



*At the Council Chamber, Whitehall*

THE 14th DAY OF JUNE 2017

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

The Privy Council has approved the revised Bylaws of The Society of Biology as set out in the Schedule to this Order.

*Richard Tilbrook*

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*SCHEDULE*

REVISED BYLAWS OF THE SOCIETY OF BIOLOGY

**INTERPRETATION**

1. In the current Charter of Incorporation and these Bylaws and in the Regulations as added to from time to time, the following words shall, unless inconsistent with the subject or context, have the following meanings:-

*Biology* – all aspects of the science of living matter.

*Members* – the individual and organisational members of the Society.

*Council* – the governing body of the Royal Society of Biology.

*Organisational Members* – members which are organisations.

*Registrant* – any person whose name is entered on the Register of Chartered Biologists or other Registers administered by the Society (the Registers).

*Month* – calendar month.

*In Writing* – written, printed and other modes of representing or reproducing words in a visible form including electronic form.

Words importing the singular number shall include the plural number and vice versa.

Words importing persons shall include corporations and firms and other unincorporated bodies.

Headings are inserted for convenience only and shall not affect the meaning of any wording.

## **CHARTERED BIOLOGIST AND OTHER REGISTERS**

2. (a) The Council shall have power to admit any individual member to the Register of Chartered Biologists in accordance with Regulations made for the control, qualifications and regulation of those so designated. Such Registrants shall be entitled to use the post-nominal descriptor CBiol whilst they remain on the Register.
- (b) The Society shall maintain separately or in association with or under licence from another organisation, a Register of such other Chartered Practitioner registrants as any other licensing authority may allow.
- (c) The Society may maintain other specialist registers in addition to the register of members and the above Register of Chartered Practitioners subject to the approval of members in General Meetings and publication in the Regulations. One or more of such specialised registers may grant the Registrant the right to use a relevant designatory post-nominal as provided in the Society's Regulations. Such post-nominals shall be granted only where the Society has sought from the Privy Council permission for their use.
- (d) Admission to some Registers shall be open to those other than Individual members of the Society according to criteria agreed from time to time by the Council and published in the Regulations.
- (e) Those who are entered onto the Registers shall satisfy the Society in respect of their current active status, their qualifications and experience and their willingness to abide by the code of professional conduct including the regular undertaking of mandatory Continuing Professional Development (CPD). Registrants may describe themselves as any licence may allow or as the Regulations may prescribe and shall be subject to the same disciplinary procedure(s) as members of the Society and as provided in these Bylaws.
- (f) The Society from time to time may enter a bilateral agreement with other Member Organisations to allow members of such organisations a route to registration on the Society's Registers. Member organisations may be licensed for a prescribed period of time and act in accordance with Regulations set by Council.
- (g) The Council may charge such registration fees as may be to cover the costs of maintaining the Registers and shall exercise such other powers in this connection

as are provided from time to time by the Regulations.

## **MEMBERSHIP**

3. (a) There shall be two classes of voting membership of the Society, referred to as the two Colleges, namely the College of Individual Members, and the College of Organisational Members.
- (b) Notwithstanding the provisions of these Bylaws, there may be classes of non-voting membership of the Society as provided from time to time by the Regulations.
- (c) The prescribed grades of voting membership shall comprise the Honorary Fellows, Fellows, Members and Honorary Members in the College of Individual Members, and Full Organisational Members in the College of Organisational Members, who alone shall have the right to vote at General Meetings of the Society. Only these voting members may nominate candidates for any elected position, as set out in the Regulations.
- (d) The membership shall exercise its right to vote through the appropriate Colleges according to the provisions determined by Council from time to time and published in the Regulations. Individual members shall vote solely in the College of Individual Members while Organisational Members shall vote solely in the College of Organisational Members.
- (e) However, an individual voting member may be nominated by an Organisational Member to exercise its proxy vote in the Organisational Member's college.

### **Honorary Fellows**

4. The Council shall have the power by resolution to elect persons to be Honorary Fellows of the Society in recognition of their contribution to biology or of services to the Society. Honorary Fellows shall enjoy such privileges as from time to time may be determined by the Council and shall not as such be liable to pay any application fee or annual subscription.

### **Fellows**

5. Any person who is a Member of the Society and who in the opinion of the Council has achieved distinction in biological research or the teaching or application of biology may be admitted as a Fellow of the Society by resolution of the Council, normally on the recommendations of a committee which it shall appoint.

### **Honorary Members**

6. The Council shall have the power by resolution to elect a person to be an Honorary Member of the Society in recognition of notable contributions to biology or outstanding service to the Society. Honorary Members shall enjoy such privileges as may from time to time be determined by the Council and shall not be liable to pay any application fee or annual subscription.

### **Members**

7. Individual Members: any person possessing an honours degree in a biological subject awarded by a University situated in the United Kingdom or such other equivalent qualification as the Council from time to time by Regulations may prescribe and having enjoyed a period which must be at least three years' responsible experience in biological research or in the teaching or application of biology, may be admitted as a Member of the Society by resolution of the Council, normally on the recommendation of a committee which it shall appoint. This experience may be reduced for graduates with degrees accredited by the Society.
8. Organisational Members: organisations interested in the objects of the Society may apply for membership and may then be represented within the Society by a nominated person. Each nominated person shall have the right to exercise the vote of the Organisational Member at General Meetings of the Society.

### **Associate Members**

9. Any person possessing an honours degree in a biological subject awarded by a University situated in the United Kingdom or such other equivalent qualification or professional experience as the Council from time to time by Regulations may prescribe may be elected an associate with such rights and responsibilities as the Regulations may provide.

### **Affiliate Members**

10. Any person with an interest in the objects of the Society may be elected an affiliate with such rights and responsibilities as the Regulations may provide.

### **Supporting Members**

11. Organisations may apply to become Supporters of the Society so that they may benefit by association with the Society without having any right to vote at general meetings. They shall be described as Supporting Member Organisations or Affiliated Member Organisations dependent upon criteria that shall be set out by Council in the Regulations from time to time.

### **Registers**

12. A Register of members shall be kept by the Council containing the names of all the members of the Society showing the grade to which each belongs and their addresses. Specialised Registers shall be maintained of members achieving Chartered Status and of members qualified by training and experience to advise in specific fields. Regulations will stipulate the methods agreed by Council by which individuals qualify for inclusion on such Registers.

### **Postnominals and description of members**

13. (a) Honorary Fellows shall be entitled to describe themselves as an Honorary Fellow of the Royal Society of Biology and to use the postnominals 'Hon FRSB'.  
(b) Fellows shall be entitled to describe themselves as a Fellow of the Royal Society of Biology and to use the postnominals 'FRSB'.

- (c) Members shall be entitled to describe themselves as a Member of the Royal Society of Biology and to use the postnominals 'MRSB'.
- (d) Honorary Members shall be entitled to describe themselves as an Honorary Member of the Royal Society of Biology and to use the postnominals 'Hon MRSB'.
- (e) Associate Members shall be entitled to describe themselves as an Associate Member of the Royal Society of Biology and to use the postnominals 'AMRSB'.
- (f) Individual Members who have been designated by Council as Chartered Biologist shall be entitled to describe themselves as a Chartered Biologist and to use the additional postnominals 'CBiol'.
- (g) No members shall adopt or describe themselves by any description or abbreviation to indicate the grade of membership of the Society to which they belong other than as is provided by this Bylaw.

#### **General**

14. The Council in all cases shall have discretion in deciding whether any person or organisation shall be admitted to membership of the Society. Any person or organisation whose application for membership is refused by the Council shall be entitled to receive a reason for the Council's decision.
15. Any member may withdraw from the Society by giving signed notice in writing to the Society and on paying with such notice any unpaid subscription for the current year. Thereupon such member shall cease to be a member from the date of expiration of the current financial year. A member shall be liable to pay the subscription for the year in which notice is given and any other outstanding dues.
16. Upon the resignation of any member by notice, the member shall not be entitled under any conditions to any repayment of the application fee or subscription or any part thereof.
17. The rights of Individual and Organisational Members shall be personal and shall not be transferable and shall cease upon the members failing to pay their annual subscription within six months of its becoming due or upon their failing to comply with such conditions of and qualifications for membership as for the time being shall be prescribed by or in accordance with these Bylaws.
18. If a member becomes incapable by reason of mental disorder or is convicted of any criminal offence which in the opinion of the Council is inconsistent with the conduct required of members, then Council may remove such members from the register but the member shall have a right to seek leave to appeal according to the provisions of the Regulations.

19. All members of the Society shall be bound:
- (a) To pay such application fee and such annual subscription appropriate to their particular grade of membership as from time to time shall be prescribed by these Bylaws;
  - (b) To observe the provisions of the Charter, Bylaws and Regulations of the Society for the time being in force.
20. Regulations shall prescribe the procedure to be adopted for the admission of persons to each grade of membership or on transfer from one grade of membership to another and may impose such other requirements as to the observance of the Charter, Bylaws and Regulations of the Society and adherence to the proper standards and practices of the profession of biologist as may be appropriate.

**Professional conduct**

21. All Individual Members of the Society shall exercise their professional skill and judgement to the best of their ability and discharge their professional responsibilities with integrity. They shall order their conduct as to uphold the dignity and reputation of the profession of biology and to safeguard the public interest in matters of safety and health and otherwise. The Council shall impose a code of professional conduct for all Individual Members and Registrants and shall regulate such a code by a disciplinary procedure as published in the Regulations.

**RE-ADMISSION TO MEMBERSHIP**

22. The Council by resolution may re-admit to any grades of membership persons or organisations who have resigned or allowed their membership to lapse provided that they can establish to the satisfaction of the Council that they comply with such conditions of and qualifications for membership of the appropriate grades and Colleges for which they are applying to be re-admitted as shall be prescribed by or in accordance with these Bylaws at the time of their application for re-admission and pay such amounts in respect of arrears of application fees and subscription as the Council may determine.

**FEEES AND SUBSCRIPTIONS**

**Application fees**

23. An application fee may be payable by persons not already members nominated for Fellowship of the Society and by all persons and organisations not already members applying for membership of the Society.

**Subscriptions**

24. The Council from time to time by a resolution passed at any meeting of the Council may alter all or any of the fees or subscriptions by such sum as shall be specified in the resolution of the Council provided that the total amount of any fee or subscription shall not exceed twice the amount previously pertaining and that the overall increase in any one period of five years shall not exceed four times that amount. All subscriptions shall

be payable in advance.

25. (a) Members of any grade who satisfy the Council that they have retired from regular employment, may pay either a special annual subscription or may compound with the Society for all future annual subscriptions. The amount of such reduced or compounded subscription shall be determined by Council and published in the Regulations.
- (b) The Council at its absolute discretion may reduce or waive the annual subscription of a member of any grade in case of hardship.

## **HONORARY OFFICERS**

26. The Honorary Officers of the Society shall be the President and such other Honorary Officers as the Council shall determine from time to time and shall publish in the Regulations.
27. The Honorary Officers shall be elected or appointed according to such procedures as the Council shall determine from time to time and shall publish in the Regulations.
28. In the event of a casual vacancy occurring in any one of the Honorary Offices, such vacancy may be filled by the Council until the expiration of the term of Office of the vacating incumbent.

## **THE COUNCIL**

### **Constitution of the Council**

29. The Policy of the Society shall be determined by a Council subject to the Charter, these Bylaws and the Regulations. The Council shall have such powers as shall be agreed and published in the Regulations including the power to make Regulations.
30. The Council shall consist of:

The President and other Honorary Officers

Four individual members of the Society, of whom one will be elected Chair of the College of Individual Members

Four representatives of Organisational Members of the Society, of whom one will be the elected Chair of the College of Organisational Members

Four individual members of the Society chosen by the other members of Council to provide for skills and expertise not otherwise available within the Council membership at the time of appointment.

Regulations may prescribe the qualifications to be possessed by all or any of the persons seeking election to the Council, the method by which the election shall be made, and which members of the Society of any grade shall be entitled to participate or nominate candidates in the election – provided that such Regulations shall always provide that every member of the Society entitled to vote at General Meetings shall be entitled to vote for at least one candidate for membership of the Council.

31. Members of the Council shall be entitled to be reimbursed out of the funds of the Society only for their reasonable expenses incurred in carrying out their duties as members of the Council, including expenses of attending meetings of the Council.
32. No member of the salaried staff at the Society shall be eligible to become a member of the Council.
33. The period of membership of each member of the Council shall be determined by or in accordance with Regulations save that no such period of Office shall exceed four consecutive years although each member may serve for two consecutive periods of Office but must then retire for at least a period of three years. Notwithstanding anything in these Bylaws, the members of the Society in General Meeting may pass by simple majority a resolution of which notice has been given in accordance with these Bylaws, removing any members of the Council from their membership of the Council before the expiration of their period(s) of office. There shall further be power by Regulations to determine the circumstances in which any members of the Council shall vacate their membership of Council otherwise than by reason of the expiration of their term of Office and the manner in which any casual vacancy occurring amongst the members of the Council may be filled.

#### **Proceedings and powers of the Council**

34. The proceedings of each meeting of the Council including the period of notice of call to be given to members of the Council; the person to preside at meetings of the Council; voting rights at such meetings, and all other questions incidental thereto shall be determined by or in accordance with Regulations. Eight members of the Council shall constitute a quorum for a meeting of the Council.

#### **Committees and Colleges of the Council**

35. The Council may appoint such committees as in its discretion it may decide, which shall have such terms of reference and such powers as the Council may prescribe and the Council may delegate such of its powers as it may think fit to any such committee. These committees shall report to the Council and all decisions taken by such committees shall be subject to confirmation by the Council unless the Council shall otherwise determine. The two Colleges shall have such terms of reference and such powers as the Council may further prescribe.

#### **BRANCHES AND SPECIALISED GROUPS**

36. (a) The Council may at its discretion upon receipt of a request to that effect from not less than ten individual voting members create a Branch of the Society in a particular district or a Specialised Group with appropriate terms of reference and powers as published in the Regulations, and the Council shall have power to dissolve any Branch or Group so created. The Council may contribute towards the costs of the formation and maintenance of a Branch or Specialised Group from the general funds of the Society.

- (b) Each Branch and Group shall be constituted and its affairs shall be executed



subject to and in accordance with the Charter, Bylaws and Regulations of the Society.

- (c) Membership of a Branch shall be open to all members of the Society without payment of a fee in addition to that payable to the Society for membership by such a member in accordance with these Bylaws. No person shall belong to more than one Branch, although they may attend events/meetings/etc of any Branch. Members of the Society may belong to more than one Specialised Group.

#### **THE CHIEF EXECUTIVE AND STAFF**

- 37. There shall be a Chief Executive of the Society who shall be appointed on a full or part-time basis as deemed appropriate by the Council with such terms of appointment as Council May decide.
- 38. The Council shall have power to appoint such other staff as it may consider fit and to prescribe their duties and terms of their service; provided that all such staff shall be subject to the direction of the Chief Executive.

#### **INDEMNITY OF MEMBERS AND EMPLOYEES**

- 39. The Honorary Officers, the members of the Council and the salaried staff of the Society shall be indemnified out of the funds of the Society against any expenses or liability incurred by them in good faith in or about the discharge of their respective duties.
- 40. No Honorary Officer, member of the Council or member of the salaried staff of the Society shall be liable for any act other than their own or for signing any receipt or other document or doing any other act or for any loss or expense which may happen to the Society, otherwise than through their negligence.

#### **FINANCE**

- 41. The Chief Executive shall be responsible for ensuring the preparation of an annual budget for approval and adoption by the Council.
- 42. The Council shall be responsible for adopting the annual budget, once approved. The Chief Executive shall be responsible to Council for ensuring that the funds of the Society are used to fulfil the Society's objects and in accordance with the budget; for investing surplus funds; and for insuring against such liabilities and losses incurred by the Society as it considers appropriate.

#### **ACCOUNTS**

- 43. The Council shall cause to be kept proper records of all sums of money received and expended by, and the assets and liabilities of, the Society. Such records shall give a true and fair view of the state of the Society's affairs and to explain its transactions.
- 44. The books of account shall be kept in such a place as the Council shall determine and

shall be open to inspection by members of the Council and the Society by arrangement.

45. There shall be prescribed by Regulations the nature of the income and expenditure accounts and balance sheets and supporting documents to be laid before the Society in General Meeting. Copies of such financial statements shall be sent to all members or posted on the Society website not less than twenty-one days before the date of the Annual General Meeting.

## **AUDIT**

46. The members of the Society in General Meeting shall appoint a professionally qualified and regulated auditor according to the provisions of the Regulations. No person shall be appointed who shall be, or whose partners shall be, a member of the Council or the staff of the Society.

## **GENERAL MEETINGS**

### **Annual General Meetings**

47. An Annual General Meeting of members of the Society shall be held once in every calendar year at such time and place as may be determined by the Council. Not more than fifteen months shall elapse between Annual General Meetings.
48. The business of an Annual General Meeting shall be:-
  - (a) to receive and consider the report of the Council on the activities of the Society;
  - (b) to receive and consider the accounts and balance sheet of the Society and the reports of the Council and the auditors thereon;
  - (c) to accept the appointment or to elect or to confirm the election by individual Colleges of the Honorary Officers and members of the Council;
  - (d) to appoint an auditor and to authorise Council to set their remuneration; and
  - (e) to transact any other business which under the Charter, Bylaws, and Regulations of the Society is capable of being transacted at an Annual General Meeting.
49. If any voting members have any proposals or any matter which they wish to make or bring before an Annual General Meeting, they shall give four weeks' written notice thereof to the Chief Executive. The proposed motion shall be supported in writing by no fewer than ten voting members.

### **Extraordinary General Meetings**

50. A General Meeting of the Society other than an Annual General Meeting may be convened according to the Regulations at any time by the President of the Council and shall be so convened within two calendar months of the receipt of a written requisition, signed by no less than fifty voting members stating fully the objects of the meeting and deposited at the office of the Chief Executive.

### **Procedures at General Meetings**

51. Any Special Resolution (as defined by the Charter), and any resolution to remove a member of Council proposed for consideration by the members may be so considered either at an Annual General Meeting of the Society or at some other General Meeting.

In each case notice of the intention to propose such resolution shall be given to the Chief Executive in such manner and, at such time as may be prescribed by Regulations and to the members at the time when notice of the Meeting is given to the members.

52. All members of the Society shall be entitled to receive notice of and to attend any General meeting of the Society but no members other than voting members shall be entitled to vote at any such General Meeting. No voting members shall be entitled to vote if their subscription is in arrears for a period of six months or more.
53. No business shall be transacted at any General Meeting (other than the adjournment thereof) unless a quorum of members is present at the time when the Meeting proceeds to business. Ten voting members from each College personally present and entitled to vote shall constitute a quorum except where a meeting which was either an Annual General Meeting or was convened of its own motion by the Council is required to be adjourned to another day by reason of the absence of a quorum in which case the voting members present at the adjourned Meeting shall be a quorum.
54. Subject to the Charter and the Bylaws the following matters amongst others relative to General Meetings shall be prescribed and regulated by Regulations:-
  - (a) the appointment of the person to preside at each meeting;
  - (b) the circumstances in which and the means by which a meeting may be adjourned;
  - (c) the period, which shall be not less than twenty-one days, and form of notice of every meeting to be given to each member entitled to attend;
  - (d) the procedure to be adopted in the event of a poll being demanded; and
  - (e) the size of any majority of votes from both Colleges needed to carry motions on what the Council shall define as major issues.
55. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any member, or the attendance and voting at any meeting of any person subsequently found not to have been entitled so to attend and vote or any other defect in the convening, calling and conduct of the meeting shall not invalidate the proceedings thereof.

## **NOTICES**

56. A notice or other document may be served by the Society upon members either personally or by sending it through the post in a prepaid envelope or wrapper addressed to the members at their registered address or electronically according to the members' last notified email address.
57. Any notice sent by post shall be deemed to have been served two days after the envelope or wrapper containing the same is posted, and in proving such services it shall be sufficient to certify that the envelope or wrapper containing the notice was properly addressed, prepaid and posted. A notice communicated electronically shall be deemed

to have been served within twenty four hours of its despatch.

58. The signature to any notice to be given by the Society may be written or printed.

59. Notice of any General Meeting of the Society shall be given in any manner provided by Regulations to:-

(a) every member;

(b) the auditor or auditors for the time being of the Society.

No other person shall be entitled to receive notices of or to attend General Meetings.