



# Bylaws

## THE SCHEDULE

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## 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.

## **MEMBERSHIP**

2. Member Bodies shall be those organisations which:
  - (a) Are members of the Council at the time of the approval of these Bylaws; or
  - (b) Meet the eligibility requirements for Member Bodies in Bylaw 3 and are admitted to membership by the Member Bodies by way of approval of resolution proposed by the Board in accordance with the Regulations.

3. A body shall be eligible to be a Member Body if it:
  - (a) meets the criteria for membership set out in the Regulations; or
  - (b) if there are circumstances which the Board considers make it appropriate to recommend that the body be admitted to membership by a resolution of the Member Bodies provided that if the resolution is to be passed by written resolution then the written resolution will not be passed if any objections are received from a Member Body and the resolution will instead be referred to a General Meeting for a decision.
4. Every Member Body shall, in accordance the Regulations, appoint a nominated representative and give a written undertaking to
  - (a) promote the Object and the interests of the Council; and
  - (b) be bound by all constitutional and regulatory provisions of the Council.

### **MEMBERSHIP FEES**

5. Every Member Body shall be required to pay an annual membership fee to the Council.
6. The Board may by a resolution passed at any meeting of the Board and confirmed by a resolution passed at any General Meeting regulate, alter or amend the rate of membership fees.

### **TERMINATION OF MEMBERSHIP**

7. Subject to the requirements of Bylaw 11 and without prejudice to Bylaw 12, the Board may by resolution determine that a Member Body's membership shall be terminated if the Member Body:
  - (a) resigns its membership by depositing at the Office a notice in writing giving at least one year's notice to such effect. If such resignation is not withdrawn and the notice period crosses over into a further subscription year, the membership fee will be charged pro-rata to the date of termination of membership.
  - (b) ceases to exist;
  - (c) is insolvent or any steps are taken towards its winding up, administration or dissolution;
  - (d) fails to pay any fees due to the Council within such period as the Board may by regulation prescribe;
  - (e) no longer meets the criteria for membership set out in the Regulations;
  - (f) acts in a way to bring the Council into disrepute; or
  - (g) fails to comply with the written undertaking given under Bylaw 4.
8. Any investigation by the Board into whether a Member Body has acted as set out in Bylaw 7(e), 7(f) or 7(g) or in relation to a Licensed Body under Bylaw 77 shall be conducted in accordance with the Regulations.
9. Notwithstanding Bylaw 8, if in the reasonable opinion of the Board there are grounds to believe a Member Body has acted as set out in Bylaw 7(e), 7(f) or 7(g) and the potential consequences of such acts are of sufficient magnitude or gravity, the Board may suspend the Member Body from membership at such time and for such period as the Board, acting

reasonably, considers necessary to investigate the action of the Member Body and/or its consequences.

10. A Member Body may appeal a decision by the Board to terminate its membership in accordance with the Regulations.
11. Any termination of membership determined under paragraphs (d) to (g) of Bylaw 7 must be approved by resolution of the Member Bodies in General Meeting passed by a two-thirds majority vote of Member Bodies present and voting in accordance with the Regulations. No termination of membership shall be effective unless so approved and the decision of the Member Bodies taken in accordance with this Bylaw 11 shall be final and may not be appealed.

#### **RESIGNATION OF A MEMBER BODY**

12. The Board may request a Member Body that has deposited a notice of resignation at the Office to withdraw its resignation and in the event of such withdrawal within such time as the Board may specify or if no time is so specified within one calendar month of such request the resignation shall be deemed never to have been made. Such withdrawal shall not invalidate any prior act of the Council or of its Board or its Officers or of any meeting held or conducted by the Council or for which the Council is responsible which would have been valid if that withdrawal had not been made.

#### **REGISTER OF MEMBER BODIES**

13. The Board shall cause a register to be kept of the names and registered addresses of all of the Member Bodies.

#### **AFFILIATION OR ASSOCIATION**

14. The Regulations may prescribe for the affiliation or association of other persons and organisations with the Council in such manner as the Board may from time to time determine and with such privileges and rights and upon such conditions as the Board shall think fit. No person or organisation so becoming associated or affiliated with the Council shall by virtue of this Bylaw or any regulations made under it be a Member Body, but this shall not preclude such person or organisation from applying for membership.

#### **APPOINTMENT OF BOARD MEMBERS**

15. The Chair of the Board shall be appointed by the Board following an open recruitment process agreed by the Board. The Chair of the Board shall serve for a term of up to three years, which shall be renewable upon re-appointment by the Board save that no Chair of the Board may serve for more than two consecutive terms as Chair of the Board. The Chair of the Board shall not also be a nominated representative of a Member Body.
16. The Board shall be comprised of:
  - (a) between eight and twelve Elected Trustees;
  - (c) the Chair of the Board
  - (d) up to three Appointed Trustees, appointed in accordance with Bylaw 26; and
  - (e) in the event of Elected Trustee positions becoming vacant between Annual General Meetings, up to two Co-opted Trustees, co-opted in accordance with Bylaw 25.

17. In the event of the number of Elected Trustees falling below six, a ballot shall be called immediately and in accordance with the Regulations, save that the Supervising Officer shall set such timetable for the ballot as he or she considers appropriate in the circumstances.
18. Any person may stand as a candidate for election as an Elected Trustee provided that they fulfil any criteria for eligibility prescribed in the Regulations.
19. For the purposes of Bylaws 20-25:
  - (a) a year is calculated from one Annual General Meeting to the next; and
  - (b) for those Trustees in office when this Bylaw is adopted, the provisions relating to terms in office shall be subject to transitional provisions approved by the Board.
20. Elected Trustees serve for an initial term of three years and may be re-appointed as an Elected Trustee for a further term of up to three years. After two consecutive three year terms in office an Elected Trustee must take a break from office for a minimum of three years before being eligible for re-appointment as an Elected Trustee for another term of up to three years. Nobody may serve as an Elected Trustee for more than a total of nine years.
21. The election of persons to fill vacancies as Elected Trustees shall be by a ballot (either postal, electronic or at an Annual General Meeting) in such manner as shall be prescribed in the Regulations.
22. The conduct of the election of Elected Trustees shall be the responsibility of the Supervising Officer and shall be as prescribed in the Regulations.
23. Successful candidates for membership of the Board shall assume office at the close of the Annual General Meeting at which their election is announced.
24. Without prejudice to Bylaw 23, candidates elected as Elected Trustees under Bylaw 17 shall assume office as directed by the Supervising Officer. If an Elected Trustee is appointed as Chair of the Board in accordance with Bylaw 15 this shall create a vacancy in the position of Elected Trustee.
25. The Board may co-opt members to fill up to two Elected Trustee vacancies arising between General Meetings. Any trustee co-opted under this Bylaw shall serve until the next General Meeting following their co-option, at which time such trustee:
  - (a) must stand down; and
  - (b) may stand for election in accordance with the Regulations as an Elected Trustee (if he or she is eligible).

Time served as a Co-Opted Trustee shall not count for the purposes of calculating their maximum nine-year term as an Elected Trustee in accordance with Bylaw [20].
26. If the Board considers that there is a need for additional skills and expertise on the Board it may appoint up to three further Appointed Trustees, who shall not be required to stand for election. Any trustee appointed under this Bylaw shall serve for a term of one year, which shall be renewable upon re-appointment by the Board save that no trustee appointed under this Bylaw shall serve for more than three consecutive terms. No appointment or re-appointment under this Bylaw shall prevent such a trustee standing for election as an Elected Trustee or appointment as Chair of the Board in accordance with the Regulations (if he or she is eligible).

## **RESIGNATION OF BOARD MEMBERS**

27. A Board member may resign their office before the end of their current term in office by notifying the Charity or the Chair of the Board in writing. Such resignation shall take effect immediately upon receipt of the notice or such other date referred to in the notice, provided that at least three Board members remain in office when the retirement takes effect.

## **REMOVAL OF BOARD MEMBERS**

28. Any Board member shall be required to vacate office under circumstances prescribed by the Regulations.
29. Any disciplinary action taken against a Board member (whether as a result of a complaint or otherwise) shall be taken in accordance with the Regulations.
30. A Board member may appeal the finding of a disciplinary panel in accordance with the Regulations.
31. Subject to Bylaw 32 The Council in General Meeting shall have power to remove any of the Board members upon approval of a resolution by a two thirds majority vote of the Member Bodies present and voting. The decision of the Council in General Meeting shall be final.
32. The removal of a Board member by the Council shall take effect from the time at which the resolution is passed by the Council, but no resolution may be passed by the Council until:
  - (a) 28 days have elapsed since the Board member concerned was notified of the finding of the panel reached under the Regulations; and
  - (b) any appeal made by the Board member concerned in accordance with the Regulations has been exhausted.

## **ELECTION OF PRESIDENT AND HONORARY OFFICERS**

33. The role of the President shall be to represent the Council and its views as agreed by the Board.
34. The President shall be appointed at a General Meeting of the Council for an initial term of two years. Notice of any nomination in accordance with the Regulations for the office of President shall be delivered at least six weeks before the date of the General Meeting at which such appointment is to be considered to the registered office of each Member Body. The General Meeting shall decide by majority vote and in accordance with any Bylaw relating to voting at General Meetings the person to be elected President.
35. At any General Meeting at which the President retires or if at any time the office of President is vacant, the Council shall elect a new President who shall hold office for a term of two years. A retiring President shall be eligible for re-election for one further consecutive term of two years. In the event of the office of President falling vacant during a term of office the Board may appoint a person as President who shall serve until the date of the next General Meeting.
36. The Council shall have power to remove the President upon approval of a resolution by a two thirds majority vote of the Member Bodies voting at a General Meeting. The decision of the Council in General Meeting shall be final.
37. The President of the Council may resign from their position as President by notice in writing addressed to the Council.

38. The Board may elect from amongst its number (and may remove) a Vice-Chair, Vice Chairs, Honorary Treasurer or other honorary officers who shall hold office for such period as the Board may determine having the functions powers and duties which may be prescribed by the Board.

#### **POWERS AND DUTIES OF THE BOARD**

39. The Board shall carry out the Object of the Council as set out in the Charter and, subject to the provisions of these Bylaws and the Regulations, may regulate its affairs as it thinks fit.
40. The Board shall determine by regulation the manner in which documents, cheques and other negotiable instruments shall be signed or otherwise executed on behalf of the Council.
41. The Board shall cause minutes to be kept in accordance with the Regulations.
42. The Board shall promote the Designations and the Designatory Letters.
43. The Board may make, amend or revoke Regulations provided always that the Regulations shall not be inconsistent with the Charter and these Bylaws.
44. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be, or be reduced in number to, less than the minimum number prescribed by these Bylaws, it shall be lawful for them to act as the Board for the purpose of recommending organisations to membership of the Council, filling vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### **MEETINGS OF THE BOARD**

45. The Board may, subject to the provisions of these Bylaws, meet for the despatch of business and regulate its proceedings as it thinks fit. Regulations for the transaction of the business of Board meetings shall be set out in the Regulations.
46. The Chair of the Board or in their absence another Board member nominated by the Board members present shall preside as chair of the meeting at each Board meeting.
47. Each Board member (including the chair of the meeting), present and voting shall have one vote, and resolutions, other than those for which a different majority is required by the Charter or these Bylaws, shall require a simple majority. In the event of an equality of votes on any such resolution, the chair of the meeting shall be entitled to a second (casting) vote.
48. A written resolution circulated to all the Board members who would have been eligible to vote on the matter at a Board meeting and approved by at least a two thirds majority of the Board is as valid as a resolution passed at a meeting of the Board and for this purpose:
- (a) the Board shall have 28 days to respond and if sufficient responses have not been received the resolution lapses; and
  - (b) the written resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- For the avoidance of doubt a written resolution may be circulated and approved by electronic means including email.

49. No business shall be transacted at a meeting unless a quorum are participating. The quorum for any meeting of the Board shall be at least fifty per cent in number of all of the Board members for the time being.

49A The Board members participate in a meeting, or part of a meeting, when:

(a) the meeting has been called in accordance with the Bylaws; and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).

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

### **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 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 of 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.

## **APPOINTMENT OF A REGISTRATION AUTHORITY**

68. The Board shall appoint in accordance with the Regulations a Registration Authority which shall be constituted of a chair and minimum of eight other members.
69. The Registration Authority is a committee of the Board and acts under delegated authority in accordance with Bylaws 59 to 61.
70. The chair of the Registration Authority shall be appointed by the Board and shall be entitled to attend but not vote at meetings of the Board.

## **COMMITTEES, WORKING PARTIES AND OTHER GROUPS**

71. The Board may appoint such committees, working parties, and other groups howsoever called, as it may from time to time determine and, subject to the provisions of these Bylaws, such groups shall in the name and on behalf of the Council and in accordance with the Charter and these Bylaws, subject to the general control of the Board, exercise such of the powers or functions of the Council as the Board shall from time to time determine (except the power to promote changes to the Charter and these Bylaws) and shall, if the Board determines or these Bylaws stipulate, have the power to appoint subcommittees or other like groups.
72. All committees, working parties or other bodies appointed by the Board shall, in the exercise of the powers delegated to them and in the transaction of business, conform to any directions, including any terms of reference, that may be given to them by the Board and subject thereto and to the provisions of this Bylaw, may regulate their proceedings as they think fit.

73. The Board may provide by the Regulations from time to time that any individual or individuals not being an appointed member of a committee or other body may be invited to attend and speak at any meeting of the said committee or other body, provided that no individual so invited shall have a vote at any such meeting. The Chief Executive or the Chief Executive's nominee shall have the right to attend and speak at any meeting of any committee or other body.

#### **FINANCIAL ACCOUNTS AND ANNUAL REPORT**

74. The Board shall cause to be kept, audited and reported on by any individual eligible for appointment as a company auditor, proper and sufficient accounts of the capital, funds and income and expenditure of the Council and shall give in respect of each financial year a true and fair statement of the Council's affairs and of its income and expenditure.

#### **INDEMNITY**

75. The President, the Board members and the salaried staff of the Council shall be indemnified out of the funds of the Council against any reasonable expenses incurred by them in or about the discharge of their respective duties.
76. No President, the Board members or salaried staff of the Council shall be liable for any act other than their own or for signing any receipt or other document or doing any other act, or for any loss or expense which may happen to the Council, otherwise than through their own wilful act or default.

#### **INVESTMENTS**

77. The funds of the Council shall, in accordance with the Charter, be applied wholly with a view to the promotion of the Object of the Council. The administration of all funds of the Council shall be subject to the control of the Board. Subject to any relevant requirement of the law relating to trustees, the Board may invest Council monies not immediately required for the purposes of the Council or of the trustee or nominees on its behalf in such manner as it sees fit, and may appoint investment managers to advise in this respect.

#### **INSPECTION**

78. Nominated representatives shall have the right to inspect the minutes of proceedings of any meeting of the Board. Following any meeting of the Board, the minutes, agenda and supporting papers of that meeting of the Board shall be made available to members of the Council, except for those minutes and papers which, in the opinion of the Board, are deemed to be confidential.

#### **COMMON SEAL**

79. The Board shall provide for the safe custody of the common seal of the Council and make regulations for its use.
80. The seal of the Council shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least one Board member and of the Chief Executive, and the said member or members and the Chief Executive shall sign every instrument to which the seal shall be so affixed in their presence and such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## **APPOINTMENT AND DUTIES OF THE CHIEF EXECUTIVE**

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 their contractual or statutory rights arising out of such termination.
82. The Chief Executive shall have the right to attend and speak at meetings of the Board or any committee of the Council but shall have no vote at such meetings.
83. Subject to the direction of the Board, the Chief Executive shall be entitled to recruit staff to administer the activities of the Council and such staff shall be responsible to the Chief Executive.

## **APPOINTMENT AND REMUNERATION OF AUDITOR**

84. At the Annual General Meeting the Council's auditors shall be appointed for the then current financial year at a remuneration to be determined in accordance with a resolution passed at that meeting. The Board may fill any casual vacancy that may occur.

## **NOTICES**

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 them to the Council for the giving of notice to them.
86. Any notice may be served on, or any communication may be sent to, the Council by delivering the same in an envelope addressed to the Chief Executive at the Office, by sending it by post in a prepaid envelope addressed to the Chief Executive at the Office, or by sending it by electronic mail or facsimile transmission to the Chief Executive at the Office.
87. Any notice required to be served on or sent to a Member Body may be sent prepaid through the post, or by electronic mail or facsimile transmission addressed to the nominated representative of the Member Body at the address last supplied by the Member Body for the giving of notice to the Member Body.
88. Any notice or communication under Bylaws 85, 86 or 87, if sent by post, shall be deemed to have been served or delivered on the second day after the day on which it was posted, or if sent by electronic mail or facsimile transmission shall be deemed to have been served or delivered at the time confirmed by the sender's printed confirmatory record of successful transmission.

## **LICENSED BODIES**

89. The Board shall by regulation prescribe:
  - (a) the criteria to be satisfied and the process to be followed by organisations wishing to become Licensed Bodies;

- (b) the duration of and the conditions to be attached to licences granted to Licensed Bodies;
- (c) the manner in which complaints against a Licensed Body shall be conducted;
- (d) the basis on which licences may be renewed or withdrawn; and
- (e) the sanctions that may be applied in the event of complaint against a Licensed Body being upheld or a Licensed Body failing to comply with the terms of its licence.

#### **DUTIES OF THE REGISTRATION AUTHORITY**

- 90. The Registration Authority shall on behalf of the Board set standards for the Professional Registers, adjudicate upon applications for direct registration from those who are suitably qualified according to the requirements determined by the Council from time to time, and in relation to quality assurance shall assess and monitor Licensed Bodies and ensure the continuing maintenance and operation of the Register in accordance with the Regulations.
- 91. The Registration Authority shall also carry out any other functions that may be prescribed by the Board from time to time.

#### **LICENSING OF MEMBER BODIES**

- 92. The Board may at any time agree to award a licence to a Member Body for a prescribed period and for one or more prescribed Professional Registers provided that such Member Body has, in the opinion of the Board, sufficient experience, procedures and resources to undertake each of the following tasks:
  - (a) assessing the competence and commitment of candidates for registration;
  - (b) monitoring the continuing professional development of registrants;
  - (c) applying disciplinary procedures in event of complaints of unprofessional conduct of registrants; and
  - (d) promoting the Designation(s), the Designatory Letters and the Professional Register(s) for which they are licensed.
- 93. Licences shall only be awarded to Member Bodies satisfying the conditions prescribed by the Board in accordance with Bylaw 80 and in the Regulations.
- 94. The Board shall publish the list of licences awarded.
- 95. A licence awarded to a Licensed Body shall expire at the end of the period of licence, or may be revoked or suspended by the Board if:
  - (a) an order is made by a court of competent jurisdiction or any effective resolution is passed for the Licensed Body's administration or winding up, or the Licensed Body is dissolved or otherwise ceases to exist;
  - (b) in the opinion of the Board in each case, the Licensed Body has ceased to satisfy the conditions on which it was appointed as a Member Body or its objects and purposes are no longer consistent with the Object or the rules relating to its member's conduct no longer adequately meet the conduct required of persons admitted to the Professional Registers;

- (c) the Licensed Body resigns its position in writing in accordance with the notice period set by the Board (which shall not be less than one year) and its resignation is not withdrawn during that period;
  - (d) in the opinion of the Board in each case, the standard adopted by the Licensed Body for the qualification of its members admitted to the Professional Registers for which it is licensed falls short for those prescribed for the admittance of names to the Professional Registers and the said Licensed Body has failed to take all reasonable steps to raise the standard to at least to that prescribed as aforesaid;
  - (e) the Licensed Body has failed to pay fees due to the Council after reasonable notice of overdue fees has been given; or
  - (f) the Licensed Body ceases to be a Member Body.
96. A resolution under Bylaw 95(b) or 95(d) shall not be passed in relation to a Licensed Body unless and until any proceedings set out in the Regulations which relate to revocation or suspension of a licence have been completed.
97. In the event of a complaint against a Licensed Body being raised with the Council it shall be considered in accordance with the Regulations relating to complaints against Licensed Bodies but if the complaint is raised by a registrant or an applicant for admission to the Professional Registers it shall be considered in accordance with the provisions of Bylaws 108 and 109.
98. Licensed Bodies may form agreements with other Member Bodies which provide a route to registration for the members of such Member Bodies. Such agreements are the responsibility of the Licensed Body. Any such agreements must be with the approval of the Registration Authority.

#### **LICENSE FEES**

99. Licensing fees due from Licensed Bodies shall be payable in accordance with the provisions in the Regulations.

#### **THE PROFESSIONAL REGISTERS**

100. The Professional Registers shall include the names of those individuals registered and may contain such other information as the Council shall determine. Except as may be provided in these Bylaws or the Regulations or by law, no person or other organisation shall be permitted to be supplied with the record or any part thereof of any individual on the Professional Registers without the agreement of that individual.
101. The Register of Chartered Scientists may be modified (as provided by the Charter) to create a specialist section to record those who practise as teachers of science. Admission to, and removal from, the Professional Registers shall be within the competence of the relevant Licensed Body and shall be determined in accordance with arrangements agreed between the Council and that Licensed Body.
102. The Board shall permit to be entered, upon payment of such entry fee as may from time to time be prescribed by the Board, the name of each individual nominated by a Licensed Body as satisfying the qualifying standards for admission to the Professional Registers (as set out in the Regulations and any Schedules) and the Licensed Body shall give notification to the Council in accordance with the Regulations.

103. Subject to Bylaw 104, only registrants may use the Designations and the Designatory Letters and registrants may only use the Designation and Designatory Letters pertaining to the Professional Register to which they are admitted.
104. A registrant shall not simultaneously hold more than one Designation pertaining to the Professional Registers, irrespective of the Licensed Body through which the Designation was awarded, except where the individual holds the Chartered Science Teacher designation and one other Designation.

### **STANDARDS OF ADMISSION TO THE PROFESSIONAL REGISTERS**

105. The qualifying standards for admission to the Professional Registers shall be determined from time to time by the Board upon the advice of the Registration Authority and shall be set out in the Regulations and any Schedules thereto.

### **PROFESSIONAL CONDUCT FOR REGISTRANTS**

106. All registrants shall, so long as they are registrants, act in a manner worthy of the honour and interests of the profession and of the Council and they shall do nothing that may bring the profession or the reputation of the Council into disrepute. They shall at all times safeguard the public interest in matters of safety, health and otherwise. They shall exercise their professional skill and judgment to the best of their ability and discharge their professional responsibilities with integrity.
107. In order to ensure the fulfilment of Bylaw 93 the Board may from time to time issue Model Rules of Conduct for adoption by Licensed Bodies to which registrants shall be required to conform.

### **APPEALS UPON REMOVAL FROM A PROFESSIONAL REGISTER**

108. An appeal from a registrant who is sanctioned by the Licensed Body which admitted them to the Professional Registers (where such sanction entails the individual's removal from the Professional Register) shall be heard by such Licensed Body.

### **APPEALS FROM APPLICANTS BEING REFUSED ADMISSION TO A REGISTER**

109. An appeal from an individual refused admission to a Professional Register shall be heard by the Licensed Body to which the individual applied.

### **MAINTENANCE OF THE DESIGNATIONS**

110. In the event that a Licensed Body ceases to exist or its licence expires or is revoked in accordance with Bylaw 95, any registrant who was admitted to the Professional Registers by that Licensed Body shall continue to be a registrant if within twelve months of the date of that Licensed Body ceasing to exist or its licence expiring or being revoked the registrant becomes a member of another Licensed Body licensed to provide the same Designation.
111. In the event that an agreement between a Member Body and a Licensed Body made under Bylaw 98 expires or is otherwise terminated, any registrant who was admitted to the Professional Registers under the terms of that agreement shall continue to be a registrant if within twelve months of the date of the agreement expiring or being otherwise terminated the registrant becomes a member of:
  - (a) another Member Body which has an agreement with a Licensed Body under Bylaw 98 such that it is permitted to provide the same Designation; or

(b) a Licensed Body licensed to provide the same Designation.

### **REGISTRATION FEES**

112. Registration fees due from registrants shall be collected in the manner directed in the Regulations.

### **CODES OF PRACTICE AND THEIR ENFORCEMENT**

113. The Board may from time to time promulgate Model Codes of Practice if it is of the opinion that such codes shall further the Object. The Codes of Practice may be amended, varied or rescinded as the Board may think fit and the Board may, in its absolute discretion, waive the provisions of any of the Codes of Practice for a particular purpose or purposes expressed in such waiver and may revoke any waiver.

### **DECLARATION OF INTEREST**

114. A Board member or a member of a committee or other body constituted by the Council shall declare any financial or other personal interest in any contract, dealing or arrangement to be considered at any meeting of such body. The chair of the meeting shall rule if the interest is material and, if so found, decide whether the person with the interest may speak in connection with such contract dealing or arrangement and whether he or she shall be counted in the quorum present at the meeting but, if the interest is found to be material, he or she shall have no vote at such meeting. For the avoidance of doubt, no member of the Board shall acquire any interest in property belonging to the Council (otherwise than as a trustee).