



At the Council Chamber, Whitehall

THE 15th DAY OF JANUARY 2018

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

The Privy Council has approved the amendments to the Bylaws of The Science Council set out in the Schedule to this Order.

Christopher Berry

SCHEDULE

AMENDMENTS TO THE BYLAWS OF THE SCIENCE COUNCIL

1. In Bylaws 2(b) and 33 *delete* "in General Meeting".
2. *Delete* Bylaw 3(b) and *substitute*:

"(b) there are circumstances which the Board considers make it appropriate to recommend that the body be admitted to membership by a resolution of the Member Bodies provided that if the resolution is to be passed by written resolution then the written resolution will not be passed if any objections are received from a Member Body and the resolution will instead be referred to a General Meeting for a decision."

3. *Delete* Bylaw 46 and *substitute*:

"46. A written resolution circulated to all the Board members who would have been eligible to vote on the matter at a Board meeting and approved by at least a two thirds majority of the Board is as valid as a resolution passed at a meeting of the Board and for this purpose:

- (a) the Board shall have 28 days to respond and if sufficient responses have not been received the resolution lapses; and
- (b) the written resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

For the avoidance of doubt a written resolution may be circulated and approved by electronic means including email.”.

4. In Bylaw 47 *delete* “is present” and *substitute* “are participating”.

5. After Bylaw 47 *insert* new Bylaw 47A:

“47A. The Board members participate in a meeting, or part of a meeting when:

- (a) the meeting has been called in accordance with the Bylaws; and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).

In determining whether Board members are participating in a Board meeting, it is irrelevant where any Board member is or how they communicate with each other. If all the Board participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.”.

6. After Bylaw 55 *insert* new Bylaw 55A:

“55A. Subject to Bylaw 3(b), the Member Bodies may pass a resolution in writing if the resolution is one that requires a simple majority decision at an Annual General Meeting or General Meeting. A resolution in writing must be agreed by a two thirds majority of all the Member Bodies who would have been entitled to vote upon it had it been proposed at a General Meeting or Annual General Meeting and shall be effective, provided that:

- (a) a copy of the proposed resolution has been sent to all the Member Bodies eligible to vote; and
- (b) a two thirds majority of Member Bodies have signified their agreement to the resolution in a document or documents which are received within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be signed by the Member Bodies chief executive (or equivalent) or by its nominated representative.

The resolution in writing may comprise several copies to which one or more Member Body has signified its agreement. For the avoidance of doubt a written resolution may be circulated and approved by electronic means including email. Eligibility to vote on the resolution is limited to Member Bodies who are members of the Council on the date when the proposal is first circulated in accordance with this Bylaw.”.