

CHARTER

**ORIGINAL CHARTER 1907
SUPPLEMENTAL CHARTER 1986**

**AMENDED 2007 CHARTER
Society of Chemical Industry, 14/15 Belgrave Square, London, SW1X 8PS
UK**

Tel: +44(0) 20 7598 1500 Fax: +44(0) 20 7598 1545

**Founded 1881 Incorporated by Royal Charter 1907 Registered Charity No
206883**

**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 by an humble Petition the Society of Chemical Industry (hereinafter called "the Society") has represented unto Us:

- (a) that the Society was incorporated by Royal Charter granted in the year of our Lord One thousand nine hundred and seven (hereinafter called "the Original Charter") having as its primary object the advancement of applied chemistry in all its branches and is now constituted according to the Original Charter;
- (b) that the Society has continuously fulfilled its objects and duties in the manner prescribed;
- (c) that some of the provisions of the Original Charter have become obsolete and it is desirable for the better performance of the Society's objects and functions that the Original Charter should be revoked save with respect to the incorporation of the Society and replaced by a new Charter better fitted to that end.

NOW, THEREFORE KNOW YE that we, having taken the said Petition into Our Royal Consideration, have of Our especial grace, certain knowledge and mere motion granted and declared and by these Presents for Us, Our Heirs, and Successors do grant and declare as follows:

- 1.** The provisions of the Original Charter (except in so far as they incorporate the Society and confer upon it perpetual succession and a Common Seal with power to alter and renew the same, and the power to sue and be sued and to purchase, hold and dispose of real or other property, and require that the Society shall apply its profits and income to its objects and shall not pay dividends to its Members) and the existing By-laws of the Society shall be revoked with effect from the 1st day of April one thousand nine hundred and

eighty six (hereinafter referred to as "the Effective Date"), but this revocation shall not affect the validity or legality of any act, deed or thing already done or executed under the Original Charter or the said By-laws.

2. Objects

The objects (the "objects") of the Society shall be to advance the application of chemistry and related sciences for the public benefit by:

- 2.1** furthering the practical application of discoveries in the field of chemistry and related sciences to the products and processes of industry;
- 2.2** providing a forum in which multi-disciplinary discussions on the opportunities and problems of industry can take place and publishing appropriate journals, books and other communications;
- 2.3** granting medals, lectureships, scholarships and other awards;
- 2.4** carrying out, or assisting in the carrying out of, investigations into matters of public concern relating to the practical application of chemistry and related sciences;
- 2.5** bringing to public notice the benefits accruing from the practical application of chemistry and related sciences; and
- 2.6** all such other charitable means;

but such objects shall not comprise nor shall this Our Charter confer upon the Society any power or right to act as an examining body for the purpose of prescribing or holding examinations whereby degrees, qualifications or authority to practice or to use any distinctive title can or may be conferred upon practising chemists or any other persons whatsoever whether or not Members of the Society.

3. Powers

In furtherance of the above objects (but not otherwise) the Society has the following powers to do anything within the law which promotes or is ancillary to the objects:

- 3.1** to publish journals, magazines, newsletters and information;
- 3.2** to organise events, lectures, seminars, training and symposia;
- 3.3** to charge and collect membership subscriptions;
- 3.4** to promote, commission or carry out research;
- 3.5** to provide advice;
- 3.6** to raise funds (but not by means of taxable trading);
- 3.7** to borrow or raise money on such terms as may be thought fit and give security for loans (but only in accordance with the restrictions imposed by

This version in force from midnight on 6 July 2011 as ratified by order of the Privy Council

the Charities Act 1993 as amended by the Charities Act 2006 and any subsequent legislation);

- 3.8** to acquire any copyright, patents, translation, publication, right of publication or reproduction or other intellectual property rights which may appear useful to the Society and to protect, prolong, register, renew, exercise, develop, turn to account, use or manufacture the same;
- 3.9** to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights therein and any rights or privileges necessary for the promotion of the objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society;
- 3.10** to let or dispose of property of any kind;
- 3.11** to provide financial assistance, make grants, donations or loans of money and to give guarantees;
- 3.12** to draw, make, accept, endorse, discount, execute, issue and deal with promissory notes, bills of exchange and other instruments of any kind, whether or not negotiable or transferable;
- 3.13** to set aside funds for special purposes or as reserves against future expenditure;
- 3.14** to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);
- 3.15** to delegate the management of investments to a financial expert, but only on terms that:
 - (A)** the investment policy is set down in writing for the financial expert by the Board of Trustees;
 - (B)** every transaction is reported promptly to the Board of Trustees;
 - (C)** the performance of the investments is reviewed regularly with the Board of Trustees;
 - (D)** the Board of Trustees is entitled to cancel the delegation arrangement at any time;
 - (E)** the investment policy and the delegation arrangement are reviewed at least once a year;
 - (F)** all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board of Trustees on receipt; and
 - (G)** the financial expert must not do anything outside the powers of the Board of Trustees.
- 3.16** to arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body registered or having an

This version in force from midnight on 6 July 2011 as ratified by order of the Privy Council

established place of business in England and Wales) under the control of the Board of Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required;

- 3.17** to constitute and delegate powers to such standing committees as the Board of Trustees may think fit;
- 3.18** to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
- 3.19** to purchase and maintain insurance for the Members of the Board of Trustees against the costs of a successful defence of a criminal prosecution brought against them as Members of the Board of Trustees or against personal liability incurred by them in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Society which is or is alleged to be a breach of trust or breach of duty, unless the Member of the Board of Trustees concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 3.20** to employ paid or unpaid agents, staff or advisers;
- 3.21** to enter into contracts to provide services to or on behalf of other bodies;
- 3.22** to establish where necessary local branches;
- 3.23** to procure the Society to be registered or recognised in any foreign country or place;
- 3.24** subject to Article 7.7 of this Charter to enter into agreements for the purpose of amalgamating with other charitable societies;
- 3.25** to assist and co-operate with other organisations; and
- 3.26** to establish subsidiary companies to assist or act as agents for the Society.

4. Benefits to Members of the Society

The property and funds of the Society shall be used only for promoting the objects and do not belong to the Members of the Society except as provided for in the By-laws.

5. Memberships and qualifications

Provisions as to membership and Members' qualifications shall be provided for in the Rules.

6. Meetings

The meetings of the Society, its committees and groups shall be held at such times and for such purposes and shall observe such procedures as may be prescribed by or under the By-laws or the Rules.

7. Governance

7.1 There shall be a Board of Trustees of the Society consisting of such number of Members to be elected or constituted and to hold office for such period and on such terms as to re-election or otherwise as the By-laws or the Rules for the time being shall prescribe.

7.2 The overall direction and management of the Society and its affairs and business shall be vested in the Board of Trustees subject to the provisions of these Presents and the By-laws and the Rules. The business of the Board of Trustees shall be conducted in such manner as the Board of Trustees may from time to time prescribe.

7.3 Rules shall regulate meetings of the Board of Trustees, its proceedings and the appointment of groups, committees and sub-committees and any other matters connected with the exercise and discharge of the powers and duties of the Board of Trustees.

7.4 The Society shall have an honorary President and such officers with such functions, tenure and terms of office as the By-laws and the Rules may prescribe and such other officers and servants as the Board of Trustees may from time to time appoint.

7.5 The Society may by special resolution passed by not less than two-thirds of the Members voting thereon (in person, by post, by electronic means or in any other manner set out in the By-laws or Rules) at a general meeting in accordance with the procedure prescribed by the By-laws or Rules from time to time make such By-laws as shall seem to it requisite and convenient for the regulation, government and advantage of the Society and from time to time revoke, amend or add to any By-law or By-laws heretofore made so that the same be not repugnant to this Our Charter. Provided that no such By-law, revocation, amendment, or addition shall take effect until the same shall have been allowed by the Lords of Our Most Honourable Privy Council of which allowance a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

7.6 The Board of Trustees may by special resolution passed at a meeting by not less than two-thirds of the Members of the Board of Trustees present and voting (being an absolute majority of the whole number of the Members of the Board of Trustees) and confirmed by not less than two-thirds of the Members of the Society voting thereon (in person, by post, by electronic means or in any other manner set out in the By-laws or Rules) at a general meeting in accordance with the procedure prescribed by the By-laws or Rules revoke, amend or add to any of the provisions of this Our Charter and such revocation, 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. Provided that no such revocation,

This version in force from midnight on 6 July 2011 as ratified by order of the Privy Council

amendment or addition shall be made which shall cause the Society to cease to be a charity at law other than in the case of dissolution under Article 8 of this Charter. This provision shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.

- 7.7** The Society may enter into agreements for the purpose of amalgamating with any kindred charitable society, provided that any such amalgamation shall be approved by a resolution passed by not less than two-thirds of the Members of the Society voting (in person, by post, by electronic means or in any other manner set out in the By-laws or Rules) at a general meeting in accordance with the procedure prescribed by the By-laws and thereafter the Members of such kindred society shall, subject to such conditions as the agreement may prescribe, be Members of the Society. No agreement entered into under this Article shall take effect until it shall have been allowed by Us in Council.
- 7.8** The Board of Trustees may make and from time to time revoke, amend or add to the Rules as required for the regulation, government and advantage of the Society, its Members and property, and for the furtherance of the objects and purposes of the Society. Provided that no such Rules or any revocation of or amendment or addition to any such Rules shall be repugnant to this Our Charter or to the Laws and Statutes of Our Realm.
- 7.9** The first By-laws to be made under these Presents shall be those made by the voters of the Society and annexed hereto.

8. Dissolution

- 8.1** The Board of Trustees may by special resolution passed and confirmed as described by Article 7.6 of this Charter hereof Surrender this Our Charter and any Supplemental Charter and wind up the affairs of the Society. Provided that no such resolution shall take effect unless and until We, Our Heirs and Successors in Council shall think fit to accept such surrender on such terms or conditions and subject to such modification (if any) as We or They shall think fit.
- 8.2** If the Society is wound up or dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied to or for the benefit of such charitable institution or institutions having similar or complementary objects to those of the Society and if more than one then in such shares or proportions and in such manner in all respects as the Board of Trustees may, in their discretion, decide.

9. Interpretation

The Board of Trustees shall make Rules concerning the definitions contained in this Charter, the By-laws and the Rules.

10. Conclusion

And We do hereby for Us Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all

This version in force from midnight on 6 July 2011 as ratified by order of the Privy Council

things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Society any mis-recital non-recital omission defect imperfection matter or thing whatsoever notwithstanding.

In Witness whereof We have caused Our Letters to be made Patent

Witness Ourselves at Westminster this of Our Reign

By Warrant under the Queen's Sign Manual.

**THE BY-LAWS
of
SOCIETY OF CHEMICAL INDUSTRY**

1. Membership

Membership of the Society shall be open to any member of the public interested in the objects of the Society who has attained the age of eighteen years. The admission of Members, the register of Members, annual subscriptions, life compositions, certain disqualifications of Members whose subscriptions are in arrears, resignation of Members, suspension or termination of membership and restriction on the use of distinctive titles or initials, general meetings of Members and any other matter concerning the membership of the Society shall be provided for by Rules made in accordance with the Charter and these By-laws by the Board of Trustees of the Society.

2. The Board of Trustees

2.1 The Members of the Board of Trustees as Charity Trustees have control of the Society and its property and funds. The Members of the Board of Trustees shall be Members of the Society.

2.2 The number of Members of the Board of Trustees shall be not more than fifteen elected Members.

2.3 Every Member of the Board of Trustees must sign a declaration of willingness to act as a Charity Trustee of the Society before being eligible to vote at any meeting of the Board of Trustees.

2.4 Subject to By-law 2.5(B), the Board of Trustees shall comprise of up to fifteen elected Trustees. The Chairman of the Board of Trustees and the Chairmen of the standing committees shall be elected in accordance with By-law 2.5(A) and shall be deemed to be elected Members of the Board of Trustees. There shall be a standing committee called "the Finance and Investments Advisory Committee" and the Chairman of the Finance and Investments Advisory Committee shall be the Honorary Treasurer of the Society. If there is a standing committee relating to membership affairs, it shall be called "the Membership Affairs Committee", and its Chairman shall be the Honorary Secretary of the Society. The Board of Trustees may elect a Deputy Chairman of the Board from the elected Members of the Board.

2.5

(A) Subject to By-law 2.4 and any other By-laws or Rules governing the appointment and removal of Members of the Board of Trustees, the Members of the Society shall be entitled at the AGM or at a general meeting to elect Members of the Board of Trustees (including the officers), to remove any Member of the Board of Trustees so elected and to elect another Member of the Board of Trustees in place of any Member of the Board of Trustees who ceases to be a Member of the Board of Trustees.

- (B)** In addition to Members of the Board of Trustees elected under By-law 2.5(A) the Board of Trustees may co-opt up to three additional Members of the Board of Trustees at its discretion who shall serve until the second AGM following their co-option. Any co-opted Members of the Board of Trustees must sign a declaration of willingness to act as a Charity Trustee of the Society before being eligible to vote at any meeting of the Board of Trustees.

2.6

- (A)** At each AGM of the Society, Members of the Board of Trustees who have served for a term of office of three years shall retire.

- (B)** Such retirements shall take effect at each AGM.

2.7 A Member of the Board of Trustees retiring under By-law 2.6(A), or otherwise shall be eligible for re-election under By-law 2.5. However, the Chairman of the Board of Trustees and the Chairmen of all standing committees may only hold that specific Chairmanship for a lifetime maximum of six years.

2.8 The term of office of a Member of the Board of Trustees automatically terminates if he or she:

- (A)** becomes prohibited by law from being a Member of the Board of Trustees; or

- (B)** becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- (C)** is or may be suffering from mental disorder and either:

- (1)** he or she is admitted to hospital in pursuance of an application for admission under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

- (2)** an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or the appointment of a receiver, curator bonis, or other person to exercise powers with respect to his or her property or affairs; or

- (D)** is absent from three consecutive meetings of the Board of Trustees without good reason and the Board of Trustees resolve that his or her office be vacated; or

- (E)** resigns by written notice to the Board of Trustees; or

- (F)** is removed by resolution passed by at least two-thirds of the Members of the Society such resolution being passed at a general meeting duly convened and held after the meeting has invited the views of the Board of Trustees and the Member of the Board of Trustees concerned and the chairman of the meeting has declared that the meeting has considered the matter in light of such views; or

- (G)** ceases to be a Member of the Society.

- 2.9** A technical defect in the election of a Member of the Board of Trustees of which the Board of Trustees is unaware at the time does not invalidate decisions taken at a meeting of the Board of Trustees.
- 2.10** Board of Trustees decisions regarding budgets and capital expenditure must be supported by a majority vote in favour as prescribed in Rule 6.5 of the Rules.
- 2.11** Corresponding provisions to this By-law shall apply to the Members of all standing committees and sub-committees of the Board of Trustees. Where By-law 2.8(D) applies to standing committees and sub-committees those committees shall resolve whether the office shall be vacated.

3. Board of Trustees Standing Committees

At the AGM the Members of the Society shall elect Members to serve on any standing committees set up by the Board of Trustees. The Chairman of the Board of Trustees shall have observer status without voting rights unless elected to that standing committee.

4. Powers of the Board of Trustees

The Board of Trustees have the power to make Rules in the administration of the Society.

5. Groups

There shall be constituted by the Board of Trustees the following Members' interest groups within one of the following three categories:

- 5.1** Special Interest Groups;
- 5.2** International Groups; and
- 5.3** United Kingdom and Ireland Regional Groups.

6. Membership

There may be constituted "The Forum" which shall be open to all Members of the Society with one place reserved for a representative nominated from each group and standing committee of the Board of Trustees and shall be governed by the same Rules as made from time to time by the Board of Trustees for groups. The Board of Trustees also has the power to set up a body for Members of the Society, governed under such Rules as the Board of Trustees may decide.

7. Officers and Groups, Committees and Sub-Committees

The Board of Trustees have the power to make Rules concerning officers and groups, committees and sub-committees.

8. Nomination, Election and Appointments

The Board of Trustees shall have the power to make Rules concerning nominations, elections and appointments.

9. Banking

The Board of Trustees have the power to make Rules for the operation of the Society's bank account.

10. Trust Funds

The Board of Trustees has the power to make Rules concerning Trust Funds, in so far as the terms of the Trust allow.

11. Records and Accounts

The Board of Trustees shall have the power to make Rules concerning records and accounts.

12. Notices

The Board of Trustees shall have the power to make Rules for the provision of notices.

13. Indemnity

13.1 Every Member of the Board of Trustees or other officer, Member of any standing committee, employee or auditor of the Society, shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

13.2 The Society will indemnify the Trustees (and former Trustees) of its pensions scheme in perpetuity against any claims arising from the scheme.

14. Interpretation

The Board of Trustees shall make Rules concerning the definitions contained in these By-laws.

RULES OF SOCIETY OF CHEMICAL INDUSTRY

1. Members

1.1 Proposal of Candidate

Every person, regardless of gender, race, religion or sexual orientation, desirous of being admitted a Member of the Society shall be duly proposed as a candidate for admission on such form as the Board of Trustees prescribe. The proposal shall be signed by the candidate personally unless the Board of Trustees otherwise decides, and every candidate shall make and subscribe to a declaration that he agrees, if elected, to be bound by the Charter and the By-laws and to further the objects of the Society.

The application of a candidate for election shall be accompanied by the payment of the first annual subscription. The first annual subscription shall be the whole of the annual subscription appropriate to the applicant or such part as may be agreed by the Board of Trustees.

1.2 Election of Members

All proposal forms of candidates, duly completed and accompanied by the first annual subscription, shall be considered by the Board of Trustees at its next meeting after receipt of the proposal form. The Board of Trustees may in its absolute discretion elect or postpone the election of any candidate as a Member of the Society, or may refuse to elect any candidate whom it does not consider to be a fit or proper person to be elected.

The Executive Director shall give notice of the decision of the Board of Trustees to each candidate, and upon such notice any candidate duly elected shall, pursuant to the Charter and the By-laws, become and continue to be subject to all the duties and obligations and entitled to all rights and privileges of a Member.

1.3 Honorary and Life Members

The Board of Trustees shall have the power to appoint persons as Honorary or Life Members that they, in their absolute discretion, regard as persons of distinction. Honorary Members shall not have voting or nomination rights and nor shall they be eligible to be a Member of the Board of Trustees or to sit on any standing committee unless they are also ordinary Members of the Society. Life Members shall have all these rights.

1.4 E-membership

The Board of Trustees shall have the power to appoint E-Members with such entitlements to benefits as determined by the Board of Trustees from time to time. E-members shall not have the right to attend the AGM or general meetings, nor shall they have voting or nomination rights or be eligible to be Board of Trustees Members or sit

Society of Chemical Industry

International Headquarters, 14/15 Belgrave Square, London, SW1X 8PS, UK
T: +44 (0)20 7598 1500 F: +44 (0)20 7598 1545 E: secretariat@soci.org www.soci.org

on any committee or attend any Forum or Group unless they are also ordinary Members of the Society.

1.5 Register of Members

The Register shall be maintained by the Executive Director and shall contain the names of all persons who have been elected as Members of the Society, together with the dates of their elections, and particulars of their professions or occupations and addresses. Such particulars shall be amended or corrected as occasion may require, and the names of all those on the Register who cease to be Members shall be deleted from it.

1.6 Annual Subscription

Further to the provisions of the By-laws and this Rule, every Member of the Society shall in each year pay such a sum by way of subscription for the coming year as may be prescribed by the Board of Trustees and confirmed at a general meeting of the Society, held not less than one month and not more than four months afterwards, by a majority of the Members voting in accordance with these Rules.

The Board of Trustees may provide for the payment of different rates of subscription by different classes of Members and may provide for the payment for a limited period of a reduced subscription by Members who are admitted when they are earning a gross salary of £18,500 or under, or such amount to be determined by the Board of Trustees from time to time, and who comply with such conditions as the Board of Trustees may prescribe. The Board of Trustees shall have the power to remit wholly or in part the subscription payable by any Member.

1.7 Life Compositions

The Board of Trustees may provide for Members of the Society who meet certain criteria related to age, length of membership or other matters to compound for all future annual subscriptions by the payment of a lump sum. The relevant criteria, rates and starting dates shall be at the absolute discretion of the Board of Trustees.

1.8 Subscription in Arrear

Any Member of the Society whose annual subscription is unpaid after the expiry date of a period of three months shall not be entitled to any rights of a Member until such subscription is paid, but he shall nevertheless remain subject to the duties and obligations of a Member. After two months when a subscription shall become due, the Executive Director shall give notice to all Members of the Society whose subscriptions are in arrears and if any Member for six months shall continue to be in arrear, such Member shall, unless the Board of Trustees shall otherwise determine, cease to be a Member, but without prejudice to the right of the Society to recover in any Court of competent jurisdiction any such arrear or to enforce any duty or obligation to which, as a Member, he may become liable up to the time when his membership ceases.

1.9 Certain Disqualifications of Members whose Subscriptions are in Arrears

Until payment is made of any fee or subscription payable and due, a Member in arrear shall be disqualified:

- (A)** from becoming or remaining a Member of the Board of Trustees or for being appointed a group, committee or sub-committee Member or, if already so appointed, for continuing in such office; or
- (B)** from making nominations pursuant to Rule 5.

1.10 Resignation of Members

Any Member may at any time terminate his membership by a notice in writing to that effect given to the Executive Director, but such notice, in order to be effective, shall be

accompanied by payment of any subscription or fee which at the date of the notice shall have become payable by the Member and which then remains unpaid.

1.11 Suspension or Termination of Membership by the Board of Trustees

If a complaint of misconduct about a Member of the Society is made to the Board of Trustees and that complaint, the Member first, having been given the opportunity to resolve the issue with the Chairman of the Board of Trustees and failing that second, having been given an opportunity of being heard in his own behalf before the Board of trustees, is in the opinion of the Board of Trustees sufficiently established, the Board of Trustees may, by resolution as hereinafter provided, suspend the Member from rights of membership for such a period as the Board of Trustees may determine, or the Board of Trustees may in like manner determine that his membership shall be terminated and thereupon he shall cease to be a Member. If the Member of the Society is also a Member of the Board of Trustees then he shall, in addition to being suspended or having his membership of the Society terminated, have his membership of the Board of Trustees suspended or terminated as the case may be. In the event of it being brought to the notice of the Board of Trustees that any Member has been guilty of misconduct or has been:

- (A) found guilty of any criminal offence involving fraud or dishonesty; or
- (B) committed to prison for any other criminal offence;

then the Board of Trustees may, by resolution as hereinafter provided, order his name to be removed from the Register, and thereupon he shall cease to be a Member.

A resolution of the Board of Trustees as aforesaid shall not be passed unless not less than two-thirds of the Members of the Board of Trustees eligible to vote in favour of such resolution. The Member of the Board of Trustees found guilty of misconduct shall not be eligible to vote in respect of such resolution.

The powers in this Rule may not be delegated by the Board of Trustees.

1.12 Restriction on the Use of Distinctive Title or Initials

No Member may use after or in conjunction with his name letters or initials which purport to indicate or convey that membership of the Society confers upon him any degree, qualification, or authority to practice in any profession or calling, or a right to use any distinctive title. A Member in breach of this Rule shall be guilty of misconduct.

2. General meetings

- 2.1** Members of the Society are entitled to attend general meetings. General meetings are called on at least 14 clear days written notice to all Members (save where there is a special resolution to amend the Charter or the By-laws, in which case there shall be 21 clear days written notice specifying the time and place of the meeting, the business to be discussed and, in the case of an AGM, specifying the meeting as such).
- 2.2** No business shall be transacted at any general meeting unless a quorum of Members is present. There is a quorum at a general meeting if the number of Members personally present is fifteen Members. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Board of Trustees may determine.
- 2.3** The Chairman or (if the Chairman is unable or unwilling to do so) some other Member elected by those present presides at a general meeting.
- 2.4** The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting 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 from which the adjournment took place.

When a meeting is adjourned for 14 days or more, at least seven days notice of the adjourned meeting shall be given, specifying the time and place of the meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

- 2.5** Except where otherwise provided by the Charter, By-laws or these Rules, every issue is decided by a majority of the votes cast.
- 2.6** The Society must hold an AGM in every year which all Members shall be entitled to attend.
- 2.7** At an AGM the Members of the Society:
- (A)** receive the accounts of the Society for the previous financial year;
 - (B)** receive the Board of Trustees' report on the Society's activities since the previous AGM;
 - (C)** accept the retirement of Members of the Board of Trustees who wish to retire or who are retiring at the conclusion of their term of office;
 - (D)** elect persons to fill Board of Trustees' vacancies arising including a Chairman, Treasurer and Chairmen of standing committees;
 - (E)** remove Members of the Board of Trustees;
 - (F)** elect Members of the Board of Trustees' standing and sub-committees;
 - (G)** appoint auditors for the Society; and
 - (H)** discuss any issues of policy or deal with any other business put before them.
- 2.8** Any general meeting which is not an AGM is an EGM. Subject to Rule 2.7 the Board of Trustees shall set the agenda for general meetings.
- 2.9** An EGM may be called at any time by the Board of Trustees and must be called within 28 days on a written request from thirty Members of the Society.
- 2.10** A resolution put to the vote of the meeting shall be decided by poll, postal votes or votes by electronic means.
- 2.11** In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote, in addition to any other vote he may have.

3. Powers of the Board of Trustees

The Board of Trustees have the following powers in the administration of the Society:

- 3.1** to appoint an Honorary President;
- 3.2** to appoint and remove patrons;
- 3.3** to appoint temporary honorary officers from among their number, subject to By-law 2.4;
- 3.4** to appoint Honorary Members and Life Members;
- 3.5** to form standing committees and sub-committees of the Board of Trustees (such committees to consist of two or more individuals appointed by the Board of Trustees) and to adopt terms of reference for all standing committees and sub-committees of the Board of Trustees;
- 3.6** to delegate any of their functions to standing committees or sub-committees of the Board of Trustees;

3.7 to make any further Rules for the general administration of the Society, including Rules to govern proceedings of Board of Trustees' meetings, committees, sub-committees of the Board of Trustees and groups, the use of its seal, procedures to assist the resolution of disputes and to generally manage the business of the Society.

4. Officers and Standing Committees of the Board of Trustees

4.1 The term of office of the Chairman of the Board of Trustees and the Chairmen of all standing committees is three years, but they may serve a further term subject to By-law 2.7.

4.2 There shall be not less than six nor more than fifteen elected Members of any standing committee including the Chairman.

4.3 Any standing committee may co-opt up to five additional Members.

4.4 Subject to By-law 2.5(B) in the case of Trustees, co-optees may only serve for up to a maximum of three years at a time, not renewable until a period of one calendar year has elapsed.

4.5 Co-optees shall be eligible to vote on their respective committees.

4.6 No more than two Trustees shall sit on FIAC, excluding the Chair of the said Committee. Candidates for election to the Board of Trustees or a member of the Board of Trustees may not stand for election to FIAC if there are already two Trustees on FIAC and none are standing down. Otherwise a person may stand for election but should that person be a) a Trustee or b) be elected to the Board of Trustees and also to FIAC, then that person may only take up the position on FIAC if the basic requirement of only two Trustees on FIAC is fulfilled. If the condition is not fulfilled, the position on FIAC will be taken by the person with the next highest number of votes.

4.7 No Member shall sit on more than two of the following: The Board of Trustees, the Finance and Investments Advisory Committee and the Members and Publications Sub-Committees.

4.8 The Membership Committee (MC) and Publications Committees (PC) shall be sub-committees of the Board of Trustees, with chairs appointed by the Board of Trustees for 3-year terms. The chairs will be ex-officio members of the Board of Trustees but without voting rights, unless they have been separately elected as ordinary members of the Board of Trustees.

4.9 The Membership Committee shall consist of 10 members – 4 elected and 6 appointed (including the appointed chair).

4.10 The Publications Committee shall comprise an appointed chair, a place for each of the Editors-in-Chief of the SCI Journals and 2 places for elected members.

5. Nomination, Election and Appointments

5.1 The Board of Trustees shall, with the assistance of the Executive Director, and the Executive Team, organise nominations, elections or appointments.

5.2 For the elected post of the Chairman of the Board of Trustees, Members of the Board of Trustees, standing committee Chairmen and Members of standing committees, the Board of Trustees shall seek nominations from the membership.

- 5.3** For the elections of the Chair and Members of the Board of Trustees, candidates shall require to be nominated by two Members of the Society, at least one of whom will be a current Trustee or Member of a Standing Committee.
- 5.4** The Board of Trustees shall assemble the nominations list, including information on each nominee, advise the membership, collect votes made in the manner set out in the Rules and supervise the election at the AGM.
- 5.5** For the election of Members of the Board of Trustees, standing and sub-committees, the elections will be in accordance with these Rules. The process will be that set out in Rule 5.4.
- 5.6** All candidate nominations and subsequent votes shall be sent to an independent scrutineer as appointed by the Board of Trustees from time to time.

6. Proceedings of the Board of Trustees

- 6.1** The Board of Trustees must hold at least four meetings each year.
- 6.2** A quorum at a meeting of the Board of Trustees is more than 50% of the Members of the Board of Trustees.
- 6.3** A meeting of the Board of Trustees may be held in person or by suitable electronic means as agreed by the Board of Trustees by which participants may communicate with all the other participants.
- 6.4** The Chairman or (if the Chairman is unable or unwilling to do so) the Deputy Chairman presides at each meeting. The Board of Trustees may elect a temporary Chairman for a meeting if it so wishes.
- 6.5** Every issue (except for financial matters which require seventy-five percent of the votes in favour) may be determined by a simple majority of the votes cast at a meeting but a written resolution of the Members of the Board of Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 6.6** Except for the chairman of the meeting, who has a second or casting vote, every Member of the Board of Trustees has one vote on each issue.
- 6.7** A procedural defect of which the Board of Trustees are unaware at the time does not invalidate decisions taken at a meeting.

7. Committees and Sub-Committees

- 7.1** All proceedings of committees and sub-committees shall be reported promptly to the Board of Trustees. Minutes of their meetings shall be circulated to the Board of Trustees within three weeks after each meeting.
- 7.2** Committees and sub-committees shall bring the attention of the Board of Trustees to any matter which might exceed its remit and any other matter which it considers the Board of Trustees should be appraised or which should be discussed by the Board of Trustees.

8. Groups

8.1 Rules of a Group

The Board of Trustees shall make Rules for each group which shall, among other things, contain provisions to the following effect:

- (A)** any Member of the Society shall, upon application to the Executive Director, be entitled to have his name entered upon the Register of the group and to become

a Member of the group upon payment of the annual group subscription, if any, and to remain a Member so long as he duly pays the annual group subscription, if any, and is a Member of the Society; and

- (B) the business of the group shall be conducted by a committee chosen from Members of the group consisting of a Chairman, Honorary Secretary, Honorary Treasurer, and ordinary Members of the committee, with the provision that one or more of the offices may be held by one person.

This power may be delegated to a standing committee.

8.2 Finances of a Group

The expenses of a group shall be defrayed out of the annual group budget, agreed in advance by the Membership Affairs Committee (if any) and the Finance and Investments Advisory Committee, but the Board of Trustees in its discretion may defray the whole or any part of the expenses out of the general funds of the Society. A group shall not, without the previous sanction in writing of the Honorary Treasurer of the Society, pay or incur any expenses except reasonable sums for the clerical assistance, printing, stationery, advertising, reporting and postage required in order to conduct its business, and for the holding of meetings of the group. An account of the income and expenditure of each group during each year ending on the 31st December shall be sent to the Honorary Treasurer of the Society on or before the 15th February in the following year. For the avoidance of doubt all funds held by a group belong to the Society. Funds are repayable to the Society immediately upon written demand from the Honorary Treasurer of the Society.

8.3 Cessation of a Subject Group

The Board of Trustees may declare that the operation of a group shall be suspended either for a specified period or until the Board of Trustees shall terminate the suspension. The Board of Trustees may declare that a group shall be dissolved:

- (A) the further continuance of the group is not in accordance with or conducive to the interests of the Society or the furtherance of its objects; or
- (B) if there is no longer adequate support among the Members of the group to sustain its continued existence.

This power may be delegated to a standing committee.

All books, papers and other records of a suspended or dissolved group shall be delivered to the Executive Director, and any unexpended balance of funds shall be delivered to the Honorary Treasurer of the Society.

8.4 Formation of a New Group

The Board of Trustees may form a new group. This power may be delegated to a standing committee.

9. Banking

- 9.1 All moneys received by or on behalf of the Society shall be regularly paid into a banking account opened by the Board of Trustees and kept in the name of the Society.
- 9.2 All payment authorisations shall be signed by the Treasurer or otherwise as may be determined by the Board of Trustees.

10. Records and Accounts

- 10.1** The Board of Trustees must comply with the requirements of the Charities Act 1993 (and any subsequent amending legislation) as to keeping financial records, the audit of accounts and the preparation and transmission to the Commission of:
- (A)** annual reports;
 - (B)** annual returns; and
 - (C)** annual statements of account.
- 10.2** The Board of Trustees must keep proper records of:
- (A)** all proceedings at general meetings;
 - (A)** all proceedings at meetings of the Board of Trustees;
 - (B)** all reports of committees and sub-committees of the Board of Trustees; and
 - (C)** all professional advice obtained.
- 10.3** Accounting records relating to the Society must be made available for inspection by any Member of the Board of Trustees at any reasonable time during normal office hours and may be made available for inspection by Members who are not Members of the Board of Trustees if the Board of Trustees so decide.
- 10.4** A copy of the Society's latest available statement of account must be supplied on request to any Member of the Board of Trustees or Members, or to any other person who makes a written request and pays the Society's reasonable costs, within two months.
- 10.5** No Member of the Society shall (as such) have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the Board of Trustees or by ordinary resolution of the Society.

11. Notices to Members of the Society

- 11.1** Notices under these Rules may be sent by hand, or by post or by suitable electronic means or (where applicable to Members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Society.
- 11.2** The only address at which a Member is entitled to receive notices is the address shown in the register of Members.
- 11.3** Any notice given in accordance with these Rules is to be treated for all purposes as having been received:
- (A)** twenty-four hours after being sent by electronic means or delivered by hand to the relevant address;
 - (B)** two clear days after being sent by first class post to that address;
 - (C)** three clear days after being sent by second class or overseas post to that address;
 - (D)** on the date of publication of a newspaper containing the notice;
 - (E)** on being handed to the Member personally; or, if earlier
 - (F)** as soon as the Member acknowledges actual receipt.

11.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

12. Interpretation

12.1 The definitions in these Rules shall have corresponding meaning in the Charter and By-laws:

- “AGM” means an annual general meeting of the Society;
- “clear day” means 24 hours from midnight following the relevant event;
- “Charity Trustees” has the meaning prescribed by section 97(1) of the Charities Act 1993;
- “EGM” means an extraordinary general meeting of the Society;
- “Executive Director” means the person appointed by the Board of Trustees to implement and conduct the operational activities of the Society;
- “Executive Team” means such Members of staff as selected by the Executive Director of the Society from time to time;
- “financial expert” means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000;
- “material benefit” means a benefit which may not be financial but has monetary value;
- “membership” refers to membership of the Society;
- “month” means calendar month;
- “the objects” means the objects of the Society as defined in Article 2 of the Charter;
- “officers” shall mean the Chairman of the Board of Trustees, the Honorary Treasurer, the Honorary Secretary; or other honorary office conferred on Trustees in accordance with the Rules;
- “the Office” means the registered office of the Society from time to time;
- “personal interest” means either financial or non-financial interests;
- “Secretary” means the Honorary Secretary of the Society;
- “taxable trading” means carrying on a trade or a business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the objects;
- “written” or “in writing” refers to a legible document on paper including a fax message; and
- “year” means calendar year.

12.2 References to an Act of Parliament are to such act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Save where the context otherwise requires references to the masculine gender shall include the feminine gender and the singular shall include the plural.