

THE LONDON MATHEMATICAL SOCIETY

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 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 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:

1. 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.

3. The objects for which the Society is incorporated shall be:
 - (i) To acquire and take over the 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 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 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;
 - (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 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.

4. The Members shall consist of those persons who at the date hereof are Members of the Old Institution 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.

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.

5. The qualifications, mode of election, rights, privileges and obligations of Members shall, subject as herein provided, be as prescribed by the Statutes.
6. The Statutes shall provide for the payment of entrance fees and subscriptions by Members.
7. Should the Council deem it desirable that any Member should be expelled, they shall call a Special General Meeting of Members to consider a Resolution for his expulsion, and after such Member has had an opportunity at such Meeting of explaining his objection to the Resolution and provided that not less than twenty Members shall be present at such Meeting, and that of those who vote, at least two-thirds shall agree by ballot to his expulsion, he shall cease to be a Member of the Society.
8. There shall be held a General Meeting of the Society 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 comprising a President, Vice-Presidents, a Treasurer, a Secretary or Secretaries, and such other Officers and such other Members comprising in all not less than sixteen Officers and Members, elected or appointed at the Annual General Meeting of the Society as may in all respects be prescribed by the Statutes. 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.
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. 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 services actually rendered to the Society nor the payment of reasonable and proper fees to any referee appointed by the Council 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.

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 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 he is a person who would be approved by the Board of Trade as an auditor for a public company with limited liability.
15. It shall be lawful for the Society with the sanction of 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 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.

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 Our Reign.

BY WARRANT under the Queen's Sign Manual.

(Signed) Coldstream.

THE SCHEDULE

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. Ordinary, Associate, Corporation and Institutional Members shall be elected in the manner hereinafter provided. 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.
5. Every candidate for Ordinary or Associate Membership shall be proposed and recommended, according to a form requiring particulars of status and qualifications, by not less than two Members, of whom one at least must certify 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 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. He shall pay the contribution which is due from him within six months after the day of his election; otherwise 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.
8. At the first Ordinary or Annual General Meeting at which an Ordinary or Associate Member is present 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 his decease, or until he has signified in writing to the Secretary of the Society his desire to resign, or until 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 representatives, shall continue liable for all sums due from him to the Society at the time when he ceased to be a Member, and shall return all books or other property borrowed by him from the Society, and shall make full compensation for the same if injured or not returned within six months.

SUBSCRIPTIONS OF MEMBERS

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 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 his election, and the next subscription on the second Thursday in 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.
11. The Council shall have the power to determine the rates of subscription to be paid by Ordinary Members, and by Corporation and 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 his subscription.
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 his 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 an entrance fee and an annual subscription or a life composition fee of such amounts 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. 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.
17. Should a Member allow his subscription to be one year in arrear, he shall be notified thereof by the Treasurer. Should he, notwithstanding this notification, allow another year to pass without paying up all his arrears, the Treasurer shall lay the matter before the Council, and, unless they shall otherwise order, he 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. 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 Officers and Members of the Council. General Meetings shall be held from time to time as directed by the Council or upon requisition of Members as hereinafter provided. 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.

19. The Council shall within twenty-eight days of the receipt of a requisition in writing of not less than twenty Members of the Society stating the objects for which the meeting is desired convene a 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 or the requisitionists.
20. At an Ordinary Meeting of the Society seven Members shall form a quorum. At an Annual or other General Meeting ten Members shall form a quorum.
21. If within half-an-hour from the time appointed for a General Meeting a quorum is not present, then a meeting convened on the requisition of Members shall be dissolved. 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 ten Members are not present within half-an-hour from the time appointed for the Meeting then the Members present shall be a quorum.
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 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.

VOTES

24. Every question 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 at the Annual General Meeting provided that 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.
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 Chairman of the Meeting at which any vote is taken shall be entitled to a casting vote 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 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 or by the Chairman, a declaration by the Chairman 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 Chairman directs, and the result of such poll shall be deemed to be the Resolution of the Society in General Meeting.

THE COUNCIL

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.
30. (a) 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) 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 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.
- 31. Any vacancy amongst the Officers or membership of the Council shall be filled by the Council and any Member so appointed shall retire at the next Annual General Meeting, 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, when continuing Members may act only for the purpose of filling vacancies in their body or of convening a General Meeting for that purpose.
- 32. The office of a Member of the Council shall be vacated
 - (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.
- 33. The Council may, subject to the provisions of the By-Laws, meet together for the despatch 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 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.

NOTICES

- 35. Every Member shall upon election furnish the Secretary with his address and the Secretary shall enter this in a book kept for that purpose. Any notice may be served by the Society upon a Member either personally or by sending it through the post by prepaid letter to the address of the Member so recorded as aforesaid.
- 36. Every Member shall be entitled to be served with notices of all Meetings of the Society and every Member of the Council shall be served with notices of 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.
- 37. 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 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

38. The Seal of the Society shall not be affixed to any instrument except by the authority of a Resolution of the Council 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

39. 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.