

## Regulations of the Royal Society of Biology as approved at Council.

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Professor Claire Wathes  
Honorary Secretary

16 December 2024

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*ESP: Education and Science Policy Committee*  
*MPA: Membership and Professional Affairs Committee*  
*FARC: Finance, Audit & Risk Committee*

## **Regulation 1.1**

### **Proceedings and Powers of the Council**

1. Council made these regulations under Bylaws 34 and 35.
2. The minimum period of notice to be given to members of the Council that a meeting is to be held shall be seven calendar days.
3. The President shall act as the Chair of the meetings of the Council but, in their absence the Chair shall be taken by a member of Council nominated by the President.
4. When there is not unanimity of the Council on a resolution, the vote shall be taken by a show of hands. In the event of an equality of votes, the Chair of the meeting shall have an additional casting vote.
5. A meeting of the Council shall be quorate if at least eight of the 15 members of Council are present, either in person or virtually.
6. This Regulation is effective from 2 May 2018.

## **Regulation 1.2**

### **Notices to be Given and the Conduct of General Meetings**

1. Council made these regulations under Bylaws 50, 51, 53, 54 and 59.

#### **2. Notice of General Meetings**

2.1. Save in the special circumstances provided for in Bylaw 53, the Council shall be responsible for convening General Meetings. Announcement of the date and place of a General Meeting shall be given to members by a notice in the Society's journal, or by electronic or other written communication, appearing not less than 6 weeks beforehand.

#### **3. Notice of Special Resolutions for General Meetings**

3.1. For a Special Resolution to be considered at a General Meeting it must be proposed by the Council or have been proposed, with the support of at least ten Individual Members and/or Member Organisations, to the Chief Executive in writing at least four weeks before the date of the General Meeting.

3.2. Every resolution put to a General Meeting of the Society shall be decided in the first instance on a show of hands together with the proxy votes submitted. Upon the result of the show of hands any member present and entitled to vote may demand a formal count immediately following the declaration of the vote.

3.3. Every member personally present and entitled to vote shall be entitled to one vote on each matter to be decided in their respective College and in the case of an equality of votes the person presiding at the Meeting shall be entitled to a second and casting vote.

3.4. No objection shall be made to the validity of any vote except at a meeting at which such vote shall be tendered and every vote not disallowed at such meeting shall be valid. The person presiding at the meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting.

#### **4. General Meetings**

4.1. The President shall take the Chair at General Meetings, save that in their absence a member of Council nominated by the President shall do so.

4.2. Save for the provision of Bylaw 54 a General Meeting may be adjourned only with the agreement of at least three quarters of those present.

4.3. The wording of all resolutions proposed shall be available at least 21 days prior to the General Meeting, by publication on the Society's website, or by a request to the Chief Executive.

#### **5. Extraordinary General Meetings**

5.1. A General Meeting, other than an Annual General Meeting, shall be convened by requisition as set out in Bylaw 50. If no Extraordinary General Meeting has been convened within two months of the receipt of requisition, one may be convened by the requisitionists or any of them being at least a simple majority in number of them,

in the same manner in which General Meetings are convened by the Council, and only for such purposes as specified in the requisition. Any such Extraordinary General Meeting shall be convened not later than three calendar months after the expiration of the initial period of two months.

## **6. Notices to Members**

6.1. Other than a notice for a General Meeting, notices to members shall be sufficiently given if printed in an issue of the Society's journal or published on the Society website which is public at least twenty-one days before the event concerned.

7. This Regulation is effective from 2 May 2018.

## Regulation 1.3

### Committees of Council

1. Council made these regulations under Bylaws 21 and 35.

### 2. Committees

2.1. The Principal Committees of the Council shall comprise:

- 2.1.1. Education and Science Policy (ESP) Committee
- 2.1.2. Membership and Professional Affairs (MPA) Committee

2.2. The statutory Committees of Council shall be

- 2.2.1. Finance, Audit and Risk Committee (FARC)
- 2.2.2. Professional Matters Committee and Appeals Panel, as required

2.3. Other Committees of Council shall be

- 2.3.1. Remuneration Committee (General staff)
- 2.3.2. Remuneration Committee (CEO)
- 2.3.3. Fellowship Committee

### 3. Committee Workings

- 3.1. Chairs of Principal Committees are appointed by Council. They may establish other sub-committees or task and finish groups as required. Each shall have clear terms of reference as approved by Council.
- 3.2. Chairs and members of Principal Committees shall be Individual Members or approved representatives of Organisational Members of the Society.
- 3.3. The period of office of Chairs and members of Principal Committees is normally four years. A maximum of two consecutive terms may be served.
- 3.4. Only the Chair and committee members may vote at meetings of the committees.
- 3.5. Employees of the Society who are in attendance at committee may not vote.
- 3.6. The President is entitled to attend any Principal Committee of the Society but is not entitled to vote.
- 3.7. The Chief Executive is an *ex officio* member of the Principal Committees and Statutory Committees of Council; the Chief Executive's personal attendance at any working group shall be at their discretion. The Chief Executive may not vote.
- 3.8. Each Principal Committee shall have the power to remove or suspend from membership of a working group any or all of the members of a working group that reports to it. The power shall only be used if that member or working group shall unreasonably fail to comply with the policy of the Council or with the decisions of the Principal Committee. This power shall only be exercised after approval by the Council, except in circumstances where the reputation of the Society is considered

by the Principal Committee to be in jeopardy of being brought into disrepute by the member or group.

3.9. Any appeal against the use of the power in the preceding paragraph shall be made in writing to the President within five working days of formal notification and shall be considered by a panel of three members or Fellows in good standing appointed by the President. The decision of the panel shall be final.

3.10. Committees meet at least once per year, with extraordinary meetings as appropriate.

Finance, Audit and Risk Committee is chaired by the Honorary Treasurer

3.11. The Audit function is the responsibility of the Finance, Audit and Risk Committee (FARC) which shall report directly to Council. An independent member with Audit expertise will be appointed by Council and may not be a member of Council or the Principal Committees. The appointee may be from outside the membership. FARC shall have at least one member external to the Society's individual membership.

3.12. The Finance, Audit and Risk Committee consists of members of Council and at least one external member in accordance with clearly defined terms of reference. Council shall approve such terms of reference and review them every three years as a minimum.

3.13. Remuneration Committee (General staff) consists of the three Honorary Officers plus two independent members who shall normally be Fellows but who are not current members of Council. One of the independent members shall be Chair. The Chief Executive will normally be in attendance.

3.14. Remuneration Committee (CEO) consists of the three Honorary Officers plus two independent members who shall normally be Fellows but who are not current members of Council. One of the independent members shall be the Chair.

3.15. Committees may meet virtually and, for the purposes of voting or ensuring meetings are quorate, any committee member may join a physical meeting of their committee via remote audio or video link and be considered to be in attendance.

#### **4. Responsibilities of Committees**

4.1. Committees are responsible for:

- 4.1.1. the development and implementation of their remit and terms of reference, subject to approval by Council
- 4.1.2. the terms of reference and remit of any such working group set up by the Committee including any internal audit function
- 4.1.3. risk management which overall shall fall within the remit of the Finance, Audit and Risk Committee
- 4.1.4. reporting their activity to Council
- 4.1.5. identifying and reviewing the need for working groups and other activities, and the membership of those groups, subject to approval by Council. In particular, Council will indicate the level of delegation for each working group and activity, the reporting structure, and any responsible person.

#### **5. Activities of Principal Committees**

5.1. **Education and Science Policy (ESP) Committee** is responsible for the following activities:

- 5.1.1. Science and Education policy
- 5.1.2. The Animal Science Group (ASG), Plant Science Group (PSG), Biology Education Research Group (BERG), and Heads of University Biosciences (HUBS) special interest groups
- 5.1.3. Accreditation of Degrees and related work
- 5.1.4. Other advisory committees relevant to the Committee's work including the Curriculum Committee & Employer Advisory Group
- 5.1.5. Policy issues relating to organisational members as required
- 5.1.6. Other such matters as Council may from time to time delegate to the Committee
- 5.1.7. Establishing formal terms of reference to be agreed by Council
- 5.1.8. The Chair of ESP shall attend Council but may not vote.

5.2. **The Membership and Professional Affairs (MPA) Committee** will be responsible for the following activities:

- 5.2.1. All membership matters including individual and organisational membership recruitment, except the disciplinary process which will be handled by a specially convened Professional Matters Committee and Appeals Panel as provided for in the Regulations
- 5.2.2. Review and analysis of membership recruitment and retention strategies, advising on current best practice and new modes of engaging with current and potential members
- 5.2.3. Oversight of all professional registers, ensuring that they support the communities they serve and advising on benefits packages as related to underpinning competency frameworks
- 5.2.4. Directing training and professional development support, specifically advising on the training provision and online training portal provision
- 5.2.5. Via the Events Working Group (an MPA advisory group), oversight of event programmes and content, suggesting speakers, themes and sponsors as required (in collaboration with ESP committee)
- 5.2.6. Advising on stakeholder engagement activities and member organisation benefits, using current market trends and best practice indicators, including but not limited to member organisation recruitment, retention and benefit packages.
- 5.2.7. Other such matters as Council may from time to time delegate to the Committee.
- 5.2.8. Establishing formal terms of reference to be agreed by Council.
- 5.2.9. The Chair of MPA committee shall normally be the Honorary Secretary.

## 6. **Activities of Other Committees**

6.1. **Remuneration Committee (General staff)** will:

- 6.1.1. Review the market place for relevant benchmarks for annual wage increases which may include, but is not limited to, other learned societies and the wider voluntary sector.
- 6.1.2. Agree on behalf of Council any overall salary increase for the next financial year based on benchmarks, wider cost of living measures and the ability of

the Society to bear the cost within an overall budget agreed by Finance, Audit & Risk Committee and Council.

- 6.1.3. Provide a balance and check to individual pay awards by having access to individual staff salary information on request.
- 6.1.4. Where further salary adjustments are considered appropriate but exceed the agreed budget, recommendations may be made to Finance Committee and Council to provide further resource. Council's decision is final.
- 6.1.5. The Remuneration Committee (General staff) shall not review the salary of or other terms and conditions relating to the Chief Executive.

## **6.2. Remuneration Committee (CEO)**

- 6.2.1. The Remuneration Committee (CEO) shall review the salary and other terms and conditions relating to the employment of the Chief Executive at least annually.
- 6.2.2. The Committee shall have delegated authority from Council to set the CEO's pension arrangements, salary and any applicable bonus.
- 6.2.3. The Committee may make recommendations to Council on other aspects of the CEO's employment terms and conditions from time to time. These shall not be effective unless agreed by Council.
- 6.2.4. The CEO shall not be a member of this committee

## **6.3. Finance, Audit and Risk Committee**

- 6.3.1. The Finance, Audit and Risk Committee shall have primary responsibility for liaison with the Society's Auditors, reviewing the annual audit process, considering the annual report and accounts, risk management and HR policies.
- 6.3.2. The Committee shall review overall financial performance of the Society and offer advice to Council in line with the Terms of Reference. This shall include setting the annual budget and cash flow on the advice of the Chief Executive.
- 6.3.3. The Committee shall review and monitor investments and investment policy.
- 6.3.4. The Committee shall review the arrangements and performance of the closed defined benefit pension scheme as the principal employer and liaise with the Pension Trustee as required. The Honorary Treasurer shall normally take the lead on this engagement.
- 6.3.5. Review the risk register
- 6.3.6. Review policies and other key documents in line with the Terms of Reference

## **6.4. Fellowship Committee**

- 6.4.1. The Fellowship committee shall have Terms of Reference as agreed by Council and primary responsibility for liaison with the Membership team, advising on Fellowship applications and supporting the quarterly election process.
- 6.4.2. Members shall be appointed by Council and be Fellows in good standing for the duration of their term.

7. This Regulation is effective from 16 December 2024



## Regulation 1.4

### Council Vacancies and Succession Planning

1. Council made this regulation under Bylaws 26, 27 and 33.
2. **Succession Planning**
  - 2.1. *President:* The term of the President shall be four years and is not eligible for re-election. A nomination shall be made for a new President at least three months prior to the end of the current President's term and, where practical, up to one year before. The new President shall assume the Presidency on the retirement of the incumbent President.
  - 2.2. *Honorary Secretary and Honorary Treasurer:* The Honorary Secretary and Honorary Treasurer shall retire each year but shall be eligible for re-election provided that the total period of service does not normally exceed five consecutive years.
3. **Vacation of Office by a Member of the Council**
  - 3.1. The circumstances, in which the members of the Society under the power given by Bylaw 33 shall call an Extraordinary General Meeting to remove a person from membership of the Council, shall be either professional misconduct, or conduct within the affairs of the Society likely to harm the standing of the Society.
4. **Casual Vacancies in Membership of Council**
  - 4.1. The Council shall be entitled to appoint an Individual Member or duly recognised member of a Member Organisation as a member of the Council to fill a vacancy, howsoever caused. The person so appointed shall hold office until the Annual General Meeting next after their appointment, and shall then retire and be eligible for election or appointment as provided in the Regulations.
  - 4.2. Council may delegate these responsibilities to an Honours & Nominations Committee drawn from the Council and/or Principal Committee membership.
5. This Regulation is effective from 16 December 2024.

## Regulation 1.5

### The Chief Executive

1. Council made these regulations under Bylaw 37.
2. The Chief Executive of the Society shall be appointed by Council.
3. The Chief Executive shall during the employment
  - 3.1. perform such duties and exercise such powers as Council may decide and are included in the contract of employment
  - 3.2. in the absence of any specific directions from the Council, have the general control and executive responsibility for the management of the affairs of the Society, for the delivery of the policies of the Society, and shall report to the Council
  - 3.3. do what is necessary to promote and develop the science of biology and at all times and in all respects conform to and comply with the proper reasonable directions and regulations of the President and of the Council
4. The Chief Executive may be removed from the post and have their appointment terminated if the individual
  - 4.1. becomes bankrupt
  - 4.2. is found guilty of misconduct prejudicial to the interests of the Society
  - 4.3. proves incompetent or inefficient in the discharge of the duties of the post
  - 4.4. wilfully neglects the due performance of the duties.
5. Termination of the Chief Executive shall be reached by a meeting of the Council, convened with express notice at which at least eight of the current members of the Council shall constitute a quorum. The question of the appointment shall require a resolution passed by no less than three quarters of the Council members present.
6. This Regulation was updated on 11 September 2019.

## Regulation 1.6

### Proxy Voting

1. Council made this regulation under Bylaw 53.
2. Individual Members and Member Organisations may exercise their right to vote in absentia at a General or Extraordinary Meeting through the use of a proxy vote.
3. The instruments for proxy voting are available (a) by written application (including electronic application) to the Chief Executive, and/or (b) through the Members' Area of the Society's website ([www.rsb.org.uk](http://www.rsb.org.uk)).
4. New instruments will be produced for each General Meeting, detailing the items where a vote either may be or is required. These instruments will be available not less than 3 weeks before a General Meeting. There will be one form of proxy for Individual Members, and another form for Member Organisations.
5. For a proxy vote to be valid, it must be received by the Chief Executive no later than 48 hours before the General Meeting via post or email as advised in Meeting communications.
6. Members may nominate any other Member to cast their proxy vote, including the Chair of the meeting. Should the member voting by proxy be present, their proxy vote will be withdrawn in favour of their vote at the meeting.
7. This Regulation is effective from 16 December 2024.

## Regulation 1.7

### Procedures for Extraordinary Meetings (EGM)

1. Council made this Regulation under Bylaw 50 and 53.
2. Any EGM convened in accordance with Regulation 1.2 shall normally be chaired by the President.
3. If the President is unable to chair the meeting, this responsibility may be delegated to another member of Council.
4. EGM Resolutions shall be made and submitted in accordance with Bylaw 51 and 52 to the Chief Executive at least 10 working days ahead of the EGM. Each Resolution must have the written support of at least ten voting members (either individual or organisational).
5. Only members entitled to vote in the election of trustees may submit Resolutions. Resolutions proposed by full Member Organisations may only be submitted by their formal representative. Supporting Member Organisations may not vote in accordance with Bylaw 11.
6. An EGM will be quorate in accordance with Bylaw 53. The EGM may only proceed if a quorum is established for both Colleges.
7. A Resolution shall be deemed to be passed if there is a simple majority of all voting members present plus proxy votes, in favour. In the first instance voting shall be decided by a show of hands. A majority is not required in both Colleges, only overall. Any member present and entitled to vote may immediately demand a count or recount once the result is declared.
8. In the case of an equal number of votes, the person presiding at the meeting shall be entitled to a second and casting vote.
9. Proxy votes may be cast in accordance with Bylaw 53 and Regulation 1.6.

### 10. Notices

- 10.1. Notices of the EGM and the outcome shall be served to members in accordance with Bylaws 56, 57, 58 and 59. Such Notices may be sent by mail or electronically.
11. This Regulation is effective from 2 May 2018.

## Regulation 2.1

### The creation and management of Specialised Groups

1. Council made these regulations under Bylaw 36.
2. Council may create or dissolve Specialised Groups of the Society under Bylaw 36. Council will prescribe the names of such Groups and shall, either directly or through appended documents, provide for the powers, constitutions and governance of such Groups.
3. Council may delegate to the governing bodies of such Specialised Groups the power to incur expenditure within specified limits on behalf of the Society in furtherance of its object by means of a Designated Fund, or such other instrument as approved by Council 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.
4. Specialised Groups are responsible to the Council of the Society, or such Committee to which Council may delegate authority.
5. Where provided for, the Chair, Secretary and Treasurer of the Specialised Group, as Honorary Officers, must be individual members of the Royal Society of Biology.
6. Council may provide for the levying of subscriptions for admission to and retention of membership of Specialised Groups.
7. Council may approve the admission of persons who are not individual members or associates into such Specialised Groups and may authorise the establishment of joint Specialised Groups with other bodies having objects similar in whole or in part to those of the Society.
8. This Regulation is effective from 2 May 2018.

### Notes:

1. If a currently existing organisation is accepted as a Specialised Group, then the following steps may be needed (as well as agreement of both sides):
  - 1.1. match the objectives of the organisation to those of the Society to make sure they align and check with the Charity Commission that the model works;
  - 1.2. use the current governing documents as the basis for the Specialised Group documents;
  - 1.3. create a Designated Fund, with authority to spend delegated to the Specialised Group;
  - 1.4. merge the charities, if appropriate, and transfer the assets to the Designated Fund.

## **Regulation 2.2**

### **Specialised Registers**

1. Council made these regulations under Bylaw 12.
2. This Regulation applies to all Society specialist Registers except those operated under licence from a third party.
3. Each specialist register of the Society shall have its own terms of reference which shall, in every respect, be consistent with the Charter, Bylaws and other relevant Regulations that may be in place from time to time.
4. Council delegates to the Membership and Professional Affairs (MPA) Committee of the Society responsibility for agreeing such Terms of Reference.
5. The Chief Executive shall be responsible for monitoring and enforcement of such Terms of Reference on a day to day basis.
6. The MPA Committee shall seek to review the operation and effectiveness of each Specialist Register at least once per annum and provide a report to Council.
7. This Regulation is effective from 2 May 2018.

### **Regulation 2.3**

#### **Chartered Biologist**

1. Council made these regulations under Bylaw 2.
2. This Regulation applies to the Register of Chartered Biologists.
3. The Register will have its own Terms of Reference which shall be consistent with the Charter, Bylaws and other relevant Regulations that may be in place from time to time.
4. Council delegates to the Membership and Professional Affairs Committee of the Society responsibility for agreeing such Terms of Reference.
5. This Regulation is effective from 2 May 2018.

## **Regulation 2.4**

### **Registers Operated under Licence**

1. Council made these Regulations under Bylaws 2 and 12.
2. This regulation applies to Registers operated by the Society under licence from third parties, such as the Science Council.
3. Such Registers shall conform to the requirements and conditions set out by the licencing body always provided that they do not conflict with the Charter, Bylaws and Regulations of the Society.
4. Council delegates to the Membership and Professional Affairs Committee of the Society responsibility for agreeing and revising third party licence agreements, which may be devolved on a day to day basis by the Chief Executive and their staff.
5. This Regulation is effective from 2 May 2018.



## Regulation 3.1

### Membership and Fellowship

1. Council made these regulations under Bylaws 11, 19 and 20.

1.1. Formal application processes will be as agreed by the Membership and Professional Affairs Committee for all grades and classes.

### Individual Membership

#### 2. Fellowship

2.1. *Fellowship by nomination*: A person who is being nominated for Fellowship shall have a proposer and two supporters, who shall be Voting Members of the Society. The proposer, and at least one supporter, shall be Fellows. Each nomination shall be made on the appropriate form and signed by the candidate.

2.2. *Fellowship by application*: A person who is applying for Fellowship shall have two referees. Each application shall be made on the appropriate form and signed by the candidate. Applications and signatures may be electronic.

2.3. *Fellowship by invitation*: The Fellowship Committee or Chief Executive may recommend to Council the names of those persons it considers evidently worthy of invitation to become Fellows.

2.4. A *Curriculum Vitae* and supporting information as required, which shows distinction and/or significant achievement will be accepted in place of a formal application and statement.

2.5. The Fellowship Committee may assess and make recommendations on any applications where the qualifications for the level of the Fellowship grade may be ambiguous.

#### 3. Membership

3.1. For the purposes of this Regulation, 'biological science' refers to a recognised programme of study with at least 50% of the last two years of the programme spent on biological science.

3.2. The Council shall have power to admit as an Individual Member a person who:

3.2.1. possesses an honours degree or equivalent in a relevant subject with at least three additional years' experience in responsible work relevant to biological science. This may be reduced to two years for graduates from a degree course accredited by the Society, or through two full years of Continuing Professional Development (CPD) in addition to associate membership criteria.

3.2.2. produces evidence to satisfy Council that they have sufficient experience and are making or have made a substantial contribution to the advancement of biological science or its application

#### **4. Associate and Affiliate Membership**

- 4.1. Associate and affiliate membership may be awarded under Bylaws 9 and 10 respectively.

#### **5. Honorary Fellowship**

The Nominations Committee shall consider proposals for Honorary Fellows from time to time and at least once in each calendar year, using a process they shall agree.

Following recommendation by the Nominations Committee, the RSB may acknowledge exceptional service, particular eminence or significant influence in the life sciences via the award of Honorary Fellowship (Hon FRSB). Recipients will be expected to proactively use their position and honorary status to publicly advocate for and promote the work of the RSB where appropriate.

Honorary Fellows shall be bound by the same professional standards as all other members, and, following approval by Council, shall be subject to the same disciplinary procedure (Regulation 3.9) either following a formal complaint, or for matters of professional conduct or other breach of the Charter, Bylaws and Regulations.

There will usually be no more than two Honorary Fellowships per annum.

#### **Organisational Membership**

##### **6. Full Membership**

- 6.1. The Council shall have power to admit as an Organisational Member organisations with a remit relevant to the objects of the Society, which are typically biology-led and have individual members themselves.
- 6.2. Application for Full Membership shall be by correspondence with the Chief Executive or delegee and formal approval at Council.

##### **7. Supporting Membership**

- 7.1. The Council shall have power to admit to Supporting Membership such organisations who have an interest in the life sciences.
- 7.2. Application for Supporting Membership shall be by correspondence with the Chief Executive or delegee and formal approval at Council.

##### **8. Affiliated Membership**

- 8.1. The Council shall have power to admit Supporting Member Organisations and designate them as Affiliated Membership. Such organisations will normally be those whose core business is typically not based in or around the life sciences, but who are keen to align themselves with this key area.
- 8.2. Application for Affiliated Membership shall be by correspondence with the Chief Executive or delegee and formal approval at Council.

## **9. Professional Conduct of all grades of membership**

9.1. Members of the Royal Society of Biology, for all grades, shall observe the provisions of the Charter and Bylaws of the Society and shall conduct their activities honourably and with the highest academic and professional standards. They shall act to preserve the interests of the Society and the furtherance of biology.

9.2. A code of professional and ethical conduct shall be available as a reference guide on the Society's website and in hard copy upon request.

10. This regulation is effective from 2 May 2018.

## Regulation 3.2

### Membership and Specialist Register Appeals

1. Council made these regulations under Bylaws 12, 13, 18, 19 and 20.

1.1. The Society's Bylaws govern election to membership. The Bylaws give the Society's Council absolute discretion in determining through regulations the conditions for election to any grade of membership and empower the Council to delegate authority to an appropriate Committee.

1.2. These regulations also apply to applications to and re-registrations with the specialist Registers including those licensed to the Society by third party providers. If the membership in question relates to a Register held under licence by the Society from the Science Council, the appellant shall have no redress to the Science Council.

### 2. Requests for reconsideration by the Society

2.1. On request an applicant shall receive a written statement of the reasons why the appropriate membership Committee or appropriate Register Committee has refused an application for election to a grade of membership or registration. If the applicant is aggrieved by such refusal the applicant may request the Committee to reconsider an application on the grounds:

2.1.1. that the Committee was not in receipt of sufficient information to allow it to come to a reasoned decision

2.1.2. that the Committee misinterpreted or misapplied the regulations for election to membership

2.1.3. that the Committee discriminated unfairly against the applicant, including on the basis of race, colour, religion, gender, sexual orientation, gender identity, national origin, age, disability, marital status or amnesty or any other protected characteristic

2.1.4. of maladministration on the part of an administrative officer

2.2. Applications for reconsideration may not be made in person to the Committee.

2.3. Requests must be made in writing addressed to the Honorary Secretary within 28 days of the written statement of refusal and shall specify on which of the above grounds the request for reconsideration is being made.

2.4. The applicant shall provide such further evidence, documents or other information in support of the request as the applicant may wish or as the Committee may require.

2.5. The Committee, at its sole discretion may invite the applicant to appear before it when it reconsiders the application, but the applicant shall not be entitled to be accompanied by any other person. In addition, the Committee will not consider representations in person from a third party made on behalf of an applicant.

2.6. The Committee shall reconsider the application together with any further evidence, documents or other information, as may be supplied by the applicant.

2.7. Neither the Society nor the Committee shall be responsible for any costs incurred by the applicant in connection with the reconsideration of the application.

2.8. The Committee shall communicate its decision on the request in writing.

### 3. Appeals

- 3.1. When an application has been reconsidered by the Membership and Professional Affairs Committee or appropriate Register Committee Panel and again been refused, the aggrieved applicant may appeal to the Society against a refusal of election on the grounds:
- 3.1.1. that the Committee was not in receipt of sufficient information to allow it to come to a reasoned decision;
  - 3.1.2. that the Committee misinterpreted or misapplied the regulations for election to membership and/or the regulations under paragraph 4 hereof when reconsidering the application;
  - 3.1.3. that the Committee discriminated unfairly against the applicant, including on the basis of race, colour, religion, gender, sexual orientation, gender identity, national origin, age, disability, marital status or amnesty or any other protected characteristics;
  - 3.1.4. of maladministration on the part of an administrative officer
- 3.2. Such appeal shall be made in writing to the Chief Executive and shall specify on which of the above grounds the appeal is being made.
- 3.3. Such appeal shall be lodged with the Chief Executive within 28 days after the Committee's reconsideration decision was posted to the applicant.
- 3.4. On receipt of an appeal the Chief Executive shall send to a Council nominee copies of all papers concerning the application, to include those previously considered by the Committee.
- 3.5. The Council nominee will, in the first instance, review the application with the Chair of the Fellowship or Membership Committee or appropriate Register Committee, or nominee of the Chair, and one other member of Council, and work to resolve the appeal.
- 3.6. Should the persons identified under paragraph 3.5 of this Regulation fail to resolve the appeal, the Council nominee shall convene a Panel to hear the appeal and shall Chair the Panel with up to four additional members to serve on this body which shall have powers to investigate the application on behalf of Council. The Chief Executive or their nominee shall be Secretary to the Panel without vote. No member of the Panel, or the Secretary to the Panel, shall have previously considered the application or shall have acted as referee or sponsor of the applicant. The Panel shall have the power to collect information including personal statements, from any source to assist in the investigation.
- 3.7. The quorum for a meeting of the Panel shall be three voting members. Decisions shall be by a simple majority. In the event of a tie, the chairman of the Panel shall have a second and casting vote.
- 3.8. The Chief Executive shall notify the applicant of the date on which the appeal is to be heard at least 28 days beforehand.

- 3.9. The applicant shall be required to attend the hearing of the appeal and to address the Panel in support of the appeal. The applicant may be accompanied by a single individual only who may also address the Panel on the applicant's behalf where the Chair gives permission. If the applicant intends to have an individual present at the appeal the applicant shall inform the Chief Executive at least 7 days beforehand of the identity of the individual. The individual may only attend with the applicant and cannot be a legal representative.
- 3.10. The Panel shall not consider an appeal based on any challenge to or questions regarding a referee's report to the Committee.
- 3.11. Neither the Society nor the Panel shall be responsible for any costs incurred by the applicant or the individual accompanying the applicant in connection with the appeal.
- 3.12. The Panel shall report to Council in writing with a recommendation that Council shall uphold or reject the appeal. Such report shall be accompanied by all papers considered by the Panel and the Panel shall give its reasons for the recommendation.
- 3.13. The Council shall then consider the appeal and any recommendation received from the Panel and shall adjudicate on the appeal. The decision of the Council to uphold an appeal against the refusal of an application by the Committee shall be by a two-thirds majority of those present and voting at the meeting. Otherwise the appeal shall be rejected.
- 3.14. The decision of the Council shall be final and no further appeal will be considered either by the Society, or in the case of appeals regarding membership to a Science Council Register, by the Science Council.
- 3.15. The Chief Executive or delegee shall communicate the decision of the Council in writing.
- 3.16. This Regulation is effective from 9 December 2020.

### Regulation 3.3

#### Appeals Against Refusal of Admittance to Full Member Organisation status

1. Council made these regulations under Bylaw 8, 11, 18, 19 and 20.

#### 2. Requests for reconsideration by the Society

2.1. On request an applicant shall receive a written statement of the reasons why the Membership and Professional Affairs Committee has refused an application for member organisation status. If the applicant is aggrieved by such refusal the applicant may request the Committee to reconsider an application on the grounds:

2.1.1. that the Committee was not in receipt of sufficient information to allow it to come to a reasoned decision

2.1.2. that the Committee misinterpreted or misapplied the regulations for election to membership

2.1.3. of maladministration on the part of an administrative officer

2.2. Applications for reconsideration may not be made in person to the Committee.

2.3. Requests must be made in writing addressed to the Committee Secretary within 28 days of the written statement of refusal and shall specify on which of the above grounds the request for reconsideration is being made.

2.4. The applicant shall provide such further evidence, documents or other information in support of the request as the applicant may wish or as the Committee may require.

2.5. The Committee, at its sole discretion may invite a representative of the applicant to appear before it when it reconsiders the application, but the applicant shall not be entitled to be accompanied by any other third party representative. In addition, the Committee will not consider representations in person from a third party made on behalf of an applicant.

2.6. The Committee shall reconsider the application together with any further evidence, documents or other information, as may be supplied by the applicant.

2.7. Neither the Society nor the Committee shall be responsible for any costs incurred by the applicant in connection with the reconsideration of the application.

2.8. The Committee shall communicate its decision on the request in writing.

#### 3. Appeals

3.1. When an application has been reconsidered by the Membership and Professional Affairs Committee and again been refused, the aggrieved applicant may appeal to the Society against a refusal of election on the grounds:

3.1.1. that the Committee was not in receipt of sufficient information to allow it to come to a reasoned decision;

3.1.2. that the Committee misinterpreted or misapplied the regulations for election to membership and/or the regulations under paragraph 4 hereof when reconsidering the application;

3.1.3. of maladministration on the part of an administrative officer



- 3.2. Such appeal shall be made in writing to the Chief Executive and shall specify on which of the above grounds the appeal is being made.
- 3.3. Such appeal shall be lodged with the Chief Executive within 56 days after the Committee's reconsideration decision was posted to the applicant.
- 3.4. On receipt of an appeal the Chief Executive shall send to the College of Organisations representative copies of all papers concerning the application, to include those previously considered by the Committee.
- 3.5. The Council nominee will, in the first instance, review the application with the Chair of the Membership and Professional Affairs Committee, or nominee of the Chair, and one other member of Council, and work to resolve the appeal.
- 3.6. Should the persons identified under paragraph 3.5 of this Regulation fail to resolve the appeal, the Council nominee shall convene a Panel to hear the appeal and shall Chair the Panel with up to four additional members to serve on this body which shall have powers to investigate the application on behalf of Council. The Chief Executive or their nominee shall be Secretary to the Panel without vote. No member of the Panel, or the Secretary to the Panel, shall have previously considered the application or shall have acted as referee or sponsor of the applicant. The Panel shall have the power to collect information including personal statements, from any source to assist in the investigation.
- 3.7. The quorum for a meeting of the Panel shall be three voting members. Decisions shall be by a simple majority. In the event of a tie, the chairman of the Panel shall have a second and casting vote.
- 3.8. The Chief Executive shall notify the applicant of the date on which the appeal is to be heard at least 28 days beforehand.
- 3.9. A representative of the applicant shall be required to attend the hearing of the appeal and to address the Panel in support of the appeal. The applicant may be accompanied by a single individual only who may also address the Panel on the applicant's behalf where the Chair gives permission. If the applicant intends to have an individual present at the appeal the applicant shall inform the Chief Executive at least 7 days beforehand of the identity of the individual. The individual may only attend with the applicant and cannot be a legal representative.
- 3.17. The Panel shall not consider an appeal based on any challenge to or questions regarding a referee's report to the Committee.
- 3.18. Neither the Society nor the Panel shall be responsible for any costs incurred by the applicant or the individual accompanying the applicant in connection with the appeal.
- 3.19. The Panel shall report to Council in writing with a recommendation that Council shall uphold or reject the appeal. Such report shall be accompanied by all papers considered by the Panel and the Panel shall give its reasons for the recommendation.
- 3.20. The Council shall then consider the appeal and any recommendation received from the Panel and shall adjudicate on the appeal. The decision of the Council to



uphold an appeal against the refusal of an application by the Committee shall be by a two-thirds majority of those present and voting at the meeting. Otherwise the appeal shall be rejected.

- 3.21. The decision of the Council shall be final and no further appeal will be considered either by the Society, or in the case of appeals regarding membership to a Science Council Register, by the Science Council.
- 3.22. The Chief Executive or delegee shall communicate the decision of the Council in writing.
- 3.23. This Regulation is effective from 2 May 2018.

## **Regulation 3.4**

### **Removal of Organisational Membership**

1. Council made these regulations under Bylaw 8, 11, 18, 19 and 20.

#### **2. Full Membership**

2.1. The Council shall have power to expel an Organisational Member at its discretion.

2.2. Expulsion of Full Members shall be by correspondence with the Chief Executive or delegee following formal approval at Council.

2.3. Full members have the right to appeal and the process shall follow Regulation 3.3.3.

#### **3. Supporting Membership**

3.1. The Council shall have power to expel any Supporting Member at its discretion.

3.2. Expulsion of Supporting Members shall be by correspondence with the Chief Executive or delegee following formal approval at Council.

3.3. Supporting Members have no right to appeal any such decision.

#### **4. Affiliated Membership**

4.1. The Council shall have the power to expel any Affiliated Member at its discretion.

4.2. Expulsion of Affiliated Members shall be by correspondence with the Chief Executive or delegee following formal approval at Council.

4.3. Affiliated Members have no right to appeal any such decision.

5. This Regulation is effective from 16 December 2024.

## Regulation 3.5

### College of Individual Members

1. Council made these regulations under Bylaw 3.
2. The College of Individual Members may, for the purposes of regulation and common use, be known as the CIM.
3. The College exists to support and promote the Individual Members (IMs) of the Royal Society of Biology, and ensure that the particular needs of IMs are addressed, through appropriate communication between IMs and Council, and through the process of election of members of Council;
4. A Chair of the College with responsibility for collecting and presenting the views and recommendations of the College to Council will be elected from the members and Fellows.
5. The Chair of the College shall be a member of Council. The term of office shall normally be four years.
6. Special Meetings of the College can be called either by the Chair, in consultation with the President and Council, or by request of 50 Individual Members, with a minimum of one month's notice in writing to the Chief Executive.
7. The appointment or re-appointment of each Council Member elected from the College of Individual Members shall be effected as follows:
  - 7.1. in the event that, at the next occurring Annual General Meeting of the Society, the term of office of one or more such Council Member, including the Chair of the College, is due to expire in accordance with Bylaw 3, the Chief Executive shall, not less than three calendar months prior to the scheduled date of such Annual General Meeting (or, if no date has been scheduled, the first anniversary of the previous Annual General Meeting), distribute in writing and/or by electronic communication to all persons who are entitled to receive notice of such general meeting details of those offices which are due to be vacated at such general meeting. Such notice shall invite the Individual Members, if they so wish, to nominate any person for appointment to such vacant office provided no such person is ineligible for election pursuant to any provision of the Charter and Bylaws and;
  - 7.2. in the case of vacancies arising other than in accordance with Bylaw 3 ('casual' vacancies), the process shall be the same, save that Council may co-opt a person to the vacant post until an election may be called at the next AGM;
  - 7.3. each nomination from an Individual Member for the appointment of a person as a Council Member must be supported by a minimum of 5 other Individual Members;
  - 7.4. any Voting Member who wishes to nominate a person for appointment as a Council Member at the relevant general meeting, and is permitted to do so notwithstanding the provisos set out in sub-paragraph 7.1 of this Regulation, must do so by notice in writing to the Chief Executive, such notice to state, in relation to each nomination:
    - 7.4.1. the name of the person nominated for appointment; and

- 7.4.2. the names of the Individual Members supporting the nomination, such notice to be served on the Chief Executive by the relevant date specified in the invitation;
  - 7.4.3. a statement from the nominee showing how they satisfy the Role Description and Job Specification for a Council Member and Trustee of the Royal Society of Biology;
  - 7.4.4. nominations for appointment to Council may also be made by Council itself;
- 7.5. in relation to the proposed appointments, the Council or (as the case may be) the Chief Executive shall, in the notice convening the general meeting, provide the following details:
- 7.5.1. the names of the persons duly nominated for appointment;
  - 7.5.2. the particulars of such persons which would, if they were duly appointed as a Council Member, be required to be included in the Society's Register of Trustee's Interests respectively, and including their statement as described in 7.4.3; and
  - 7.5.3. the names of the Individual Members supporting each nomination or an indication that the nomination was made by Council;
- 7.6. in the event that the number of nominations validly made equals the number of vacancies, each person nominated shall, subject to them consenting to act as a Council Member, be declared duly appointed at the relevant general meeting;
- 7.7. in the event that the number of nominations validly made exceeds the number of vacancies, the appointments shall be decided by a ballot of the Voting Members conducted in accordance with the following provisions of this Article;
- 7.8. if a ballot is required, pursuant to sub-paragraph (7.7) of this Regulation, in order to determine the appointment of one or more Council Member, the Council or (as the case may be) the Chief Executive shall, within one calendar month of the date specified by the Chief Executive in the notice to the Member Organisations referred to in sub-paragraph (7.1) of this Regulation, issue (by electronic communication or otherwise) a ballot paper to each Voting Member, such ballot paper to specify:
- 7.8.1. the names of the persons nominated for appointment as Council Members to whom the ballot relates;
  - 7.8.2. instructions on how voting is to be conducted, including in what manner and by which date ballot papers must be returned to the Chief Executive; and
  - 7.8.3. any other information considered by the Council or the Chief Executive to be relevant to the ballot or the conduct thereof;
- 7.9. in the event that, after the counting of votes duly cast is completed, an equality of votes is found to exist between any persons to whom the ballot relates and the addition of one vote would entitle any of such persons to be declared duly appointed as a Council Member, the President shall forthwith decide between such persons by lot, and shall proceed as if the person on whom the lot falls had received an additional vote;
- 7.10. the person receiving the highest number of votes in any such ballot (or, as the case may be, the person on whom the lot falls as referred to in sub-paragraph (7.9) of this Regulation) shall, subject to having consented to act as a Council Member, be declared duly appointed at the relevant general meeting.
8. This Regulation is effective from 2 May 2018.

## Regulation 3.6

### College of Organisational Members

1. Council made these regulations under Bylaw 3.
2. The College of Organisational Members shall, for the purposes of regulation and common use, be known as the College of Organisational Members, or COM.
3. The College exists to support and promote the Member Organisations (MOs) of the Royal Society of Biology, and ensure that the particular needs of MOs are addressed, through appropriate communication between MOs and Council, and through the process of election of members of Council;
4. There shall be three types of Member Organisation – Full Members, Supporting Members and Affiliated Members. Only Full Members may vote.
5. Full members shall normally be other Learned Societies in biological sciences. Supporting members shall normally be organisations, including private sector bodies, working in biological sciences. Affiliated members may be any organisation who supports the Society's work and need not necessarily operate within the biological sciences sector. Affiliated Organisations shall have no formal role in determining policy or other activities of the Society.
6. A Chair of the College with responsibility for collecting and presenting the views and recommendations of the College to Council will be elected from the nominated representatives.
7. The Chair of the College is a member of Council, as described in the Bylaws, with a term of four years from the AGM at which the election result was declared.
8. The College will meet at least once per year in a General Meeting to discuss matters deemed of relevance to the College. Three months' notice of such meeting will be given to the MOs. Further Special Meetings of the College can be called either by the Chair, in consultation with the President and Council, or by request of 10 Member Organisations, with a minimum of one month's notice.
9. The appointment or re-appointment of each Council Member elected from the College of Member Organisations shall be effected as follows:
  - 9.1. in the event that, at the next occurring Annual General Meeting of the Society from time to time, the term of office of one or more such Council Member, including the Chair of the College, is due to expire in accordance with Bylaw 33, the Chief Executive shall, not less than three calendar months prior to the scheduled date of such annual general meeting (or, if no date has been scheduled, the first anniversary of the previous annual general meeting), distribute in writing or by electronic communication to all persons who are entitled to receive notice of such general meeting details of those offices which are due to be vacated at such general meeting. Such notice shall invite the Member Organisations, if they so wish, to nominate any person for appointment to such vacant office provided no such person is ineligible for election pursuant to any provision of the Charter and Bylaws and provided further that there shall not at any time be more than two persons appointed or serving as Council Members upon the nomination of the same Member Organisation;

- 9.2. in the case of vacancies arising other than in accordance with Bylaw 33 ('casual' vacancies), the process shall be the same, save that the Council may co-opt a member until an election may be called at the next AGM.
- 9.3. each nomination from a Member Organisation for the appointment of a person as a Council Member must be supported by a minimum of two other Member Organisations;
- 9.4. any Member Organisation who wishes to nominate a person for appointment as a Council Member at the relevant general meeting, and is permitted to do so notwithstanding the provisos set out in sub-paragraph (9.1) of this Regulation, must do so by notice in writing to the Chief Executive, such notice to state, in relation to each nomination:
  - 9.4.1. the name of the person nominated for appointment; and
  - 9.4.2. the names of the Member Organisations supporting the nomination, such notice to be served on the Chief Executive by the relevant date specified in the invitation;
  - 9.4.3. a statement from the nominee showing how they satisfy the Role Description and Job Specification for a Council Member and Trustee of the Royal Society of Biology;
  - 9.4.4. nominations for appointment to Council may also be made by Council itself;
- 9.5. in relation to the proposed appointments, the Council or (as the case may be) the Chief Executive shall, in the notice convening the general meeting, provide the following details:
  - 9.5.1. the names of the persons duly nominated for appointment;
  - 9.5.2. the particulars of such persons which would, if they were duly appointed as a Council Member, be required to be included in the Society's Register of Trustee's Interests respectively, and including their statement as described in 9.4.3; and
  - 9.5.3. the names of the Member Organisations supporting each nomination or an indication that the nomination was made by Council;
- 9.6. in the event that the number of nominations validly made equals the number of vacancies, each person nominated shall, subject to their consenting to act as a Council Member, be declared duly appointed at the relevant general meeting;
- 9.7. in the event that the number of nominations validly made exceeds the number of vacancies, the appointments shall be decided by a ballot of the Member Organisations conducted in accordance with the following provisions of this Article;
- 9.8. if a ballot is required, pursuant to sub-paragraph (9.7) of this Regulation, in order to determine the appointment of one or more Council Member, the Council or (as the case may be) the Chief Executive shall, within one calendar month of the date specified by the Chief Executive in the notice to the Member Organisations referred to in sub-paragraph (9.1) of this Regulation, issue (by electronic communication or otherwise) a ballot paper to each Member Organisation, such ballot paper to specify:
  - 9.8.1. the names of the persons nominated for appointment as Council Members to whom the ballot relates;

- 9.8.2. instructions on how voting is to be conducted, including in what manner and by which date ballot papers must be returned to the Chief Executive; and
- 9.8.3. any other information considered by the Council or the Chief Executive to be relevant to the ballot or the conduct thereof;
- 9.9. in the event that, after the counting of votes duly cast is completed, an equality of votes is found to exist between any persons to whom the ballot relates and the addition of one vote would entitle any of such persons to be declared duly appointed as a Council Member, the President shall forthwith decide between such persons by lot, and shall proceed as if the person on whom the lot falls had received an additional vote;
- 9.10. the person receiving the highest number of votes in any such ballot (or, as the case may be, the person on whom the lot falls as referred to in sub-paragraph (9.9) of this Regulation) shall, subject to them consenting to act as a Council Member, be declared duly appointed at the relevant general meeting.
10. The Council may delegate the negotiation of fees with organisational members to the Chief Executive or their nominee.
11. This Regulation is effective from 2 May 2018.

## Regulation 3.7

### Names and Letterheads of Practising Firms

1. Council made this Regulation under Bylaws 13 and 21.
2. This statement applies to practising members and, where appropriate, employees of practising firms.
3. A 'Firm' means a sole practitioner, a partnership, a limited liability partnership or corporate body the main business of which is the provision of services customarily provided by Chartered Biologists.
4. The term 'Letterhead' means any part of the firm's notepaper and documents used by the firm for communicating with clients or other parties.
5. A member may practise under whatever name or title they see fit, subject to the Bylaws and Regulations.
6. The firm name should be consistent with the dignity of the profession and should not project an image inconsistent with that of a profession bound to high ethical and technical standards.
7. A practice name should not be misleading.
8. The description 'Chartered Biologists' or other specialist register names, as provided by the Regulations, shall not form part of the name of the firm.
9. Firms that wish to couple a description of their expertise with the words 'Chartered Biologists' or other professional designation as provided by the Regulations, must obtain the prior written approval of the wording to be used from the Membership and Professional Affairs Committee. The Committee will require proof of proficiency in the particular discipline or area proposed to be described.
10. Principals in a firm describing itself as 'Chartered Biologists' or other professional designation as provided by the Regulations, shall adopt a distinguishing name for any separate firm of biologists in which they practise and which is not itself entitled to the descriptions based on these professional designations.
11. A practice letterhead must comply with partnership and company law as appropriate, and with the Business Names Act 1985.
12. Unless the name of the firm is based on the name of past or present members of the firm or a firm with which it has merged or amalgamated, the existing firm members must consult the Society as to the propriety of the proposed name.
13. Letterheads shall show clearly whether any person named thereon is a partner or director of the firm.
14. Unless all the persons named on the letterhead are Chartered Biologists, firms should distinguish professional registrants mentioned on the letterhead by the use of designatory letters.



15. The letterhead of a practice must only describe an individual by a title, description or designatory letters to which they are entitled.
16. Members and member firms are encouraged to use the Society logo on their stationery provided they may properly call themselves by the designations provided in these Regulations. Members must seek, and obtain, written permission from the Honorary Secretary. Members should ensure that the wording: 'Royal Society of Biology' is shown in the correct position adjacent to the logo. The logo shall not be smaller than 17 mm.
17. This Regulation is effective from 2 May 2018.

## Regulation 3.8

### Disciplinary Procedure

1. Council made this regulation under Bylaw 21.
2. The disciplinary powers of the Society shall be exercised by a Professional Matters Committee, and an Appeals Panel each sitting in private and respectively constituted and acting as follows:
  - 2.1. The Honorary Secretary shall be informed within 1 month of the receipt of either a written formal complaint or allegation to the Chief Executive or President of the Society, or a resolution of Council on matters of professional conduct or other breach of the Charter, Bylaws and Regulations. The Honorary Secretary shall appoint a Professional Matters Committee consisting of four or more members of the Society of high standing, and shall, usually, chair the Committee. This Committee will initially investigate the complaint or allegation to determine if there is a case to answer.
  - 2.2. If in the opinion of the Professional Matters Committee the investigation of a particular complaint or allegation may require specialist knowledge or expertise not available to the Committee it may appoint an expert who in its opinion has such knowledge or expertise to serve *ad hoc* as a full additional member of the Committee for the purpose of considering the particular complaint or allegation.
  - 2.3. If, following the initial investigation outlined under paragraphs 2.1 and 2.2, the Committee decides there is no case to answer the complainant will be informed of the decision and the reasons for it. If, however, the Committee decides there is a case to answer, the Committee will institute a hearing and the complainee will be notified of the complaint or allegation.
  - 2.4. If for any reason any member of the Committee is during the course of the hearing unable to continue to attend the hearing (or any adjourned hearing) of any charge or matter, the remaining members of the Committee, providing there are not less than three in number, may at their discretion proceed with the hearing.
  - 2.5. Whenever a case is re-heard following a successful appeal, any of the members of the original Committee may be appointed to the new Committee.
3. The Professional Matters Committee shall investigate complaints or allegations made against a member or Registrant of unprofessional conduct or other breach of the Charter, Bylaws and Regulations by the member or Registrant.
  - 3.1. The member or Registrant shall be entitled to submit written observations or representations to the Committee on the subject matter of the complaint or allegation. Such observations will only be considered if received by the Chief Executive no more than 14 days after the date of the letter inviting such observations. The Committee may require the member or Registrant to appear before the Committee in person, to produce any documents in their possession which it might consider to be relevant to its investigation and to request the attendance of witnesses. If the member or Registrant fails to attend or otherwise to avail themselves of their rights under this paragraph the Committee may proceed in their absence and without further reference to them.

- 3.2. A member or Registrant appearing before the Committee may be accompanied by an individual and may, at the discretion of the chairman, call witnesses on their behalf. Any such individual may not be formal legal counsel.
- 3.3. The Committee may decide to reject the complaint or allegation and acquit the member or Registrant but if in its opinion the complaint or allegation is justified, it may:
  - 3.3.1. exclude the member from the Society or remove a Registrant from the Register(s);
  - 3.3.2. reprimand the member or Registrant;
  - 3.3.3. require the member or Registrant to give an undertaking to refrain from continuing or repeating the conduct which is found to have constituted the contravention;
  - 3.3.4. suspend the member from membership of the Society or the Registrant from registration on the relevant Register(s) for such period as the Society may determine;
  - 3.3.5. waive a fee and/or repay a paid fee to release any monies held by the member or Registrant on or towards payment of a fee
4. The decision of the Committee shall be notified to the member or Registrant within 14 days of the hearing by recorded delivery post to the member's last address on the register of the Society.
5. The member or Registrant may appeal against any penalty imposed on them but not against the finding of the Panel. The appeal may be made on the grounds:
  - 5.1. that the Committee was not in receipt of sufficient information to allow it to come to a reasoned decision;
  - 5.2. that the Committee misinterpreted or misapplied the Society's Bylaws, Regulations, Code of Professional Conduct or other appropriate governing documents, that may pertain to the behaviours on which grounds the complaint was made;
  - 5.3. that the Committee discriminated unfairly against the applicant, including on the basis of race, colour, religion, gender, sexual orientation, gender identity, national origin, age, disability, marital status or amnesty or any other protected characteristics;
  - 5.4. of maladministration on the part of an administrative officer
6. Any such appeal shall be by notice given to the Chief Executive and shall specify the grounds to be relied on in support of the appeal within 28 days of the date of the letter recording the decision.
7. On receipt of an appeal the Chief Executive shall send to a Council nominee copies of all papers concerning the application, to include those previously considered by the Committee. The Council nominee will, in the first instance, review the application with one other member of Council, to decide if there are grounds for appeal.
8. If there are sufficient grounds for appeal, the Council nominee shall convene an Appeals Panel to hear the appeal and shall Chair the Panel with up to four additional members to serve on this body which shall have powers to investigate the application on behalf of Council. No member of the Panel shall have previously considered the application or shall have acted as referee or sponsor of the applicant. The Panel will meet within 28 days of receipt of the appeal.

9. The Chief Executive shall notify the applicant of the date on which the appeal is to be heard at least 14 days beforehand. The Chief Executive or their nominee shall be secretary to the Appeals Panel without vote. The Panel shall have the power to collect information including personal statements, from any source to assist in the investigation. The quorum for a meeting of the Panel shall be three voting members including the chair. Decisions shall be by a simple majority. In the event of a tie, the chair of the Panel shall have a second and casting vote.
10. The Panel may vary the penalty to one of greater or less severity, within the limits of Bylaw 21, and may order for the payment by the member of a sum of money towards payment of the costs incurred by the Society in connection with the appeal. The Appeals Panel's decision is final. The Chief Executive shall notify the appellant in writing of the decision of the Appeals Panel within seven days of the meeting.
11. No penalty imposed by the Professional Matters Committee shall take effect or be reported to the Council or any notice of penalty be published within the prescribed time for appeal or (if a notice of appeal is given) while the appeal is pending. Subject thereto all decisions of the Professional Matters Committee and of an Appeals Panel shall take immediate effect and shall in due course be reported to the Council and duly recorded; and the Chief Executive may cause to be published in The Biologist notice of the reprimand, severe reprimand, suspension or expulsion of a member together with such particulars as the Committee or Panel shall think desirable of the misconduct, breach of Bylaws, or other matter for which the penalty in question was imposed. The Chief Executive may also notify such newspapers and other publications as they shall think fit of any such notice and particulars.
12. If a member is expelled their name shall be removed from the register of members of the Society and they shall thereupon cease for all purposes to be a member of the Society. Their certificate of membership shall be immediately returned and they shall not be entitled to use any designation or description which implies membership or former membership of the Society.
13. If a member is suspended their certificate of membership shall be immediately returned and they shall not be entitled during the period of their suspension to exercise any of the rights or privileges of membership of the Society or to use any such designation or description as aforesaid. They shall however remain in all other respects subject to the provisions of these Bylaws and to the exercise of the Society's disciplinary powers in respect of any contravention of those provisions committed by them during the period of their suspension.
14. If the member is also a registrant of a Register held under license from the Science Council, they shall have no redress to the Science Council.
15. Once a member has been notified that a complaint or allegation has been made against them they shall not be entitled to resign from membership of the Society until all proceedings against them under this Bylaw have been concluded; and any such proceedings may be continued notwithstanding their attempted resignation.
16. This Regulation is effective from 9 December 2020.

## Regulation 4.1

### Financial Regulations

1. Council made these regulations under Bylaws 19a, 19a, 22, 25a, 43, 44, 45, 46 and 47.

#### 2. Individual Membership Subscriptions

2.1. Every person applying for election as an Individual Member, except where otherwise resolved by Council, shall submit with their application the membership subscription for the grade applied for. In case of election the subscription will be applied to the first year of membership: if the applicant is not admitted the subscription will be returned but not the application fee. After admission to membership new members shall receive notice thereof and their names shall be added to the Register of the Society.

2.2. Council has determined that the application fee may be waived at the discretion of the Chief Executive or Director with responsibility for Membership.

2.3. All individual subscriptions shall be payable in advance. Member Organisation fees may be paid up to 50% in arrears. Member fees will normally be payable in April and will cover the membership period starting on 1<sup>st</sup> October of the previous year and running to the 30<sup>th</sup> September of the year within which the fees have been paid.

2.4. A member granted a reduced subscription under Bylaw 25 (a) may pay either a special annual subscription of half the subscription fee due for their grade or may compound for all future subscriptions. The sum payable for compounding will be reviewed and published at the start of each financial year.

#### 3. Nature of the Accounts to be Laid before the Annual General Meeting

3.1. The statement of financial activities shall be published each year in accordance with the requirements of Charity and other relevant law. A summary version of the accounts, approved by the Society's auditors, may be used for describing the accounts to the membership. Full accounts will be made available on request and will be published on the Society's website.

#### 4. External Auditors

4.1. The auditors shall hold office for one year, or until their resignation, and shall be eligible for re-appointment and shall receive such remuneration as may be determined by Council and approved by resolution at the Society's AGM.

4.2. If the office of auditors shall become vacant before the expiration of their period of office, the Council shall appoint auditors in their place for the remainder of such period.

4.3. The auditors shall have a right of access at all reasonable times to the books, records, accounts and vouchers of the Society and shall be entitled to require from the Honorary Officers and the salaried staff of the Society any information necessary for the performance of their duties.

4.4. The auditors shall make a report to the Society on the accounts and on every balance sheet and statement of accounts during their tenure of office, and the report shall so far as is relevant contain statements as to the matters required by auditors to be

reported upon as if the Society were registered as a company under the Companies Acts. Such report shall be placed before the Society at AGMs and shall be open to inspection by any member of the Society.

- 4.5. The auditors shall be entitled to attend any AGM of the Society and to receive all notices of any other communications relating to any such meetings which members of the Society are entitled to receive and to be heard at any such meeting which they attend on any part of the business of the meeting which concerns them as auditors.

## 5. Administration of Society Funds

- 5.1. An annual budget prepared by the Chief Executive will be put to Council for approval. After the Council has approved the budget, the Chief Executive shall be responsible for keeping Society expenditure within the budgeted total.
- 5.2. Any member of the Society shall have the right to request to view the Society's accounts by writing to the Chief Executive. Any such request will not be unreasonably rejected taking into account the number of such requests, availability of staff and the need to protect any personal or commercially confidential information or information otherwise restricted by prevailing law.
- 5.3. The Finance, Audit and Risk Committee shall be responsible to the Council for investing both reserve funds and temporary surpluses on the Society's current account.
- 5.4. The Finance, Audit and Risk Committee shall ensure that the Chief Executive shall keep such books of account as are necessary to give a true and fair view of the Society's affairs and to explain its transactions. Such books may be electronic.
- 5.5. The Honorary Treasurer, on behalf of the Finance, Audit and Risk Committee, shall propose the names of the auditors for appointment at the Annual General Meeting.

## 6. Fees, travelling expenses, prices of goods for sale

- 6.1. The fees charged and the price of goods for sale shall normally be reviewed by the Finance, Audit and Risk Committee, on behalf of the Council, as part of the budget calculations. Travel and subsistence rates shall normally be considered by the Remuneration and HR Committee (General) to feed into the budget process.
- 6.2. The Chief Executive shall, taking account of any recommendations from the Finance, Audit and Risk Committee, be authorised to determine:
- 6.2.1. the fees charged by the Society, including those for:
- 6.2.1.1. office accommodation
  - 6.2.1.2. contract services
  - 6.2.1.3. affiliation of biological societies and other bodies
  - 6.2.1.4. examinations
  - 6.2.1.5. entry to and retention on the Society's registers and directories
  - 6.2.1.6. registration and other fees for conferences;

- 6.2.2. the level of reimbursement of travelling expenses for Council members, committee members and staff;
- 6.2.3. the price of journals, books and other items offered for sale;
- 6.2.4. any other charges, fees or expenses.

## **7. Financial Delegation**

- 7.1. The holders for the time being of the following offices shall have power to give receipts, to sign cheques and to authorise BACS transfers on behalf of the Society:
  - 7.1.1. For amounts less than £25,000 the Chief Executive;
  - 7.1.2. In the case of BACS transfer the total sum for transfer is unlimited, always provided that each item is within the delegated authority described herein.
  - 7.1.3. For amounts exceeding £25,000: the Honorary Treasurer or the Honorary Secretary together with the Chief Executive;
  - 7.1.4. For the monthly salary transfer or cheque (the amount of which exceeds £25,000): the Chief Executive.
  - 7.1.5. The Chief Executive may further sub-delegate the power to give receipts and to sign cheques to staff of the Society through written agreement for sums up to £15,000.
- 7.2. The holders for the time being of the following offices shall have power to give contracts on behalf of the Society
  - 7.2.1. For amounts less than £25,000: the Chief Executive
  - 7.2.2. For amounts exceeding £25,000: the Honorary Treasurer or the Honorary Secretary together with the Chief Executive.
  - 7.2.3. For some activities or projects Council may give specific delegated authority which exceeds these limits from time to time. This shall be recorded in the minutes.
  - 7.2.4. The Chief Executive may further sub-delegate the power to enter contracts and procure services to staff of the Society through written agreement for sums up to £15,000.

## **8. Audit and risk management functions**

- 8.1. The Finance, Audit and Risk Committee shall collectively ensure the Society manages risk appropriately and from time to time review wider financial performance including processes used to manage the Society's finances and wider activities.
9. This Regulation is effective from 16 December 2024.



## Appendix

### Abbreviations

ESP	Education and Science Policy Committee
MPA	Membership and Professional Affairs Committee
FARC	Finance, Audit & Risk Committee
ASG	Animal Science Group
PSG	Plant Science Group
BERG	Biology Education Research Group
HUBS	Heads of University Biosciences
AGM	Annual General Meeting
EGM	Extraordinary General Meeting
CPD	Continuing Professional Development
CIM	College of Individual Members
COM	College of Organisational Members
MO	Member Organisation