

An Ordinary General Meeting of the Science Council will take place online on Tuesday 26th October 2021 from 11.00am to 12.30pm

Join Zoom Meeting

<https://us02web.zoom.us/j/83482321570?pwd=NDN6SExoSIY4c0pGSnlad1pLMmNUQT09>

Meeting ID: 834 8232 1570 Passcode: 080687

AGENDA

Item No.	Purpose	Decision required	Timing
21.3.1	Welcome from the Chair of the Board, Adam Donnan	<i>To receive</i>	<i>10 min</i>
21.3.2	<u>Minutes of the Annual General Meeting held on Tuesday 13th July 2021</u>	<i>To approve</i>	<i>2 min</i>
21.3.3	Report from the Chief Executive, Helen Gordon Update on progress of activities in 2021	<i>To receive</i>	<i>10 min</i>
21.3.4	Science Council Strategy 2022-2025: setting a course for growth Our current strategy runs until 2022 and has served as a valuable platform for membership engagement over the past two and a half years. Now in a period of investment with the intention of growing registrations, membership and subsequently profile and impact, the Science Council is developing a compelling vision and strategy for the next three years. The Science Council's charitable purpose as stated in its Royal Charter is " <i>to promote the advancement and dissemination of knowledge of and education in science, pure and applied, for the public benefit.</i> " The Royal Charter also defines our role as a membership organisation, providing a forum to providing professional bodies in science with access to a unique network of like-minded organisations to share information and knowledge. But what does this mean in practice and is this vision of our purpose shared across the membership? We want to hear the views of our Members on what their understanding of our purpose is, so that we can present and describe it in such a way that we can move forward with a strategy that unites and challenges us, and makes it clear to our key partners and stakeholders on what the Science Council stands for. This discussion will feed into our final drafting considerations.	<i>Group work and plenary discussion</i>	<i>50 min</i>
21.3.5	<u>Resolution to amend the Bylaws of the Council</u> That the Council resolve, in accordance with Clause 10 of the Council's Royal Charter, to amend the Bylaws as set out in Schedule 1, subject to the approval of the Privy Council and such further or alternative amendments as may be required or recommended by the Privy Council and which are agreed by the Board and Member Bodies.	<i>To approve</i>	<i>10 min</i>
21.3.6	Forthcoming meetings	<i>To note</i>	<i>2 min</i>
21.3.7	Any other business	<i>To note</i>	<i>5 min</i>

Draft minutes of the Science Council's Annual General Meeting held on Tuesday 13th July 2021 via teleconference

Chair of the meeting

Dr Helen Pain CSci FRSC CChem (Chair of the Board) (HP)

Member Bodies present or proxy

Association of Neurophysiological Scientists

Association for Simulated Practice in Healthcare

Association for Science Education

British Association of Sport and Exercise Science

British Psychological Society

British Society of Soil Science

Chartered Institute of Water and Environmental Management

Geological Society

Institute of Animal Technology

Institute of Biomedical Science

Institute of Corrosion

Institute of Marine Engineering, Science and Technology

Institute of Materials, Minerals and Mining

Institute of Physics

Institute of Physics and Engineering in Medicine

Institute of Science and Technology

Institute of Water

Institution of Environmental Sciences

Oil and Colour Chemists' Association

Operational Research Society

Royal Society of Biology

Royal Society of Chemistry

Society for Natural Sciences

Society of Cosmetic Scientists

Society of Dyers and Colourists

Also in attendance

Professor Carole Mundell, President of the Science Council

Trustees: Adam Donnan (representing the Institution of Environmental Science), Mark Finnie (MF) (Honorary Treasurer), Dr Arthur Nicholas, Jonathan Gorvin, Rachel Lambert-Forsyth (RLF), Catherine Ross, Philippa Martinelli

Dr Hilary Jeffreys, Chair of the Registration Authority

Dr Chris Westcott, Chair of the Finance, Audit and Risk Committee

Professor Patrick Kniveton, member of the Finance, Audit and Risk Committee

Science Council staff attending

Jane Banks, External Relationships Manager

Charlie Cantwell, Marketing and Communications Officer

Tom Cheek, Apprenticeships Lead

Helen Gordon, Chief Executive

Richard Holliday, Head of Technician Pathways Development

Lawrence Dawkins-Hall, Applicant Support Mentor

Ryan Mercer, Policy Officer

Mary Murray, Registration and Licensing Team Administrator

Oliver O'Hanlon, Governance Manager

Richard Prescod, Corporate Services Manager

Varshini Rajkumar, Technical Education Policy Advisor

Tanya Vina, Registration and Licensing Manager

Brian Wagenbach, Member Engagement Manager

Member apologies

Institute of Food Science & Technology

Members not in attendance

Association for Clinical Biochemistry and Laboratory Medicine; Association of Anatomical Pathology Technology; College of Podiatry; Institute of Mathematics and its Applications; Institution of Chemical Engineers; Nuclear Institute; Royal Astronomical Society; The Organisation for Professionals in Regulatory Affairs; Royal Meteorological Society.

21.2.1 Welcome from the Chair of the Board, Dr Helen Pain

HP welcomed attendees and confirmed that the meeting was quorate. She noted particular attendees. She welcomed representatives from the Society for Natural Sciences and the Society of Cosmetic Scientists to their first General Meeting as Members of the Science Council. She welcomed the President, Carole Mundell and informed attendees that the President had met with some of the Presidents of Member Bodies. These meetings have been well received, and more meetings of this nature are likely to take place throughout Professor Mundell's tenure.

She thanked staff, trustees and other volunteers for their commitment and hard work over the last year, and to Members for their continued support for the Science Council. She thanked Simon Toms and Jonathan Gorvin, both of whom will be retiring at the end of the AGM, for their significant contribution to the Science Council in recent years.

She thanked HG for her excellent leadership and Science Council staff for their continued efforts. She said that Members have greatly appreciated the new networks created in the wake of the pandemic, and this has demonstrated the Science Council's ability to bring the community together.

Looking ahead, she said that the pandemic has given the Science Council the incentive to be more creative about the shape and delivery of its activities and the support it gives to Members and registrants. She reminded attendees that the Board approved a two-year investment package to increase support for Members and registrants, and to enhance the visibility and awareness of the Science Council, the work of scientists and the benefits of professional registration. Part of this investment include the recruitment of a Policy Officer and Online Events Coordinator and she welcomed Ryan Mercer and Liz Gill to the Science Council.

She thanked the Gatsby Charitable Foundation for its continued support for the Science Council's work to raise the profile and value of technical education routes for the technician workforce. Although activity related to the Technical Pathways programme was disrupted by the pandemic, HP said that the team has worked hard over the last 12 months to make connections across the science community and put in place the infrastructure so the Science Council can continue to advance this important work over the coming years.

She reminded Members that last year the Board established an EDI steering group, which is being expertly chaired by RLF, to review the Science Council's own progress and goals. An EDI strategy will be produced and formalised towards the end of the year.

She thanked David Youdan, who recently retired as CEO of the IMA, for his long-standing support for the Science Council.

She reminded Members that this will be her last General Meeting as Chair of the Board. Adam Donnan will be succeeding HP as Chair from September. His appointment has already been communicated to Members.

21.2.2 Minutes of the General Meeting held on 19th April 2021

The minutes of the General Meeting held on 19th April 2021 were agreed to be a fair record of the meeting.

21.2.3 Report from the Chief Executive, Helen Gordon on achievements and performance for 2020

HG welcomed attendees to the meeting and thanked Members for their engagement and support over the last 12 months. She also thanked HP for her commitment and leadership over the last three years and especially over the last 12 months. Introducing her report, HG said that the pandemic has given the Science Council an opportunity to consider how it can work more effectively with and for Members. It was able to bring the community together quickly at the start of the pandemic through various networks and facilitate the sharing of practical information and support across the membership. She welcomed the fact that the various networks established last year have been well-received by Members, and this deepening engagement has added to the Science Council's Value Proposition. She said that there is an enthusiasm across the membership to continue working together, for example, on specific areas such as policy development.

HG said that, in response to the pandemic, Science Council staff moved quickly to remote working. The priority was the safety and wellbeing of staff and to ensure they stayed connected to colleagues. She praised the staff's adaptability and responsiveness to remote working to ensure

that Member services continued unabated. The Science Council reduced its office space in response to the pandemic and, moving forward, most staff will continue to work remotely.

On registration and licencing, the Registration Authority concluded its review of the standards and associated documentation which will be implemented in 2021, and, following a piloting period, the Board approved the launched of the Development Licence. She paid tribute to staff and to the Registration Authority for their work in this area.

Work is ongoing to increase the Science Council's visibility and its social media presence continues to grow. The ability to promote science and the work of Members has been central to marketing and communications activity over last 12 months. Staff have also developed closer relationships with other stakeholders to raise the Science Council's profile and the work of Members. She said that promoting the value of the science profession is crucial at a time when the application of science has come to the fore during the pandemic. The Science Council will be investing in new marketing content to help Members promote registration among their membership and registrant communities.

As part of the technical pathways programme, Richard Holliday was hired at the beginning of 2020 to lead the programme. Tom Cheek and Varshini Rajkumar were recruited to the team to support the programme. Despite the pandemic, work in this area has continued online. Work is also taking place to support Members to provide learners with more information about the routes into registration. She thanked Adam Donnan for chairing the technical pathways programme board over the last 12 months. Finally, she said that, although progress has been hindered by the pandemic, the Technician Commitment programme continues to evolve and work has taken place over the last 12 months to find a sustainable model for the programme.

21.2.4 To receive and consider the Annual Report and Financial Statements for the year ending 31st December 2020

The Honorary Treasurer, Mark Finnie, introduced the Annual Report and provided a summary of the financial position for the year ending 31st December 2020. He confirmed that there were no areas of concern raised during the audit. Like other organisations, the Science Council was impacted by the pandemic during 2020 and staff worked remotely for much of 2020. However, none were furloughed, and the Science Council did not need to access any government financial support. There were some savings on operating costs resulting from remote working. Membership numbers throughout the year remained stable, with only one Member leaving, but the Science Council gained two new Members in 2021. There was some growth in RSci numbers, which was offset by a 5% reduction in CSci numbers, leading to a 3% overall reduction in in registrant numbers. He informed Members that the Technical Pathways project is reported as restricted funds in the annual accounts and commenced in 2020, but, as previously mentioned, progress was impacted by the pandemic. He said that the Board agreed a two-year investment programme to further develop the Member offer, and these will be funded from accumulated reserves.

Resolution: *to receive and consider the Annual Report and Financial Statements for the year to 31st December 2020.*

Resolution proposed by Terry Croft, seconded by Adam Donnan and unanimously received and considered by the Council.

21.2.5 Appointment of Kreston Reeves Chartered Accountants as auditors to the Science Council for the period to 31st December 2021

Resolution: *that Kreston Reeves be appointed auditors to the Science Council for the period to 31st December 2021.*

Resolution proposed by Kelly St Pier, seconded by David Barr, and unanimously approved by the Council.

21.2.6 Authorisation for the Board of Trustees to agree the remuneration of the Auditors.

Resolution: *Authorisation for the Board of Trustees to agree the remuneration of the Auditors to the Science Council for the period to 31st December 2021.*

Resolution proposed by Mark Downs, seconded by Terry Croft, and unanimously approved by the Council.

21.2.7 Presentation from the Chief Executive, Helen Gordon: '2021 and looking ahead'.

HG gave a presentation on progress being made in 2021. She reflected on the changes to operational activity in the wake of the pandemic. The Science Council embraced the challenge and took the opportunity to rethink its operations and the services it delivers to Members and to galvanise further activity towards growth over the coming years.

On licensing, a new licence agreement has been implemented, with useful feedback from Members. The Registration Authority has moved to holding licence reviews online, which has been welcomed by Members. The Board agreed the launch of the Development License, as an introductory licence to new member organisations for the first 2 years of their professional registration journey.

There has been significant activity around EDI with the Science Council working with the Royal Academy of Engineering and others. The benchmarking exercise was launched earlier in the year and HG thanked Members for contributing to this piece of work. The report will be published soon and will provide a springboard for further activity. This is an area where the Science Council continues to demonstrate its value to Members as a conduit for information sharing across the membership. She thanked the members of the EDI steering group for their contributions to date.

A registrant survey was launched earlier in the year to better understand registrants' and non-registrants' views on the Science Council and the benefits of registration. HG thanked Members for their support on this matter and for the work they have done so far to promote registration, but for the Science Council to be sustainable and the registers to grow, more needs to be done across the membership. The survey revealed that the Science Council needs to raise its visibility and profile; that Members are key to attracting people into registration; and registrants want to connect with each other beyond their own disciplines. Summary findings have been presented at the CEO forum and the final report will be available in the autumn. She said that the Science Council will look to work with Members on these matters over the coming months.

As part of the two-year investment plan agreed by the Board, a Policy Officer and Online Events Coordinator were employed at the start of the year to provide increased operational capacity.

The Science Council launched a volunteer survey to better understand and provide greater support to its volunteers and identify how it can celebrate them better.

The business development team continues to build impactful relationships and activities with employers and stakeholders, particularly developing an engaged cohort of Employer Champions to promote the value of registration and support their staff through the registration process.

Ryan Mercer, the new Policy Officer is continuing to engage with Members to explore where the Science Council can be most impactful in the policy space.

She welcomed representatives from the Society for Natural Sciences and Society of Cosmetic Scientists and expressed her delight that they were recently voted into membership.

The Board has started the process of refreshing the strategy and several workshops have been held to review progress against the current strategy and identify future opportunities. Key themes will emerge later in the summer for the Board's away day in early September. Members will be invited to input to its development at key stages over the summer and autumn, including the AGM.

Summarising, HG highlighted some areas that the Science Council wants to engage more closely with Members, including addressing the findings of the registrant survey; take forward the recommendations of the EDI benchmarking report; progress the Technical Pathways programme and the Technician Commitment work with Members; and continue to promote Members and the community.

21.2.8 Science Council Strategy 2022-2025: setting a course for growth

HP introduced. The Board and staff have begun work on developing a future strategy, which will run from 2022 to 2025. The strategy will continue to focus around the three themes of the current strategy; registration and licensing, community and membership, policy and influence. HG acknowledged that the policy and influence theme has been the least developed over the last three years, but with a new Policy Officer in place, the Science Council is in a better than hitherto position to take forward cross-science policy themes to ensure that the views of the science profession as a whole are heard by key stakeholders.

HG invited attendees to discuss in groups, the areas where the Science Council has made a positive impact over the last three years; what the challenges have been in delivering impact and value to Members; and, looking forward, what impact could the Science Council look to make by 2025. Points made in plenary included:

- The Science Council has progressed over the last three years and responded well to recent challenges. It has brought the community together, particularly over the last 12 months, and created a space for valuable discussion across the membership and beyond.
- There was acknowledgement that Members will have own strategies, but the opportunity for the Science Council is in identifying common theses and facilitate further discussion and engagement in these areas.
- The Science Council has succeeded in ensuring that its registers are complementary to Members' own registers. Looking forward, a key issue that may impact on growth in the Science Council's registers is that some Members have their own registers and some do not.
- Members welcomed investment in the policy space to amplify their own activities and to coordinate the community's policy voice. Cross-community themes should be prioritised, focusing on where the Science Council can make the most impact. Suggested priority areas included, continuing to promote the benefits of registration, particularly with employers; promote the benefits of Science Council membership; and continuing activity around technical pathways and education as the Science Council has already made an impact in this space. This in turn will help raise the Science Council's profile among key stakeholders.
- Members recognise that the Science Council's resources are limited. With this comes a need for the Science Council to prioritise activity and identify where it can add value and impact and where others are best placed to take forward activity.

- Members also recognised that smaller organisations often struggle with capacity and resources, and the Science Council can facilitate the sharing of resources and practical solutions across the membership.

HG thanked Members for their input and said that their input will help shape the strategy. There will be further opportunities for Members to contribute to the development process later in the year.

21.2.9 Declaration of results of the 2021 Trustee Elections

HP announced that Simon Toms and Jonathan Gorvin will be retiring at this year’s AGM, and she thanked them again for their service. Following the closing of the voting period, she informed members that Jane Pritchard, Lorraine Turner, Dr Samantha Cheung, Dariel Burdass and Alison Hemsworth have been elected this year. All the new trustees bring significant experience in the areas that the Board was looking for this year. HP said that although there were four vacancies this year, two candidates in the non-member category came joint-second. The Science Council’s Regulations permit the election of both candidates, and they will be updated to provide a clear procedure to follow if this occurs again. Trustees remaining on the Board are:

- Dr Helen Pain (Chair)
- Mark Finnie (Honorary Treasurer)
- Ruth Kaufman
- Dr Paula Haynes
- Rachel Lambert-Forsyth
- Philippa Martinelli
- Dr Arthur Nicholas
- Catherine Ross
- Joan Ward

21.2.10 The Science Council’s role in building and maintaining trust and confidence in science in challenging times

Professor Carole Mundell addressed Members on the issue of trust in science. A recording of her address can be accessed [here](#).

21.2.11 Forthcoming meetings

Dates for forthcoming Board and General Meetings were announced.

21.2.12 Any other business

There was no other business and the meeting closed at 1.00pm.

Signed Date:

Agenda Item 21.3.5: Resolution to amend the Bylaws of the Council

Introduction

The Bylaws have undergone a minor update to give the Science Council more flexibility to hold future General Meetings physically, entirely online or a combination of the two. The Science Council is not unique in moving in this direction. Across the charity and other sectors, COVID-19 has accelerated organisations' movement towards being able to hold general meetings online.

The proposed Bylaw changes will enable us to continue our governance function if an event occurs that renders it impossible to hold a physical meeting. Enabling the Science Council to hold future General Meetings online will also benefit Members as there will be no need for representatives to travel, thus saving them time and resources that can be directed elsewhere.

Members should note that it is not our intention to hold General Meetings online as standard, and where possible we will hold General Meetings in person. We recognise the value in bringing our community together in person at General Meetings and providing Members with the opportunity to engage with each other on topics of common interest and also to help shape the Science Council's strategy and activities.

Since the beginning of 2020, four General Meetings have been held online (AGM's in 2020 and 2021 and the General Meetings in April and October 2021). Average attendance at these meetings has been slightly higher than attendance at recent General Meeting prior to 2020. We want to give all of our Members an opportunity to attend and participate at our General Meetings, and so the proposed changes also gives us the opportunity to explore the potential to hold hybrid Meetings which may help improve Member attendance further.

This paper has not included the entire Bylaw document as the main changes concern General Meetings. A small number of 'minor' changes have been made that were missed in 2020 when the Bylaws were last updated, primarily references to 'him/her' and 'he/she'. These have been updated to 'their' and 'them' respectively. A copy of the Certificate of Passing of Resolution can be found on pages 16-17 which outlines all the proposed changes. A copy of the current Bylaws can be found on our [website](#).

The Board of Trustees consider the proposed changes to the Bylaws to be in the best interests of the Science Council and recommends that Members vote in favour of the proposed changes.

Science Council Bylaws

INTERPRETATION

1. In these Bylaws, Article 3 of the Charter shall apply and:

Appointed Trustees means those Board members appointed in accordance with Bylaw 26;

the **Board** means the governing body of the Council constituted under Article 8 of the Charter;

Board member means a person appointed to serve on the Board as charity trustees of the Council in accordance with these Bylaws (and includes Appointed and Co-opted Trustees);

these **Bylaws** means these Bylaws as from time to time amended in accordance with the Charter;

the **Chair of the Board** means the person appointed in accordance with Bylaw 15;

the **chair of the meeting** means the person presiding as chair at the relevant meeting of the Board or the Council;

the **Charter** means the Charter to which these Bylaws are scheduled as amended from time to time by Supplemental Charter or otherwise;

the **Chief Executive** means the Chief Executive Officer of the Council;

Co-opted Trustees means those Board members appointed in accordance with Bylaw 25;

The **Council** means The Science Council;

Elected Trustees means those Board members named in accordance with Bylaw 19 or elected by the Council in accordance with Bylaw 21;

[electronic platform includes but is not limited to, website, addresses, virtual conferencing facilities and conference call systems;](#)

The **former Association** means The Science Council incorporated under the Companies Act 1985;

General Meeting means a meeting of the Member Bodies which may be an Annual General Meeting, an Extraordinary General Meeting or an Ordinary General Meeting;

in writing means representing or reproducing words in a visible form by any means of transmission;

Licensed Body means a Member Body licensed by the Board in pursuance of Article 4 (vi) of the Charter;

Member Body means any body admitted to membership of the Science Council under provision of these Bylaws;

nominated representative means a representative of a Member Body notified to the Council in accordance with the Regulations;

the **Object** means the Object of the Council as specified in Article 2 of the Charter;

the **Office** means the administrative headquarters of the Council;

present means, in the context of the General Meetings and meetings of the Board, present physically or by electronic means (via the electronic platforms stated in the notice of the meeting);

the President means the President of the Council elected in accordance with these Bylaws;

the profession means the profession of scientist;

the Professional Registers means, as kept by the Council from time to time, The Register of Chartered Scientists, The Register of Registered Scientists and The Register of Registered Science Technicians and any other register of titles awarded by the Council in accordance with its Charter from time to time;

qualification shall include standards of education and professional development;

registrant means any person appearing on one of the Professional Registers;

registration means entry onto one of the Professional Registers;

Registration Authority means a body appointed by the Board under the provisions of these Bylaws;

Remote Attendance means remote attendance at a General Meeting by such arrangements as are approved by the Trustees, including without limitation, arrangements involving an electronic platform;

the **Schedules** means any schedules to these Bylaws or Regulations approved by the Board from time to time;

the **Supervising Officer** means the person appointed by the Board to oversee the process of electing Elected Trustees, whose authority shall be set out in the Regulations;

regulations means regulations for the conduct of any activity of the Council carried out in the name of the Council made by the Board under these Bylaws in accordance with Bylaw 41;

seal means the common seal of the Council;

references to any provision of any Act shall be deemed also to refer to any statutory modification or re-enactment thereof or any statutory instrument, order or regulation made thereunder or under such modification or re-enactment;

references to a member of a Member Body shall be to an individual in such category of membership of that institution as the Council shall determine constitutes membership of that body for the purposes of these Bylaws; and

references to paragraphs and annexes are to paragraphs and annexes to these Bylaws.

46. The Chair of the Board or in ~~his or her~~ their absence another Board member nominated by the Board members present shall preside as chair of the meeting at each Board meeting.

ANNUAL GENERAL MEETINGS

50. An Annual General Meeting shall be held once in each calendar year and no more than fifteen months after the previous Annual General Meeting.

51. Subject to Bylaw ~~54~~50, the Board may call an Annual General Meeting by giving Member Bodies at least 28 days' notice and may prescribe the date, time, ~~and~~ place and details of any electronic platform for the Annual General Meeting. The notice shall specify the nature of the business to be discussed and the form of proxy to be used by Member Bodies unable to send a representative attend in person (including by Remote Attendance).

52. The business of the Annual General Meeting shall include:
- a) the receipt and consideration of the annual report and accounts of the Council;
 - b) the appointment and determination of the remuneration of the auditors; and
 - c) when applicable, the election of the President and the Elected Trustees.

In addition, the Board shall refer to the Council in Annual General Meetings such other matters as may be prescribed in the Regulations.

The Chair of the Board shall preside as chair of the Annual General Meeting. In the absence of the Chair of the Board, another Board member nominated by the Board members present shall preside as chair of the meeting and if no Board members are present then the Member Bodies shall appoint a chair of the meeting. The chair of the meeting may attend the meeting by Remote Attendance.

ORDINARY GENERAL MEETINGS

53. In addition to the Annual General Meeting the Board shall convene at least one additional General Meeting for Member Bodies in each calendar year which shall be designated an Ordinary General Meeting.

54. Subject to Bylaw 53, the Board may call an Ordinary General Meeting by giving at least 28 days' notice and may prescribe the date, time, ~~and~~ place and details of any electronic platform for the Ordinary General Meeting. The notice shall specify the nature of the business to be discussed and the form of proxy to be used by Member Bodies unable to send a representative to attend in person (including by Remote Attendance).

55. The Chair of the Board shall preside as chair of the meeting at Ordinary General Meetings. In the absence of the Chair of the Board, some other Board member nominated by the Board members present shall preside as chair of the meeting and if no Board members are present then the Member Bodies shall appoint a chair of the meeting. The chair of the meeting may attend the meeting by Remote Attendance.

EXTRAORDINARY GENERAL MEETINGS

56. An Extraordinary General Meeting shall be called following:
- (a) A resolution by the Board to call an Extraordinary General Meeting; or
 - (b) Receipt by the Council of a written requisition in accordance with the Regulations.

An Extraordinary General Meeting must be convened within two months from the date of the resolution by the Board or receipt of the written requisition. The notice shall specify the date, time, place and details of any electronic platform for the Extraordinary General Meeting and the nature of the business to be discussed and if applicable the form of proxy to be used by Member Bodies unable to send a representative to attend in person (including by Remote Attendance).

57. The President of the Council shall preside as chair of the meeting at Extraordinary General Meetings. In the absence of the President, the Chair of the Board shall preside as chair of

the meeting if the meeting has been convened by the Board. If the meeting has been convened by the Member Bodies and in the absence of the President, the Member Bodies present shall appoint a chair of the meeting. The chair of the meeting may attend the meeting by Remote Attendance.

QUORUM AT GENERAL MEETINGS

58. No business shall be transacted at any General Meeting unless a quorum of at least fifteen Member Bodies or one-third of the Member Bodies from time to time (if not a whole number, rounded down), whichever is the greater, are present when the meeting proceeds to business.

ATTENDANCE AND VOTING AT GENERAL MEETINGS

59. Each Member Body shall have the right to appoint in writing two representatives to attend any General Meeting. Each Member Body not able to send a representative in person (including by Remote Attendance) to a General Meeting may vote by proxy in accordance with the Regulations.

59A. The Board may, in their discretion, make such arrangements as they consider appropriate for General Meetings to be hosted in a manner which allows Member Bodies who are entitled to attend, to do so either physically in person or by Remote Attendance, (via the electronic platform(s) stated in the notice calling such meeting) and to vote at General Meetings. Those Member Bodies present and attending by electronic means shall be counted in the quorum for, and entitled to vote at, the General Meeting in question in addition to those members present and attending any physical location. The meeting shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities are available throughout the General Meeting to ensure that Member Bodies attending the General Meeting who are not present together at the same place may, by electronic means, attend and speak and vote at it. Nothing in these Bylaws shall prevent a General Meeting being held physically and electronically at the same time or entirely electronically.

60. Every Member Body present in person or by proxy shall have one vote at any General Meeting but no resolution put to a General Meeting shall be binding upon the Council without due notice having been given in accordance with the Regulations. Every resolution put to a General Meeting shall be decided in the first instance on a show of hands in accordance with any procedures prescribed in the Regulations. Before or upon the result of the show of hands representatives of any two Member Bodies present and entitled to vote may demand a ballot on any issue. Subject to the Charter and Bylaws, the Regulations may provide for all other matters related to the holding of a ballot and the appointment of proxies and the casting of proxy votes.
61. Subject to the provisions of Articles 10, 11 and 12 of the Charter, resolutions presented to a General Meeting shall be determined by majority vote. If the Council rejects any resolution presented to it by the Board, it may recommend to the Board that the Board re-consider the matter in question.
- 61A 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.

MEMBERS SUBMITTING MOTIONS AT GENERAL MEETINGS

62. Member Bodies wishing to submit a motion for consideration at a General Meeting may do so in accordance with the Regulations.

Any motion may properly be moved as a written motion unless—

- (a) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Council's Charter or Bylaws or otherwise),
- (b) it is defamatory of any person, or
- (c) it is frivolous or vexatious

63. Motions presented by Member Bodies to a General Meeting shall be determined by majority vote. No motion passed at a General Meeting shall be binding on the Board.

ADJOURNMENT OF GENERAL MEETINGS

64. If a General Meeting is called under these Bylaws and a quorum is not present within 30 minutes of the start time on the notice of the meeting, the meeting if it is not an Extraordinary General Meeting, shall be adjourned.
65. The chair of a General Meeting can, if authorised by a resolution of a meeting at which a quorum is present, and must if so directed by a resolution of the meeting, adjourn the meeting from time to time and from place to place.
66. A General Meeting can be adjourned to another day, place and/or electronic platform ~~and place~~ in exceptional circumstances and for good cause as determined by the chair of the meeting.
67. If a General Meeting is adjourned, the meeting must be adjourned to a date, time, place and or place-electronic platform decided on by a resolution of the majority of the Member Bodies who are present. At the adjourned meeting, the Member Bodies present will constitute a quorum.

If the adjournment is for more than 14 days then at least 7 clear days' notice shall be given by electronic means including email:

- a) to the same persons to whom notice of the original General Meeting is required to be given, and;
- b) containing the same information which such notice is required to contain.

76. No President, the Board members or salaried staff of the Council shall be liable for any act other than ~~his~~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 Council, otherwise than through ~~his~~their own wilful act or default.
81. The Chief Executive shall be appointed by, and be responsible to, the Board for such time, at such remuneration and upon such conditions as the Board may think fit. Subject to the direction of the Board, it shall be the duty of the Chief Executive to promote and execute the Object of the Council as defined in the Charter; establish and maintain an organisation for the attainment of that Object; represent the Council in negotiations and elsewhere; conduct the ordinary business of the Council; and carry out such other duties as the Council may require. The Board may terminate the appointment of the Chief Executive but such termination shall be without prejudice to ~~his or her~~their contractual or statutory rights arising out of such termination.
85. Any notice or communication required to be served upon or sent to a Board member may be sent prepaid through the post, or by electronic mail or facsimile transmission, addressed to such Board member at the address last supplied by ~~him or her~~them to the Council for the giving of notice to ~~him or her~~them.
108. An appeal from a registrant who is sanctioned by the Licensed Body which admitted ~~him or her~~them to the Professional Registers (where such sanction entails the individual's removal from the Professional Register) shall be heard by such Licensed Body.

Charity number: 1131661

The Science Council (the “Council”)

Certificate of Passing of Resolution

Resolution to amend the Bylaws of the Council

That the Council resolve, in accordance with clause 10 of the Council’s Royal Charter, to amend the Bylaws as set out in Schedule 1, subject to the approval of the Privy Council and such further or alternative amendments as may be required or recommended by the Privy Council and which are agreed by the Board.

Schedule 1

Proposed amendments to the Bylaws of the Council

1. In Bylaw 1:
 - a. after the definition of “**Elected Trustees**” insert:

“**electronic platform** includes but is not limited to, website, addresses, virtual conferencing facilities and conference call systems;”;
 - b. after the definition of “the **Office**” insert:

“**present** means, in the context of the General Meetings and meetings of the Board, present physically or by electronic means (via the electronic platforms stated in the notice of the meeting);”; and
 - c. after the definition of “**Registration Authority**” insert
“**Remote Attendance** means remote attendance at a General Meeting by such arrangements as are approved by the Trustees, including without limitation, arrangements involving an electronic platform;”
2. In Bylaw 46 delete “his or her” and substitute “their”.
3. In Bylaw 51:
 - a. delete “51” and substitute “50”;
 - b. delete “time and place of the Annual General Meeting” and substitute “time, place and details of any electronic platform for the Annual General Meeting”; and
 - c. after “in person”, insert “ (including by Remote Attendance)”.
4. In Bylaw 52 after “appoint a chair of the meeting.”, insert “The chair of the meeting may attend the meeting by Remote Attendance.”.
5. In Bylaw 54:
 - a. delete “time and place of the Ordinary General Meeting” and substitute “time, place and details of any electronic platform for the Ordinary General Meeting”; and
 - b. after “in person”, insert “ (including by Remote Attendance)”.
6. In Bylaw 55 after “appoint a chair of the meeting.”, insert “The chair of the meeting may attend the meeting by Remote Attendance.”.
7. In Bylaw 56:

- a. after “The notice shall specify”, insert “the date, time, place and details of any electronic platform for the Extraordinary General Meeting and”;
 - b. after “in person”, insert “ (including by Remote Attendance)”.
8. In Bylaw 57 after “appoint a chair of the meeting.”, insert “The chair of the meeting may attend the meeting by Remote Attendance.”.
 9. In Bylaw 59 after “in person”, insert “ (including by Remote Attendance)”.
 10. After Bylaw 59 insert,

59A. The Board may, in their discretion, make such arrangements as they consider appropriate for General Meetings to be hosted in a manner which allows Member Bodies who are entitled to attend, to do so either physically in person or by Remote Attendance, (via the electronic platform(s) stated in the notice calling such meeting) and to vote at General Meetings. Those Member Bodies present and attending by electronic means shall be counted in the quorum for, and entitled to vote at, the General Meeting in question in addition to those members present and attending any physical location. The meeting shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities are available throughout the General Meeting to ensure that Member Bodies attending the General Meeting who are not present together at the same place may, by electronic means, attend and speak and vote at it. Nothing in these Bylaws shall prevent a General Meeting being held physically and electronically at the same time or entirely electronically.
 11. In Bylaw 66 delete “day and place” and substitute “day, place and/or electronic platform”.
 12. In Bylaw 67 delete “time and place” and substitute “time, place and/or electronic platform”.
 13. In Bylaw 76 delete “his” wherever it occurs and substitute “their”.
 14. In Bylaw 81 delete “his or her” and substitute “their”.
 15. In Bylaw 85 and 108 delete “him or her” wherever it occurs and substitute “them”.

Agreement

I hereby confirm that in accordance with clause 10 of the Royal Charter of the Council the above resolution was first approved by a two thirds majority of those present and voting at a Board meeting on 15th September 2021 and was then confirmed a General Meeting on [insert date].

Chair.....

Date:.....