

# Bye-laws





# Definitions

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- 1** In these Bye-laws, unless the context otherwise requires:
- (a) 'Additional Subscription' means such amount at any time as was most recently agreed, at a General Meeting or by Postal Ballot, to be the additional fee payable by Professionally Qualified Fellows in addition to the Basic Subscription;
  - (b) 'Associate' means an individual or organisation who is eligible, on payment of an annual fee, to receive certain services provided by the Society but who is not a member of the body corporate and politic;
  - (c) 'Basic Subscription' means such amount at any time as was most recently agreed, at a General Meeting or by Postal Ballot, to be the Basic Subscription;
  - (d) 'Charter' means the Charter approved by Her Majesty in Council on 12th October 2005;
  - (e) 'Chartered Statistician' means a Fellow who has been designated as a Chartered Statistician and whose name is on the Register of Professionally Qualified Fellows;
  - (f) 'Committee' means a committee appointed by the Council;
  - (g) 'Council' means the Council of the Society;
  - (h) 'Director General' means a member of staff employed by the Society with this designation;
  - (i) 'Fellow' means a Fellow of the Society;
  - (j) 'General Meeting' means any General Meeting of the Fellows of the Society, whether an Annual General Meeting or a Special General Meeting;
  - (k) 'Graduate Statistician' means a Fellow of the Society who has been designated a Graduate Statistician and whose name is on the Register of Graduate Statisticians;
  - (l) 'Honorary Officer' means an Honorary Officer of the Society appointed in accordance with the Bye-laws;
  - (m) 'Honorary Secretary' means the Honorary Secretary of the Society appointed in accordance with the Bye-laws;
  - (n) 'Honorary Treasurer' means the Honorary Treasurer of the Society appointed in accordance with the Bye-laws;

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- (o) 'Ordinary Meeting' means a meeting of the Society held in accordance with the Bye-laws;
  - (p) 'Past-President' means a Past-President of the Society;
  - (q) 'Postal Ballot' means a ballot of the members of the Society, the Council, the Professional Affairs Committee, or any other committee established by these Bye-laws conducted by any means (other than at a meeting) such that all the members of the relevant body are notified of the ballot and are invited to vote, and references to 'ballot papers' shall be construed accordingly;
  - (r) 'President' means the President of the Society elected by the Fellowship;
  - (s) 'Professionally Qualified Fellow' means a Fellow who is entered on the Register of Professionally Qualified Fellows as a Chartered Statistician, Fellow of the Institute of Statisticians or Member of the Institute of Statisticians;
  - (t) 'Registers' means the Register of Professionally Qualified Fellows and the Register of Graduate Statisticians;
  - (u) 'Regulations' means regulations approved by Council for the conduct of the business of the Society;
  - (v) 'Session' means the period between 1 January and 31 December in the same year, except that the Session in which these Bye-laws take effect will be extended so as to end on the 31 December in the calendar year following the calendar year in which that Session began, and to that extent this definition has retrospective effect;
  - (w) 'Society' means the Royal Statistical Society;
  - (x) 'Vice-President' means a Vice-President appointed in accordance with the Bye-laws;
  - (y) 'Year' means calendar year;
  - (z) Words importing only the masculine gender include the feminine gender;
  - (aa) Words importing only the singular include, where appropriate, the plural and vice versa;
  - (bb) 'In writing' and 'written' include all modes of representing words in a visible form;
  - (cc) References to a person being 'present' or 'voting in person' include participation in the meeting by any means permitted by Regulations made pursuant to Bye-law 8, and references to a person being 'absent' shall be interpreted accordingly;
  - (dd) The Office of the Society shall mean the premises occupied by the Society at 12 Errol Street, London EC1Y 8LX, or at such other address as may be specified from time to time by the Council.



# Constitution of the Society

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## Fellows

- 2** The Fellows of the Society, admitted in the manner prescribed by the Bye-laws, shall be the Members of the body corporate and politic referred to in the Charter. The number of Fellows shall be unlimited. The Society shall maintain a list of Fellows.
- 3** Professionally Qualified Fellows and Graduate Statisticians shall be registered in the manner prescribed by the Bye-laws.
- 4** Honorary Fellows shall be elected in the manner prescribed by the Bye-laws. There shall not be more than 75 Honorary Fellows at any one time. The Society shall maintain a list of Honorary Fellows.

## Constitution of the Council

- 5** The Council shall consist of the President and twenty-four other Fellows who shall be the ordinary members of the Council, all of whom shall be elected by the Fellowship, together with any Honorary Officers appointed from outside the Council, the most recent Past-President who is willing to serve on the Council and any person(s) co-opted to the Council under the provisions in the Bye-laws. The ordinary members of the Council in office at the date of adoption of these Bye-laws shall continue in office until the end of the then current Session.
- 6** An ordinary member of the Council shall be elected for a period of four consecutive Sessions and shall retire at the end of the fourth Session. No ordinary member shall serve as such for more than four consecutive Sessions; except that a co-opted ordinary member who is subsequently elected in their own right under the provisions in the Bye-laws may serve consecutively a further period of four Sessions as an elected ordinary member in addition to their period as a co-opted ordinary member. An ordinary member who was in office at the date of adoption of these Bye-laws and who has by the end of the then current Session served for four or more consecutive Sessions shall retire at the end of that Session.

The office of any member of the Council shall be vacated if he or she:

- (a)** resigns it by notice to the Society in writing;
- (b)** ceases to be a Fellow;
- (c)** becomes incapable by reason of mental disorder;
- (d)** becomes bankrupt or suspends payments of debts or compounds with his or her creditors;
- (e)** is absent from meetings of the Council continuously for 12 months without the consent of the Council;
- (f)** is disqualified from being a charity trustee under s.72 Charities Act 1993;
- (g)** is removed from membership of the Council by a resolution of the Fellows in General Meeting.



## Casual Vacancies

- 7** Any casual vacancy occurring among the ordinary members of the Council, or in the office of Auditor, including any not filled at the Annual General Meeting and any caused by the inability of a Fellow to take up an elected position, may be filled by co-option by the Council for the remainder of the term of the vacancy. At any one time there shall be a maximum of three co-opted ordinary members of Council filling vacancies caused by the early retirement of ordinary members. Co-opted ordinary members of Council are not disbarred from being nominated to stand immediately for election as an ordinary member of Council in their own right. If elected, they shall be entitled to serve a full term of four Sessions as an elected member. If the co-opted member is not elected in their own right, they shall continue to serve out their period of co-option. If they are elected in their own right and their period of co-option has not come to an end, Council shall have the power to make a further co-option for the outstanding period. The existing members of the Council may act notwithstanding any casual vacancy in their number. Any casual vacancy occurring in the Presidency may be filled by co-option by the Council until such time as a President is elected in accordance with the Bye-laws and Regulations.

## Regulations

- 8** The Council or the Professional Affairs Committee as appropriate may make, amend, suspend or repeal Regulations respecting the work of the Society or the conduct of any meetings held pursuant to the Bye-laws provided that such action is not inconsistent with the Charter or the Bye-laws.

## Powers of the Council

- 9** The Council shall have overall responsibility for the proper running of the Society, and shall assume the legal duties and powers of trustees of a charitable body, of employing a Director General and such other staff as it sees fit and of expenditure of funds.
- 10** The Council shall have power over the papers of the Society and may direct their publication. It shall publish a Journal of the transactions of the Society, including the proceedings of its Ordinary Meetings, and such other publications as it thinks fit.
- 11** The Council shall have power to determine categories of Associateship and to admit individuals or organisations to such categories as appropriate.
- 12** The Council shall have the custody of the Common Seal of the Society and shall make such regulations as will ensure against its misuse. The Common Seal having been affixed to any document, the fact shall be entered in the minutes of the Council.

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- 13** In delegating any of its functions, duties or responsibilities to a committee or individuals, as provided by the Charter, the Council shall ensure:
- (a) that the committee or individual to which the function, duty or responsibility is delegated is informed about the scope of the Society's powers;
  - (b) that the committee or individual is informed about the scope of the delegated authority;
  - (c) that there are in place arrangements for reporting to the Council, wherever appropriate on a regular basis, in such a way that Council is able to ratify the decisions made (other than administrative decisions) and to satisfy itself that the committee or individual has complied with the terms of the delegation.
- 14** The Council may pay out of the funds of the Society to Fellows and others their reasonable expenses incurred in attending meetings of the Council, or any other meetings for which the Council has authorised such payment.
- 15** The Council may pay such sums as it deems appropriate to its employees, and to Editors, Assistant Editors, Examiners and the like in respect of services rendered, save that, except with the prior written approval of the Charity Commissioners or as permitted by the Charter, no member of Council may:
- (a) receive any benefit in money or in kind from the Society; or
  - (b) have a financial interest in the supply of goods or services to the Society; or
  - (c) acquire or hold any interest in property of the Society (except in order to hold it as a trustee of the Society).
- 16** Notwithstanding any other provision of these Bye-laws the Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which, if an object of the Society, would make it a trade union.

## **Admission to Fellowship**

- 17** Every candidate for Fellowship shall complete an application form outlining their background and interest in statistics and their reasons for wishing to join the Society.
- 18** Every application for Fellowship shall be considered in accordance with Regulations laid down by Council and those candidates deemed suitable shall be admitted to Fellowship.
- 19** A person who fails to be admitted to Fellowship may appeal to the Council in writing, and the Council shall be required to reconsider the application and notify the candidate in writing, but shall not be obliged to give reasons for its decision.



## Professional Affairs Committee

- 20** The Professional Affairs Committee shall be constituted by:
- (a)** a Chair appointed in accordance with the Bye-laws; and
  - (b)** a minimum of eight and a maximum of twelve Professionally Qualified Fellows of the Society to be elected by the Professionally Qualified Fellows in such manner as the Council shall determine; and
- One member of the Council appointed by the Council may attend as a non-voting observer.
- In consideration of the number of PAC members leaving committee at the end of the current session and the business needs, PAC will determine the number of members to be elected in the next session, maintaining at all times a size that conforms with the requirement set out above.
- 21** The Chair of the Professional Affairs Committee shall be an Honorary Officer of the Society and a Professionally Qualified Fellow.
- 22** Any casual vacancy occurring among the members of the Professional Affairs Committee (except that of Chair), including any not filled by election and any caused by the inability of a Professionally Qualified Fellow to take up an elected position, may be filled by co-optation of a Professionally Qualified Fellow in accordance with this Bye-law. The Professional Affairs Committee may propose to the Council the appointment of a particular Professionally Qualified Fellow. If the appointment is approved by the Council it shall take effect immediately. Anyone so appointed shall hold office only until the vacancy is filled in accordance with Bye-law 20(b), (but the co-opted person shall be eligible to stand for election). The existing members of the Professional Affairs Committee may act notwithstanding any casual vacancy in their number.
- 23** The proceedings of the Professional Affairs Committee shall be in accordance with the regulations laid down from time to time by the Professional Affairs Committee and approved by the Council. There shall be a quorum only when at least half the number of elected members of the Committee are present at the meeting. Decisions of the Professional Affairs Committee shall be made by a simple majority of those present and voting in person at the meeting or by a Postal Ballot.
- 24** In furtherance of the objects of the Society, but not otherwise, the Professional Affairs Committee shall
- (a)** establish and maintain two Registers for the purpose of registering as Chartered Statisticians in the Register of Professionally Qualified Fellows or as Graduate Statisticians in the Register of Graduate Statisticians such Fellows as satisfy the Committee that:
    - (i)** they have achieved such standards of education and training and acquired such experience as satisfies the standards and criteria referred to at paragraph (b) below; or
    - (ii)** they have otherwise demonstrated their competence to a standard which the Professional Affairs Committee considers to be equivalent to the standards and criteria referred to at paragraph (b) below;

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- (b) in relation to individuals seeking registration as Chartered Statisticians or Graduate Statisticians, in collaboration with such industrial and commercial organisations and academic institutions and other persons as the Professional Affairs Committee may from time to time consider appropriate:

    - (i) determine standards and criteria for education, professional training and experience, normally including the successful completion of a post-secondary course of at least three years duration or of an equivalent duration part-time at a university or other establishment of higher education or of similar level; and
    - (ii) accredit and validate courses, professional training, examinations and arrangements for experience provided or arranged by institutions other than the Society leading to designation as a Chartered Statistician or Graduate Statistician;
  - (c) assess applications for registration as Chartered Statisticians or Graduate Statisticians, as the case may be, determine in each case whether or not registration should be allowed, and recommend to the Council accordingly;
  - (d) assess applications for registration as Chartered Statisticians from persons holding appropriate professional qualifications from other European Union Member States in accordance with the relevant European Union Directives and UK Regulations as notified to the Society by the relevant responsible Department of H M Government from time to time;
  - (e) provide suitable arrangements for appeals against decisions by the Committee to be considered by suitably qualified persons not involved in the initial decision;
  - (f) prepare, maintain and enforce a Code of Conduct which it may revise from time to time as it thinks fit and to which all individuals registered in the Registers shall be required to conform;
  - (g) establish standards for the maintenance of professional competence by Professionally Qualified Fellows;
  - (h) publish or cause to be published the standards and criteria referred to in this Bye-law;
  - (i) encourage the provision of education, training and experience leading to the satisfaction and maintenance of the standards and criteria referred to in this Bye-law;
  - (j) have the power to impose disciplinary and other measures in relation to Professionally Qualified Fellows and Graduate Statisticians;

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- (k) have the power to delegate any of its functions, duties or responsibilities to a sub-committee of its members, or other individuals, or to an individual, as provided by the Charter, provided that the Committee shall ensure:
    - (i) that the sub-committee or individuals or individual to which the function, duty or responsibility is delegated is informed about the scope of the Society's powers;
    - (ii) that the sub-committee or individuals or individual is informed about the scope of the delegated authority;
    - (iii) that there are in place arrangements for reporting to the Committee, wherever appropriate on a regular basis, in such a way that the Committee is able to ratify the decisions made (other than administrative decisions) and to satisfy itself that the sub-committee or individual has complied with the terms of the delegation;
  - (l) carry out such other duties as may be delegated to the Committee by the Council from time to time.

**25** The Register of Professionally Qualified Fellows shall also include Fellows who are not Chartered Statisticians but who were Members or Fellows of the Institute of Statisticians, and who have not been removed from the Register under the provisions of the Bye-laws.

## Permitted Designations

**26** A Fellow who is a Chartered Statistician may use the designation 'CStat' after his or her name, which designation shall also appear after the Fellow's name in the Register of Professionally Qualified Fellows.

**27** A Professionally Qualified Fellow who is not a Chartered Statistician but who, before 1st January 1993, was a Fellow or Member of the Institute of Statisticians may use the initials or designation 'FIS' or 'MIS' after his or her name, which initials or designation shall also appear after the Fellow's name on the Register of Professionally Qualified Fellows.

**28** A Graduate Statistician may use the designation 'GradStat' after his or her name which designation shall also appear after the Fellow's name in the Register of Graduate Statisticians.

## Payment of subscriptions

**29** The Council shall determine the rates of the Basic Subscription and the Additional Subscription, subject to approval by a General Meeting or a Postal Ballot of the Fellows. Every Fellow shall pay the Basic Subscription. Every Professionally Qualified Fellow shall pay in addition to the Basic Subscription the Additional Subscription. Any Fellow registered as a Graduate Statistician shall pay in addition to the Basic Subscription a proportion of the Additional Subscription as determined by the Council and detailed in the Regulations. Subscriptions shall be due on such dates and shall be payable in such instalments as shall be specified in the Regulations. If the first subscription of a person elected as a Fellow or registered as a Professionally Qualified Fellow or Graduate Statistician is not paid within three months after the date of election or registration, the election or registration shall be void. The Council shall have power to determine concessionary rates as detailed in the Regulations, and subscription levels for the various grades of Associateship.

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- 30** Nothing contained in Bye-law 29 shall affect the rights of any Fellow who prior to 14th October 1970 shall have paid a composition fee in lieu of future Basic Subscriptions.

### **Withdrawal of Fellows or Associates**

- 31** Any Fellow or Associate whose subscription is not in arrears may withdraw from the Society by sending a resignation in writing to the Director General.

### **Default of Fellows or Associates**

- 32** Any Fellow or Associate who has not paid the due subscription within three months after the due date shall cease to receive any benefits provided by the Society until payment is received. Any Fellow or Associate who has not paid the due subscription within six months after the due date shall cease to be a Fellow or Associate of the Society.
- 33** Any Professionally Qualified Fellow or Graduate Statistician who has not paid any amount due in respect of any Additional Subscription within three months after the due date shall have his or her name removed from the Registers.

### **Reinstatement**

- 34** A person who has been a Fellow and who has ceased to be a Fellow for some cause other than expulsion may make a written application for reinstatement. If appropriate, the Director General or the Honorary Secretary may grant such reinstatement on such terms and conditions as may be prescribed in Regulations.

### **Honorary Fellowship**

- 35** Persons of distinction, whether Fellows or not, may be elected to Honorary Fellowship. The Council shall establish procedures for inviting Fellows to make proposals for election to Honorary Fellowship and for considering proposals made. The Council will make Regulations covering these procedures.
- 36** Honorary Fellows shall not be required to pay the Basic Subscription and shall not be members of the body corporate and politic. Honorary Fellows who are eligible to be registered as Chartered Statistician or Graduate Statistician may be so registered without being required to pay the Additional Subscription or part thereof. Honorary Fellows shall not be entitled to vote at General Meetings or in Postal Ballots or be Honorary Officers or members of the Council or of the Professional Affairs Committee.
- 37** An Honorary Fellow may withdraw from Honorary Fellowship by giving notice in writing to the Director General. On withdrawal the person shall return to the status held before election.



# Disciplinary Procedures

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## Expulsion and reprimand of Fellows

**38** A Disciplinary Committee will be set up by the Council at the beginning of each session. The Committee shall comprise a Past-President (as Chair), together with six other Fellows, of whom none shall be drawn from the current Council and of whom no more than three shall be former members of the Council. If any of the six other Fellows is unable to participate as required during the session, the Chair is empowered to co-opt an alternate. There shall be a quorum only when at least five members of the Committee, including the Chair, are present at the meeting. Decisions of the Disciplinary Committee shall be passed if approved by a simple majority of those present and voting in person at the meeting. The Disciplinary Committee will be available to examine an allegation that a Fellow or Honorary Fellow has behaved in a manner that is for the dishonour of the Society.

The Disciplinary Committee may submit to Council a proposed resolution for reprimand or expulsion from the Society if, after examining the allegation, it concludes that any such action would be appropriate. The conclusion of the Disciplinary Committee, with reasons, and any proposed resolution pertaining to it, shall be communicated in writing simultaneously to the Council and to the Fellow or Honorary Fellow who is the subject of the allegations.

**39** The Council may reprimand or expel from the Society a Fellow or Honorary Fellow after receiving from the Disciplinary Committee a conclusion that the Fellow or Honorary Fellow has behaved in a manner that dishonours the Society and a proposed resolution for reprimand or expulsion of the Fellow or Honorary Fellow. No such resolution shall be adopted until four weeks have elapsed since the conclusion of the Disciplinary Committee, the reasons for its conclusion and the proposed resolution were communicated in writing to that Fellow or Honorary Fellow.

**40** The Council shall consider any appeal received from a Fellow or Honorary Fellow against a conclusion by the Disciplinary Committee that the Fellow or Honorary Fellow has behaved in a manner that is for the dishonour of the Society, or against a proposed resolution for expulsion or reprimand of the Fellow or Honorary Fellow, provided that the appeal is received by the Council within four weeks of the date when the conclusion of the Disciplinary Committee, the reasons for the conclusion, and the proposed resolution were communicated in writing to the Fellow or Honorary Fellow.

**41** A Fellow or Honorary Fellow who is the subject of an allegation of having behaved in a manner that is for the dishonour of the Society shall be given the opportunity (with reasonable notice) of appearing and of being heard at a meeting of the Disciplinary Committee before the Committee reaches a conclusion in relation to the allegation. The Fellow or Honorary Fellow shall also have the same opportunity to attend and to be heard at a meeting of Council when it considers any appeal against the conclusion of the Disciplinary Committee or against any proposed resolution arising from it. The Fellow or Honorary Fellow may be accompanied in each case by one or two persons, who are also entitled to be heard, of whom no more than one may be a person who is not a Fellow of the Society.

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- 42** The Council shall establish Regulations to be followed in the implementation of the above Bye-laws relating to disciplinary procedures.

### **Disciplinary and other measures in relation to Professionally Qualified Fellows and Graduate Statisticians**

- 43** The Professional Affairs Committee may impose disciplinary measures in relation to Professionally Qualified Fellows and Graduate Statisticians, including where appropriate removal from the relevant Register and, in appropriate cases, reinstatement to the relevant Register of any individual so removed. The Professional Affairs Committee shall establish Regulations to be followed in the use of such measures. These Regulations shall include provision for consideration by the Professional Affairs Committee of:

- (i)** the performance of a Professionally Qualified Fellow or Graduate Statistician whose performance, it is alleged, has at any time fallen below the level of competence appropriate to the designation of Chartered Statistician or Graduate Statistician as the case may be;
- (ii)** the conduct of a Professionally Qualified Fellow or Graduate Statistician whose conduct, it is alleged, constitutes misconduct in relation to standards of conduct determined by the Professional Affairs Committee.

- 44** The Professional Affairs Committee may impose measures in relation to Professionally Qualified Fellows who fail to meet the required standards for the maintenance of professional competence. These measures may include where appropriate removal from the relevant Register and, in appropriate cases, reinstatement to the relevant Register of any individual so removed. The Professional Affairs Committee shall establish Regulations to be followed in the use of such measures.



# Meetings of the Society

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## General Meeting, whether Special or Annual

- 45** The President shall normally preside at any General Meeting, but may appoint any Fellow (normally a Vice-President or Past-President) to preside instead. If the President and any such appointee are absent from the Meeting, a Chair shall be elected to preside by and from the Fellows present.
- 46** Persons who are not Fellows may be present during a General Meeting, unless the expulsion of a Fellow or an Honorary Fellow is to be discussed or voted upon, or any other item of business is to be transacted which in the view of the Chair of the meeting should be reserved to members of the Society. In any such case the Chair of the meeting must call upon any persons present who are not Fellows to identify themselves and to withdraw.
- 47** No business shall be transacted at any General Meeting unless a quorum of thirty Fellows is present when the Meeting proceeds to business. If within half an hour after the time appointed for any General Meeting a quorum is not present, the following shall ensue:
- (i) if the Meeting was convened at the request of Fellows as provided in the Bye-laws, it shall be dissolved;
  - (ii) if the Meeting was convened at the instigation of Council, it shall stand adjourned. If at the adjourned Meeting a quorum is not present, the Meeting shall be dissolved, unless it be the Annual General Meeting, in which case it shall proceed as if quorate.
- 48** The Chair of any General Meeting may with the consent of the Meeting, or at the direction of the Meeting, adjourn the Meeting from time to time and from place to place, but no new business shall be introduced at the adjourned Meeting.
- 49** A General Meeting that is adjourned, for whatever reason, may be adjourned either:
- (i) to a later time on the same day, in which case the place and time to which it is adjourned shall be decided by the Meeting and announced before adjournment, or
  - (ii) to a different day, in which case the place and time of adjournment shall be decided by the Honorary Secretary, and at least 14 days' notice of such place and time shall be sent to Fellows.
- 50** At any General Meeting, except as otherwise provided in these Bye-laws, resolutions put to the vote of the Meeting shall be decided by a show of hands, unless a vote by ballot is demanded by at least ten Fellows before or on the declaration of the result of show of hands, in which case the ballot shall be taken forthwith under the direction of the Chair of the Meeting. At any General Meeting, except as otherwise provided in these Bye-laws, decisions and resolutions shall be binding on the Society, and shall be passed if approved by a simple majority of those present and voting in person at the meeting. In the case of an equality of votes, the Chair of the Meeting shall have a second or casting vote.

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- 51** The minutes of every Annual General Meeting shall be read at the next following Annual General Meeting. The minutes of every Special General Meeting shall be read at the next General Meeting or Ordinary Meeting, not held on the same day.

## Annual General Meetings

- 52** An Annual General Meeting shall be held by the end of September each year at such time and place as the Council shall direct. At least 14 days' notice of every Annual General Meeting shall be sent to Fellows. With the notice convening the Annual General Meeting shall be sent a summary of the Report of the Council on the activities of the Society during the previous Session, and an abstract of the accounts for the last financial year, together with the report of the Auditor on the accounts. Copies of the full report including the accounts shall be available at the meeting.
- 53** The business of the Annual General Meeting shall be:
- (a)** to hear the reading of and, after correction if necessary, to approve the minutes of the previous Annual General Meeting and of other General Meetings as appropriate;
  - (b)** to receive, to discuss, and, if thought fit, to approve the report of the Council and the accounts;
  - (c)** to elect an Auditor in accordance with Bye-law 69;
  - (d)** to discuss and resolve any other questions relating to the management of the Society.

An item of business to be considered under (d) above may be proposed either by Council, or by any Fellow. In the latter case:

- (i)** it must be notified to the Director General not later than 1st May;
- (ii)** brief details of the item, but not supporting papers, will be circulated with the announcement of the meeting;
- (iii)** any decision taken at the meeting on such an item shall not be binding on the Society, but may take the form of a recommendation to Council, or a call for a Special General Meeting.

## Special General Meetings

- 54** A Special General Meeting may be called at any time by order of the Council.
- 55** A Special General Meeting shall be called within 60 days for a date within 90 days:
- (i)** from the receipt by the Director General of a written request signed by at least twenty Fellows, in which the resolutions to be moved are specified, or
  - (ii)** following a resolution of an Annual General Meeting, in which the resolutions to be moved are specified.

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- 56** At least 14 days' notice of any Special General Meeting shall be sent to Fellows, and the resolutions to be moved shall be stated in the announcement. No business shall be brought forward at any Special General Meeting other than that specified in the announcement of the meeting.
  - 57** A Fellow who is unable to be present at a Special General Meeting, but who wishes to contribute to the discussion at the meeting, may submit a statement in writing to be available to the meeting; however, voting by proxy at any meeting of the Society is not permitted.

## Postal Ballots

- 58** The Council may at any time replace the calling of a Special General Meeting by a Postal Ballot of all Fellows, when in the Council's view the resolutions in question are such that the interests of the Society would be better served by a Postal Ballot. The result of the Postal Ballot shall be binding on the Society. It shall be determined by a simple majority of those Fellows voting, except for a resolution to alter the Bye-laws, in which case the support of at least three-quarters of those Fellows voting is required. In any case where a Postal Ballot is to be held, ballot papers shall be made available to Fellows within sixty days of the decision to hold such a ballot. Ballot papers may, at the discretion of the Council, be accompanied by written statements from the Council. Only votes recorded as directed by the Council, and submitted by the stated deadline, shall be allowed to count. A Special General Meeting may NOT be replaced by a Postal Ballot when the Special General Meeting has been called to consider the removal of a member of the Council, or has been called at the request of Fellows as provided in the Bye-laws.
- 59** Bye-laws relating to the Professional Affairs Committee and the responsibilities assigned to the Committee, as specified in Bye-law 73, shall be changed only after a Postal Ballot of all Professionally Qualified Fellows. Such changes may be made only with the support of at least three-quarters of those voting in the ballot. Ballot papers may, at the discretion of the Professional Affairs Committee, be accompanied by written statements from the Committee. Only votes recorded as directed by the Committee, and submitted by the stated deadline, shall be allowed to count.

## Ordinary Meetings

- 60** Ordinary Meetings of the Society shall be held at such times and places as the Council shall direct.
- 61** The business of the Ordinary Meetings shall be the reading and discussion of papers, reports, and communications on subjects of interest to Fellows, and the discussion of such subjects; and to hear the reading of and, after correction if necessary, to approve the minutes of Special General Meetings, as appropriate. Ordinary Meetings shall normally be open to all, whether Fellows of the Society or not, and no quorum shall operate.
- 62** Ordinary Meetings may be chaired by the President, or by any Fellow nominated for this purpose in accordance with the Regulations.



# Council and Officers

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## Meetings of the Council

**63** The President shall normally preside at any meeting of the Council, but may appoint any member of the Council (normally a Vice-President or Past-President) to preside instead. If the President and any such appointee are absent from the Meeting, a Chair shall be elected to preside by and from the members of the Council present. There shall be a quorum only when at least ten members of the Council are present at the meeting. Unless otherwise provided by these Bye-laws, decisions of the Council shall be made by a simple majority of those present and voting in person at the meeting or by a Postal Ballot.

## The President

**64** The President shall not hold office as such for more than two consecutive Sessions. The President shall be elected by the Fellowship not more than 15 months before taking office, and shall be co-opted to the Council for the Session before taking office.

## Vice-Presidents and Past-Presidents

**65** The Council shall have the power to appoint, from the Society's fellowship, up to four Vice-Presidents at any one time, such appointments to be for one Session at a time. Any Vice-President who is not an ordinary member of the Council shall be a co-opted member of the Council.

**66** Every President, on ceasing to hold office as such, shall be designated a Past-President of the Society as long as he or she remains a Fellow.

## Honorary Officers

**67** The Honorary Officers shall be appointed or re-appointed annually from amongst the Fellows by the Council. At any given time at least half of the Honorary Officers shall be current or past elected members of the Council and the minimum and maximum numbers of Honorary Officers shall be as laid down in Regulations. No Honorary Officer shall serve as such for more than six Sessions in any period of ten consecutive Sessions. The Council shall designate one of the Honorary Officers as Honorary Secretary and one as Honorary Treasurer; the Honorary Secretary and Honorary Treasurer in office at the date of adoption of these Bye-laws shall continue in office subject to the maximum period of office set out above.

## Honorary Treasurer

**68** The Honorary Treasurer shall be responsible for overseeing the financial conduct of the Society under the direction of the Council and in accordance with Regulations. The accounts of the Society shall be made up to 31st December in every year and an abstract of them, together with the report of the Auditor thereon, shall be sent to Fellows in accordance with the Bye-laws.



## Auditor

**69** At every Annual General Meeting the Fellows shall elect an Auditor of the Society, who shall be a person qualified to conduct the audit of accounts of registered companies. The Auditor shall hold office until the conclusion of the next Annual General Meeting, shall audit the Society's accounts for the financial year during which the auditor is appointed, and shall report to the Fellows on the accounts laid before the next following Annual General Meeting.

## Notices

**70** Any notice may be served and any communication may be sent on behalf of the Council upon or to any Fellow by sending it prepaid through the post or by electronic means, addressed to such Fellow at the address as registered in the books of the Society. Any notice or communication shall be deemed to have been served or delivered on the fifth day following that on which the same is posted or transmitted, and in proving such service or delivery it shall be sufficient to prove that the notice or communication was properly addressed and posted or transmitted. The accidental omission to give notice of any meeting to, or the non-receipt of a notice by, any Fellow shall not invalidate the proceedings at any meeting.

## Repeal of Previous Bye-laws

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**71** The Bye-laws previously in force are revoked on the adoption of these Bye-laws; provided that such revocation shall not affect the validity of anything done under the Bye-laws previously in force and all decisions, resolutions and appointments duly made thereunder shall, until the same are revoked or varied, remain as effective as if they had been duly made in conformity with these Bye-laws, and all amounts payable by way of Basic Subscriptions and Additional Subscriptions pursuant thereto shall remain payable until otherwise determined pursuant to these Bye-laws.



## Alteration of Bye-laws

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- 72** Subject to the provisions of the Charter, the Bye-laws, except those specified in Bye-law 73, may be amended, suspended, repealed or added to only with the support of at least three-quarters of those Fellows voting at any Special General Meeting, which has been called and of which notice has been given to Fellows in accordance with the Bye-laws, or voting in a Postal Ballot in accordance with the Bye-laws.
- 73** Bye-laws 20-28, 33, 43, 44, 59 and 73 shall be changed only with the support of at least three-quarters of those voting in a Postal Ballot of all the Professionally Qualified Fellows of the Society, subject to the provisions of the Charter.
- 74** Council may make proposals for the alteration of the Bye-laws. Proposals to alter those specified in Bye-law 73 may be made by the Professional Affairs Committee. The Committee will seek, and consider, the views of Council before any proposal to alter those Bye-laws is put to a Postal Ballot of all the Professionally Qualified Fellows of the Society. A proposed alteration to the Bye-laws specified in Bye-law 73 shall require also a resolution passed by the Fellows in accordance with Bye-law 72 only if both Council and the Committee consider that the nature of the proposed alteration makes such a requirement appropriate.
- 75** No amendment, repeal or addition to the Bye-laws shall take effect until the same has been allowed by the Lords of the Privy Council.



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