

SCHEDULE 2

AMENDMENTS TO THE LONDON MATHEMATICAL SOCIETY STATUTES
TRACKED CHANGES
APRIL 2019

THE STATUTES INTERPRETATION	
1.	These Statutes shall be read with the Charter of the Society. Words and expressions used herein, which are not inconsistent with the subject or context, shall bear the same meaning as in the Charter.
2.	Unless the contrary appears from the context, 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, and vice versa, and words importing persons shall include corporations.
3.	The term “Members” throughout these Statutes and the By-Laws shall include Ordinary Members, Associate Members, Corporation Members, Institutional Members, and Honorary Members unless the contrary appears from the context.
MEMBERS	
4.	Honorary, Ordinary, Associate and Corporation and or Institutional Members shall be elected in the manner hereinafter provided. Each Associate Member should normally be studying for a degree in mathematics, or be within three years of having been awarded a doctorate in mathematics. An Associate Member may transfer to Ordinary Membership by giving written notice to the Society at any time not later than the date on which they shall cease to be an Associate Member, or at any date thereafter they may apply to become an Ordinary Member. Corporation and Institutional Members shall appoint individuals to act for them to be known as Representatives. Each Associate Member must be under the age of twenty eight years and shall cease to be an Associate Member on the thirty first day of October next following his twenty eighth birthday. An Associate Member may become an Ordinary Member by giving written notice to the Secretary of the Society of such his desire at any time not later than the date on which he shall cease to be an Associate Member.

Formatted Table

SCHEDULE 2

THE STATUTES INTERPRETATION

Formatted Table

5. Every candidate for Ordinary or Associate Membership shall be proposed and recommended, according to a ~~form-procedure~~ requiring particulars of status and qualifications, ~~by no fewer than~~ ~~by not less than~~ two Members, of whom one at least must certify ~~their~~~~his~~ personal knowledge of the candidate; but so much of this Statute as relates to personal knowledge of candidates may, by special leave of the Council, be relaxed.
6. (i) The election of Ordinary and Associate Members shall rest with the Council subject to confirmation by a Meeting of the Society. Such election shall take place at the next Meeting of the Council after the receipt of the proposal prescribed by the preceding Statute,
(ii) At the next Meeting of the Society a list of the Ordinary and Associate Members elected by the Council shall be ~~read and~~ proposed for confirmation by a show of hands unless any Member demands a ballot. In that case each of the candidates in question shall be balloted for separately. A bare majority of votes shall suffice for confirmation,
(iii) The Election of Corporation and Institutional Members shall be at the sole discretion of the Council,
(iv) Honorary Members will be elected by Council subject to confirmation by a Meeting of the Society.
7. Each candidate whose election shall be confirmed shall be informed thereof by the Treasurer, and be supplied with a copy of the Statutes and By-Laws of the Society. Membership of the Society will start on the day that a Society Meeting confirms the decision of Council to elect that person to membership. The prospective member ~~He~~ shall pay the contribution which is due ~~from him~~ within six months after the day of ~~his~~~~their~~ election; otherwise ~~the~~~~his~~ election shall be void. The Council, however, may, in special cases and at its sole discretion, extend the period within which such first contribution must be paid.

SCHEDULE 2

THE STATUTES INTERPRETATION

Formatted Table

8. At the first opportunity, normally at an Ordinary or ~~Annual~~ General Meeting at which an Honorary, Ordinary or Associate Member is present after their membership has been confirmed, they shall be invited to sign their name in a Book of Members.~~after his first contribution has been paid, he shall be admitted by signing his name in a book to be kept for the purpose. The Representative of a Corporation or Institutional Member shall sign on its behalf.~~
9. Every person who has been elected a Member of the Society shall continue to be a Member thereof until their~~his~~ decease, or until they have~~he has~~ signified in writing to the Secretary of the Society their~~his~~ desire to resign, or until their~~his~~ name has been removed from the list of Members as a defaulter or as having been expelled from the Society. Every Corporation and Institutional Member shall continue to be a Member until it has signified in writing to the Secretary of the Society its desire to resign, or until its name has been removed from the list of Members as a defaulter or as having been expelled from the Society. Every Representative may exercise all the powers of a Member until his decease, or until the Corporation or Institutional Member, whose Representative he is, has signified in writing to the Secretary of the Society its desire to terminate his appointment, or until that Corporation or Institutional Member ceases to be a Member.Every person, who has ceased to be a Member of the Society, or, in the case of death, his~~their~~ representatives, shall continue liable, at the discretion of the Council, for all sums due from him~~them~~ to the Society at the time when they~~he~~ ceased to be a Member, and shall return all books or other property borrowed by them~~him~~ from the Society, and shall make full compensation for the same if injured~~damaged~~ or not returned within six months.

SUBSCRIPTIONS OF MEMBERS

SCHEDULE 2

THE STATUTES INTERPRETATION

Formatted Table

10. An Annual Subscription shall be paid by each Member who is not an Honorary Member, except those who have compounded, ~~including those who have compounded to the Old Institution,~~ or shall hereafter compound for their subscription or who shall be exempted from payment by By-Law on account of age and length of membership. The subscription shall become due in advance on the ~~second Thursday~~ first day of in November in each year. In the case of a newly elected Member the subscription for the current year shall become due on the day of ~~their~~ his election, being set pro rata as the Council shall from time to time determine, and the next subscription on the ~~second Thursday in~~ first of November next ensuing. An Associate Member shall be required to pay the full or such reduced annual subscription as may be provided from time to time by the ~~By Laws.~~ Council.
11. The Council shall have the power to determine the rates of subscription to be paid by Ordinary Members, Associate Members, and ~~by~~ Corporation ~~and or~~ Institutional Members: provided that this power shall not enable the Council without the prior approval of the Society in General Meeting to increase any of the subscriptions payable by the Members or any class of them by more than ten per cent from one year to the next.
12. Every newly-elected Ordinary Member and Associate Member and every Associate Member becoming an Ordinary Member shall pay an entrance fee ~~of £25 or such less entrance fee (if any)~~ as shall from time to time be fixed by By-Law. The Council may in its discretion remit or reduce any of the entrance fees of any candidate who has formerly been an Ordinary Member or Associate Member.
13. The power conferred by Statute 11 shall not authorise the Society to require any additional subscription or other payment of money by any Member who shall already have compounded ~~their~~ his subscription.

SCHEDULE 2

THE STATUTES INTERPRETATION

Formatted Table

14. The Society may from time to time provide by By-Law for the payment of sums for compounding for annual subscriptions and for the remission or reduction of annual subscriptions for Members on account of age and length of membership. And every Member who has compounded (or shall hereafter compound) for [their](#) subscription shall not be called upon to pay any additional sum to the Society.
15. The Council shall have power to agree with any Mathematical Society situate outside the United Kingdom, that members of such Society who are resident outside the United Kingdom, and who are members of the London Mathematical Society, shall be liable to [pay pay an entrance fee and an annual subscription or a life composition fee of such amounts as such fees as](#) may be agreed in lieu of the [entrance fee and](#) annual subscription specified in Statutes ~~12 and~~ 11, and the life composition fee for the time being payable under the By-Laws. Provided that such reduced amounts shall not be less than one-half of the respective amounts which would be payable apart from this Statute. Provided also that such other Society shall agree to admit Members of the London Mathematical Society not resident in the country in which such Society is situate on such reduced terms below their ordinary entrance fee and ordinary subscription as may be considered satisfactory by the Council. [Provided also that the geographical conditions in this Statute may be waived in special cases by Council.](#) Any such arrangement shall continue for such period as may be agreed by the Council on behalf of the Society and by such other Society.
16. The Council shall have power to reduce the [entrance fee and](#) annual subscription payable by Members resident outside the United Kingdom to such amounts as the Council shall from time to time think fit.

SCHEDULE 2

THE STATUTES
INTERPRETATION

Formatted Table

17. Should a Member allow ~~their~~ subscription to be one year in arrears, ~~they~~ shall be notified thereof by the Treasurer. Should ~~they~~, notwithstanding this notification, allow another year to pass without paying up all ~~the~~ arrears, the Treasurer shall lay the matter before the Council, and, unless they shall otherwise order, ~~that person~~ shall thereupon cease to be a Member of the Society.

MEETINGS

18. Meetings of Members of the Society shall be of two kinds and shall be called General Meetings and Ordinary Meetings respectively. ~~One General Meeting every year shall be known as the Annual General Meeting. A General Meeting shall be held once in every year to be known as the Annual General Meeting.~~ At this Meeting the business to be transacted shall include consideration of the accounts, the report of the Society's auditors, and the election of ~~the Council, both Officers and Members-at-Large of the Council.~~ Other General Meetings, ~~including Special General Meetings,~~ shall also be held from time to time as directed by the Council or upon requisition of Members as hereinafter provided. ~~There shall be at least five Ordinary Meetings held in each Society Financial Year. Ordinary Meetings of the Society shall be held in at least five of the months October to June inclusive on such day or days in each month and in any such additional month as the Council may from time to time determine.~~

SCHEDULE 2

THE STATUTES INTERPRETATION

Formatted Table

19. The Council shall within twenty-eight days of the receipt by any means (verifiable as from time to time determined by Council) of a requisition ~~in writing~~ of not less than two and a half percent (as verified by the Treasurer) of all Ordinary Members of the Society at the date of the requisition, ~~twenty Members of the Society~~ stating the objects for which the meeting is desired, convene a Special General Meeting of the Society. If upon a requisition the Council fails to convene a Special General Meeting within twenty-eight days of a receipt of the requisition then a Special General Meeting to be held within three months of the expiration of the said period of twenty-eight days may be convened by the President, ~~the President's nominee, or by the requisitionists, who shall be authorised to require the Society to communicate with the Members to convene the meeting, or the requisitionists.~~
20. At an Ordinary Meeting of the Society seven Members shall form a quorum. At a General Meeting, including an Annual General Meeting and a Special General Meeting, twenty-five ~~At an Annual or other General Meeting ten~~ Members shall form a quorum. Only Members present in person shall count towards a quorum. If the number of Members falls below the quorum during a meeting, the meeting may be adjourned and reconvened as in the next Statute.
21. If within half-an-hour from the time appointed for a Special General Meeting ~~a quorum is not present, then a meeting~~ convened on the requisition of Members a quorum is not present, the meeting shall be dissolved. For any other General Meeting, if a quorum is not present within half an hour from the appointed time the meeting shall be adjourned and reconvened at a future date such as the Chair of the Meeting shall announce and give notice (as specified in the By-Laws). ~~In any other case it shall be adjourned to the same day in the following week at such time and place as the Chairman of such Meeting shall announce.~~ If at such adjourned General Meeting ~~twenty-five~~ Members are not present within half-an-hour from the time appointed for the Meeting then the Members present shall be a quorum.

SCHEDULE 2

**THE STATUTES
INTERPRETATION**

Formatted Table

22. The Chairman may, with the consent of the Meeting, adjourn any business from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting at which the adjournment took place.

23. Twenty-one clear days' notice shall be sent to every Member of every General Meeting and of the business for which it is summoned but no business shall be conducted at a General Meeting except that for which notice has been given. No business shall be conducted at an Ordinary Meeting except for the admission of Members.

VOTES

24. No questions may be decided at a General Meeting other than points of order and those previously notified on the agenda. Every ~~question point of order~~ submitted to a General Meeting ~~except the election of the Council and Officers~~ shall be decided in the first instance by a show of hands. The Council ~~and Officers~~ shall be elected annually by ballot prior to -at the Annual General Meeting provided that in any one year at most a proportion not exceeding one half of the Members of the Council who are not Officers may be elected to hold office for a term of two years. The results of the ballot will be announced at the Annual General Meeting, with the election taking effect immediately from the announcement of the results. Votes in the election of the Council will be cast in accordance with a procedure set out in the By-Laws. The President shall be elected for a two-year term in accordance with procedures set out in the By-Laws.

SCHEDULE 2

**THE STATUTES
INTERPRETATION**

Formatted Table

25. Every Member who is entitled to vote at any Meeting of the Society or of the Council shall have one vote and no more, except that in case of an equality of votes the Chair~~man~~ of the Meeting at which any vote is taken shall be entitled to a second or casting vote. Votes at a General Meeting may be given either personally or by proxy. Proxy votes will be cast in accordance with a procedure to be set out in the By-Laws, in addition to his vote as a Member. ~~Votes may be given either personally or by proxy.~~

26. No Member shall be entitled to vote at any Meeting of the Society or of the Council, if at the time of such Meeting there shall be any moneys due from ~~him~~them to the Society, which have been so due for more than one year.

27. At a General Meeting, unless a poll is demanded by at least three Members present at the meeting or by the Chair~~man~~, a declaration by the Chair~~man~~ that a Resolution has been carried, or has not been carried, and an entry to that effect in the book of proceedings of the Society, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any such Resolution.

28. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chair~~man~~ directs, and the result of such poll shall be deemed to be the Resolution of the Society in General Meeting.

THE COUNCIL

SCHEDULE 2

**THE STATUTES
INTERPRETATION**

Formatted Table

29. The Council shall conduct the general business of the Society consistently with the provisions of the Charter and these Statutes and shall supervise the expenditure of all moneys on account of the ordinary business of the Society and do all such other things as are necessary for the transaction of the business of the Society and the furtherance of its objects, subject always to the directions of General Meetings.

SCHEDULE 2

30. (a) The Banking Accounts of the Society shall be kept at such banks or other financial institutions as shall from time to time be determined by the Council. The Treasurer and such other Officers and staff as Council may from time to time authorise shall receive for the use of the Society and pay into the said Accounts all sums of money due or payable to the Society which are not paid directly to such Accounts, and for the purposes aforesaid they shall be empowered to endorse all negotiable instruments payable to the Society. Subject to the approval of the Council, and under such conditions and restrictions as Council may deem prudent, they shall be empowered to pay on the said Accounts all sums payable by the Society. They shall also keep particular accounts of all such receipts and payments. In this Statute "Territory" shall mean "any country within the Commonwealth or any member state of the European Economic Community or the United States of America".
- (b) All or any part of the financial reserves of the Society not immediately required for its objects may be invested in such manner as shall be approved by Council from time to time; and Council may act in this regard through an agent appointed by Council and working in accordance with the written investment policy set down by Council from time to time, provided that:
- (i) timely reports of all transactions are provided to Council;
 - (ii) the performance of the investments is reviewed regularly by Council;
 - (iii) Council is entitled to cancel the delegation arrangement with such agent at any time;
 - (iv) the investment policy and the delegation arrangements are reviewed regularly;
 - (v) all payments due to the agent are on a scale or at a level which is agreed in advance;
 - (vi) the agent must not do anything outside the powers of Council; and
 - (vii) any such agent must be an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000 (as it may be re-enacted or amended from time to time and including any subordinate legislation made under it).
- (c) The Council is responsible for ensuring that all financial transactions of the Society are in compliance with the legislation current at the time of the said transactions. Monies of the Society awaiting investment may be invested:-
- (1) in or upon any investments authorised by Part I or II of the First Schedule to the Trustee Investments Act 1961, as amended from time to time; or
 - (2) in or upon any of the securities of the Government of any Territory or of the Government of any province or state within any such Territory that has a separate legislature; or
 - (3) in or upon any mortgages or other securities of any municipality, county or district council or local or public authority or board in any Territory; or
 - (4) in or upon any mortgages or other securities the capital thereof or a minimum rate of interest or dividend whereon is guaranteed by the Government of any Territory or of any province or state within any such Territory that has a separate legislature; or
 - (5) in or upon the bonds or mortgages or the fully paid guarantees or preference or ordinary stock or shares or ordinary preferred or deferred or other stock or shares of any company incorporated either by Royal Charter or under any general or special act of the United Kingdom Parliament or any general or special enactment of the legislature of any Territory having an issued and paid up share capital of at least £750,000 or its equivalent at the current rates of exchange, being stocks or shares which are quoted upon a recognised stock

SCHEDULE 2

~~exchange in any Territory and so that in the case of a company having shares of no par value such paid up capital shall be deemed to include the capital sum (other than capital surplus) appearing in the Company's accounts in respect of such shares. Provided always that no investment shall be made in any ordinary stocks or shares unless the Company shall have paid dividends thereon at the rate of at least 5% per annum for at least four years prior to the date of the investment, or, in the case of shares having no par value, the Company shall have paid a dividend thereon for at least six years prior to the date of investment, and that the total amount at any time standing invested in any investments authorised by this subparagraph as shown in the books of the Society shall not exceed 50% of the total amount at such time standing invested in any of the investments hereby authorised as appearing in such books. For the purpose of valuing the investments authorised by this subparagraph and held by the Society the minimum price to be taken for each security shall be the cost price thereof to the Society; or~~

- ~~(6) in the purchase of freehold ground rents or freehold or leasehold land, messuages, tenements and hereditaments within the United Kingdom, provided that as regards leaseholds, the term thereof shall have at least sixty years to run; or~~
- ~~(7) upon the security of freehold property, freehold ground rents, land charges or rent charges, by way of first mortgage, up to the limit of two thirds of the value.~~

SCHEDULE 2

**THE STATUTES
INTERPRETATION**

Formatted Table

31. Any vacancy amongst the Officers or ~~membership-Members-at-Large~~ of the Council shall be filled by the Council and any ~~Member-person~~ so appointed shall retire at the next Annual General Meeting. ~~Such a period of service shall not count towards any limits on future terms of office, but for the purpose of re-election shall not count as a retiring Member.~~ The Members for the time being of the Council may act, notwithstanding any vacancy in their body or irregularity in the election of any provided that the membership is not reduced below six. ~~If the membership does fall below six, when~~ continuing Members may act only for the purpose of filling vacancies in their body or of convening a General Meeting for that purpose.

SCHEDULE 2

THE STATUTES INTERPRETATION

Formatted Table

32. (i) –The office of a Member of the Council shall be vacated if they
- (a) resign by notifying the Council in writing;
 - (b) are absent without the permission of the Council from all Council meetings held within a period of six months and the Council resolves that their office be vacated;
 - (c) die;
 - (d) in the written opinion, given to the Council, of a registered medical practitioner treating or assessing that person, have become physically or mentally incapable of acting as a Trustee and may remain so for more than three months and the Council resolves that their office be vacated;
 - (e) cease to be a member of the Society; or
 - (f) are disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (ii) A Member of Council shall be removed from office if a resolution to remove that person is proposed at a General Meeting called for that purpose and properly convened in accordance with the Statutes, and the resolution is passed by a two-thirds majority of votes cast. Such a resolution shall not take effect unless the individual concerned has been given at least 14 clear days’ notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Society.
- (iii) Any Member of Council who is charged with any of the offences that would lead to disqualification in accordance with Statute 32+(i)(f) may by a decision of Council be suspended without prejudice until the conclusion of the investigation and any prosecution. During such suspension that Member of Council may not exercise any of the rights or responsibilities of their office; for the avoidance of doubt, they may not attend meetings or receive minutes of Council or participate in decision making, and must be removed from the Society’s bank mandate if applicable.(i) ——— if he shall cease to be a Member of the Society;
- (ii) —if by notice in writing to the Secretary of the Society he shall resign his office;
 - (iii) —if he shall be removed from office by a Resolution duly passed at a General Meeting;
 - (iv) —if he shall become of unsound mind;
 - (v) —if he shall be adjudged bankrupt.

SCHEDULE 2

THE STATUTES INTERPRETATION

Formatted Table

33. The Council may, subject to the provisions of the By-Laws, meet together for the dispatch of business, adjourn and otherwise regulate its Meetings as it shall think fit and determine the quorum necessary for the transaction of business which, unless otherwise determined, shall be two-thirds rounded down of members of Council. If a Meeting of Council becomes inquorate during the Meeting, the said Meeting will continue subject to its subsequent decisions being ratified by Council at the next available opportunity. Questions arising at any Meeting shall normally be decided by consensus, but when a question is decided by voting and there is an equality of votes the Chair shall have a second or casting vote.~~five. Questions arising at any Meeting shall be decided by a majority of votes and in the case of an equality of votes the Chairman shall have a second or casting vote.~~

34. A Meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Council generally.

35. Council may agree a procedure for taking some decisions by electronic means, outside its meetings. Council may also agree a procedure for the Chair to take action if necessary between meetings.

Formatted: Font: 11 pt

NOTICES

~~365.~~ Every Member shall upon election furnish the ~~Secretary-Society~~ with ~~his address~~their contact information and the ~~Secretary-Society~~ shall be responsible for ensuring that a record of contact information is maintained and suitably protected in accordance with relevant data protection legislation in force from time to time, enter this in a book kept for that purpose. Any notice may be served by the Society upon a Member either personally or in accordance with the information given by the member and by sending it through the post by prepaid letter to the address of the Member so recorded as aforesaid.

SCHEDULE 2

**THE STATUTES
INTERPRETATION**

Formatted Table

~~376.~~ Every Member shall be entitled to be served with notices of all Meetings of the Society and- [all business to be conducted therein.](#) ~~Every~~ Member of the Council shall be served with notices of [all](#) Council Meetings. The accidental omission to give any such notice or the non-receipt of any such notice by any Member shall not invalidate the proceedings of any such meeting.

~~387.~~ Any notice if served by post shall be deemed to have been served upon the day following the date upon which the letter containing the same was [properly dispatched.](#) ~~Notices sent by electronic means shall be deemed to have been served on the day they are sent, put in the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put in the post office as a prepaid letter.~~

THE SEAL

~~398.~~ The Seal of the Society shall not be affixed to any instrument except by the authority of a Resolution of the Council. [The President or Chair and one other member of the Council shall sign every instrument to which the Seal shall be affixed, and in the presence of the President or Chairman and one other Member of the Council who shall sign every instrument to which the Seal shall be so affixed in their presence.](#)

BY-LAWS

~~4039.~~ The Society in General Meeting may from time to time by a majority of two-thirds of the votes given make, vary or revoke By-Laws for the regulation of the business of the Society and its officers and servants; provided that no By-Law shall be made which would in effect alter or amend these Statutes.

SCHEDULE 2

