**Geological Society bye-laws review terms of reference**

5th March 2022

Context

1. The Geological Society was founded in 1807 and in 1825 was granted its Royal Charter of Incorporation, with a supplemental charter granted in 2006. Today it is a registered charity and its instruments of governance include its Royal Charter (and 2006 supplement), its bye-laws and its regulations.

2. The bye-laws are a key instrument of governance, setting out many of the rules under which the Society operates. The current bye-laws were drafted in 1999 by the Bye-laws Working Group and were approved by the Fellowship in 2000. An amendment to permit electronic voting was approved by the Fellowship in 2003.

3. Over 20 years has elapsed since the last major bye-laws revision and in that period much has changed, both within the Society and in the external environment within which it operates.

a. The trend away from hard copy and to electronic communications has continued

b. Younger Fellows have different expectations of the Society’s modus operandi and may reasonably have an expectation of an organisation which adopts current and developing standards

c. Data protection legislation has changed significantly with the introduction of the General Data Protection Regulation, and charity law has evolved with the introduction of the Charities Act 2011

d. The Society’s future in Burlington House is under question and in years to come it may occupy alternative premises.

4. A review of the bye-laws is due, to ensure that the Society’s key instrument of governance is updated to reflect modern organisational standards, and ensure that we have the flexibility needed to operate in a rapidly evolving and unpredictable world.

Terms of reference

5. The purpose of the bye-laws review is to modernise the rules governing the operation of the Society, bringing them into line with current legislation and best practice, and identify the changes required to provide for greater future flexibility.

6. The review will be carried out by a small working group comprising current and past members of Council, the Executive Secretary and a project manager. An advisory group, drawn more widely from the Fellowship, will be recruited and chaired by a member of the working group. The role of the advisory group will be to contribute ideas, critically review emerging text and provide the benefit of relevant personal expertise and experience.

7. The working group will make recommendations to Council in September 2022. If the proposed changes are acceptable to Council a period of Fellowship consultation will follow, with a vote to approve the final revised bye-laws at a Special General Meeting to be held in 2023.

8. The scope of the review will be wide-ranging and will:

· Ensure alignment between the bye-laws and current legislation, including GDPR and charity law

· Address embedded reference to the Society’s address as being at Burlington House (“the Apartments”)

· Review the structure and membership of Council and the Standing Committees and ensure that adequate checks and balances with regard to Council’s power are accommodated

· Identify and address out-of-date procedures and ensure that the new bye-laws reflect current organisational best-practice

· Ensure that the outcomes of the 2021 Fellowship categories and benefits review are fully reflected

· Modernise the Society’s approach to membership, including the option of a rolling membership year and the integration of CSci status

· Check that language and style is current and accessible, and that any errors are corrected

· Provide for the greater flexibility which may be required in the future.

· To ensure that the revised Bye-laws are fully fit for purpose.

9. As part of the process the working group will review the bye-laws of other organisations it regards as developing best practice and being future-fit.

Working group membership

Non-staff Ruth Allington (Council member and President Designate)

 Martin Griffin (Council member)

 Jessica Smith (Council member and Vice-President, Regional Groups)

 David Norbury (ex-Council member, brings governance experience)

Staff Richard Hughes (Executive Secretary, providing staff perspective)

 Neal Marriott (project manager)

Advisory group members to be recruited