwithstanding that it is later discovered that there was some defect in the appointment of a member of Council, be as valid as if every such person had been duly appointed and was qualified to serve.
- 3.17 Without prejudice to the provisions of Chapters 5 and 6, if the Council shall at any time be reduced in number to less than eight it shall be lawful for members of Council to act as Trustees for the purposes of appointing a member of Council in accordance with Chapter 6, calling a General Meeting, and participating in the work of the Committee, Working Parties or other bodies established under Chapter 9.

Conflicts of Interest

3.18 Trustees must avoid a situation in which an interest or other duty that the Trustees has conflicts with or possibly may conflict with the interests of the Society. There is no infringement if:

- (a) the situation cannot reasonably be regarded as likely to give rise to a conflict of interest;
- (b) the situation was authorised by the other Trustees in accordance with sub-section 3.19; or
- (c) the situation related to the purchase of trustee indemnity insurance.

3.19 If a conflict of interest or loyalty arises for a Trustee, the unconflicted Trustees may authorise the conflict provided that:

- (a) the conflicted Trustee:
 - (i) declares any direct or indirect interest they might have before discussions begin on the matter in question;
 - (ii) furnishes the Council with particulars of any related business they may have an interest in, or acquire an interest in;
 - (iii) withdraws from the Council meeting for that item until expressly invited by the other Trustees to remain in order to provide information;
 - (iv) shall not chair any meeting or speak in favour of the interest declared except as may be required for clarification at the invitation of the Chair;
 - (v) is not counted in the quorum for that part of the Council meeting; and
 - (vi) withdraws from the vote and has not vote on the matter in question;
- (b) authorisation will not result in any benefit being conferred on any member of Council or any connected person that would not be permitted under sub-section 4.4;
- (c) the interest or interests shall not disqualify the Trustee from the position they hold; and
- (d) the un-conflicted Trustees consider it is in the best interests of the Society to authorise the conflict of interest in the circumstances.

Trustee Powers

3.20 All cheques, negotiable instruments and receipts for monies paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Council may from time to time determine.

- 3.21 The Council may grant pensions, allowances, gratuities or bonuses to employees or ex-employees of the Society or may establish and maintain Trusts, Funds or Schemes, with a view to providing pensions or other benefits to employees or ex-employees of the Society that are allowable under, and meet the requirements of, English law.
- 3.22 The Council may make provision for the payment of bona fide expenses to any members of Council, members of any Committees or other bodies established under Chapter 9 , or to any Fellow or Member.
- 3.23 The Council may borrow money or take out mortgages subject to such consents as may be required by law.
- 3.24 The Council may employ and remunerate such person or persons as are necessary or desirable to assist with the effective operation and carrying out of the work of the Society. Any remuneration (including provision for the payment of pensions for employees and their dependents) shall be such as the Council may from time to time consider reasonable. The Council shall delegate any of the powers which are conferred on them under these Bye-Laws or the implementation of their decisions or the day to day management of the affairs of the Society to such employees on such terms as they think fit. For the avoidance of doubt, the Council may employ and remunerate a Member or Fellow of the Society under this sub-section, but may not employ a Trustee .
- 3.25 The Council shall establish and maintain an investment strategy and may delegate the management of investments to a financial expert on the following terms:
- (a) the financial expert shall comply with the Society's investment strategy;
 - (b) the financial expert shall report significant matters to the Council promptly;
 - (c) the financial expert shall review the performance of investments with the Council regularly;
 - (d) the Council may cancel the delegation at any time;
 - (e) the investment strategy and the delegation arrangement shall be reviewed by the Council not less than annually;
 - (f) all payments to the financial expert shall be on a scale or at a level which is agreed in advance and shall be notified promptly to the Council on receipt; and

(g) the financial expert shall be prohibited from doing anything outside the powers of the Council.

3.26 The Council may establish or promote or concur in establishing or promoting any other charitable body whose objects are the improvement and diffusion of Entomological Science.

3.27 The Council may make such regulations as from time to time are considered necessary for the convenient discharge of the Council's responsibilities, always provided that all such regulations are in accordance with these Bye-Laws and are compliant with English Law.

CHAPTER 4 TRUSTEE BENEFITS AND INDEMNITY

4.1 All Trustees and employees of the Society shall be indemnified out of the assets of the Society against any liability in respect of losses, costs, charges, damages and expenses which might arise from, or in the course of, their duties, but not against any such liability as, by virtue of any rule of English law or Act of Parliament, would attach to them in respect of any negligence, default, breach of duty or breach of trust in relation to the Society.

4.2 All Trustees and employees of the Society shall be indemnified against any liability incurred by them in defending any proceedings whatsoever, whether civil or criminal, which arise out of their duties with or on behalf of the Society but such indemnity shall not extend to any claim arising from any act or omission which the Trustee or employee of the Society knew to be a breach of trust or breach of duty or which was committed by them in reckless disregard of whether it was a breach of trust or breach of duty, nor shall such indemnity extend to the costs of an unsuccessful defence to criminal proceedings brought against the Trustee or employee of the Society in their capacity as Trustee or employee of the Society.

4.3 The provision of sub-section 4.1 and 4.2 shall be applied in all circumstances subject to all members of Council and employees of the Society complying with the conflict of interest provisions set out in sub-section 3.19.

Benefits to Members and Fellows and Trustees

4.3 The property and funds of the Society must be used only for advancing the Society's objects and do not belong to the membership save that:

(a) Members and Fellows who are not Trustees may be employed by the Society subject to sub-section 3.24;

- (b) Members and Fellows and Trustees may be paid interest at a reasonable rate on money lent to the Society;
- (c) Members and Fellows and Trustees may be paid a reasonable rent or hiring fee for property let or hired to the Society;
- (d) Members and Fellows and Trustees who are beneficiaries may receive charitable benefits in that capacity;
- (e) Members and Fellows and Trustees may enter into a contract with the Society to supply goods or services in return for payment or other benefit in accordance with the provisions set out in the The Charities Act; and
- (f) Trustees shall be entitled to receive reimbursement of reasonable out of pocket expenses actually incurred in running the Society.

CHAPTER 5 ELECTION OF TRUSTEES

Election of Trustees

- 5.1 The extent of any vacancies to be filled shall be advised at least twelve weeks prior to a General Meeting of the Society at which those vacancies will be filled (“the relevant General Meeting”), by notification to the membership in the House Journal of the Society or by other appropriate (e.g. electronic) means. The notification of vacancies shall make it clear if specific applications are sought for Early Career Entomologist members of Council and, if so, the eligibility requirements for that role.
- 5.2 Nominations for election to serve as a member of Council may be made by the Council or by individual Members or Fellows and shall be subject to the following provisions:
- (a) No employee of the Society shall be eligible to become a member of Council.
 - (b) Each nominee shall be either a Member or Fellow of the Society and shall have submitted a fully completed form of nomination of a type, style or format that shall be approved by the Council from time to time. Such nomination form shall include the following requirements:
 - (i) Each nominee shall indicate in writing their willingness and eligibility to serve for the term of office for which they have been nominated.

- (ii) Each nominee shall have a proposer and a supporter, each of whom shall have been Fellows or Members for one full year at the date of nomination.
 - (iii) The form will require sufficient personal and professional information as to provide a profile of the nominee.
- (c) Each nominee shall be able to complete a certificate of probity which shall be of sufficient type, style and format as to demonstrate compliance with the Charities Act current at the time of nomination and the prohibitions and disqualifications upon persons seeking to serve as charity trustees described therein.
- (d) Each nominee shall complete a Statement of Interests outlining any conflicts thereof.
- 5.3 No nomination shall be accepted if the nominee is in subscription arrears.
- 5.4 All completed nominations shall have reached the Society by eight weeks preceding the relevant General Meeting and the Society shall communicate the list of nominations to the membership within one month of nominations closing.
- 5.5 Subject to sub-section 5.13 which governs the election of the President Elect, should the nominations received exceed the number of vacancies for any post, the Council shall prepare a shortlist of at least two eligible candidates per vacancy and a ballot shall be held as described in sub-sections 5.6 to 5.10. In the event of a ballot, the Council may indicate which nominations have its support. Should only one nomination of an eligible candidate be received for any post, the membership will be asked to accept or reject the nomination by way of a “yes/no” vote at the relevant General Meeting. In the event of a “no” vote, the vacancy shall be filled in accordance with the process set out in regulations made under sub-section 3.27.
- 5.6 In the event of the need for a ballot, four weeks’ prior to the relevant General Meeting, the Council shall provide the membership with details of all the vacancies and the nominees to such vacancies together with clear instructions on how to vote, such voting to be completed at least one week prior to the relevant General Meeting.
- 5.7 The scrutineers of the ballot shall be an employee and two Fellows (not concerned in any way in the ballot nor any person who is a serving Trustee) all of which shall be appointed by the President. The scrutineers shall advise the President or their nominee of the ballot results as soon as possible and the President will announce the results at the relevant General Meeting.
- 5.8 The ballot result shall be determined by nominees receiving the highest number of votes in a descending order until the number of vacancies has been filled.

- 5.9 Any Fellow or Member whose subscriptions are overdue by at least six months shall not be entitled to participate in any ballot.
- 5.10 Should any ballot produce an equality of votes, a further ballot shall be held within three months after the relevant General Meeting under the same ballot regulations and the results announced in the Society's House Journal and website.
- 5.11 Should the number of completed nominations received not exceed the extent of any vacancies, the nominees shall be subject to a confirmatory yes/no vote of the membership at the relevant General Meeting in accordance with sub-section 5.5.
- 5.12 The accidental omission to give notice or notifications as required in this Chapter or the non-receipt of such notices or notifications shall not invalidate the proceedings of any election.

Election of President Elect

- 5.13 The Council shall consider all of the nominations received for the role of President Elect and shall choose one eligible nominee, who must be a Fellow, who will be submitted to the membership as the Council's preferred candidate, and the membership will be asked to accept or reject the nomination by way of a "yes/no" vote at the relevant General Meeting. In the event of a "no" vote, the President Elect shall be appointed in accordance with the process set out in regulations made under sub-section 3.27.

Terms of Office

- 5.14 As set out in sub-section 3.6, and subject to sub-section 5.16 below, nominees elected to the Council shall serve for a four-year term, unless that term be curtailed by death, resignation or removal from office, and shall have the right to seek re-election for a further consecutive four-year term without the need for further nomination. No member of Council shall be eligible for re-election to Council if they have served for eight consecutive years, unless a break of at least one year has elapsed.
- 5.15 A person appointed to Council as an Early Career Entomologist may continue to serve the remainder of their four-year term even if at some point during that term they no longer meet the eligibility requirements for an Early Career Entomologist.
- 5.16 Nominees for President Elect who are already members of Council need not resign their position as a member of Council before the relevant election takes place. If the nominee is appointed as President Elect they shall, irrespective of the length of term already served as a member of Council, serve for a one-year term as President Elect, followed immediately by a

two-year term as President and then a one-year term as Past President (in accordance with the provisions of Chapter 7), unless any of those terms is curtailed by death, resignation or removal as a Trustee. At the end of their term as Past President, they shall not be eligible for re-election as a member of Council.

CHAPTER 6 CASUAL VACANCIES ON THE COUNCIL

6.1 If a casual vacancy occurs among the members of Council, the Council may appoint any eligible Fellow or Member to fill the vacancy until the date of a Meeting called in accordance with Chapter 5 for the purposes of electing new members of Council.

CHAPTER 7 PRESIDENT, PRESIDENT ELECT AND PAST PRESIDENT

7.1 The President must be a Fellow and shall serve for a term of two years.

7.2 The President shall normally preside as Chair at the Annual Meetings of the Society and meetings of the Council, and regulate all the discussions and proceedings therein.

7.3 In case of an equality of votes the President shall have a double or casting vote.

7.4 At a General Meeting called at least one year before the date on which the President is due to retire, a successor shall be nominated and appointed as President Elect in accordance with the election and ballot regulations described in Chapter 5.

7.5 The President Elect shall become President from the conclusion of the General Meeting at which the incumbent President retires and becomes the Past President.

7.6 The Past President shall serve for a term of approximately one year from the date of the General Meeting at which they retired as President and shall retire on the date on which the next President Elect is appointed.

7.7 At the end of their approximately one-year term of office, a Past President shall cease to be a member of Council and shall not be eligible for re-election as a member of Council. A Past President may not stand for re-election as a member of Council in accordance with the provisions of Chapter 5 even if they have not served for eight consecutive years as a trustee or a break of at least one year has elapsed since their term of office as Past President has ended.

7.8 At no point shall a President Elect and a Past President occupy office simultaneously. The Past President shall retire on the date on which the next President Elect is appointed. An individual shall serve for approximately four years under the provisions of this Chapter as follows: one

year as President Elect, two years as President, and one year as Past President. The exact dates of the appointments to those roles shall be dependent on the date on which the President Elect is appointed and the incumbent President retires.

CHAPTER 8 VICE-PRESIDENTS

- 8.1 One Vice-President shall be appointed for a period of two years by the President-Elect from among the members of Council and shall be declared at the next General Meeting following their appointment.
- 8.2 In the absence of the President, a Vice-President or President-Elect/Past President in rotation shall fill their place, and shall for the time being have all the authority, power and privileges of the President.
- 8.3 In the absence of the Vice-President or President-Elect/Past President, a member of Council shall preside at Council meetings.

CHAPTER 9 COMMITTEES, WORKING PARTIES AND OTHER BODIES

- 9.1 The Council shall have the power to establish Committees, Working Parties or other bodies, which may consist of Fellows or Members of the Society who are not members of Council to advise them on particular aspects of the Society's affairs, and may delegate to such bodies the Council's powers as the Council may think fit.
- 9.2 The Council shall approve Terms of Reference specifying the authority delegated to each Committee, Working Group or other body and shall review such Terms of Reference annually. The Terms of Reference shall include a requirement that the relevant Committee or other body shall report regularly to the Council (at least once per year but according to the work being carried out by the relevant body).
- 9.3 The Committees or other bodies established under this Chapter shall normally be those established to assist in the areas of Finance, Publications, Meetings, Membership, Science and Policy, Outreach and Development, Education and Training, Equity, Diversity and Inclusivity and the Library.
- 9.4 Any employees as determined by the Council shall be ex-officio members of all Committees and bodies established under this Chapter.
- 9.5 Meetings of Committees or bodies established under this Chapter shall not normally be open to other Fellows or Members except at the invitation of the appointed Chair.

- 9.6 All Trustees shall be members of at least one Committee, Working Party or other body established by the Council under this Chapter and every such Committee or other body shall normally be presided over by a Trustee.
- 9.7 All acts done by a Committee or body established by the Council under this Chapter shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of a Fellow or Member, be as valid as if every such person had been duly appointed and was qualified to serve.
- 9.8 The Council shall keep proper records of all reports and proceedings of Committees, Working Parties and other bodies established under this Chapter.

CHAPTER 10 SUSPENSION, REMOVAL OR RESIGNATION OF TRUSTEES

- 10.1 A Trustee's term of office automatically terminates if they:
- (a) cease to be a Member or Fellow of the Society;
 - (b) are disqualified under the Charities Act from acting as a charity trustee;
 - (c) are incapable, whether mentally or physically, of managing their own affairs;
 - (d) resign by written notice to the Council, provided that at least eight members of Council will remain in office;
 - (e) are absent from the lesser of three consecutive Council meetings or half of all Council meetings held in one year and are removed by a resolution of the Council approved by a simple majority of those present and voting;
 - (f) are removed by resolution of Council approved by a simple majority after the Council has invited the views of the member of Council concerned and considered the matter in light of any such views; or
 - (g) are removed by a resolution passed at a General Meeting after the meeting has invited the views of the Trustee concerned and considered the matter in light of any such views.
- 10.2 The Council may, by simple majority resolution suspend any Trustee only for good reason and in accordance with the procedures set out in any regulations made under sub-section 3.27 .

- 10.3 Where a Trustee is removed from their position as a member of Council, that person shall remain a Fellow or Member of the Society unless also removed from being a Fellow or Member of the Society under the provisions of these Bye-Laws.

PART 3 - MEMBERSHIP

CHAPTER 11 CATEGORIES OF MEMBERSHIP

- 11.1 The Society's membership shall consist of Honorary Fellows, Ordinary Fellows and Members elected or admitted as prescribed in Chapters 11-13. Membership is non-transferable.
- 11.2 The Council may create additional categories of membership to those specified in sub-section 11.1 and shall prescribe the requirements of each category of membership in accordance with sub-section 12.2.
- 11.3 The election of Fellows and admission of Members is entrusted to the Council.
- 11.4 Honorary Fellows shall possess all the privileges of Ordinary Fellows but may be exempt from the payment of fees and contributions.
- 11.5 A Register of members shall be kept by the Council containing the names of all the members of the Society and their addresses.

CHAPTER 12 MEMBERS

- 12.1 All applicants for admission as Members shall have provided a completed application form of a style, format and type that shall be approved from time to time by the Council.
- 12.2 The Council shall, by regulations agreed pursuant to sub-section 3.27, prescribe the eligibility criteria for each category of membership and the process by which an application for membership may be made. The Council, or a Committee established in accordance with Chapter 9, may admit as a Member any person who satisfies the requirements for one of the categories of membership.
- 12.3 Every Member shall on admission be supplied with a copy of the Charter and Bye-Laws.
- 12.4 Under such conditions as the Council may from time to time determine and set out in regulations agreed pursuant to sub-section 3.27, a Member may on application to the Council apply for election to the Fellowship.

CHAPTER 13 FELLOWS

- 13.1 The Council shall, by regulations agreed pursuant to sub-section 3.27, prescribe the eligibility criteria Fellowship and the process by which an application for Fellowship may be made.
- 13.2 A Candidate for Fellowship shall be elected if a simple majority of members of Council vote in their favour.
- 13.3 Every Fellow shall on election immediately be informed by the Council and be supplied with a copy of the Charter and Bye-Laws, and a Certificate of Fellowship.
- 13.4 Every Fellow shall sign the Obligation Book* of the Society on the day of the first, Annual or other Meeting of the Society at which they and the Book are present and shall then be admitted in the manner and form following: The President shall say: A.B. in the name and by the authority of the Royal Entomological Society of London, I hereby admit you a Fellow thereof.

* The Obligation is as follows:

"We who have hereunto subscribed do hereby promise, each for themselves, that we will endeavour to promote the good of the Royal Entomological Society of London and to pursue the ends for which the Society was instituted; that we will be present at the meetings of the Society as often as possible; and that we will observe the Statutes, Bye-Laws and orders of the Society; provided that whenever any of us shall inform the Council that they desire to withdraw from the Society, they shall be free from this Obligation for the future."

The Obligation has been updated from the original wording required by the Society, but the substance of the Obligation is unchanged.

CHAPTER 14 ANNUAL SUBSCRIPTION

- 14.1 Every applicant seeking election as a Fellow or admission as a Member shall pay their first subscription at the time of submission of their application, to be refunded if the application is unsuccessful.
- 14.2 Every Fellow and Member shall pay their subscription annually in advance on the first day of March provided that the subscription of any Fellow or Member elected on or after the first of January shall cover that year and the ensuing year. The annual subscription shall be such as the Council may from time to time determine.

14.3 Every Fellow and Member shall pay the full annual subscription unless they fall within one of the following categories:

- (a) Fellows and Members who have reached the age of 65 years shall, on application to the Society, retain all the privileges of Fellowship and Membership in return for a reduced annual subscription of such sum as the Council shall determine.
- (b) Fellows and Members who have reached the age of 60 and are not in full time employment, may apply for a reduced annual subscription under the same conditions and privileges as those enumerated at sub-section 14.3(a)
- (c) Members in full time education at the time of election shall pay an annual subscription of such sum and under such conditions as the Council may from time to time determine until such full-time education has been completed.

14.4 Subject to and notwithstanding the above, the Council may remit wholly or in part the subscription due to or received from any Fellow or Member for such reasons as the Council shall in their absolute discretion deem appropriate.

CHAPTER 15 PRIVILEGES OF FELLOWS AND MEMBERS

15.1 Subject to the provisions of sub-section 15.3 , Fellows and Members have the right to:

- (a) be present, state their opinions and vote at all General Meetings;
- (b) propose candidates for admission into the Society;
- (c) introduce visitors at Meetings of the Society;
- (d) have personal access and introduce guests to the Library;
- (e) receive copies of the Society's publications at such special rates as the Council may from time to time decide;
- (f) register for Symposia and other activities at such rates as the Council may from time to time decide; and
- (g) obtain such services from the Society's officials and employees as may be authorised from time to time by the President.

- 15.2 Every Fellow on election shall be authorised to make use of the title "Fellow of the Royal Entomological Society of London" and the suffix "FRES". The suffix "FRES" may be regarded as an academic qualification.
- 15.3 Fellows or Members who have failed to pay their annual subscription within six calendar months after the due date shall not be entitled to enjoy any of the privileges set out in this Chapter.

CHAPTER 16 COMPLAINTS ABOUT, WITHDRAWAL OF AND REMOVAL OF FELLOWS AND MEMBERS

- 16.1 Every Fellow and Member, having paid all sums due to the Society, shall be at liberty to withdraw from the Society upon giving signed notice in writing to the Society. Thereupon such member shall immediately cease to be a member of the Society. Upon withdrawal, there shall be no entitlement to any repayment of the annual subscription or any part thereof.
- 16.2 Any Fellow or Member who fails to pay their subscriptions, whether in part or in full, for the current year shall be notified in writing as soon as possible thereafter, that if their outstanding dues are not paid in full within twelve months of the due date, they shall be removed from the Society with immediate effect.
- 16.3 Notwithstanding the provisions of sub-section 16.2 , any Fellow or Member in subscription arrears may submit to the Council under the provisions of sub-section 14.3 of these Bye-Laws an explanation in writing of the reasons for the failure to pay their dues. The Council may take into account such explanation and waive the requirement for a subscription to be paid (either in full or in part) in accordance with sub-section 14.4, so that sub-section 16.2 does not take effect.
- 16.4 For a period of up to three years from the original date on which the subscription was due, a Fellow or Member who has been removed from the Society under the provisions of sub-section 16.2 may apply to the Council in writing for reinstatement and the Council in its discretion may reinstate the Fellow or Member upon payment of all sums due to the Society without further formality.
- 16.5 In the event of a complaint being made to the Society about any Fellow or Member (the Subject) of the Society having behaved in a manner incompatible with membership of the Society, the Council shall enquire into such complaint and, if satisfied that the complaint is justified, shall reprimand the Subject and require assurances as to future conduct or, in its absolute discretion, remove the Subject from membership. The enquiry shall be conducted in accordance with procedures set out in regulations made pursuant to sub-section 3.27.

- 16.6 Removal of a Fellow or Member may be considered by the membership at a General Meeting provided that written notice of a motion for removing the Fellow or Member has been given to the CEO and is signed by the President or Chair for the time being on the part of the Council, or by 35 Members or Fellows. A General Meeting shall be called to consider the motion which will be decided by ballot. If two-thirds of the Fellows and Members present vote that the Fellow or Member concerned be removed, they shall be removed from the membership of the Society.
- 16.7 A Fellow or Member shall be liable to disciplinary proceedings under sub-sections 16.5 or 16.6 if alleged to have:
- (a) been convicted of any criminal offence which in the opinion of the Council is inconsistent with the conduct required of Members and Fellows;
 - (b) failed to observe the Charter, Bye-Laws or regulations of the Society;
 - (c) engaged in any activity inconsistent with membership of the Society;
 - (d) acted in a manner detrimental to the reputation of the Society; or
 - (e) been guilty of any act or omission which might bring the profession of entomology into disrepute.
- 16.8 In the event of a Member who is also a Fellow of the Society being removed from the membership, they shall also be removed as a Fellow of the Society.

CHAPTER 17 HONORARY FELLOWS

- 17.1 Honorary Fellows shall be persons, not necessarily already Fellows, who, in the opinion of the members of Council, have rendered distinguished service to Entomological Science or the Society.
- 17.2 On election Honorary Fellow shall be authorised to make use of the title "Honorary Fellow of the Royal Entomological Society" and the suffix "Hon. FRES".
- 17.3 The election of Honorary Fellows is entrusted to the Council.
- 17.4 A Candidate shall be elected if a simple majority of members of Council vote in their favour on a motion submitted in writing to the President, either by a member of Council or by not less than six Fellows.

17.5 Subject to sub-section 17.6, any person elected an Honorary Fellow shall possess all the privileges of an Ordinary Fellow, be subject to the same rules and restrictions as an Ordinary Fellow, and be liable to be removed in accordance with the provisions for Ordinary Fellows and Members as set out in Chapter 16.

17.6 Honorary Fellows shall be exempt from the payment of the Fellowship subscription. .

PART 4 - MEETINGS

CHAPTER 18 ANNUAL MEETING (AGM)

18.1 The Annual Meeting of the Society shall be held on the first or second week of September, or such other day as the Council may determine that is consistent with other obligations and these Bye-Laws. Not more than fifteen months shall elapse between each Annual Meeting.

18.2 The Annual Meeting and all references to it in these Bye-Laws, shall be presumed to be, and to refer to, the Annual General Meeting (AGM).

18.3 The Annual Meeting shall be held at such place as the Council may prescribe.

18.4 Notice of the Annual Meeting shall be communicated to every Fellow and Member by electronic mail, at least fourteen clear days before such meeting will take place. The notice shall specify the nature of the business to be discussed and, if applicable, contain the form of proxy to be used by members unable to attend in person.

18.5 The business to be conducted at the Annual Meeting shall include the presentation of the Annual Report of the Council on the general affairs of the Society, and the annual accounts of the Society for the previous financial year. It may also be used for other matters such as to elect new members of Council, to approve the appointment of auditors and for any other business which under the Charter, Bye-Laws and regulations of the Society is capable of being conducted at an Annual Meeting.

18.6 The final item on the Agenda of the Annual Meeting shall be called "Special Business". Questions relating to any of the Society's affairs may be asked at this stage, provided that the text of such questions has been communicated in writing to the President, and supported by six of the Membership at least three weeks before the Annual Meeting, and provided that one of the signatories shall have been nominated as spokesman.

- 18.7 The President or Chair may permit a limited discussion of any matter raised under sub-section 18.6 but no vote shall be taken. Any resolution or motion shall be admitted only at a General Meeting convened and held subject to the provisions of Chapters 19 and 20 .
- 18.8 The accidental omission to give notice of a Meeting to, or the non-receipt of a notice of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings of that Meeting.

CHAPTER 19 OTHER GENERAL MEETINGS

- 19.1 The Annual Meeting and other General Meetings are General Meetings of the Society.
- 19.2 A General Meeting of the Society other than the Annual Meeting shall be convened either by resolution of the Council, or upon the written requisition of not less than 35 Fellows and/or Members presented to the President and the Council provided the following conditions have been met:
- (a) the written requisition shall be signed by the members who are party to the requisition and include their respective names and membership numbers;
 - (b) the requisition shall state the purpose of the General Meeting and the motions to be brought before the meeting; and
 - (c) a requisition must be deposited at the registered office of the Society and may consist of several documents of like form, each signed by one or more members party to the requisition.
- 19.3 If the Council does not proceed to call a General Meeting within 28 days of the deposit of the requisition as required under sub-section 19.2(c), the members the party to the requisition may themselves convene the General Meeting in the same manner as General Meetings may be convened by the Council in accordance with this Chapter.
- 19.4 A notice of a General Meeting shall be sent to every Fellow and Member by electronic mail, at least fourteen clear days before such Meeting will take place. The notice shall specify any motion to be submitted to such Meeting which involves a substantive proposition and is not of the nature of an amendment and, if applicable, contain the form of proxy to be used by members unable to attend in person.

19.5 The accidental omission to give notice of such a Meeting to, or the non-receipt of a notice of such a Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

CHAPTER 20 CONDUCT AT GENERAL MEETINGS

20.1 A General Meeting may be held either in person or by suitable electronic means agreed by the Council in which all participants may communicate with all other participants.

Quorum

20.2 No business shall be conducted or vote taken at a General Meeting unless a quorum of thirty-five or more Fellows and/or Members is present.

20.3 If no quorum is present by 30 minutes after the proposed time the meeting must be adjourned to a time and place to be determined by the Chair, such date to be at least five but not more than fifteen days after the date originally appointed. It shall not be necessary to give further notice of the adjourned meeting.

Notice

20.4 Any written notice shall be given in accordance with the following provisions:

- (a) by delivering it by hand to the address recorded for the Fellow or Member in the Register of Members;
- (b) by sending it by post or courier (with postage or delivery paid) to the address recorded for the Fellow or Member in the Register of Members;
- (c) by electronic mail to an email address given in a written notice by the Fellow or Member;
or
- (d) by publishing it on the website of the Society.

20.5 Any notice given in accordance with these Bye-Laws shall be treated as having been received:

- (a) 24 hours after being sent by electronic mail or delivered by hand to the relevant address;
- (b) 2 clear days after being sent by first class post to the relevant address;

- (c) 10 clear days after being sent by second class or overseas post to the relevant address;
- (d) on the date on which the notice was posted on the website;
- (e) on being handed to the member personally; or
- (f) as soon as the member acknowledges actual receipt, if earlier.

20.6 A technical defect in the giving of notice of which the Council is unaware at the time does not invalidate decisions taken at a General Meeting.

20.7 The proceedings at a General Meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

20.8 Where these Bye-Laws make no specific provision, the Council may prescribe the method of conducting the business of a General Meeting.

Voting

20.9 Any motion at a General Meeting shall be decided by a simple majority of those Fellows and Members present and entitled to vote.

20.10 Except as provided in sub-section 20.11, every matter at a General Meeting shall be decided by members present in person or via suitable electronic means in accordance with sub-section 20.1.

20.11 A member may vote by proxy on any resolution at the discretion of the Council.

20.12 Each Member or Fellow present in person or by proxy shall have one vote on each resolution.

20.13 An instrument appointing a proxy shall be in such form as the Council shall prescribe for the General Meeting. An instrument appointing a proxy must be received by the Society not less than 48 hours before the time appointed for holding the General Meeting or adjourned meeting as the case may be. Any instrument which is in default of the provisions of this sub-section shall be invalid.

20.14 A Member or Fellow shall not be deemed to be personally present for an item at any General Meeting if they have appointed a proxy for that part of the meeting.

Minutes

20.15 The Council shall ensure proper minutes are kept of all General Meetings.

CHAPTER 21 MEETINGS

- 21.1 Meetings shall be held at such time, date and place as the Council may from time to time determine.
- 21.2 No motion relating to the government of the Society, its Bye-Laws, the management of its concerns, or the election or appointment of any of its Trustees shall be made at a meeting other than an Annual or other General Meeting.

PART 5 - ADMINISTRATION

CHAPTER 22 OFFICIALS

- 22.1 The Council shall have power, in accordance with sub-section 3.24, to appoint any official or officials as an employee on a contract of service between the individual and the Society upon such terms and conditions as approved by the Council. Such official or officials shall be responsible for the conduct of the Society's day- to -day business affairs, administration and regulatory compliance.
- 22.2 Any officials appointed in accordance with sub-section 22.1 may be a Fellow or Member of the Society or may apply to be a Fellow or Member of the Society, but they shall not have a right to vote in any General Meetings in accordance with sub-section 15.1(a) for the duration of their appointment.
- 22.3 Any official or other person appointed in accordance with this Chapter shall receive such remuneration as the Council may from time to time determine, and shall be subject to such regulations or Orders as the Council may from time to time direct.
- 22.4 The Council shall have the power, in accordance with sub-section 3.24, to engage any person or persons pursuant to a contract for services upon such terms and conditions as approved by the Council. Such persons may be a Fellow or Member of the Society or may apply to be a Fellow or Member of the Society, and shall enjoy the full rights of membership as set out in Chapter 15.

CHAPTER 23 EMPLOYEES OF THE SOCIETY

- 23.1 All employees of the Society shall act under the delegated authority and general direction of the Council , with such powers and duties as may be vested in them by the Council.
- 23.2 The Council shall delegate authority to any employees appointed under these Bye-Laws for the implementation of the Council's decisions and day to day management of the affairs of the Society.

CHAPTER 24 THE SOCIETY'S PUBLICATIONS

- 24.1 The Council or any Committee acting on the Council's behalf established pursuant to Chapter 9, shall have the power to order publication of such works, including periodicals, as it considers necessary at any time in order to meet the needs of the Society. These publications shall be issued under such conditions as the Council or relevant Committee may from time to time decide.
- 24.2 The Council shall appoint an Editor or Co-Editors for each of its publications. Such Editors shall be responsible to the Council for the management and preparation of their respective publications, but may delegate any part of the work involved to such Assistant Editors or Sub-Editors, as they may appoint, subject always to the Council's approval.
- 24.3 The Council shall appoint a Publications Committee to oversee and co-ordinate the management of the Society's publications and to advise the Council on its publications policy.
- 24.4 All manuscripts submitted to the Society shall be examined by one of the Editors, who shall be empowered to accept any such manuscripts for publication in the Society's publication for which they are responsible, or to decline it if they consider that it does not accord with the current publications policy of the Society, and to return it to the author without giving detailed reasons for its rejection. The Editor shall normally be guided in this decision by the advice of at least one referee.
- 24.5 The author of any such work published by the Society shall, in consideration of such publication, assign to the Society or its nominees all copyright in the said work insofar as they are competent to do so. The Council in turn, may assign copyright to a publisher.

CHAPTER 25 LIBRARY AND ARCHIVE

- 25.1 A copy of the Library regulations and Library disposals and acquisitions policy (see Chapter 29) shall be shared on the RES website.

CHAPTER 26 APPOINTMENT OF SOLICITORS AND OTHER PROFESSIONAL ADVISERS

26.1 The Council shall appoint solicitors and any other professional advisers it may require on a permanent or temporary basis.

26.2 The Council shall keep proper records of all professional advice received.

CHAPTER 27 ACCOUNTS

27.1 The Council shall 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:

- (a) annual reports;
- (b) annual returns; and
- (c) annual statements of account.

27.2 The Council shall nominate, for confirmation by the membership at a General Meeting, an auditor to audit the annual accounts of the Society. The auditor will be an individual or firm who is eligible for appointment as the statutory auditor of a registered charity.

27.3 None of the following shall be appointed as auditor of the Society:

- (a) a Trustee or employee of the Society; or
- (b) a partner or an employee of a Trustee or employee of the Society, or a partnership of which such a person is a partner.

27.4 The Council will determine the remuneration of the auditor, including any sum in respect of expenses.

27.5 The Council will send written notification to the Charity Commission within 14 days of all appointments of auditors.

27.6 Where the Society receives, at its registered office, a written statement from its auditor, or its previously appointed auditor, of any circumstances which the auditor considers should be

brought to the attention of the membership or the Society's creditors, such statement shall immediately be circulated to all the Trustees of the Society and a General Meeting shall be called to consider the auditor's statement.

27.7 The auditors of the Society shall be entitled:

- (a) to access at all times, the books, accounts and vouchers of the Society;
- (b) to require from the Trustees of the Society such information as they think necessary;
- (c) to receive notice of and agenda for, all General Meetings; and
- (d) to attend any General Meetings and to be heard on any part of the business of such meeting which concerns them as auditors.

27.8 The auditors of the Society shall make a report to the membership on the annual accounts which are to be laid before the Annual Meeting during their tenure of office.

27.9 The Council shall cause proper books of accounts to be kept with respect to:

- (a) all sums of money received and expenditure by the Society, and the matters in respect of which the receipts and expenditure took place;
- (b) all sales and purchases of goods by the Society; and
- (c) the assets and liabilities of the Society. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.

27.10 The Council shall determine when and in what circumstances or regulations the accounts shall be open to the inspection of members of Council and of Fellows or Members of the Society.

CHAPTER 28 LIMITATIONS IN RESPECT OF FUNDS

28.1 Council may in furtherance of the Objects of the Society make non-monetary awards for distinguished services to Entomology, and such awards may be to Fellows or non-Fellows or to Members or non-Members and in such form as the Council may from time to time determine.

28.2 Council may award grants to Fellows and Members to pursue research or a project, always provided that the purpose of such grants shall be in furtherance of the Objects of the Society as detailed in Chapter 1 of these Bye-Laws.

CHAPTER 29 MANAGEMENT OF SOCIETY PROPERTY

29.1 A record shall be kept at the Society's offices of all donations, so far as is known, that have at any time been made to the Society.

29.2 In every volume presented to and accepted by the Society, a notice shall be inserted, and when necessary be renewed, containing the name of the donor and the date of the gift.

29.3 A disposals and acquisitions policy for the Society's property shall be adopted and may be revised by the Council. All disposals and acquisitions of property of scientific, historical or artistic quality shall be decided with reference to this policy. In cases of disposals, an itemised list of the objects proposed for disposal shall be advertised by the Council to Fellows and Members, with sufficient time given as reasonably to permit the membership to respond before disposal.

29.4 The Council may in addition adopt a library disposals and acquisitions policy, and if so the disposals and acquisitions of library items or other works of scientific, historical or artistic information content shall be made with reference to this policy. In such cases the library committee, if constituted, shall be consulted by the Council before a decision is taken.

CHAPTER 30 ALTERATION OF THE BYE-LAWS

30.1 Any of the Bye-Laws of the Society may at any time be repealed or altered or others adopted in lieu thereof at a General Meeting convened and held in accordance with the provisions of Chapters 19 and 20.

30.2 In the event of any substantial alteration being made, a copy of the altered Bye-Law or Bye-Laws shall be issued.

CHAPTER 31 WINDING UP OF THE SOCIETY

31.1 With the sanction of a General Meeting of the Society held under the provisions of Chapters 19 and 20, the Charter may be surrendered and the Society wound up or dissolved. If upon the winding up or dissolution of the Society, there remains, after the satisfaction of all its duties and

liabilities, any property whatsoever the same shall not be paid to or distributed among the membership but may be given or transferred to some other charitable institution or institutions having objects similar to the Society, always provided that such institution or institutions shall prohibit the distribution of its or their income and property among its or their members.

PART 6 - DEFINITIONS

CHAPTER 32 DEFINITIONS

Age of 18 means the date of the eighteenth birthday;

Age of 60 means the date of the sixtieth birthday;

Age of 65 means the date of the sixty-fifth birthday;

The *Application* means the form of application for election to Fellowship or Admission to the membership as approved by the Council from time to time;

Bye-Laws means these Bye-Laws as amended from time to time;

casual vacancy means a vacancy on the Council that arises due to unforeseen circumstances, for example death, resignation, disqualification or removal;

The Certificate of Fellowship means the Certificate referred to in sub-section 13.3 of these Bye-Laws which is issued to Fellows on election to the Society;

Charities Act means the Charities Act 2011 or any amendment or statutory re-enactment of that Act;

Charity Commission means the Charity Commission for England and Wales;

charity trustee has the meaning prescribed by section 177 of the Charities Act 2011;

clear days means complete days, excluding the day on which the notice is given or the day on which the event for which it is given takes place;

Committee means a body established by the Council in accordance with Chapter 9 to consider on its behalf specific operational matters relating to governance;

The Council means the board of Trustees of the Society;

General Meeting means a general meeting of the membership of the Society as described in Chapters 18-20;

The *membership* includes Fellows elected to and Members admitted to the Society;.

Past President means the one-year term of office of the President of the Society once their two-year term of office as President has ended, in set out in Chapter 7;

President means the President of the Society and Chair of the Council;

President Elect means the President Elect of the Society elected in accordance with Chapter 5 who shall normally be the succeeding President;

Register of Members means the register of members onto which the details of each member shall be entered in accordance with sub-section 11.5 ;

The *Society* means the Royal Entomological Society of London as set out in Chapter 1;

Society's premises means The Mansion House, Chiswell Green Lane, Chiswell Green, St. Albans, Hertfordshire AL2 3NS and any other premises owned or leased by the Society;

Subscription means the annual payment due from all Fellows and Members in accordance with Chapter 14, and is inclusive of the Society's House Journal but exclusive of the subscriptions to the Society's Scientific Journals;

Trustee means a member of the Council of the Society; and

Written Resolution means a resolution taken pursuant to sub-section 3.14 that is considered by correspondence rather than in a Council meeting.