

## **Amendments to RES Bye-laws**

### **AGM 10<sup>th</sup> September 2024**

#### **1. INTRODUCTION**

- 1.1 The Royal Entomological Society (the **Society**) is governed by a Charter dated 24 June 1885 (the **Charter**) and Bye-Laws (most recently updated on 10 September 2024 (the **Bye-Laws**)).
- 1.2 Council (also known as the Trustees) are the charity trustees of the Society.
- 1.3 The Charter notes that the Society has a common seal with which the Society may execute various documents. However, there are no explicit provisions within either the Charter or the Bye-Laws setting out how the common seal should be affixed to a document or whether (and, if so, how) the Society may execute a document in the absence of using its common seal.
- 1.4 Accordingly, we recommend amending the Society's Bye-Laws to include explicit provisions relating to the execution of documents by the Society either using the common seal of the Society or in the absence of it.
- 1.5 The Society may amend the Bye-Laws by a resolution of its members at a general meeting (see the fifth paragraph of the Charter) and there is no need for those amendments to be approved by the Privy Council before they take effect.

#### **2 SUMMARY OF PROPOSED AMENDMENTS TO THE BYE-LAWS**

- 2.1 Whilst the Society has a common seal with which it may execute any documents required to be executed by the Society, there are no explicit provisions within the Society's Charter or Bye-Laws setting out the manner in which the common seal is to be affixed.
- 2.2 It is common practice for Royal Charter corporations to include explicit provisions within its governing documents permitting two members of the governing body to execute documents on behalf of the Society. This aligns with the provisions under company law which permit documents to be executed by the Company through the signing of two of the company's directors. We, therefore, recommend that the Society's Bye-Laws are amended to include the following explicit provisions setting out how the Society may execute documents:
  - 2.2.1 by affixing the common seal witnessed by the signature of two members of Council; or
  - 2.2.2 without affixing the common seal, by the signature of two members of Council.

## **RECOMMENDATION FROM COUNCIL**

Having considered the draft amended Bye-Laws and the explanatory note in respect of the proposed amendments, the membership hereby **RESOLVES**:

- (a) To amend the Society's Bye-Laws by inserting a new Bye-Law 32 as follows:

### **CHAPTER 32 THE COMMON SEAL**

- 32.1 The Chief Executive Officer shall be responsible for the safe custody of the common seal of the Society.
- 32.2 The common seal may not be affixed to any deed, instrument or other document except in pursuance of a resolution of the Council and unless such affixing is witnessed by the signature of any two Council Members.
- 32.3 A deed, instrument or other document may be validly executed by the Society either by affixing the common seal in accordance with Bye-law 32.2 or by the signature of any two Council Members.
- (b) To re-number the existing Bye-Law 32 as Bye-Law 33, in light of the insertion of the new Bye-Law 32 set out above; and
- (c) To re-number clause 4.3 under "Benefits to Members and Fellows and Trustees" as clause 4.4.

**Simon Ward**  
**Chief Executive Officer**