

# Royal Society of Chemistry

# CHARTER AND BY-LAWS



# Contents

	Page
<b>Introduction</b>	2
<b>The Charter</b>	3
<b>By-laws</b>	7
<b>Part I</b> Definitions	7
<b>Part II</b> Entitlements	7
<b>Part III</b> Affiliates: Admission, resignation, and cessation of membership and readmission	7
<b>Part IV</b> Fellows, Members and Associate Members: Admission, resignation, and cessation of membership and readmission.	8
<b>Part V</b> Discipline	9
<b>Part VI</b> Deleted	9
<b>Part VII</b> The admission of Honorary Fellows	9
<b>Part VIII</b> Rights, obligations and subscriptions	9
<b>Part IX</b> Officers of the Society and composition of the Council	10
<b>Part X</b> Deleted	10
<b>Part XI</b> The Presidency	10
<b>Part XII</b> The Honorary Treasurer	10
<b>Part XIII</b> Ordinary Members of the Council	10
<b>Part XIV</b> Council Meetings	11
<b>Part XV</b> Powers of the Council	11
<b>Part XVI</b> Resignation and removal of Officers and Members of the Council	12
<b>Part XVII</b> Regulations and Standing Orders	12
<b>Part XVIII</b> Investments	12
<b>Part XIX</b> The Secretary	12
<b>Part XX</b> Interest Groups	12
<b>Part XXI</b> Local Organisation	13
<b>Part XXII</b> General Meetings	13
<b>Part XXIII</b> Publications, and the submission of scientific papers	15
<b>Part XXIV</b> Accounts	15
<b>Part XXV</b> The Common Seal	16
<b>Part XXVI</b> The alteration of By-laws	16

# INTRODUCTION

The Royal Society of Chemistry was established in 1980 by the merger of The Chemical Society and The Royal Institute of Chemistry. The Society traces its history to the first meeting of the Chemistry Society of London held on 30 March 1841. The Chemical Society received its first Charter in 1848. The Institute of Chemistry of Great Britain and Ireland was established in 1877 and was granted a Charter in 1885. By Royal Command the Institute became The Royal Institute of Chemistry in 1944. The Society for Analytical Chemistry, established in 1874 as the Society for Public Analysts, and the Faraday Society, founded in 1903, merged with the Chemical Society in 1971.

The Royal Society of Chemistry's Charter was granted by Her Majesty Queen Elizabeth II in 1980.

By-laws incorporate amendments allowed by the Privy Council on:

13 September 1982  
21 December 1983  
24 November 1989  
22 October 1990  
30 April 1997  
14 April 1999  
14 March 2001  
6 September 2002  
2 August 2004  
12 November 2004

# THE CHARTER

**ELIZABETH THE SECOND** by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

## TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

**WHEREAS** by an humble Petition The Chemical Society and The Royal Institute of Chemistry (hereinafter called “the Institute”) have represented unto Us:

- (a) that The Chemical Society was incorporated by Royal Charter granted in the year of our Lord One thousand eight hundred and forty-eight (hereinafter called “the Original Charter”) having as its object the general advancement of chemical science and is now constituted according to the Original Charter and a Charter supplemental thereto granted in the year One thousand nine hundred and twenty (hereinafter called “the Supplemental Charter”);
- (b) that The Institute was incorporated under the title of The Institute of Chemistry by Royal Charter granted in the year One thousand eight hundred and eighty-five to achieve the like object by encouraging persons practising in various fields of chemical science and in particular by the provision of means whereby the professional competence of those who had been suitably trained and were considered competent so to practise might be readily recognised by the public and was by virtue of certain Charters supplemental thereto granted the title of “The Royal Institute of Chemistry” and in addition to its function as a learned society was charged with the duty of ensuring that its corporate members should have such training and qualifications as might from time to time be prescribed, and was authorised to maintain a high standard of scientific and practical efficiency by enforcing strict rules of membership, and to grant certificates of competency in the science and practice of chemistry;
- (c) that both bodies have continuously fulfilled their respective objects and duties in the manner prescribed and have found that the general advancement of chemical science has been better achieved by collaboration and co-ordination of their activities as learned societies so that at this present time all members of the Institute are eligible to become and the great majority are members of The Chemical Society, the Institute having retained its qualifying and examining functions;
- (d) that chemical science would be further advanced and promoted if the activities of the respective bodies were wholly integrated in one body and such representations are strengthened by the furtherance of the object of The Chemical Society which has resulted from its amalgamation by mutual consent with The Faraday Society and The Society for Analytical Chemistry respectively, the terms of such amalgamation being set out in Agreements both dated the thirty-first day of January in the year One thousand nine hundred and seventy-one;
- (e) that continuously throughout its existence The Chemical Society has carried out the object of the Original Charter and now wishes to continue to do so together with the functions of the Institute in qualifying and registering those competent to practise chemistry as a profession; that time has overtaken many of the provisions of the Original Charter and the Supplemental Charter and it is desirable for the better performance of its object together with the functions heretofore performed by the Institute that they should be revoked save with respect to the incorporation of The Chemical Society and replaced by a Charter better fitted to that end and to the needs of this present time;
- (f) that in the event of the said Petition of The Chemical Society and the Institute being complied with, the Institute proposes to petition Us to accept a surrender of the several Charters granted to it.

**NOW, THEREFORE KNOW YE** that We having taken the said Petition into Our Royal consideration, of Our especial grace, certain knowledge and mere motion have granted and declared and by these Presents for Us, Our Heirs and Successors are graciously pleased to grant and declare as follows:

1. The provisions of the Original Charter (except in so far as they incorporate The Chemical Society and confer upon it perpetual succession and a Common Seal) and the Supplemental Charter shall with effect from the first day of June One thousand nine hundred and eighty (hereinafter referred to as "the Effective Date") be revoked, but nothing in this revocation shall affect the validity or legality of any act, deed or thing already done or executed thereunder.
2. The persons who are on the Effective Date members of The Chemical Society, all corporate and non-corporate members of the Institute not then members of The Chemical Society and all such persons as may thereafter become members thereof and their successors shall for ever thereafter (so long as they shall remain such members) continue to be one body corporate and politic by the name of "The Royal Society of Chemistry" (hereinafter referred to as "the Society") and by the same name shall as theretofore have perpetual succession and a Common Seal with power to break, alter and make anew the said Seal from time to time at their will and pleasure and by the same name shall and may implead and be impleaded in all Courts and in all manner of actions and suits and shall have power to do all other matters and things incidental or appertaining to a body corporate.
3. The object for which the Society is constituted is the general advancement of chemical science and its application and for that purpose:
  - (i) to foster and encourage the growth and application of such science by the dissemination of chemical knowledge;
  - (ii) to establish, uphold and advance the standards of qualification, competence and conduct of those who practise chemistry as a profession;
  - (iii) to serve the public interest by acting in an advisory, consultative or representative capacity in matters relating to the science and practice of chemistry; and
  - (iv) to advance the aims and objectives of members of the Society so far as they relate to the advancement of the science or practice of chemistry.
4. There shall be a Council of the Society (hereinafter referred to as "the Council") consisting of such number of members with such qualifications and to be elected or constituted as members of the Council in such manner and to hold office for such period and on such terms as to re-election or otherwise as the By-laws for the time being of the Society (hereinafter referred to as "the By-laws") shall prescribe.
5. The government and control of the Society, its property and affairs shall be vested in the Council subject to the provisions of this Our Charter and to the By-laws. The business of the Council shall be conducted in such manner as it may from time to time prescribe.
6. There shall be a President and such other Officers of the Society with such functions, tenure and terms of office as the By-laws may prescribe. The revocation of the original Charter and the Supplemental Charter shall not affect the constitution of the Council and all members of the Council and other Officers of The Chemical Society shall remain in office as heretofore until a new Council is elected in accordance with the By-laws at the first Annual General Meeting following the date of this Our Charter.
7. The membership of the Society shall be divided into such categories as the By-laws may from time to time provide.
8. The By-laws may also make provision for the establishment or recognition of additional groups of individuals associated with the Society but who shall not by virtue of their membership of such groups be members of the Society.
9. (Deleted)
10. The qualifications, method and terms of admission, privileges and obligations including liability to expulsion or suspension of members shall be such as the By-laws shall prescribe.
11. The Council shall alone have power to determine conclusively respecting each person proposed for or seeking admission to any category of membership or seeking transfer from one category of membership to another of the Society whether or not such conditions as are applicable have been fulfilled. The Council may cause examinations to be held for applicants for admission to membership in any category for which an examination is specified in regulations made under the By-laws and may organise other examinations in such subjects and manner as it thinks fit. The Council may also issue formal documents certifying competency in chemistry or in any branch or

specialised application of chemistry and may maintain registers of persons whose competency has been so certified.

12. The Council in pursuance of the object of the Society shall have power to consult and collaborate with Departments of Our Government and public and other bodies to the end that the expertise and experience of qualified chemists may be used and deployed to the best advantage of the community.
13. The property of the Society shall be applied solely towards the object of the Society as hereinbefore defined.
14. The Society shall carry into effect the Agreement made on the twenty-fourth day of January One thousand nine hundred and seventy-nine between The Chemical Society and the Institute relating to the transfer to the Society of the assets of the Institute and the assumption and discharge by the Society of the liabilities of the Institute.
15. (i) The members of the Society shall have no personal claim on the property of the Society and no portion of such property shall be paid or transferred to any person who at any time is or has been a member of the Society provided that nothing herein contained shall prevent the payment in good faith of remuneration in return for any services rendered to the Society by a member or remuneration to any trustee in accordance with Article 15(ii) below or the re-imburement of out-of-pocket expenses properly incurred or prevent the giving of prizes or scholarships to members or prevent the payment of interest on money borrowed by the Society from members at a rate not exceeding one per centum above the Bank of England's minimum lending rate.  
  
(ii) A member of the Council who provides any service in relation to the writing, production or editing of publications of the Society, or the accrediting of qualifications on behalf of the Society, or the examining or teaching of individuals for the Society, may be entitled to be remunerated for that service, provided that at no time shall a majority of trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration under this Article is under discussion. A member of the Council may, in addition, receive such benefits as may be authorised in advance by the Charity Commission from time to time.
16. The By-laws shall be those set out in the Schedule hereto.
17. The Society may by resolution passed in accordance with the procedure prescribed by the By-laws by not less than two-thirds of the members voting thereon from

time to time make such By-laws as to it shall seem requisite and convenient for the regulation, government and advantage of the Society, its members and property and for the furtherance of the object and purposes of the Society and from time to time revoke, amend or add to any By-law or By-laws heretofore made so that the same be not repugnant to this Our Charter. Provided that no such By-laws, revocation, amendment, or addition shall take effect until the same have been allowed by the Lords of Our Most Honourable Privy Council of which allowance a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

18. The Council may by resolution passed at any meeting by not less than two-thirds of the members of the Council present and voting (being an absolute majority of the whole number of the members of the Council) and confirmed by not less than two-thirds of the members voting thereon in accordance with the procedure prescribed by the By-laws revoke, amend or add to any of the provisions of this Our Charter and such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.
19. The Society may enter into Agreements for the purpose of amalgamating with any kindred society provided that any such amalgamation shall be approved by a resolution passed by not less than two-thirds of the members voting thereon in accordance with the procedure prescribed by the By-laws and thereafter the members of such kindred society shall subject to such conditions as the Agreement may prescribe be members of the Society. No Agreement entered into under this Article shall take effect until it shall have been submitted to and allowed by the Lords of Our Most Honourable Privy Council, of which allowance a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
20. The Council may by resolution passed and confirmed as required by Article 17 hereof surrender this Our Charter and any Supplemental Charter and wind up the affairs of the Society. Provided that no such resolution shall take effect unless and until We, Our Heirs or Successors in Council shall think fit to accept such surrender on such terms or conditions and subject to such modification (if any) as We or they shall think fit. If on the winding up or dissolution of the Society there shall remain after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed amongst the members of the Society or any of them but shall (subject to any special trusts affecting the same) be given and transferred to some association or associations having objects similar to the object of the Society and which shall prohibit the distribution of its or their property among its or their members to an

extent at least as great as is imposed on the Society under Article 15 hereof to be determined by the members of the Society present in person or by proxy and voting at a General Meeting at or before the time of dissolution.

21. And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Society any misrecital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

**IN WITNESS** whereof We have caused these Our Letters to be made Patent.

**WITNESS** Ourselves at Westminster the fifteenth day of May in the twenty-ninth year of Our Reign.

**BY WARRANT UNDER THE QUEEN'S SIGN MANUAL**

# BY-LAWS

## PART I

### DEFINITIONS

1. In these By-laws, unless the context is such as to indicate a contrary intention:
  - (a) Expressions or words defined in the Charter shall have the meanings there defined.
  - (b) References to the Society shall mean The Royal Society of Chemistry, and references to members or any category of membership, to the Council or members of the Council, or to meetings, shall not be construed as referring to any member, category, Council or member of a Council, or meeting other than those of the Royal Society of Chemistry.
  - (c) The office of the Society shall mean the premises occupied by the Society at Burlington House, London W1J 0BA, or at such other address as may be specified from time to time by the Council.
  - (d) The singular includes the plural and vice versa.
  - (e) A "year" means a calendar year, except in relation to a year served as an Officer or member of the Council and in relation to the frequency of Council meetings when it means the period from the conclusion of one Annual General Meeting of the Society to the conclusion of the next.
2. There shall be the following categories of membership:
  - (a) Honorary Fellow, Fellow, Member and Associate Member, who shall unless the context otherwise requires be known collectively as "members";
  - (b) Affiliate.
3. (a) Subject to the further provisions of these By-laws,

members shall be entitled, for so long as they remain in the respective category of membership, to use the following designatory letters:

Honorary Fellow	"HonFRSC"
Fellow	"FRSC"
Member	"MRSC"
Associate Member	"AMRSC"

Provided that Fellows in Canada shall add, after the designatory letters "FRSC", the letters "(UK)".

- (b) Fellows and Members may, in accordance with regulations made by the Council, use the designation "Chartered Chemist" and the letters "CChem".

## Part II

### ENTITLEMENTS

4. Subject to the provisions of the Charter and except where otherwise stated in these By-laws, all members and affiliates, irrespective of their categories of membership, shall be entitled to the same privileges and services and to participate equally in the activities of the Society.

## Part III

### AFFILIATES: ADMISSION, RESIGNATION, AND CESSATION OF MEMBERSHIP AND READMISSION

5. (i) The Council, or a Committee thereof appointed in accordance with By-law 68, may by resolution admit any person to the Society as an affiliate. There shall be no restriction on such admission by reference to nationality.
  - (ii) Subject to the provisions of the Charter and these By-laws:
    - (a) The Council alone shall have power to

determine the conditions of admission of affiliates.

- (b) The Council, or a Committee appointed as aforesaid, may at its absolute discretion admit an applicant, or may require further particulars, and shall in any event be entitled to refuse to admit an applicant. Any person whose application for membership is refused by the Council or a Committee shall be entitled to receive a statement in writing of the reasons for the decision.
6. Each applicant for admission as an affiliate shall subscribe to an undertaking in such terms and by such methods as may from time to time be prescribed by the Council. Such undertaking shall in particular record the applicant's agreement to promote the interests and welfare of the Society and to be bound by all relevant constitutional and regulatory provisions of the Society.
7. Notwithstanding By-laws 5 and 6 the Council may, without requiring individual applications or sponsors, approve the admission to the Society, as affiliates, of individuals who are members of any body having objects similar in whole or in part to those of the Society, provided that a resolution approving the general terms of such admission shall have been passed at a General Meeting of the Society.
8. Except in special circumstances determined by the Council, the resignation of an affiliate shall be accepted only after payment of all monies due from him or her to the Society. Any person whose resignation as an affiliate has been accepted may be readmitted subject to compliance with such conditions as the Council may impose.

9. Unless otherwise determined by the Council, an affiliate who fails to pay a subscription, either by the required date or in accordance with an instalment arrangement, shall cease to be an affiliate. Nevertheless, the Council shall consider an application for readmission from any such person and may, if thought fit, readmit him or her as an affiliate on payment of the arrears of subscription or such portion thereof as the Council may determine provided that the Council may at its discretion waive payment of such arrears of subscription.

#### Part IV

##### **FELLOWS, MEMBERS AND ASSOCIATE MEMBERS: ADMISSION, RESIGNATION, AND CESSATION OF MEMBERSHIP AND READMISSION**

- 9A. By-laws 10 to 17 shall not apply to Honorary Fellows.

10. (i) The Council or a Committee thereof appointed in accordance with By-law 68 may admit to the Society as a member in one of the four categories named in By-law 2, any person who is proposed for admission in such manner and fulfils such conditions and regulations as the Council may from time to time prescribe. The Council alone may prescribe such regulations, which shall indicate the requirements with regard to training, qualifications, knowledge, skill and experience and evidence of good reputation.
- (ii) Subject to compliance with any regulations that the Council may from time to time prescribe a member may be promoted from one category to another.
- (iii) The Council, or a Committee appointed as aforesaid, may at its absolute discretion admit an applicant, or may require further particulars, and shall in any event be entitled to refuse to admit an applicant for admission as a member. Any person whose application for membership is refused by the Council or a Committee shall be entitled to receive

a statement in writing of the reasons for the decision.

11. On admission, or transfer to another category, a member shall be entitled to receive a certificate of such membership specifying the category and date of admission to that category, and issued under the Seal of the Society.
12. The admission of any member whether by the Council or by a Committee with authority delegated by the Council in accordance with By-law 68, shall be determined by resolution at a meeting of which due notice to consider applications for admission has been given. Any such committee shall consist entirely of members, and may be restricted to Fellows, or to Fellows and Members, or to Members or to Chartered Chemists, if the Council so determines. For a valid admission at least six votes must be cast and not less than two-thirds of those present and voting must give affirmative votes.
13. Each applicant for admission as a member shall subscribe to an undertaking in such terms and by such methods as may from time to time be prescribed by the Council. Such undertaking shall in particular record the applicant's agreement to promote the interests and welfare of the Society and be bound by all relevant constitutional and regulatory provisions of the Society.
14. The Council shall make such arrangements as it shall from time to time think fit, by the holding of examinations or otherwise, for the purpose of assessing the adequacy of the training, qualifications, knowledge, skill, experience and personal qualities of any candidate for admission as a member in any category and for the purpose of awarding and the retention of the designation 'Chartered Chemist' and any certificates or diplomas that may from time to time be authorised; and the Council shall prepare and publish such regulations

for these purposes and may rescind, vary or add to any of the said regulations, as it thinks fit.

15. (i) Except in special circumstances determined by the Council the resignation of any member shall be accepted only after payment of all monies due from the member to the Society.
- (ii) Any member so resigning shall deliver to the Council for cancellation any certificate of membership, or certificate referring to such membership or to the designation 'Chartered Chemist', or any other designation previously issued to the member and if the resignation is accepted he or she shall cease to use any designation or designatory letters to which he or she was previously entitled.
- (iii) Any person whose resignation as a member has been accepted may be readmitted subject to compliance with such conditions as the Council may impose.
- (iv) For valid readmission the procedure shall be the same as for the admission of any member, as specified in By-law 12.
16. The Council shall cause records to be maintained for the purpose of compiling one or more registers of members containing separate lists of members in each category, with their dates of admission, qualifications recognised for such admission, addresses and such other particulars as the Council may from time to time prescribe.
17. (i) The provisions of By-law 9 referring to the cessation of membership if an annual subscription has not been paid and the conditions for readmission shall also be applicable to any member.
- (ii) Paragraphs (ii), (iii) and (iv) of By-law 15 shall also be applicable to a member whose membership has ceased as a result of non-payment of annual subscription.

## Part V

### DISCIPLINE

- 17A. The provisions of Part V of the By-laws shall apply to affiliates as well as to members.
18. A member shall be liable to disciplinary proceedings by the Society if alleged to have
- (a) been found guilty in a court of law of an offence involving fraud or dishonesty;
  - (b) been committed to prison following conviction for any other offence;
  - (c) failed to observe the Charter, By-laws or regulations of the Society;
  - (d) engaged in any activity inconsistent with membership of the Society;
  - (e) acted in a manner detrimental to the welfare or reputation of the Society; or
  - (f) been guilty of any act or default discreditable to the profession of chemistry.
19. The Council shall make regulations for the investigation, hearing and disposal of any complaint against a member, and such member shall be liable to sanctions applied by authorities appointed under those regulations, including the sanctions of suspension or expulsion from membership. Such regulations shall have regard where appropriate to principles of human rights and natural justice.
20. Unless otherwise determined by the Council, a member who is the subject of a complaint shall not be permitted to resign from membership while any stage of disciplinary proceedings is being conducted.
21. A member who is suspended or expelled shall deliver to the Society, for cancellation or retention as the case may be, any certificate of membership or certificate referring

to such membership or to the designation "Chartered Chemist" or any other designation previously issued and shall cease to use any letters or designations relating to the Society. At the discretion of the Society, a member who has been suspended may be entitled to restoration of any rights withdrawn under this By-law at the end of a period of suspension.

22. to 25. (Deleted)

### Part VI (Deleted)

### Part VII

#### THE ADMISSION OF HONORARY FELLOWS

27. (i) The Council may admit to the Society as an Honorary Fellow any person who is distinguished in the science or profession of chemistry or whom the Council may consider it desirable to admit as an Honorary Fellow for any other sufficient reason. The Council shall not delegate its powers under this By-law.
- (ii) For the valid admission of an Honorary Fellow, or the revocation of such admission, at least two-thirds of the Members of the Council present and voting must give affirmative votes.
- (iii) The total number of Honorary Fellows shall not at any time exceed one hundred and twenty.

### Part VIII

#### RIGHTS, OBLIGATIONS AND SUBSCRIPTIONS

28. By-laws 29 to 31 shall apply to affiliates as well as to members.
29. Every member shall have the right:
- (a) to be present and to vote at all General Meetings;
  - (b) to propose applications for admission as affiliates;

- (c) to propose or support the nomination of candidates for election as Officers and Members of the Council;
  - (d) to be a candidate for election as a Member of the Council subject to nomination in accordance with the relevant By-law.
30. (i) The amount of the annual subscription payable by any category of member shall be determined by the Council from time to time and confirmed by resolution at a General Meeting, provided that the Council may without such confirmation and whenever it may consider it desirable to do so:
- (a) increase the annual subscription payable by any category of member by not more than ten per cent of the rate of subscription current at that time;
  - (b) reduce, to such extent as the Council may from time to time determine, the annual subscription payable by members resident outside the United Kingdom or the Republic of Ireland who are also members of any society outside those countries with which a reciprocal agreement in respect of subscriptions has been made;
  - (c) either reduce or wholly remit the annual subscription payable by any member who is not less than fifty years of age and has been a member of the Society for an immediately preceding period of at least five years;
  - (d) either reduce or wholly remit the annual subscription payable by any member who in the opinion of the Council is a *bona fide* student;
  - (e) in exceptional circumstances to be determined by the Council, either reduce or wholly remit the subscription payable by any individual member.

- (ii) The Council may from time to time at its sole discretion prescribe a schedule or schedules of fees which members in any category or class may pay in order to commute their liability for the payment of annual subscriptions.
31. Subject to By-law 30(ii), annual subscriptions shall be paid either by single payment or by instalments in accordance with Regulations made by the Council from time to time.

**Part IX**

**OFFICERS OF THE SOCIETY AND COMPOSITION OF THE COUNCIL**

32. The Officers of the Society (“the Officers”), who shall be elected at the Annual General Meeting of the Society in accordance with Regulations made by the Council, shall be:
- (a) the President,
  - (b) either the Immediate Past President or the President Elect (as determined from time to time by the Council), and
  - (c) the Honorary Treasurer.
33. With effect from the Annual General Meeting of the Society in 2005, the Council shall consist of:
- (a) the Officers;
  - (b) nine members of the Society (“Ordinary Members”) elected at the Annual General Meeting in accordance with Regulations made by the Council; and
  - (c) up to six members of the Society (“Appointed Members”), being such of the Chairs of Boards established by the Council under By-law 68(ii) or other persons, appointed for this purpose by the Council.

34. Casual vacancies amongst the Officers and Ordinary Members may be filled by the Council in accordance with Regulations made by the Council.
35. Unless appointed to fill a casual vacancy, no retiring Officer may be elected or appointed to the Council within two years of ceasing to be such Officer, provided that:
- (i) the Treasurer may be elected to the office of President Elect;
  - (ii) in the event of a casual vacancy in the office of President during the first year of a presidency, the Immediate Past President shall be eligible for appointment as President.
36. (Deleted)

**Part X (By-laws 37-54 deleted)**

**Part XI**

**THE PRESIDENCY**

55. The President Elect shall serve from the conclusion of the Annual General Meeting at which the result of the election is announced, or from the date of the appointment if the President Elect has been appointed in accordance with regulations to fill a casual vacancy, until the conclusion of the next following Annual General Meeting, when the President Elect shall become President.
56. The President shall serve for a period of two years and shall then retire and become Immediate Past President, provided that if the President should resign or die in the second year of the term of office the President Elect shall succeed forthwith and shall serve for the remainder of the predecessor’s term of office and for two years thereafter. If the President should resign or die in the first year of office the Council may appoint any eligible Fellow to fill the vacancy. The person so appointed shall retire at the next

Annual General Meeting and shall then be eligible, if duly nominated, for election as President for a period of two years.

57. The Immediate Past President shall cease to hold office at the conclusion of the Annual General Meeting next following retirement as President, provided that if the President should resign or die before completing the first year of the term of office the Immediate Past President shall continue to hold that office for one further year.
58. The President shall preside at General Meetings of the Society and at meetings of the Council and shall regulate the order of the proceedings. In the absence of the President the chair shall be taken by the Immediate Past President, or by the President Elect, or by another Member of the Council. If no Member of the Council is present at a General Meeting of the Society and willing to act, the meeting shall elect a Chairman.

**Part XII**

**THE HONORARY TREASURER**

59. There shall be an Honorary Treasurer, who shall hold office for a term of four years from the conclusion of the meeting at which the result of the election is announced.
60. The Honorary Treasurer shall have general responsibility for supervising the financial affairs of the Society and for advising the Council and its Committees on economic and financial questions. The Honorary Treasurer shall exercise such powers as may be determined from time to time by the Council.

**Part XIII**

**ORDINARY MEMBERS OF THE COUNCIL**

61. An Ordinary Member of the Council shall serve for four years. Such Member shall not be eligible for

re-election within two years, but a former such Member may be appointed at any time to fill a casual vacancy amongst the Ordinary Members. An Ordinary Member shall during his or her period of office be eligible for appointment to the Council under By-law 33(c), and shall if so appointed serve in a dual capacity whilst such appointment overlaps with the elected term, but shall have only one vote at any time. A person who has been an Appointed Member of the Council under By-law 33(c) shall not be eligible for election as an Ordinary Member for two years after the end of such appointment.

#### **Part XIV**

##### **COUNCIL MEETINGS**

62. (i) The Council shall hold at least two meetings a year, at such times as it may determine. Six members of the Council, including at least one Officer and three Ordinary Members, shall be a quorum.
- (ii) The Council shall cause minutes to be kept of each meeting.
63. Notice of the date and time of holding each meeting of the Council shall be forwarded by the Secretary to each Member of the Council. The period of notice shall be at least six days excluding the day on which it is given or is deemed to have been served and the day of the meeting. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any Member of the Council shall in no way invalidate the proceedings of the meeting.
64. An Extraordinary Meeting of the Council shall be called by the President upon a requisition to the President signed by not fewer than three members of the Council, or at the President's own discretion. In either case the President shall direct the Secretary to issue a notice of the meeting which shall state the business to be concluded.
65. (i) The ordinary mode of decision on questions before

the Council shall be by show of hands or, if demanded, by a ballot of those present, and each Officer and Member of the Council shall have one vote. Any Officer or Member of the Council serving in more than one capacity shall not be entitled to any second or additional vote. Unless otherwise provided in these By-laws or by Standing Order of the Council a simple majority of votes shall be effective. In the case of an equality of votes, either upon a show of hands or upon a ballot, the Chairman shall have a second or casting vote.

- (ii) Any Member of the Council who, in some other capacity, is in any way concerned in a matter under consideration shall declare the nature of the interest to the Council and shall retire during the subsequent discussion of the matter unless requested not to do so by the Chairman. A Member of the Council who has declared the nature of an interest as aforesaid shall be precluded from voting for or against any motion on the matter relevant to the interest unless the Council otherwise determines.

#### **Part XV**

##### **POWERS OF THE COUNCIL**

66. The Council shall manage and superintend the affairs of the Society, and shall exercise all the powers conferred upon it by the Charter and these By-laws and generally all such powers as are not by the Charter or these By-laws required to be exercised by the membership in General Meeting.
67. The Council may continue in operation, establish and maintain, contribute to or assist charitable funds or schemes for the benefit of necessitous existing or former members and affiliates and their dependants, and for the benefit of such other necessitous persons and for such other charitable objects as may be thought expedient or desirable in the interests of the members, affiliates or employees of the Society, such funds to be kept apart from and administered separately from and independently

of the funds of the Society. Any expenditure for the purposes of or in connection with the objects aforesaid may be incurred either on behalf of the Society alone or in conjunction or collaboration with any other bodies or institutions.

68. (i) The Council may appoint Boards and Committees, and may delegate to such Boards and Committees such of its powers as it may think fit, and may also dissolve them. The constitution of each Board or Committee, and the appointment and tenure of the Chairman, Vice-Chairman and members thereof, and the quorum for the transaction of business, shall be determined by the Council.

For any purpose considered by the Council to be exclusively or predominantly the concern of particular categories of membership or holders of particular designations, the Council may impose restrictions or conditions on eligibility for service on any such Board or Committee.

Every Board or Committee appointed under this By-law shall report to the Council, and shall, in the exercise of the powers delegated to it, conform to such regulations or directions as the Council may, by Standing Orders or otherwise, from time to time prescribe or impose. Vacancies occurring on any Board or Committee shall be filled in such manner as the Council may determine.

- (ii) The main Boards appointed by the Council to exercise delegated executive powers shall be up to six in number.
69. The Council and its Boards and Committees may also co-operate with any other body or bodies having objects similar in whole or in part to those of the Society in carrying out any scheme or schemes where combined action with any such body or bodies is considered to be desirable, and may appoint a representative or representatives to serve on any Joint Board or Committee which may be established under the provisions of any agreed scheme.

70. The Council may delegate to any such Joint Board or Committee any of the powers of the Council requiring to be exercised by such Joint Board or Committee for the effective carrying out of any such scheme, including authority to incur expenditure within specified limits on behalf of the Society in furtherance of any such scheme to such an extent and subject to such conditions as the Council may determine. Any such Joint Board or Committee shall obtain the sanction of the Council prior to any changes of policy or developments which may involve the Society in expenditure beyond that already authorised.

#### **Part XVI**

##### **RESIGNATION AND REMOVAL OF OFFICERS AND MEMBERS OF THE COUNCIL**

71. (i) Any Officer or Member of the Council may resign from the Council by submitting a resignation in writing, and on its acceptance by the Council shall vacate the office forthwith and/or cease to be a Member of the Council as the case may be.
- (ii) Any Officer shall vacate his or her office and cease to be a Member of the Council, and any other Member of the Council shall cease to serve as such if:
- (a) he or she is declared by the Council to have failed to fulfil, or to be incapable of fulfilling, his or her proper functions as an Officer or Member of the Council and, after being given an opportunity of being heard, is accordingly removed from office and/or membership of the Council by resolution of the Council approved by not less than two-thirds of those voting thereon;
- (b) he or she accepts an office of profit within the Society considered by the Council to be incompatible with membership of the Council;

- (c) he or she ceases for any reason to be a member of the Society;
- (d) a receiving order is made against him or her, or he or she makes any arrangement or composition with his or her creditors;
- (e) he or she is removed from office and/or membership of the Council by resolution of the Society at a General Meeting;
- (f) he or she fails to attend three or more consecutive meetings of the Council and is removed from office by resolution of the Council approved by not less than two thirds of those voting thereon.

#### **Part XVII**

##### **REGULATIONS AND STANDING ORDERS**

72. Subject to the Charter and By-laws, the Council may at any time make Regulations for any purpose and may make Standing Orders in respect of the conduct of its own business and that of its Boards and Committees, and of interest groups. Such Standing Orders may be made, amended or repealed at any meeting of the Council, provided that notice of any proposed new Standing Order, amendment or repeal has been given in the notice of the meeting. Such notice shall specify the proposed new Standing Order, amendment or repeal. Each Member of the Council shall on his or her election or appointment be entitled to receive a copy of all Standing Orders in operation at that time.

#### **Part XVIII**

##### **INVESTMENTS**

73. The funds of the Society, subject to the terms of any trust, shall be invested as prescribed by law for the time being.

#### **Part XIX**

##### **THE SECRETARY**

74. The Secretary of the Society shall be appointed by the Council. In the event of incapacity of the Secretary, the Council shall appoint a temporary Secretary who shall have the powers and functions of the Secretary subject to such conditions as the Council may impose. The Secretary shall act under the general direction of the Officers, and subject thereto shall be charged with the general administration of the Society's business and shall have such other powers and duties as may from time to time be vested in the Secretary by the Council. It shall be the duty of the Secretary to attend, except as may be determined by the President, all meetings of the Council.

The Secretary shall be the chief executive officer of the Society. Subject to such conditions as Council may impose, the Secretary shall have the power to appoint all other members of the staff, who shall be subject to direction by the Secretary. If at any time the title of Secretary is considered inappropriate the Council may substitute another title, in which case references to the Secretary in these By-laws shall be construed accordingly.

#### **Part XX**

##### **INTEREST GROUPS**

75. The Council may by Standing Order create or dissolve interest groups of the Society. Such Standing Orders shall prescribe the names of such interest groups and shall, either directly or in subordinate rules made under such Standing Orders, provide for the powers, constitutions and governance of such interest groups. The Council may delegate to the governing bodies of such interest groups the power to incur expenditure within specified limits on behalf of the Society in furtherance of its object and, subject to the law relating to trustees and to any restrictions the Council thinks fit to attach, the power to deal with real or other property on behalf of the Society in pursuance of its objects.

76. (Deleted)
77. The Council may provide for the levying of subscriptions for admission to and retention of membership of interest groups.
78. The Council may approve the admission of persons who are not members or affiliates into such interest groups and may authorise the establishment of joint interest groups with other bodies having objects similar in whole or in part to those of the Society.

## Part XXI

### LOCAL ORGANISATION

79. (Deleted)
80. (Deleted)
81. (i) The Council shall ensure that arrangements are made so that meetings of members and affiliates may be held in various localities and that the objects of the Society are promoted in local areas for the convenience of members and affiliates resident therein. To this end the Council shall approve by Standing Order the formation of Local Sections and Local Section Committees with such boundaries, officers, members and rules as may be considered appropriate to each area, and shall encourage and assist collaboration between such Local Sections. The Council may make monies available to assist the work of the Local Sections, and shall require annually a factual report on the activities of each Local Section, together with a financial statement showing income and expenditure arising from such activities.
- (ii) The Council may, by Standing Order or otherwise, establish and regulate Local Section Committees.
82. In areas other than those within a Local Section, including centres overseas, the Council may appoint a Local Representative who shall have duties similar to those of the Local Section Committee.

## Part XXII

### GENERAL MEETINGS

- 82A. References to members in By-laws 83 to 90 shall be construed as including affiliates.
83. The Annual General Meeting shall be held once in every year, on such date after 21st April and before 31st July and at such time and place as may be prescribed by the Council. Not more than fifteen months shall elapse between each Annual General Meeting.
84. (i) At each Annual General Meeting the Council shall present a report on the work of the Society during the preceding calendar year, and may submit such other business for consideration as it thinks fit.
- (ii) A member wishing to submit a motion at an Annual General Meeting may do so provided that:
- (a) notice in writing of the proposed motion is received at the office of the Society on or before 28th February preceding the meeting;
- (b) the notice sets out the terms of the proposed motion and it is supported by not fewer than twenty members, who shall signify their support by signing the notice.
- Unless these requirements are fulfilled the proposed motion shall not come before the meeting.
- (iii) The provisions in paragraph (ii) of this By-law shall not be applicable to a motion for an alteration in the By-laws, which shall comply with the requirements of By-law 96.
85. At each Annual General Meeting, an Auditor or Auditors, who shall be a Chartered Accountant or Chartered Accountants, shall be appointed to audit the Accounts of the Society for the current year. The remuneration of the

Auditor or Auditors shall be determined by the Council. A Member of the Council shall not be eligible to serve as an Auditor.

86. (i) An Extraordinary General Meeting shall be summoned at any time on a resolution of the Council or on receipt of a written requisition from not fewer than fifty members. The President may also call an Extraordinary General Meeting. In the case of a requisition by members the following conditions shall apply:
- (a) The requisition shall state the purpose of such a Meeting and shall be signed by the requisitioners and be deposited at the office of the Society and may consist of several documents in like form, each signed by one or more of the requisitioners.
- (b) If, within twenty-eight days from the date of the requisition being so deposited, the Council does not convene an Extraordinary General Meeting with notice of the aforesaid objects, the requisitioners or any fifty members may themselves convene such Meeting, but any Meeting so convened or convened by the Council in pursuance of such requisition must be held within three months from the date of the deposit of the requisition.
- (c) Any Meeting convened under this By-law by the requisitioners or any fifty members must be convened as nearly as possible in the manner in which Meetings are to be convened by the Council, and for this purpose the requisitionists shall have access to the register of members.
- (ii) The provisions of paragraph (i) of this By-law shall not be applicable when the requisition is for the purpose of proposing a motion for the alteration of the By-laws, which shall comply with the requirements of By-law 96.

87. (i) At least twenty-one days' notice of an Annual General Meeting, and twenty-one days' notice of an Extraordinary General Meeting shall be given to each member, specifying the place, the day and the hour of the meeting, and the general nature of the business proposed to be transacted thereat. In each case the stated period of notice shall be exclusive of the day it is given or deemed to have been served and the day of the meeting.
- (ii) The Council shall cause minutes to be kept of all General Meetings.
- (iii) Twenty members, not including Members of the Council, personally present shall form a quorum at all General Meetings, but if a quorum be not present thirty minutes after the meeting was due to begin it shall be adjourned for such period, being not less than five nor more than fifteen days as the Chairman may determine, and at the adjourned meeting, twenty members, whether Members of the Council or not, personally present shall form a quorum. It shall not be necessary to give further notice of a meeting adjourned in accordance with this By-law.
88. (i) Any notice or other document for which provision is made in these By-laws may be given to any member, wherever resident, either personally or by sending it by post to the member at any address which the member may have furnished for the purpose. Only a member who has furnished any such address shall be entitled to receive any notices or other documents. A notice or other document sent by post shall be deemed to have been served forty-eight hours after it is posted.
- (ii) The accidental failure to send a notice or other document to any member, or the non-receipt of a notice or other document by any member, shall not invalidate the meeting or procedure to which it refers, but in the event of dislocation of the postal services or other incident resulting in the loss or late delivery of a substantial number of notices the President, on receipt of a request signed by not fewer than ten members, shall decide on behalf of the Council whether or not the notice should be cancelled and a meeting on a later date arranged.
- (iii) With effect from such date as may be determined by the Council, "post" in this By-law shall include e-mail.
89. (i) Subject to any provision in these By-laws every member shall have one vote on each motion at a meeting, which, except as hereinafter provided, shall be given personally.
- (ii) Notwithstanding the provisions of paragraph (i) of this By-law a member shall be entitled to vote by proxy:
- (a) on a proposal that the Society should resolve to amend the Charter or petition for a new or Supplemental Charter;
- (b) on a proposal that the Society should amalgamate with a kindred society;
- (c) on any resolution involving a change in any By-law;
- (d) on a resolution that the Society in General Meeting should confirm the amount of the annual subscription payable by any member determined by the Council pursuant to By-law 30;
- (e) on any other resolution at the discretion of the Council.
- (iii) The instrument appointing a proxy shall be signed by the appointor, and no person who is not a member of the Society shall be appointed a proxy.
- (iv) To be valid the instrument appointing a proxy must be received at the office of the Society, or such other place as the Council may specify in the notice of the meeting, not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting as the case may be at which the person named in such instrument proposes to vote. If that person is not present at the meeting the appointment of that person as proxy shall be invalid.
- (v) The instrument appointing a proxy shall be in such form as the Council may from time to time decide. Unless or until the Council shall otherwise decide the instrument of proxy shall be in the form set out in a Schedule to be appended to these By-laws.
- (vi) A member shall not be deemed to be personally present at any General Meeting by reason of having appointed a proxy for such meeting.
90. (i) A resolution put to the vote at any General Meeting shall, save as hereinafter mentioned and subject to By-law 95, be decided by a simple majority of votes and voting shall be by a show of hands.
- (ii) In the case of a resolution falling within the provisions of paragraph (ii) of By-law 89 the Chairman shall before the resolution is proposed appoint tellers who, immediately after the members present at the meeting have voted on the resolution by a show of hands, shall count the number of votes cast in person and by proxy for or against the resolution as the case may be and the number of abstentions, if any. As soon as practicable, the Chairman shall announce the total number of votes cast for and against the resolution and carried or lost as the case may be. If it shall not be practicable to announce the result of the vote before the end of the meeting the provisions of paragraph (vi)(c) of this By-law shall apply.
- (iii) In any other case, a poll may, before or on the declaration of the result of the show of hands, be directed by the Chairman or demanded by at least thirty of the members present in person or, if fewer than sixty members are present in person, by at least twenty members. No poll shall be directed or demanded on the election of a Chairman or on a question of adjournment. Unless a poll be so directed

or demanded a declaration by the Chairman that a motion has on a show of hands been carried or carried by a particular majority, or lost, shall be sufficient evidence of the decision of the meeting. A demand for a poll shall not invalidate any other business of the meeting.

- (iv) Without prejudice to the provisions in paragraphs (ii) and (iii) of this By-law a poll may be directed by the Chairman on any resolution if the Chairman is satisfied that it is in the interest of the Society to do so.
- (v) In the case of an equality of votes, whether on a show of hands or on a resolution falling within paragraph (ii) of By-law 89 or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is directed or demanded shall be entitled to a second or casting vote.
- (vi) A poll shall be a poll of all the members entitled to receive notice of the meeting at which the resolution was put to the vote, and shall be taken by means of postal voting papers. The following provisions shall apply:
  - (a) The Council shall, as soon as reasonably practicable after the date on which the poll is directed or demanded, send a voting paper by prepaid post to each member entitled under By-law 88 to receive notices. The voting paper shall set out the resolution on which the poll has been demanded, shall specify the address to which and the time and date on or before which the voting paper must be returned and shall in all other respects be in such form as the Council shall determine.
  - (b) At the expiration of the period allowed for the return of voting papers the result of the poll shall be ascertained in such manner as the Council shall direct.

- (c) The Council shall cause such result to be published as soon as reasonably practicable after the ascertainment thereof in such manner as the Council may determine.

### **Part XXIII**

#### **PUBLICATIONS, AND THE SUBMISSION OF SCIENTIFIC PAPERS**

- 91. (i) The Council shall determine the form and frequency of all publications of the Society and may enter into such agreements and delegate such powers to its Boards and Committees, as it considers desirable for maintaining the scientific standards and general quality of such publications.
- (ii) The Council may make regulations for the acknowledgement and safe keeping of all papers and other communications sent to the Society for publication.
- (iii) Every member who submits a paper or other communication with a view to its publication by the Society shall by so doing undertake:
  - (a) that the communication has not been published and that he or she will not permit its publication before it is accepted or declined by the Society, and
  - (b) that if it is accepted for publication the Society shall thereupon become entitled to an exclusive licence under any copyright therein (which shall include the right to sublicense) and that the member will, if then called upon to do so, execute a formal licence to the Society of the said copyright, including the sole right to publish in any form in any language, and in any part of the world, the whole or any part of the communication. The Council shall not refuse any reasonable request from an author to reproduce his or her own work elsewhere in whole or in part.

- (iv) The Society shall have the right to retain documents, data and images sent to the Society for consideration for publication.
- (v) The attention of every member and affiliate who submits any paper or other communication with a view to its publication shall be drawn to paragraph (iii) of this By-law above, and any person other than a member or affiliate shall be required to sign an undertaking in the terms set out therein.

### **Part XXIV**

#### **ACCOUNTS**

- 92. (i) The Council shall cause proper books of account to be kept. Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the Society's affairs and to explain its transactions. The Council may determine by Standing Order to what extent and at what times and places and under what conditions the books of account shall be open to the inspection of members and affiliates of the Society.
- (ii) The Council shall at least once in every year cause to be prepared and to be laid before the Society at the Annual General Meeting an income and expenditure account and balance sheet and such other accounts and reports as may be required by law.
- (iii) A copy of every balance sheet and income and expenditure account which is to be laid before the Society at the Annual General Meeting accompanied by a report of the Council upon the general state of the Society and by the Auditor's Report shall be sent, not less than twenty-one clear days before the Meeting, to every member and affiliate entitled to receive notice of that Meeting.

## **Part XXV**

### **THE COMMON SEAL**

93. The Council shall provide a Common Seal and may from time to time destroy the same and substitute a new Seal in lieu thereof.
94. The Common Seal shall be in the custody of the Secretary and shall not be affixed to any document except pursuant to a resolution of the Council. Such Member or Members of the Council or such other persons (not being less in either case than two) as the Council shall from time to time prescribe shall attest each sealing.

## **Part XXVI**

### **THE ALTERATION OF BY-LAWS**

95. No proposal for the alteration of these By-laws shall be considered except at the Annual General Meeting or at an Extraordinary General Meeting called for the purpose; and for the adoption of such a proposal not less than two-thirds of those voting, in person or by proxy, or in a poll must give an affirmative vote.
96. A proposal for the alteration of these By-laws may be put forward either by the Council or by members or affiliates. In the latter case the proposal must be in writing and signed by not fewer than thirty members or affiliates, and deposited at the office of the Society and shall not be considered until a Report thereon by the Council has been prepared for submission to the meeting. The proposal and the Report by the Council shall be circulated with notice of the meeting, and the provisions of By-law 87 with regard to length of notice shall be applicable.

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