



*At the Council Chamber, Whitehall*

THE 1st DAY OF MAY 2019

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

The Privy Council has approved the revised Bye-Laws of The Royal Society of Chemistry as set out in the Schedule to this Order.

*Ceri King*

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*SCHEDULE*

REVISED BYE-LAWS OF THE ROYAL SOCIETY OF CHEMISTRY

**Part I**

**Object and Alterations**

1. **Object and interpretation**

- 1.1 The By-laws exist to serve the object of the Society as set out in its Charter.
- 1.2 The interpretation and definitions in By-law 32 shall apply to these By-laws, unless the context otherwise requires.
- 1.3 The emboldening of a word or expression on the first occasion that it is used in the text indicates that the word or expression is defined in By-law 32.

2. **The Alteration of By-laws**

- 2.1 The By-laws are made, altered, suspended and repealed by the members of the Society in General Meeting in accordance with this By-law.
- 2.2 A change to the By-laws may be proposed by:

- (a) the Board of Trustees; or
  - (b) Any member who has obtained the support of not less than 30 other members and who has complied with the provisions of this By-law.
- 2.3 The member must send to the Society's registered office a written notice which sets out clearly:
- (a) their proposal for the alteration of these By-laws and the reasons for the proposal;
  - (b) the General Meeting at which they wish the proposal to be considered; and
  - (c) the names and membership numbers of the members who support the proposal.

If the member wishes for their proposal to be considered at an Annual General Meeting, it must be received on or before 28th February.

- 2.4 A proposal under this By-law shall not be considered until a Report by the Board of Trustees has been prepared for submission to the General Meeting. The proposal and Report by the Board of Trustees shall be circulated with the notice of the meeting and the provisions of By-laws 9.3 and 10.2 (as applicable) regarding length of notice shall apply.
- 2.5 Any proposal to amend the By-laws must be approved by a majority of two-thirds of those members voting, in person or by proxy, or in a postal vote.
- 2.6 No amendment to the By-laws shall take effect until it has been approved by the Privy Council.

## **PART II**

### **Membership of the Society**

#### **3. Categories of membership**

3.1 There shall be the following categories of membership: Honorary Fellow, Fellow, Member, Associate Member and Affiliate Member who shall, unless the context otherwise requires, be known collectively as "members".

3.2 Subject to the further provisions of these By-Laws:

- (a) members in the following categories shall be entitled to use the respective designatory letters for so long as they remain in the category:

Honorary Fellow  
Fellow

"HonFRSC"  
"FRSC"

Member	“MRSC”
Associate Member	“AMRSC”

Additionally Fellows in Canada shall add, after the designatory letters “FRSC”, the letters “(UK)”;

- (b) Honorary Fellows, Fellows and Members may, in accordance with regulations made by the Board of Trustees, use the designation “Chartered Chemist” and the letters “CChem”.
- 3.3 All members shall be entitled to vote on all matters for which a vote of members is required by the Charter and By-laws.
4. Admission of members
- 4.1 With the exception of 4.8 By-law 4 shall not apply to Honorary Fellows.
- 4.2 The Board of Trustees may prescribe by regulation the requirements of each category of membership in relation to training, qualifications, knowledge, skill, experience and evidence of good reputation.
- 4.3 The Board of Trustees, or a Committee appointed in accordance with By-law 24, may admit as a member any person who satisfies the requirements for one of the categories named in By-law 3.
- 4.4 Subject to compliance with any regulations that the Board of Trustees may prescribe a member may be promoted from one category to another.
- 4.5 The Board of Trustees, or a Committee appointed in accordance with By-law 24, may at its absolute discretion admit an applicant or may require further particulars, and shall in any event be entitled to refuse to admit an applicant for admission as a member. Any person whose application is refused shall be entitled to receive a written statement of the reasons for the decision.
- 4.6 The admission of a member, whether by the Board of Trustees or a Committee in accordance with By-law 24, shall be determined at a meeting of which due notice to consider applications for admission has been given. Any such Committee shall consist entirely of members, and may be restricted to Fellows, or to Fellows and Members, or to Fellows, Members and Chartered Chemists, as the Board of Trustees so determines. For a valid admission as a member at least six votes must be cast and not less than two-thirds of those present and voting must give approval.
- 4.7 The Board of Trustees shall make such arrangements as it thinks fit, by the holding of examinations or otherwise, for the purpose of:

- (a) assessing the adequacy of the training, qualifications, knowledge, skill, experience and personal qualities of any candidate for admission as a member in any category;
- (b) for the awarding and the retention of the designation "Chartered Chemist"; and
- (c) for the awarding of any certificates and diplomas that may from time to time be authorised.

The Board of Trustees shall prepare and publish such Regulations for these purposes and may rescind, vary, or add to any of the said Regulations as it considers appropriate.

4.8 Each applicant for admission as a member shall subscribe to the Code of Conduct of the Society or other undertaking on such terms and by such methods as may be prescribed by the Board of Trustees. Such undertaking shall in particular record the applicant's agreement to promote the interests and welfare of the Society and be bound by all relevant constitutional and regulatory provisions of the Society.

4.9 On admission, or transfer to another category, every member will:

- (a) be notified of their admission as a member and their category of membership;
- (b) with the exception of Affiliate Members, receive a certificate specifying the category and date of admission to that category and issued under the Seal of the Society; and
- (c) have their details entered onto the Register of Members. The Register of Members shall contain separate lists of members in each category, with their dates of admission, qualifications recognised for such admission, addresses and such other particulars as the Board of Trustees may require.

4.10 Notwithstanding By-laws 4.2 and 4.5 the Board of Trustees may, without requiring individual applications or sponsors, approve the admission to the Society as Affiliate Members, individuals who are members of any body having objects similar in whole or in part to those of the Society provided that a resolution approving the general terms of such admission shall have been passed at a General Meeting of the Society.

## 5. Resignation, cessation and readmission of membership

5.1 Membership shall not be transferable and a member shall cease to be such if:

- (a) by written notice to the Society, the member resigns provided that all monies due from the member to the Society have been paid. In exceptional

circumstances the Board of Trustees may determine to accept such resignation without payment of all monies due;

- (b) determined as a result of disciplinary procedures referred to in By-law 7;
- (c) unless otherwise determined by the Board of Trustees, a member fails to pay a subscription, either by the required date or in accordance with an instalment arrangement. The Board of Trustees may re-admit any person removed on this ground subject to compliance with such conditions as the Board of Trustees may impose at its discretion. This includes but may not be limited to payment of part of the sum due or a waiver of such arrears.

5.2 Any member whose membership has ceased shall no longer have the rights and privileges of membership and shall not be entitled to use any designation or designatory letters which they were previously entitled to use.

5.3 For valid readmission of members the procedure shall be the same as for the admission of any member, as specified in By-law 4.

#### 6. Admission of Honorary Fellows

6.1 The Board of Trustees may admit to the Society as an Honorary Fellow any person who is distinguished in the science or profession of chemistry or whom the Board of Trustees may consider it desirable to admit as an Honorary Fellow for any other sufficient reason. The Board of Trustees shall not delegate its power under this By-law.

6.2 For the valid admission of an Honorary Fellow, or the revocation of such admission, at least two-thirds of the Trustees present and voting must give their approval.

6.3 The total number of Honorary Fellows shall not at any time exceed 175.

6.4 Honorary Fellows must subscribe to the undertakings prescribed in By-law 4.8.

#### 7. Disciplinary proceedings

7.1 A member shall be liable to disciplinary proceedings by the Society if alleged to have:

- (a) been found guilty in a court of law of an offence involving fraud or dishonesty;
- (b) been committed to prison following conviction for any other offence;
- (c) failed to observe the Charter, By-laws or Regulations of the Society;
- (d) engaged in any activity inconsistent with membership of the Society;

- (e) acted in a manner detrimental to the welfare or reputation of the Society;  
or
  - (f) been guilty of any act or default discreditable to the profession of chemistry.
- 7.2 The Board of Trustees shall make Regulations for the investigation, hearing and resolution of any complaint against a member, and such person shall be liable to sanctions applied by the authorities appointed under those Regulations. This includes the sanctions of suspension or expulsion from membership.
- 7.3 Unless otherwise determined by the Board of Trustees, a member who is the subject of a complaint shall not be permitted to resign from membership while any stage of disciplinary proceedings is being conducted.
- 7.4 A member who is suspended or expelled shall deliver to the Society, for cancellation or retention by the Society as the case may be, any certificate of membership or certificate referring to such membership or to the designation "Chartered Chemist" or any other designation previously issued or any designation issued by the Society under licence from a third party and shall cease to use any letters or designations relating to the Society or those relating to the third party licensing organisation. At the discretion of the Society, a member who has been suspended may be entitled to restoration of any rights withdrawn under this By-law at the end of a period of suspension.

## 8. Rights, obligations and subscriptions

- 8.1 Every member shall have the right:
- (a) to attend and vote at all General Meetings;
  - (b) to support the nomination of candidates for election as Officers and Trustees;
  - (c) to be a candidate for election or appointment as a Trustee as the case may be, subject to nomination in accordance with Regulations;
  - (d) to elect the President-Elect and Elected Trustees.
- 8.2 Members shall pay such membership subscriptions as shall be determined by the Board of Trustees from time to time in accordance with this By-law. The amount of annual subscription payable by any category of member shall be determined by the Board of Trustees on an annual basis. The Board of Trustees, whenever they may consider it desirable to do so, may:

- (a) increase the annual subscription payable by any category of membership but the Society's members must approve at General Meeting an increase of more than 10% of the rate of subscription current at that time;
- (b) reduce the annual subscription payable by members who are also members of any society with which a reciprocal agreement in respect of subscriptions has been made;
- (c) reduce or wholly remit the annual subscription payable by any member who is retired and has been a member of the Society for at least the immediately preceding five years;
- (d) reduce or wholly remit the annual subscription payable by any member who in the opinion of the Board of Trustees is a registered as a student or undertaking vocational training;
- (e) in exceptional circumstances to be determined by the Board of Trustees, either reduce or wholly remit the annual subscription payable by any individual member.

8.3 Subject to the provisions of this By-law 8, the Board of Trustees shall also have discretion:

- (a) to prescribe a schedule of fees which members in any category may pay in order to defer their liability for the payment of annual subscriptions;
- (b) to charge entrance or other fees for events or services run by the Society for the benefit of members or otherwise; and
- (c) to make such Regulations relating to the payment of subscriptions as it may consider appropriate.

### **Part III**

#### **General Meetings**

##### **9. Annual General Meetings**

- 9.1 An Annual General Meeting shall be held between 21st April and 31st July each year on a date and at a time determined by the Board of Trustees. Not more than fifteen months shall elapse between each Annual General Meeting.
- 9.2 The Annual General Meeting shall be held at such place as the Board of Trustees may prescribe.
- 9.3 The Annual General Meeting shall be called by the Board of Trustees by giving written notice to members entitled to attend at least 21 clear days before the date of the meeting. The notice shall specify the nature of the business to be discussed

and, if applicable, contain the form of proxy to be used by members unable to attend in person.

9.4 The business to be conducted at the Annual General Meeting shall include (but is not limited to):

- (a) presentation of the annual report of the Board of Trustees;
- (b) presentation of the annual accounts for the previous Financial Year;
- (c) approval of the appointment of the external auditors;
- (d) acceptance of the retirement of the retiring Trustees (as from the end of the Annual General Meeting);
- (e) announcement of a newly appointed Honorary Treasurer and Appointed Trustees (as from the end of the Annual General Meeting); and
- (f) declaration of the result of the ballot and election of the new President-Elect and Elected Trustees (as from the end of the Annual General Meeting).

9.5 A member wishing to submit a motion at an Annual General Meeting may do so provided:

- (a) written notice of the proposed motion is received at the registered office of the Society on or before 28 February preceding the date of the meeting;
- (b) the written notice sets out the terms of the proposed motion and includes the names and membership numbers of not less than 20 members who support the proposed motion.

9.6 The provisions of By-law 9.5 shall not apply to a motion for an alteration to the By-laws, which shall comply with the requirements of By-law 2.

9.7 No business shall be discussed at an Annual General Meeting other than that specified on the notice given under By-law 9.3.

#### 10. Extraordinary General Meetings

10.1 All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.

10.2 An Extraordinary General Meeting shall be called on at least 21 clear days' written notice (specifying the nature of the business to be discussed) and:

- (a) may be called at any time by the President;



- (b) may be called at any time on a resolution of the Board of Trustees;
- (c) shall be called by the Board of Trustees within 28 clear days of receipt of a written requisition from not less than 50 members provided the conditions in By-law 10.3 apply.

10.3 In the case of a requisition by members the following conditions shall also apply:

- (a) a written requisition shall be signed by the members party to the requisition and include their respective names and membership numbers;
- (b) the requisition shall state the purpose of such an Extraordinary General Meeting and the motions to be brought before the meeting;
- (c) a requisition must be deposited at the registered office of the Society, and may consist of several documents of like form, each signed by one or more members party to the requisition;
- (d) If the Board of Trustees do not proceed to call a meeting within 28 days of the deposit of the requisition the members party to the requisition or any 50 members may themselves convene the meeting in a manner in which meetings may be convened by the Board of Trustees. For this purpose access to the Register of Members must be provided. Any meeting convened under this By-law must be held within 90 clear days from the date on which the requisition was deposited.

10.4 The provisions of By-law 10.2 and 10.3 shall not apply where a requisition is for the purpose of proposing a motion for an alteration in the By-laws, which shall comply with the requirements of By-law 2.

#### 11. Conduct at General Meetings

- 11.1 The Board of Trustees shall ensure proper minutes are kept of all General Meetings.
- 11.2 There is a quorum at General Meetings if the number of members present in person is 20 excluding Trustees.
- 11.3 If no quorum is present by 30 minutes after the determined time the meeting must be adjourned to a time and place determined by the Chair, when the quorum shall be 20 members present in person, whether Trustees or not. The date determined by the Chair for the reconvened meeting must be at least 5 clear days after the date originally appointed, but must not be more than 15 clear days after that date. It shall not be necessary to give further notice of a meeting adjourned in accordance with this By-law.
- 11.4 Any written notice or other document for which provision has been made in these By-laws shall be given in accordance with By-law 30.

11.5 The proceedings at a General Meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society. In the event of an incident resulting in the loss or late delivery of a substantial number of notices the President, on receipt of a request signed by not less than 10 members, shall decide on behalf of the Board of Trustees whether or not the notice should be cancelled and a meeting on a later date arranged.

11.6 Where these By-laws make no specific provision, the Board of Trustees may prescribe the method of conducting the business of any General meeting. Among the matters that may be covered by the Board of Trustees is the effective consideration of alterations, amendments or additions to any resolution to be moved at the meeting.

12. Voting at General Meetings

12.1 A resolution at a General Meeting, and any amendments made at the meeting, shall be decided by a show of hands, unless before or on the declaration of the result of the show of hands, a postal vote is directed or demanded in accordance with By-law 12.10.

12.2 Except for those matters set out in By-law 12.4, every issue at a General Meeting is decided by a simple majority of the votes cast.

12.3 In the case of an equality of votes, either on a show of hands or on a postal vote, the Chair of the meeting at which the show of hands take place or at which the postal vote is directed or demanded is entitled to a second or casting vote.

12.4 Subject to the Charter and these By-laws, the following matters shall be decided by a majority of two-thirds of members casting a vote:

- (a) any proposal to amend the Charter or petition for a new or Supplemental Charter (Article 18);
- (b) any proposal to alter these By-laws in accordance with By-law 2 (Article 17);
- (c) on a proposal that the Society should amalgamate with a kindred Society (Article 19);
- (d) any proposal to wind up the Society (Article 20); and
- (e) any proposal to remove a Trustee before the expiry of their term of office.

12.5 Except for those matters set out in By-law 12.6, every matter at a General Meeting is decided by members present in person.

12.6 A member may vote by proxy:

- (a) on a proposal that the Society should resolve to amend the Charter or petition for a new or Supplemental Charter;
- (b) on any resolution involving a change in any By-law in accordance with By-law 2;
- (c) on a proposal that the Society should amalgamate with a kindred Society;
- (d) on a proposal to wind up the Society;
- (e) on a resolution that the Society in General Meeting should confirm the amount of the annual subscription payable by any member determined by the Board of Trustees in accordance with By-law 8.2; and
- (f) on any other resolution at the discretion of the Board of Trustees.

12.7 Every member present in person or by proxy has one vote on each resolution but on a vote by a show of hands:

- (a) a member holding one or more proxies shall vote only on their own behalf; and
- (b) the Chair of the meeting shall add to the total votes for and against the motion the number of for and against proxies received.

12.8 An instrument appointing a proxy shall be in such form as the Board of Trustees shall prescribe for the meeting. An instrument appointing a proxy must be received by the Society not less than 48 hours before the time appointed for holding the General Meeting or adjourned meeting as the case may be. Any instrument which is in default of the provisions of this By-law is invalid.

12.9 A member shall not be deemed to be personally present for an item at any General Meeting if they have appointed a proxy for that part of the meeting.

12.10 A postal vote may be directed by the Chair of the meeting, if they are satisfied it is in the interests of the Society to do so, or demanded by at least 20 of the members present in person excluding Trustees. No postal vote shall be directed or demanded on the election of the Chair of the meeting or on a question of adjournment.

12.11 Subject to By-law 12.10, if a postal vote is demanded it shall be taken at such time and place, and in such manner, as the Board of Trustees shall prescribe in Regulations. The Board of Trustees shall cause the result of the postal vote to be published as soon as reasonably practicable after the result has been ascertained, in such manner as the Board of Trustees may determine.

12.12 A direction or demand for a postal vote shall not invalidate any other business of the meeting. The direction or demand for a postal vote may be withdrawn

by the person or persons who directed or demanded it but this must be done before the conclusion of the meeting.

- 12.13 Unless a postal vote is directed or demanded a declaration by the Chair of the meeting that a motion has, on a show of hands, been carried or carried by a particular majority, or lost shall be sufficient evidence of the decision of the meeting.

#### **Part IV**

#### **THE BOARD OF TRUSTEES**

##### **13. Officers and composition of the Board of Trustees**

- 13.1 The Board of Trustees as Charity Trustees have control of the Society and its property and funds and must ensure these are applied only for the object for which the Society is constituted.

- 13.2 There shall be not more than eighteen Trustees.

- 13.3 With effect from the conclusion of the Annual General Meeting of the Society in 2019 the Board of Trustees shall comprise:

- (a) the President;
- (b) the President Elect;
- (c) the Honorary Treasurer;
- (d) seven Elected Trustees elected in accordance with By-law 17; and
- (e) up to eight Appointed Trustees appointed in accordance with By-law 18.

with a diverse and broad range of skills as required for the proper control and oversight of the management of the Society.

- 13.4 Subject to the provisions of these By-laws, a casual vacancy amongst the Officers and Trustees may be filled by the Board of Trustees in accordance with Regulations made by the Board of Trustees.

- 13.5 With effect from the conclusion of the Annual General Meeting of the Society in 2019 the Officers of the Society shall comprise:

- (a) the President;
- (b) the President Elect;
- (c) the Honorary Treasurer; and

(d) such other Officers as the Board of Trustees may appoint from among their number from time to time.

13.6 No retiring Officer may be elected or appointed to the Board of Trustees within two years of ceasing to be such an Officer, except that the Honorary Treasurer may be elected to the office of President Elect in accordance with By-law 15.

13.7 The President shall take the chair at all meetings of the Board of Trustees and General Meetings of the Society. In the absence of the President, the chair shall be taken by the President Elect, or by another Trustee. If no Trustee is present at a General Meeting and willing to act, the meeting shall elect a Chair.

14. The President

14.1 The President must be an Honorary Fellow, Fellow or Member and shall serve for a term of two years. The President Elect will become President from the conclusion of the Annual General Meeting at which the incumbent President retires. No person is eligible for re-election to the office of President except in circumstances resolved by the Board of Trustees to be extraordinary.

14.2 In the event the office of President becomes vacant before completion of their term the President Elect shall become President for the remainder of the term of the President they are replacing and for a further term of two years.

15. President Elect

15.1 The President Elect must be an Honorary Fellow, Fellow or Member and shall be elected at the Annual General Meeting in accordance with regulations made by the Board of Trustees.

15.2 Subject to By-law 15.3, the President Elect shall serve from the conclusion of the Annual General Meeting at which their election is announced until the conclusion of the Annual General Meeting two years hence, when the President Elect shall become President.

15.3 In the event the office of President Elect becomes vacant, the Board of Trustees shall be entitled to appoint a President Elect who shall hold office only until the next Annual General Meeting of the Society or for a shorter term sufficient to allow normal election processes to be resumed.

16. Honorary Treasurer

16.1 There shall be an Honorary Treasurer who must be a member.

16.2 The Honorary Treasurer shall be appointed by the Board of Trustees for a term of four years from the conclusion of the Annual General Meeting at which their appointment is announced.

16.3 The Honorary Treasurer shall have general responsibility for supervising the financial affairs of the Society and for advising the Board of Trustees and their Boards and Committees on economic and financial questions. The Honorary Treasurer shall exercise such powers as may be determined by the Board of Trustees.

16.4 In the event the office of Honorary Treasurer becomes vacant, the Board of Trustees shall appoint an Honorary Treasurer who shall serve until the next Annual General Meeting and for a further term of four years.

17. Elected Trustees

17.1 The Elected Trustees shall be elected by the members in accordance with Regulations prescribed by the Board of Trustees.

17.2 An Elected Trustee shall hold office for a term of four years from the conclusion of the Annual General Meeting at which they are elected, or their earlier resignation or removal under By-law 19.1. In the event of the resignation or removal of a Trustee under that By-law 19.1, the Board of Trustees shall be entitled to appoint a replacement to serve as an Elected Trustee until the next Annual General Meeting.

17.3 An Elected Trustee shall not be eligible for re-election for a period of two years but shall be eligible:

- (a) to fill a casual vacancy among the Elected Trustees in accordance with By-law 17.2;
- (b) for appointment as an Appointed Trustee; or
- (c) for election or appointment (as the case may be) as an Officer.

18. Appointed Trustees

18.1 The Appointed Trustees shall be appointed by the Board of Trustees and announced to members at the next Annual General Meeting. In appointing Trustees, the Board of Trustees shall consider the skills of the Elected Trustees and the continuing Appointed Trustees, and the need to maintain a balance of skills across the Board of Trustees. Appointed Trustees may be the Chairs of Boards established under By-law 24, or other persons, as the Board of Trustees determine.

18.2 Up to three individuals who are not members of the Society may be appointed as Appointed Trustees, but any such person shall become an Affiliate Member on their appointment and subscribe to the undertakings prescribed in By-law 4.8.

18.3 The Appointed Trustees shall hold office for a term of four years from the date of their appointment, or their earlier resignation or removal under By-law 19.1.

In the event of the resignation or removal of a Trustee under that By-law 19.1, the Board of Trustees shall be entitled to appoint a replacement Appointed Trustee to serve for the remainder of the term of office of the Appointed Trustee they are replacing.

- 18.4 An Appointed Trustee shall not be eligible for re-appointment for a period of two years but shall be eligible:
- (a) to fill a casual vacancy among the Appointed Trustees in accordance with By-law 18.3;
  - (b) for election as an Elected Trustee; or
  - (c) for election or appointment (as the case may be) as an Officer.

19. Resignation and removal of Officers and Trustees

19.1 A Trustee's term of office automatically terminates if they:

- (a) are disqualified under the Charities Act from acting as a Charity Trustee;
- (b) are incapable, whether mentally or physically, of managing their own affairs;
- (c) are absent from three consecutive meetings of the Board of Trustees and are removed from office by a resolution of the Board of Trustees approved by not less than two thirds of those present and voting;
- (d) cease to be a member;
- (e) resign by written notice to the Board of Trustees (but only if at least two Trustees will remain in office) and on its acceptance by the Board of Trustees shall vacate the office;
- (f) accept an office of profit within the Society considered by the Board of Trustees to be incompatible with membership of the Board of Trustees;
- (g) are removed by resolution passed at a General Meeting of the Society in accordance with By-law 12.4 after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.

19.2 The Board of Trustees may suspend a Trustee from the Board of Trustees only for good cause and in accordance with procedures set out in Regulations.

20. Meetings of the Board of Trustees

20.1 The Board of Trustees must hold at least three meetings in each calendar year, at such times as they may determine.

- 20.2 A quorum at a meeting of the Board of Trustees is one third of Trustees or 3 Trustees, whichever is the greatest. The quorum must include at least 1 Officer and a majority of Officers and Elected Trustees.
- 20.3 The Board of Trustees shall ensure minutes are kept of each meeting.
- 20.4 Notice of the date and time of holding each meeting of the Board of Trustees shall be forwarded by the Chief Executive to each Trustee. The period of notice shall be at least six clear days. The accidental omission to give notice of a meeting to, or the non-receipt of a notice, by any Trustee shall in no way invalidate the proceedings of the meeting.
- 20.5 An Extraordinary Meeting of the Board of Trustees may be called at the President's discretion or upon a requisition to the President of not less than three Trustees. In either case the President shall direct the Chief Executive to issue a notice of the meeting which shall state the business to be conducted.
- 20.6 A meeting of the Board of Trustees may be held either in person or by suitable electronic means agreed by the Board of Trustees in which all participants may communicate with all the other participants.
- 20.7 The Board of Trustees may at its discretion invite any person to attend or participate in a meeting of the Board of Trustees but no eligibility to vote shall be conferred by such an invitation.
- 20.8 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution circulated to all the Trustees who would have been eligible to vote on the matter at a meeting of the Board of Trustees and approved by a simple majority of them is as valid as a resolution passed at a meeting and for this purpose:
- (a) the number of Trustees who approve the written resolution must be at least as many as would be required to form a quorum at a meeting of the Board of Trustees; 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.
- 20.9 Except for the Chair of the meeting, who in the case of an equality of votes has a second or casting vote, every Trustee has one vote on each issue (subject to By-law 20.12).
- 20.10 A Trustee must avoid a situation in which an interest or other duty that the Trustee has conflicts with or possibly may conflict with the interests of the Society. There is no infringement if:
- (a) the situation cannot reasonably be regarded as likely to give rise to a conflict of interest;



(b) the situation is authorised by the Board of Trustees in accordance with By-law 20.11; or

(c) the situation relates to the purchase of trustee indemnity insurance.

20.11 If a conflict of interest arises for a Trustee, the un-conflicted Trustees may authorise such conflict of interests provided that:

(a) the procedure in By-law 20.12 is followed;

(b) authorisation will not result in any benefit being conferred on any Trustee or any connected person that would not be permitted by By-law 22; and

(c) the un-conflicted Trustees consider it is in the best interests of the Society to authorise the conflict of interest in the circumstances.

20.12 Whenever a Trustee has an interest in a matter to be discussed at a meeting of the Board of Trustees or a meeting of a Board or Committee, the Trustee concerned must:

(a) declare their interest before discussion begins on the matter;

(b) withdraw from the meeting for that item unless expressly invited by Trustees to remain in order to provide information;

(c) not be counted in the quorum for that part of the meeting; and

(d) withdraw from the vote and have no vote on the matter.

## 21. Powers of Board of Trustees

21.1 The Board of Trustees shall manage the business of the Society and may exercise all the powers of the Society unless it is subject to any restrictions imposed by the Society's Charter or these By-laws.

21.2 Without prejudice to By-law 21.1 the Board of Trustees shall:

(a) establish and maintain Boards and Committees in accordance with the provisions of By-law 24;

(b) make Regulations in accordance with By-law 27;

(c) set overall objectives and policy guidelines consistent with the Society's object and its obligations;

- (d) consider all significant capital expenditure prior to such expenditure being incurred (and no such expenditure shall be permitted unless authorised by the Board of Trustees); and
- (e) establish and maintain an Investment Strategy.

21.3 Without prejudice to By-laws 21.1 and 21.2 the Board of Trustees may:

- (a) delegate any of their functions to a Board, Committee or a Sub-Committee provided always that the provisions of By-law 24 (as applicable) are complied with;
- (b) establish other policies to govern the administration of the Society;
- (c) delegate the management of investments to a Financial Expert, but only on terms that:
  - (i) require the Financial Expert to comply with the Investment Strategy;
  - (ii) require the Financial Expert to report significant matters to the Board of Trustees promptly;
  - (iii) require the Financial Expert to review the performance of the investments with the Board of Trustees regularly;
  - (iv) entitle the Board of Trustees to cancel the delegation at any time;
  - (v) require the Investment Strategy and the delegation arrangement to be reviewed by the Board of Trustees not less than annually;
  - (vi) require all payments to the Financial Expert to be on a scale or at a level which is agreed in advance and to be notified promptly to the Board of Trustees on receipt;
  - (vii) prohibit the Financial Expert from doing anything outside the powers of the Board of Trustees.
- (d) borrow and incur debt, subject always to the taking of professional financial advice and the restrictions imposed by the Charities Act;
- (e) continue in operation, establish and maintain, contribute to or assist charitable funds or schemes for the benefit of existing or former members and their dependents who are in charitable need and for such other persons who are in charitable need as may be thought expedient or desirable in the interests of the members or employees of the Society. Such funds shall be administered separately and independently from the funds of the Society and any expenditure for this purpose may be incurred either on behalf of the Society alone or in conjunction or collaboration with any other bodies or institutions;

- (f) exercise any other powers of the Society which are not reserved to the members.

21.4 Without prejudice to By-laws 17 and 18, if the Trustees shall at any time be or be reduced in number to less than five it shall be lawful for them to act as Trustees for the purposes of co-opting Elected Trustees or appointing Appointed Trustees in accordance with By-laws 17 and 18, calling a ballot or summoning a General Meeting and participating in the work of the Boards and Committees established under By-law 24 but not for any other purpose.

## 22. Benefits to members and Trustees

22.1 The property and funds of the Society must be used only for advancing the Society's object and do not belong to the members save that:

- (a) members who are not Trustees may be employed by the Society;
- (b) members (and Trustees) may be paid interest at a reasonable rate on money lent to the Society;
- (c) members (and Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Society;
- (d) members (and Trustees) who are beneficiaries may receive charitable benefits in that capacity; and
- (e) a member (and Trustees, subject to By-law 22.3, Trustees) may enter into a contract with the Society to supply goods or services in return for payment or other benefit if the goods or services are actually required by the Society and for the avoidance of doubt no such contract shall affect a member's voting or other rights.

22.2 A Trustee must not receive any payment of money or other benefit (whether directly or indirectly) from the Society except:

- (a) as mentioned in By-law 22.1;
- (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Society;
- (c) payment to any company in which a Trustee has no more than a 1% shareholding; or
- (d) in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance).

- 22.3 Any Trustee (or any connected person whose remuneration might result in a Trustee obtaining a benefit) may enter into a contract with the Society to supply services in return for a payment or other benefit but only if:
- (a) the services are actually required by the Society;
  - (b) any conflict of interests is authorised by the Board of Trustees in accordance with By-law 20.11;
  - (c) the nature and level of the remuneration is no more than is reasonable in relation to the value of the services and is set in accordance with the procedure in By-law 20.12; and
  - (d) in any financial year, no more than half of the Trustees are subject to such a contract (or are connected to a connected person who is subject to such a contract).

## **Part V**

### **ADMINISTRATION**

#### **23. Chief Executive**

- 23.1 The Board of Trustees shall be responsible for appointing and discharging the Chief Executive of the Society as an executive officer on terms and conditions approved by them. The Chief Executive shall act under the general direction of the Officers with such powers and duties as may be vested in the Chief Executive by the Board of Trustees.
- 23.2 Subject to such conditions as the Board of Trustees may impose, the Chief Executive shall have the power to appoint all other members of the staff, who shall report to the Chief Executive. The Board of Trustees may at any time substitute Chief Executive for another title, in which case references to the Chief Executive in these By-laws shall be construed accordingly.
- 23.3 The Chief Executive shall be in attendance at all Trustee meetings except as may be determined by the President.

#### **24. Boards and Committees**

- 24.1 The Board of Trustees may delegate to any Board or Committee such of its powers and duties as it sees fit and the law and good practice for charities allows, but the Board of Trustees remain responsible for the actions of such Boards and Committees and the Board of Trustees may dissolve a Board or Committee at any time.
- 24.2 Up to 6 main Boards may be appointed by the Board of Trustees.

- 24.3 Each Board or Committee shall be constituted and administered in accordance with such regulations or directions as the Board of Trustees by Standing Orders or otherwise may prescribe. Each Board or Committee shall have written terms of reference which shall be approved by the Board of Trustees.
- 24.4 The Chairs of each Board shall be appointed by the Board of Trustees and may also be appointed as Appointed Trustees in accordance with By-law 18.
- 24.5 For any purpose considered by the Board of Trustees to be exclusively or predominantly the concern of particular categories of membership or holders of particular designations, the Board of Trustees may impose restrictions or conditions on eligibility for service on any such Board or Committee.
- 24.6 Every Board or Committee appointed under this By-law shall report to the Board of Trustees and shall, in exercising the powers delegated to it, conform to such Regulations or directions as the Board of Trustees may prescribe or impose, whether by Standing Order or otherwise.
- 24.7 The Board of Trustees and their Boards and Committees may also co-operate with any other body or bodies having objects similar in whole or part to the Society in carrying out any scheme or schemes where combined action with such body or bodies is considered desirable. The Board of Trustees, their Boards and Committees may appoint a representative or representatives to serve on any Joint Board or Committee which may be established under the provisions of any agreed scheme.
- 24.8 The Board of Trustees may delegate to any such Joint Board or Committee such of its powers and duties as it sees fit for the effective carrying out of any such scheme, including authority to incur expenditure within specified limits on behalf of the Society to such an extent and subject to such conditions as the Board of Trustees may determine. Any such Joint Board or Committee shall obtain the authority of the Board of Trustees before any changes of policy or developments which may involve the Society in expenditure beyond that already authorised.
- 24.9 Vacancies occurring on any Board or Committee shall be filled in such manner as the Board of Trustees may determine.

25. Interest Groups

- 25.1 The Board of Trustees may establish interest groups which shall be named, constituted, administered and may be dissolved in accordance with Standing Orders made by the Board of Trustees.
- 25.2 The Board of Trustees may provide for the levying of subscriptions for admission to and retention of membership of interest groups.

25.3 The Board of Trustees may approve the admission of persons who are not members of the Society into such interest groups and may authorise the establishment of joint interest groups with other bodies having objects similar in whole or in part to those of the Society.

26. Local Organisation

26.1 The Board of Trustees may establish and regulate Local Sections and Local Section Committees whether by Standing Order or otherwise, so that meetings of members may be held in various localities and the object of the Society promoted for the convenience of members resident in those local areas. Standing Orders shall provide for such boundaries, officers, members and rules as may be considered appropriate for each area, and shall encourage and assist collaboration between Local Sections.

26.2 The Board of Trustees may make monies available to assist the work of the Local Sections and shall require an annual factual report on the activities of each Local Section together with a financial statement showing the income and expenditure arising from those activities.

26.3 In areas other than those within a Local Section, including centres overseas, the Board of Trustees may appoint a Local Representative who shall have duties similar to those of the Local Section Committee.

27. Regulations and Standing Orders

27.1 Subject to the Charter and these By-laws, the Board of Trustees may at any time make Regulations as they consider appropriate and may make Standing Orders in respect of their own business and that of the Society's Boards, Committees, Interest Groups and Local Sections.

27.2 Unless such power is expressly reserved to members, Regulations and Standing Orders may be amended or repealed at any meeting of the Board of Trustees provided that notice of any proposed addition, amendment or repeal has been given in the notice of the meeting.

27.3 The Board of Trustees shall keep a Register of Regulations and Standing Orders containing a copy of each set of Regulations and Standing Orders as the case may be, and specifying the date on which each was adopted by the Board of Trustees (or, if required, approved by the members).

27.4 A copy of the Register of Regulations and Standing Orders and each set of Regulations and Standing Orders shall be available to members on demand.

27.5 In the event of inconsistency between any Regulations or Standing Orders and the By-laws, the By-laws shall take precedence.

28. Publications

28.1 The Board of Trustees shall establish and maintain a publishing strategy that is consistent with the Society's object.

28.2 The Board of Trustees shall determine the programme of publications of the Society and delegate such powers to its Boards and Committees as it considers desirable for establishing and maintaining the scientific standards and general quality of such publications.

29. Records and Accounts

29.1 The Board of Trustees must comply with all statutory requirements as to the keeping of statutory books, financial records, the audit of accounts and the preparation and transmission to the Charity Commission of:

- (a) annual reports;
- (b) annual returns; and
- (c) annual statements of account.

29.2 The Board of Trustees may determine by Standing Order arrangements under which members who are not Trustees may inspect all or some of the accounts and books of the Society. Such persons shall have no right of inspection beyond that provided under such Standing Orders.

29.3 The Board of Trustees must keep proper records of:

- (a) all proceedings at General Meetings;
- (b) all proceedings at Board of Trustee meetings and all written resolutions;
- (c) all reports of Boards and Committees; and
- (d) all professional advice received.

30. Communication with members

30.1 The Society may validly send any document (including any notice and any Ballot Paper) to a member:

- (a) by delivering it by hand to the address recorded for the member in the Register of Members;
- (b) by sending it by post or courier (with postage or delivery paid) to the address recorded for the member in the Register of Members;

- (c) by electronic mail to an email address given in a written notice by the member; or
- (d) by publishing it on the website;

in accordance with this By-law 30.

30.2 The Society may send a document to a member via the website if the member concerned has not responded within 28 days of the Society sending them a request asking them to agree to the Society communicating with them in that manner, provided that:

- (a) the request stated clearly what the effect of failure to respond would be;
- (b) when the request is sent to the member, at least 12 months have passed since the Society last requested the member to agree to receive the same or a similar type of document via the website;
- (c) the document concerned is made available in a form which enables the members to read and retain a copy of it; and
- (d) the Society complies with the requirements of By-laws 30.3 and 30.4.

30.3 When sending a document via the website, the Society must notify each intended recipient of:

- (a) the presence of the document on the website;
- (b) the address of the website;
- (c) the place on the website where it may be accessed; and
- (d) how to access the document.

30.4 Where a document is sent to members via the website, the document must remain on the website:

- (a) in the case of notice of a General Meeting, until after the General Meeting has ended; and
- (b) in all other cases, for 28 days beginning with the date on which the Society sent notification pursuant to By-law 30.3.

30.5 Any notice given in accordance with these By-laws is to be treated for all purposes having been received:

- (a) 24 hours after being sent by electronic mail or delivered by hand to the relevant address;



- (b) 2 clear days after being sent by first class post to the relevant address;
- (c) 10 clear days after being sent by second class or overseas post to the relevant address;
- (d) on the date on which the notice was posted on the website (or, if later, the date on which the member was notified of the posting on the website in accordance with By-law 30.3);
- (e) on being handed to the member personally; or if earlier
- (f) as soon as the member acknowledges actual receipt.

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

30.7 Members may validly send any notice or document to the Society:

- (a) By post to:
  - (i) the Society's registered office; or
  - (ii) any other address specified by the Society for such purposes;
- (b) to any email address provided by the Society for such purposes.

### 31. Common Seal

31.1 The Board of Trustees shall provide a Common Seal and may from time to time destroy the same and substitute a new Seal in its place.

31.2 The Common Seal shall be in the custody of the Chief Executive and shall not be affixed to any document except in accordance with a resolution of the Board of Trustees. Such Trustees or such other persons (not being less than two in either case) as the Board of Trustees shall from time to time prescribe, shall attest each sealing.

## **Part VI**

### **DEFINITIONS**

#### 32. Interpretation and Definitions

32.1 In these Byelaws the following definitions shall apply:

- Appointed Trustee a Trustee appointed by the Board of Trustees in accordance with By-law 18;

Article	the relevant Article of the Society's Charter;
Ballot	the ballot of the members to elect the President Elect and Elected Trustees, in accordance with By-law 13;
Ballot Paper	the form (which may be on paper or in electronic format) sent to each member to participate in the ballot;
Benefit	a benefit, whether direct or indirect, which may or may not be financial but which has a monetary value;
Board	a body established by the Board of Trustees in accordance with By-law 24, with delegated strategic responsibility for a specific area of governance;
Board of Trustees	see Trustee(s);
By-laws	these By-laws, as amended from time to time;
Casual Vacancy	a vacancy that arises due to unforeseen circumstances, e.g. death, resignation, disqualification;
Category of membership	a set of members defined in terms of training, qualifications, knowledge, skill, and experience;
Charities Act	the Charities Act 2011 or any amendment or statutory re-enactment of that Act;
Charity Commission	the Charity Commission for England and Wales;
Charity Trustees	has the meaning prescribed by section 177 of the Charities Act 2011;
Charter	the Royal Charter of the Society as amended from time to time;
Clear Days	complete days, excluding the day on which the notice is given or the day on which the event for which it is given takes place;
Code of Conduct	a set of rules outlining the responsibilities and proper practices of the Society's members
Committee	a body that is established by the Board of Trustees, in accordance with By-law 24, to consider on its behalf specific operational matters relating to governance;
Connected Person	has the meaning prescribed by section 117 of the Charities Act 2011;

Council	see Trustee(s);
Elected Trustees	those Trustees elected by the members in accordance with By-law 17;
Financial Expert	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;
Financial Year	the period for which the Society's statutory accounts are prepared and published;
General Meeting	an Annual General Meeting or Extraordinary General Meeting;
Instrument	a written document that can be formally attributed to an individual person;
Investment Strategy	the Society's policy and approach to investments as approved by the Board of Trustees periodically;
Society	the Royal Society of Chemistry;
member <i>[n.b. lower case 'm']</i>	An individual who belongs to a category of membership specified in By-law 3.1;
Object	the object of the Society as set out in the Charter which is "the general advancement of chemical science and its application";
Officers	the Officers of the Society in accordance with By-law 13, and elected or appointed in accordance with By-laws 14, 15 or 16, as the case may be;
Postal vote	in the context of a 'postal vote' in By-laws 2 and 12, shall include a ballot in which members are given the opportunity to respond either by post or by electronic means;
President	the President of the Society and Chair of the Board of Trustees;
President Elect	the President Elect of the Society elected in accordance with By-law 15, who shall normally be the succeeding President;
Register of Members	the register of members onto which the details of each member shall be entered in accordance with By-law 4;
Register of	a register which complies with By-law 27.3;

## Regulations

Registered Office	is the official address of the Society
Regulation	a rule or directive prescribed and maintained by the Board of Trustees;
Report	in the context of By-law 2.4, the Report is a considered response from the Board of Trustees to the proposal submitted by members;
Requisition	a formal written demand that something should be performed or put into operation by the Board of Trustees;
Standing Order	an instruction or prescribed procedure agreed by the Board of Trustees which shall be in force permanently or until changed;
Trustee(s)	member(s) with legal responsibility for the government and control of the Society, its property and affairs (References in the Charter to 'Council' means the Board of Trustees which is all of the Trustees acting together with collective responsibility);
Website	the official website of the Society;
Written	refers to a legible document on paper or a document which can be printed in writing onto paper including electronic mail;
Written Resolution	a written resolution as set out in By-law 20.8 is a decision that is considered by correspondence rather than in a Board of Trustees meeting.

- 32.2 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 32.3 By-law and Schedule headings and numbering do not affect the interpretation of these By-laws.
- 32.4 Unless the context otherwise requires, words in the singular shall include the plural and in the plural shall include the singular and words importing persons shall include corporations.