ROYAL STATISTICAL SOCIETY
DATA | EVIDENCE | DECISIONS

Proposed changes to the Charter and Bylaws

Current Charter Reference ***(note: due to drafting amendments the numbering below may not be consecutive)***	**New Charter Reference**	**Proposed change**	**Rationale**
	Clause 3.xii	This additional clause creates a general power for the Society to create new membership categories.	There are currently no powers to create any new membership categories. This is not a proposal to create new register categories for the purposes of public protection (e.g. Charterships) but simply to allow the Society to create new categories as many membership bodies do, e.g. Associate, Student, etc.
Clause 3.xvii	Clause 3.xviii	Include reference to the Board of Trustees.	Power to employ staff who shall not be Trustees.
Clause 3.xix	Clause 3.xx	Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Clause 3.xxii	Clause 3.xxiii	Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Clause 3.xxiii	Clause 3.xxiv	Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Clause 4.ii		Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.

Clause 4.iii.a		Include reference to Board of Trustees and deletion of reference to 'Officers'. Clarification around any remuneration of Trustees.	The creation of the Board requires inclusion here and the term 'Officers' is deleted as they will be, in effect, the Trustees. The current wording is ambiguous (current RSS Honorary Officers are Council members and also Trustees). The change clarifies that no payments will be made to Trustees without the permission of the Charity Commission.
Clause 4.iii.b		Include reference to Board of Trustees.	The creation of the Board requires inclusion here.
Current Bylaws Reference	**New Bylaws Reference**		
Bylaw 1.iii		Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Bylaw 2		Inclusion of power to create new post-nominals.	There is no power currently for the Society to create any membership post-nominals. This is not a suggestion to create register related post-nominals but simply ones that members could be approved to use.
Bylaw 2.6		Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Bylaw 3.1		Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter. Note: all membership processes and procedures will sit with committees established underneath the Board of Trustees. All the following changes reflect that membership matters will be for the Trustees.

Bylaw 3.2		Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Bylaw 4.1		Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Bylaw 4.2		Removed reference to suitability for Fellowship.	The detailed process will be included in the Regulations in future.
Bylaw 4.3		Deleted.	For basic membership of the RSS there are no criteria for admission, and the removal of this clause reflects current practice.
Bylaw 5		Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Bylaw 9		Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Bylaw 10		Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Bylaw 11		Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Bylaw 12		This establishes the Board of Trustees.	As per the general principle applied within most Chartered membership bodies, there is a two-tier governance structure: a smaller Board of Trustees to run the organisation and be accountable for legal and fiduciary matters, accountable to the membership, the Charity Commission, etc. and a larger member representative Council. There will be a more detailed

			set of Terms of Reference for the new Board of Trustees.
Bylaw 13		This establishes the membership of the Board with 10 trustees.	The Trustees shall include some commonality with the representative Council: the President; Vice Presidents; a Membership Trustee (elected to represent the membership) and President Elect as an observer. The Trustees shall also include a Treasurer and three Trustees with additional skills as required. This gives the Trustees a blend of crossover with the Council plus independence. Not all the Trustees need be members which is increasingly common in membership bodies. A Vice Chair shall also be identified from the Trustees. The term 'Honorary' is removed as this is no longer in use and should only be used in the context of Honorary Fellowship.
Bylaw 18		This establishes a Membership Trustee.	The Membership Trustee shall be elected by the members and be a direct link to the membership, as well as being a member of Council. This strengthens connectivity with the membership through to the Board of Trustees.
Bylaw 21		This replicates the current Bylaw for the Council and describes the circumstances when a Trustee shall leave the Board or be removed from the Board.	This is a standard paragraph which all charities are required to have. It replicates what is in the current Charter relating to the Council who, currently, are the Trustees.
Bylaw 22		This replicates the current Bylaw for the Council and describes how casual vacancies on the Board of Trustees shall be managed.	There needs to be a mechanism for filling casual vacancies, and this replicates what is in the current Council section of the Bylaws.

Bylaw 23		Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees the creation of regulations will be a Trustee matter. The power of the Professional Affairs Committee to create Regulations is removed as this will become a Board of Trustees responsibility.
Bylaw 24		Allows for delegation by the Board of Trustees.	As per the current Bylaws the Council can delegate responsibility and so should the Board of Trustees be able to.
Bylaw 25		Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Bylaw 26		This establishes the new role for the Council.	This, briefly, describes the role of the Council which will be described in more detail in Terms of Reference for the Council.
Bylaw 27		This revises the membership of the Council.	The Council will consist of the President, Vice Presidents, the Membership Trustee, elected members, representatives of Society activities, the President Elect and, when relevant, the other Trustees. It provides a blend of directly elected members, appointed members, links with the Trustees and links with areas of Society activity. This is designed to support and enable its broad remit and purpose.
Bylaw 28		This establishes the length of terms of office for elected or appointed Council members.	In general, the length of term of office shall be four years. However, there are references to 'normally' and 'up to four years' as there needs to be some flexibility. There needs to be succession planning, overlaps of terms of office and the ability to cater for unexpected circumstances. Therefore, being strict about a four-year

			term of office is not practical. The Council, the Board and the Nominations and Appointments Committee need to have some flexibility when it comes to elections and appointments.
Bylaw 28a		This deals with the circumstances when a current Council member becomes a Trustee.	There needs to be a process for existing Council members who may become Trustees and this clarifies that they can become a Trustee, thereby creating a casual vacancy on the Council.
Bylaw 28b		This amends the current Bylaw and describes how a Council member may leave, or be removed from, the Council.	The only revision to this Bylaw is the reference to becoming bankrupt or disqualified from being a Trustee, as the Council will no longer be Trustees or required to comply with these conditions.
Bylaw 29		This revises the current Bylaw for the Council and describes how casual vacancies shall be managed.	There needs to be a mechanism for filling casual vacancies, and this describes how such vacancies shall be managed, which is virtually identical to the current Bylaw, but the Trustees shall have the responsibility to ensure it is done.
Bylaw 18		The Council power to create Regulations is removed.	The power to create Regulations will be a Board of Trustees matter.
Bylaw 30		This new Bylaw limits the amount of time any person can spend as a Trustee and/or Council member.	Theoretically it would be possible for a member to be a Trustee or Council member, constantly crossing over into different roles after one term of office expires. This is not good practice and consecutive terms of office across the Board and Council will be limited to ten years.

Bylaw 20	Deleted	The Council custody of the Common Seal is removed.	The responsibility for the Common Seal will be a Board of Trustees matter.
Bylaws 19 to 21	31 to 34	The Bylaws referring to the Professional Affairs Committee have largely been removed and an enabling clause, for membership and awarding Chartered Status, replaces them.	To simplify the Bylaws and allow for more detail to be created, much of the original Clauses 19- 21 have been removed. The level of detail could and should be expanded but this would make the Bylaws even more detailed which would not necessarily be good practice. It is proposed that a dedicated set of Regulations, including all of the detail currently in the Bylaws, is created. The Professional Affairs Committee is retained and described briefly as it is currently set out in the Bylaws. None of the current criteria or process will be lost but the detail will be moved into the Regulations. This is consistent with the current Bylaws at 2.1.b and 2.4.b which state that Regulations shall determine the requirements for Chartered Statistician and Data Analyst. This suggests that Bylaws 19-21 could be simplified and Regulations created which are consistent with the current Charter and Bylaws. It is worth noting that other Chartered bodies with the power to award Chartered status have simple enabling clauses that allow the Board of Trustees to set standards, criteria and procedures through Regulations. One of the best examples is the Royal Society of Chemistry (bylaw 4.7 of its Bylaws), which awards 'Chartered Chemist' and does all that the RSS does with regard to Chartered Statistician. It has a simple enabling Bylaw, and it is proposed that the simplified reference to the PAC inserted here is consistent with that approach.

Bylaw 19b	Bylaw 32b	Change to membership of and appointment process for the Professional Affairs Committee.	Members of the Professional Affairs Committee need to have the required skills and expertise to process applications for data science qualifications – this change enables appropriately qualified members to be appointed. Elections are not currently held for PAC members – suitably competent and qualified individuals are identified through application and appointment.
Bylaw 37b		Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Bylaw 30	Bylaw 41	Change reference from Council to Board of Trustees but also requires both the Board and the Council to report to the AGM and the membership.	With the creation of a Board of Trustees responsibility for AGMs will be a Trustee matter but it is good practice for both bodies to report to the AGM.
Bylaw 31 d	Bylaw 42 d iii	Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Bylaw 32	Bylaw 43	Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Bylaw 33	Bylaw 44	Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Bylaw 35	Bylaw 46	Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Bylaw 36	Bylaw 14	Change from election to appointment of the President.	President currently appointed through a nomination and selection process, with members given the opportunity

			to present alternative candidates which would lead to an election. In practice, an election has been held only once in the Society's history, and the process raises reputational risk for the Society and individuals involved. In future the recommended candidate for President will be ratified by Council and approved by the Board.
Bylaws 37-42	Bylaws 13-20	These Bylaws are either removed or repositioned to sit under the Board of Trustees function.	The term 'Honorary Officers' is in effect defunct as they are the Trustees or Council representatives under the proposed new structure. The term has been deleted from the Bylaws. In addition, relevant detail has been moved to sit under the Board of Trustees as it is more logical for it to sit there. Provision to appoint a Vice-Chair has been included to clarify in advance the arrangements for chairing when the President is not available.
Bylaws 41 and 42		Removal of term 'Honorary'	The term 'Honorary' is no longer used in the Bylaws with regard to the Treasurer and is only used in relation to Honorary Fellowship. The concept of 'Honorary' roles is confused otherwise, and this simplifies the Bylaws.
Bylaw 48		Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.
Bylaw 49		Change reference from Council to Board of Trustees.	With the creation of a Board of Trustees this will be a Trustee matter.