

# **BY-LAWS OF THE LONDON MATHEMATICAL SOCIETY**

## **I. OF THE COUNCIL**

1. The Council shall meet at least four times between one Annual General Meeting and the next. Any five Members of the Council may, by informing the General Secretary, require an extra Meeting to be called within one month.
2. Any member of Council shall, at the time of service, be a Member of the Society normally resident in the United Kingdom of Great Britain and Northern Ireland.
3. The Council shall consist of twenty Members of the Society (but see paragraph 9 of the Charter). Of these, twelve shall be Members-at-Large, including a designated position for the Member-at-Large (Women and Diversity), and the rest shall be Officers (specifically, a President, at least one Vice-President, a Treasurer, a General Secretary, and such other Secretaries as Council shall from time to time determine). The President Elect will normally attend Council meetings but is not a member of Council. If it is desired to change the number of Members of Council, a resolution proposing the change must be proposed and voted on at a General Meeting of the Society, always being in accordance with paragraph 9 of the Charter. A simple majority in such a vote shall be decisive.
4. Officers of the Society, with the exception of the President (see By-Law II) shall be elected or appointed for one-year terms in accordance with Statute 24. If an Office becomes vacant during a year, Council shall take the advice of Nominating Committee before filling it in accordance with Statute 31 and By-Law III.4. No President shall hold that office for more than two years consecutively. None of the other Officers shall hold any Office or combination of Offices for more than eight years consecutively unless the extension beyond eight years is to permit the tenure of the Presidency, including a period as President Elect. However, after a gap of two years anyone who has completed a period of consecutive service may again stand for election.
5. Each Member-at-Large of Council shall be elected for a term of two years. Of the seats with two-year terms for Member-at-Large, half shall have terms beginning in odd-numbered years, and half in even-numbered years. If the seat of a Member-at-Large becomes vacant during a term, then in accordance with Statute 31 and By-Law III.4 that seat shall be filled by Council until the next Annual General Meeting after taking the advice of Nominating Committee; if at the Annual General Meeting one year of the term of the seat remains, it shall be added to the list of vacancies as a seat with a one-year term. No one shall serve for more than six consecutive years as a Member-at-Large. However after a gap of two years, anyone who has completed such a period of consecutive service may again stand for election.

## **II. OF THE PRESIDENCY**

1. The business of the President shall be to preside at all Meetings of the Council and all General Meetings of the Society, to regulate the discussions, and to decide questions of order.
2. The election of the President will be for a term of two years. Normally this election will take place one year prior to the person elected taking office as President.
3. If the President Elect of the Society should die, resign, or become incapacitated before becoming President, the position of the President Elect shall remain vacant until the next regular election of a President Elect, and the Society shall, at the next Annual General Meeting, elect a President for a two-year term.
4. If the President of the Society should die, resign, or become incapacitated while a President Elect is in office, the President Elect shall serve as President for the remainder of the year and thereafter shall serve the regular two-year term.
5. In the absence of the President one of the Vice-Presidents shall take the Chair of Council or a General Meeting; if no Vice-President shall be present, the Council shall appoint one of its members to take the Chair; and the Vice-President or other member in the Chair shall be invested with and shall exercise all the powers and prerogatives of the President. Ordinary Meetings shall be chaired by an Officer of the Society.

### **III. OF NOMINATIONS AND THE NOMINATING COMMITTEE**

1. There shall be a Nominating Committee which will by the first of August each year make at least one nomination of an eligible Member of the Society (see By-Law I.2) for each vacancy for any position of Officer or any position of Member-at-Large of Council which is expected to become vacant at the Annual General Meeting in the following November. The nominations shall be received by the Executive Secretary of the Society by noon on the first of August. For the avoidance of doubt, the position of Member-at-Large (Women and Diversity) shall receive its own nominations and shall be dealt with separately on the ballot papers to any other Member-at-Large vacancies.
2. Any Member of the Society, including a member of Nominating Committee, other than a Scrutineer, may nominate an eligible Member of the Society (see By-Law I.2) for election as an Officer or Member-at-Large of the Council. Any such nomination shall state the position for which the nomination is made, and shall bear the names and signatures of the Nominator, of three Seconders who must be Members of the Society, and of the Member nominated, and shall be received by the Executive Secretary by noon on the first of September. No Member of the Society may stand for more than one Officer position simultaneously or for more than one Member-at-Large position simultaneously. The submission of nomination material by any means (verifiable as from time to time determined by Council) will be accepted.
3. The Executive Secretary shall inform the General Secretary of all nominations that are received by noon on the first of September. If by noon on the first of September in any year sufficient nominations to fill all the vacancies which will arise at the Annual General Meeting have not been received then the Council shall itself make nominations for these vacancies.
4. If a casual vacancy amongst the Officers or Members-at-Large occurs Council will fill the vacancy until the next annual elections after taking the advice of Nominating Committee.
5. In consultation with Nominating Committee, Council will from time to time determine a procedure for the identification of the President Elect. The candidate for President Elect should be notified to the Executive Secretary by noon on the first of August in the year of the election of the President Elect.
6. The Nominating Committee will each year by noon on the first of August make nominations of eligible Members of the Society (see By-Law III.8) for any expected vacancies in the elected seats in its own body.
7. Any Member of the Society, other than a Scrutineer, may nominate an eligible Member of the Society (see By-Law III.8) for election as a member of Nominating Committee. Any such nomination shall bear the names and signatures of the Member nominated, of the Nominator and of three Seconders who must all be Members of the Society, and must be received by the Executive Secretary before noon on the first of September. Submission of nomination material by any verifiable means will be accepted.
8. The Nominating Committee will have up to eight members who at the time of service must be Members of the Society normally resident in the United Kingdom of Great Britain and Northern Ireland. Members of the Nominating Committee are ineligible to stand as candidates for election or re-election to Council or as President Elect or for re-election to Nominating Committee. Two members will be elected by the Society in each annual election to serve for terms of three years. One further member will each year be appointed by Council from amongst those of its members who will not be candidates for Council or for Nominating Committee at the next annual elections. The eighth member will be the Chair, who will be appointed by Council on the recommendation of the Nominating Committee, and who must not be a member of Council. The Chair will be appointed as soon as possible after a vacancy arises for a period of three years from the date of appointment. Members of Nominating Committee may serve for more than three consecutive years only in exceptional circumstances.
9. If a casual vacancy for an elected member arises in its ranks at any time the Nominating Committee will appoint a Member of the Society to fill the vacancy until the next annual election. At that time, the seat will be added to the list of vacancies with a term equal to the remaining part of the term for that seat. If a vacancy for a Council appointee arises, Council will fill it.

#### **IV. OF ELECTIONS**

1. Elections to Council and to the Nominating Committee shall be by a Single Transferable Vote system in which all Ordinary and Associate Members of the Society of good standing (see Statute 26) shall be entitled to vote. If there are seats to be filled with three-year, two-year or one-year terms (see By-Laws I.5 and III.9) those candidates first elected shall be awarded the seats with the longer terms.
2. Council will cause to be prepared lists of all nominations, whether made under By-Laws III.1, III.2 or III.3, or III.5 for all vacancies on Council and on Nominating Committee which are to be filled at the November Annual General Meeting. A copy of each list will be made available five weeks before the Annual General Meeting to each Member of the Society eligible to vote using the contact information provided. The Member will be provided with notification of the ballot and the instructions and means to cast a ballot to vote on each vacant position on Council.
3. Each completed ballot shall be submitted as determined by the Council. Ballots must be appropriately validated. Votes must be received at least 8 clear days before the Annual General Meeting. The election of Officers shall be determined before that of Members-at-Large. A Member elected as an Officer, if also standing for election as a Member-at-Large, shall be withdrawn as a candidate for election as a Member-at-Large.
4. The Society shall, at a General Meeting held before the end of July each year, appoint at least two of its Members who are not members of Council, members of Nominating Committee, or expected to be candidates, to be Scrutineers for the elections that year. A Member who has made or seconded a nomination of a Candidate for Council or Nominating Committee under By-Law III.2 or III.7 may not act as a Scrutineer. If any Scrutineer should withdraw or become a candidate before the Annual General Meeting, The General Secretary must appoint a replacement. The task of the Scrutineers is to ensure that the elections are conducted in a fair and honest way. They will in particular be responsible for ensuring that checks are made that all votes cast are from members of the Society in good standing (Statute 26), for adjudicating in cases in which the validity of a voting list is questioned, and ensuring that all votes are properly counted. The Scrutineers may also act on other occasions on which the Society holds a ballot of Members.

#### **V. OF PROXY VOTING**

1. The instrument appointing a proxy shall be in writing under the hand of the appointer or the appointer's attorney and whether given for a specified meeting or otherwise shall as nearly as circumstances will admit be in the form or to the effect following: "I [name] of [address] being an Ordinary Member hereby appoint [name of proxy] or the Chair of the meeting (delete as appropriate) as my proxy to vote for me and on my behalf at the Annual (or other) General Meeting to be held on the day of [date] and at any adjournment thereof. As witness my hand this day of [date] Signature". Unless otherwise directed the proxy holder will be entitled to vote as they think fit.
2. No person shall be appointed a proxy who is not entitled to vote at a meeting for which the proxy is given.
3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited with the Scrutineers of the Society according to instructions as shall be determined from time to time by Council, no fewer than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the proxy proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of six months from its date.
4. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the appointer or revocation of the proxy unless previous intimation in writing of the death or revocation shall have been received by the Society.

#### **VI. OF ANNUAL SUBSCRIPTIONS**

1. No annual subscription shall be payable by an Ordinary Member who has paid annual subscriptions for at least 35 years.

## **VII. OF THE HONORARY MEMBERS**

1. The Society may from time to time elect mathematicians of distinction of foreign countries to be associated with the Society under the designation of Honorary Members; but such Honorary Members shall not thereby be entitled to vote at any Meeting of the Society. Honorary Members shall be entitled to receive free electronic access to the publications of the Society.
2. Honorary Members shall be nominated for election by the Council. No such nomination shall be made unless two-thirds of those voting shall be in favour thereof.
3. A Certificate, signed by the President and the General Secretary, and sealed with the Seal of the Society, shall be forwarded to each newly-elected Honorary Member as soon as is convenient after the election is confirmed.

## **VIII. OF THE ANNUAL GENERAL MEETING**

1. The Annual General Meeting shall be held on such day and time in November as the Council may from time to time determine. The order of procedure at the Meeting shall be determined by the Council.

## **IX. OF THE OFFICERS**

1. There shall be at least one Vice-President, a Treasurer, a General Secretary, and such other Secretaries as Council shall from time to time determine.
2. It shall be the duty of the General Secretary to ensure that Minutes of the proceedings of the Society and of the Council are kept and are confirmed by the Members of the Society or the Council. The General Secretary shall have the responsibility for ensuring the safe-keeping of all documents of the Society which do not relate to the stocks, shares, funds and securities belonging to or held in trust for the Society, until such time as, in accordance with the policy determined from time to time by Council, documents are passed to the Librarian for preservation in the Society's Archive (By-Law XI.2).

## **X. OF THE PUBLICATIONS OF THE SOCIETY**

1. The *Newsletter* shall contain a formal record of the proceedings at Meetings of the Society.

## **XI. OF THE LIBRARY AND LIBRARIAN**

1. The Library of the Society shall be kept at such place as shall from time to time be determined by the Council. Every Member of the Society shall be entitled to take books out of the Library and shall return them within such period as the Council shall from time to time determine. Any Member who shall take out a book and then fail to return it on being required to do so shall pay to the Treasurer the cost of another copy if procurable, or such compensation as the Council may decide.
2. The Librarian shall have responsibility for the safe-keeping of the Society's Archive and book collections.
3. The Librarian will be appointed by the Council, and need not be a member of Council.

## **XII. OF THE COMMON SEAL, AND THE CUSTODY OF DOCUMENTS**

1. The Council shall provide as they shall from time to time think expedient for the custody of the Common Seal of the Society, and of all deeds and other documents relating to the trust funds of the Society and to the investments which are the property of the Society.

2<sup>nd</sup> July 2021