

SCHEDULE 1

AMENDMENTS TO THE LONDON MATHEMATICAL SOCIETY CHARTER
TRACKED CHANGES

CHARTER OF INCORPORATION
GRANTED 3rd OF AUGUST 1965

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS Her Majesty Queen Elizabeth the Second by Royal Charter (hereinafter called “the Original Charter”) dated the third day of August in the year of our Lord one thousand nine hundred and sixty-five constituted the persons then forming the Old Institution as a body corporate and politic by the name of “The London Mathematical Society” (hereinafter referred to as “the Society”).

AND WHEREAS the Charity Commissioners for England and Wales have made Schemes in relation to the Society dated the tenth day of May one thousand nine hundred and seventy-eight AND the eighth day of April one thousand nine hundred and ninety-two.

AND WHEREAS the Society has by its humble Petition represented to Us that it is expedient that further amendments should be made to the Original Charter and have prayed for the grant of a new Supplemental Charter accordingly.

WHEREAS a Petition has been presented unto Us by the President of the London Mathematical Society and others praying that We would be pleased to grant a Charter of Incorporation to the London Mathematical Society with the object among others of acquiring and taking over the properties and liabilities of the institution known as the London Mathematical Society now occupying certain rooms in Burlington House in the Parish of Saint James in Our City of Westminster and of carrying on and developing its work under such regulations and with such powers as to Us might appear meet and expedient:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW THEREFORE KNOW YE that We, having taken the said Petition into our Royal Consideration, have of Our especial grace, certain knowledge and mere motion been pleased to will, grant, appoint and declare and do by these Presents for Us, Our Heirs and Successors hereby will, grant, appoint and declare as follows: by virtue of Our Prerogative Royal and of all other powers enabling Us so to do of Our especial grace, certain knowledge and mere motion have granted and ordained and by these Presents do for Us, Our Heirs and Successors grant and ordain as follows:

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CHARTER OF INCORPORATION GRANTED 3rd OF AUGUST 1965

1. ~~Except for the provisions of the Original Charter incorporating the persons then or such as might hereafter become Members of the Society as one body corporate and politic by the name of "The London Mathematical Society," conferring on the said body perpetual succession and a common seal which may be changed or varied by them at their pleasure, authorising it to sue and be sued plead and be impleaded in all Courts whether of law or equity, the Original Charter is hereby revoked but nothing in its revocation shall affect the legality and validity of any act, deed or thing lawfully done under the provisions thereof. The persons who at the date hereof are Members of the Old Institution and all such persons as may hereafter become Members of the Body Corporate hereby constituted shall for ever hereafter be one Body Corporate and Politic by the name of "The London Mathematical Society" and by that name shall and may sue and be sued plead and be impleaded in all Courts whether of law or equity and shall have perpetual succession and a Common Seal which may be changed or varied by them or at their pleasure.~~
2. In this Our Charter unless the context otherwise requires the words:
 - "the Society" shall mean "The London Mathematical Society",
 - "the Old Institution" shall mean the existing Society known as "The London Mathematical Society",
 - ~~"the Old Governing Body" shall mean the persons constituting at the date hereof the Council of the Old Institution,~~
 - "the Council" shall mean the Council of the Society,
 - "Members" shall mean Members of the Society,
 - "the Statutes" shall mean the Statutes of the Society for the time being in force.

Words importing the singular number only shall include the plural number and vice versa, ~~and words importing the masculine gender only shall include the feminine gender.~~

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3. The objects for which the Society is incorporated shall be:

(i) To ~~acquire and take over the~~hold property, trusts and ~~liabilities; of the Old Institution or of any person held~~ or ~~incurred for the purposes of the Old Institution;~~

~~—~~(ii) To promote and extend mathematical knowledge by periodical meetings of the Members and visitors introduced by them at the ~~rooms~~ premises of the Society in ~~London~~ or elsewhere for the purpose of hearing and ~~discussing~~ lectures and communications from ~~Members~~ and others on mathematical subjects;

(iii) To print, publish and distribute gratuitously or ~~otherwise~~ the ~~Proceedings and Journals~~publications of the Society containing such communications as in the opinion of the ~~Council~~ are worthy of publication and if thought fit ~~to~~ ~~translate~~ any papers, treatises or communications as shall ~~be~~ in a foreign language;

(iv) To establish, maintain and extend a library of books, works or manuscripts on mathematics; ~~the applications thereof,~~ and other subjects allied thereto;

(v) To award medals and other marks of distinction in ~~recognition~~ of contributions to mathematical ~~science;~~ sciences;

(vi) To make grants of money or donations in aid of mathematical investigations or the publication of mathematical works or other matters or things for the purpose of promoting invention and research in mathematics ~~mathematical science, or its applications,~~ or in subjects connected therewith;

(vii) To arrange, provide for, or join in arranging and ~~providing~~ for the holding of conferences, national or international meetings, lectures, classes and ~~discussions~~ ~~on~~ subjects of general and special interest to mathematicians;

(viii) To invite and collect subscriptions and donations to the funds of the Society by any lawful means;

(ix) To act as trustee of any charitable trusts established ~~solely~~ or principally for purposes associated with the objects of the Society;

(x) To co-operate with other charitable organisations with ~~a~~ view to the promotion of the objects of the Society or ~~any~~ of them;

(xi) To do all such acts and things as are incidental to the attainment of any of the purposes of the Society or the exercise of any of its said powers, always in compliance with relevant legislation as enacted from time to time. ~~In particular, the Society's powers include power to:~~

(1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed;

(2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(3) sell, lease or otherwise dispose of all or any part of the property belonging to the Society;

(4) employ and remunerate such staff as are necessary for carrying out the work of the Society. The Society may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 11 of this Charter;

(5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Society to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do.

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4. The Members shall consist of those persons who at the date hereof are Members of the ~~Old Institution~~Society and such other persons who may be elected to membership by the Council in accordance with the Statutes and such regulations as may be issued from time to time by the Council in this behalf. Membership of the Society shall be classified as follows:
- (i) Ordinary Members,
 - (ii) Associate Members,
 - (iii) Corporation or Institutional Members, and
 - (iv) Honorary Members.

~~An Honorary Member may if they so wish also be an Ordinary Member of the Society. Unless otherwise stated, Member means a Member in any class except Corporation and Institutional Members. Members of the Old Institution shall belong to the corresponding membership class of the Society save that Corporate Members shall become Corporation or Institutional Members as directed by the Council. Corporation or Institutional Members shall exercise their rights and duties through Representatives as provided by the Statutes. An unincorporated body may not be or become a Member.~~

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5. The qualifications, mode of election, rights, privileges and obligations of Members shall, subject as herein provided, be as prescribed by the Statutes. ~~However, unless otherwise specified, only Ordinary and Associate Members have the right to vote. In particular, Corporation and Institutional Members shall not have any voting rights nor shall they count towards a quorum in respect of any Meeting of the Society.~~

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6. The Statutes shall provide for the payment of entrance fees and subscriptions by Members, ~~here including Corporation and Institutional Members.-~~

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7. Should the Council deem it desirable that any Member should be expelled, ~~it will~~~~they shall~~ call a Special General Meeting of Members to consider a Resolution for ~~the said Member's his~~ expulsion, and after such Member has had an opportunity at such Meeting of explaining ~~his~~ ~~their~~ objection to the Resolution and provided that not less than ~~twenty-fourty two~~ Members shall be present at such Meeting, and that of those who vote, at least two-thirds shall agree by ballot to ~~his-the~~ expulsion, ~~he-the said Member~~ shall cease to be a Member of the Society.
8. There shall be held a General Meeting of the Society ~~at least~~ once in each calendar year and Special General Meetings at such times as may be necessary or desirable and in every case in accordance with the provisions of the Statutes.
9. There shall be a Council of the Society, ~~each member of which is, for the avoidance of doubt, a trustee of the Society for charity law purposes,~~ comprising a President, ~~at least one~~ Vice-Presidents, a Treasurer, ~~at least one Secretary-Secretary or Secretaries,~~ and such other Officers and such other ~~o~~Ordinary Members, ~~to be known hereinafter as Members-at-Large,~~ comprising in all ~~not less~~~~no fewer~~ than sixteen Officers and Members-~~at-Large, declared~~ elected ~~or appointed~~ at the Annual General Meeting of the Society as may in all respects be prescribed by the Statutes, ~~- subject to the condition that the number of Members-at-Large shall exceed the number of Officers by at least two. All members of Council must be Ordinary Members of the Society. The first Council of the Society shall comprise the persons who immediately before the date of this Our Charter were members of the Old Governing Body.~~

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10. Subject to the provisions of this Our Charter and of the Statutes the Council shall have the management and control of the affairs of the Society and the administration of all the property and income thereof with power to delegate all or any of their powers to Committees or Sub-Committees from among their own number or otherwise appointed for the purpose. Provided that no Resolution passed at a meeting of a Committee or Sub-Committee shall take effect unless a majority of the persons present at such meeting are Members or the Resolution is confirmed by the Council.
11. The income of the property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society set forth in this Our Charter and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever for profit to the Members of the Society, here including Corporation and Institutional Members. Provided always that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any Officers or Servants of the Society or to any Member of the Society, for any goods or services actually rendered to the Society nor the payment of reasonable and proper fees to any referee appointed by the Council. However, in all such cases any potential conflict of interest shall be declared in advance of any resolution or question relating to any fee payable, and the person in question shall not be present at the discussion of or voting on such payment. A trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011, provided that a Member so appointed shall not vote on any resolution or question relating to any fee payable to him, nor shall anything herein contained prevent the payment of interest at a rate not exceeding five pounds per centum per annum on money which may be borrowed for the purposes of the Society from any Member of the Society.
12. The Statutes set forth in the Schedule hereto shall be the Statutes of the Society until the same shall be amended in manner hereinafter provided.

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13. The Council shall have full power but subject always to the provisions of this Our Charter to make and when made to amend Statutes touching the government of the Society, the appointment and removal of all persons employed in or in connection with the Society and any other matters whatsoever relating to the administration and management of the Society.

Provided that no amendment to the Statutes shall have any force or effect unless and until the same shall have been approved by a Resolution passed by a majority of not less than two-thirds of those Members voting, in person or by proxy, ~~the Members present either in person or by proxy and voting~~ at a General Meeting of the Society convened by not less than twenty-one days' notice specifying clearly the substance of the amendment about to be proposed nor until it shall have been approved by the Lords of Our Most Honourable Privy Council, of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

14. True accounts shall be kept of the income and expenditure of the Society. There shall be an audit of the Accounts of the Society made every year by one or more duly qualified Auditors to be appointed by the Members of the Society in General Meeting. The Auditors shall make a report to the Society. If more Auditors than one be appointed the continuing Auditor or Auditors shall have power to act notwithstanding any casual vacancy. No person shall be qualified for appointment as Auditor unless that person would be approved under relevant legislation in force from time to time, ~~he is a person who would be approved by the Board of Trade as an auditor for a public company with limited liability.~~

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15. It shall be lawful for the Society with the sanction of not less than two thirds of those Members voting in person or by proxy at two consecutive General Meetings at least 28 clear days apart ~~two consecutive General Meetings thereof~~ called for the purpose 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 to wind up or otherwise deal with the affairs of the Society in such manner as shall be directed by such General Meetings or in default of such directions as the Council shall think expedient having due regard to the liabilities of the Society for the time being. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Society under or by virtue of Article 11 hereof, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

16. The Council may by a Resolution in that behalf passed at any meeting by a majority of not less than two-thirds of the Members of the Council ~~present and~~ voting (and being an absolute majority of all Members of the Council) and confirmed at a General Meeting of the Society held not less than one month nor more than four months afterwards by a majority of not less than two-thirds of those Members voting, in person or by proxy ~~two thirds of the Members present and voting, in person or by proxy~~; amend or add to this Our Charter and such amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as amended or added to in manner aforesaid.

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17. Lastly We do by these Presents for Us, Our Heirs and Successors grant and declare that these Our Letters shall be in all things valid and effectual in law according to the true intent and meaning thereof and shall be taken, construed and adjudged in the most favourable and beneficial sense for the best advantage of the Society as well in Our Courts of Record as elsewhere by all Judges, Justices, Officers, Ministers and other subjects whatsoever of Us, Our Heirs and Successors any non-recital or other omission, defect or thing to the contrary notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster ~~the twenty-fourth day of September in the fourteenth year of~~ the ??? day of ??? in the ??? year Our Reign.

BY WARRANT under the Queen's Sign Manual.