

The Royal Microscopical Society

The Charter and By-Laws

Oxford

2006

The Royal Charter 1866

VICTORIA, BY THE GRACE OF GOD of the United Kingdom of Great Britain and Ireland, Queen, Defender of the Faith, TO ALL WHOM THESE PRESENTS SHALL COME GREETING: WHEREAS James Scott Bowerbank, Doctor of Laws, Fellow of the Royal Society; The Reverend Joseph Bancroft Reade, Master of Arts, Fellow of the Royal Society, Nathaniel Bagshaw Ward, Fellow of the Royal Society; and others of our loving subjects, did, in the year 1839, establish a Society by the name of THE MICROSCOPICAL SOCIETY OF LONDON, for the advancement of Microscopical Science:

AND WHEREAS it has been represented to us that the same Society has, since its establishment, sedulously pursued such its proposed object, by the researchs of its members, and the collection and discussion of observations, and by the publication of its transactions from time to time, which have contributed to the progress of Microscopical knowledge:

AND WHEREAS distinguished individuals in Foreign Countries, as well as British Subjects, have availed themselves of the facilities offered by the same Society for communicating important discoveries, greatly extending Microscopical knowledge; and the great and general interest now felt in those branches of Science, whereof the Microscope is an important instrument of investigation, has been greatly promoted and fostered by this Society:

AND WHEREAS the same Society has, in aid of its objects, acquired a considerable and important Library of Scientific Works, and a large collection of Microscopic objects, and several valuable Microscopes, to which fresh accessions are constantly being made; and the said Society has hitherto been supported by donations and annual and other subscriptions and contributions to its funds, and has therefrom purchased and is possessed of a considerable amount of stock in the public funds:

AND WHEREAS, in order to secure the property of the said Society, to extend its operations, and to give it a more permanent establishment among the Scientific Institutions of our Kingdom, we have been besought to grant to James Glaisher, Fellow of the Royal Society, the present President of the said Society, and to those who now are or shall hereafter become Members of the said Society, our Royal Charter of Incorporation for the purposes aforesaid:

Now KNOW YE that we, being desirous of encouraging a design so laudable and salutary, of our especial grace, certain knowledge, and, mere motion, have willed, granted, and declared, and do by these presents, for us, our heirs and successors, will, grant and declare that the said James Glaisher, and such of our loving subjects as now are members of the said Society, or shall from time to time be

elected Fellows thereof, according to such regulations or by-laws as shall be hereafter framed or enacted, and their successors shall for ever hereafter be by virtue of these presents one Body politic and corporate, by the name of 'The Microscopical Society of London'¹; and for the purposes aforesaid, and by the name aforesaid, shall have perpetual succession and a common Seal, with full power and authority to alter, vary, break, and renew the same at their discretion, and by the same name to sue and be sued, implead and be impleaded, answer and be answered, unto and in every Court of us, our heirs and successors, and be for ever able and capable in the Law to purchase, receive, possess, hold and enjoy, to them and their successors, any goods and chattels whatsoever, and also be able and capable in the Law (notwithstanding the Statute of Mortmain) to take, purchase, hold, and enjoy to them and their successors a hall or house, and any such messuages, lands, tenements, or hereditaments whatsoever as may be necessary or expedient for carrying out the purposes of the Society, the yearly value of which, including the site of the said hall or house, shall not exceed in the whole sum of one thousand pounds computing the same respectively at the time of the purchase or acquisition thereof, and to act in all the concerns of the said body politic and corporate as effectually, to all intents and purposes, as any other of our liege subjects, or any other body politic or corporate in our said Kingdom, not being under any disability, might do in their respective concerns.

AND we do hereby grant our special licence and authority unto all and every person and persons, bodies politic and corporate (otherwise competent), to grant, sell, alien and convey in mortmain unto and to the use of the said body politic and corporate and their successors any messuages, lands, tenements, or hereditaments not exceeding such annual value as aforesaid.

AND our will and pleasure is, and we further grant and declare, that there shall be a General Meeting or General Meetings of the Fellows of the said Society to be held from time to time as hereinafter mentioned, and that there shall be a Council to direct and manage the concerns of the said body politic and corporate, and that the General Meetings and the Council shall have the entire direction and management of the same in the manner and subject to the regulations hereinafter mentioned.

AND we do hereby also will, grant, and declare that there shall be a President, Vice Presidents, a Treasurer, and Secretaries of the said body politic and corporate, and that the Council shall consist of the President, Vice Presidents, Treasurer, Secretaries, and not more than twelve nor less than eight other Fellows of the said Society.

¹ On the 1st November, 1866, Mr. Secretary Walpole notified to the President that her Majesty had been graciously pleased 'to command that the Society shall be styled the Royal Microscopical Society.'

AND we do hereby further will and declare that the said James Glaisher shall be the first President of the said body politic and corporate, and the other persons now being the Vice Presidents, Treasurer, Secretaries, and Members of the Council shall be the first Members of the Council, and shall continue such until the election of officers shall be made in pursuance of these presents.

AND we do hereby further will and declare that it shall be lawful for the Fellows of the said body politic and corporate hereby established to hold a General Meeting once in the year or oftener, for the purposes hereinafter mentioned; namely, that the President, Vice Presidents, the Treasurer, the Secretaries, and other Members of the Council, shall be chosen at such General Meeting, and that the General Meetings shall from time to time make and establish such by-laws, and vary and alter or revoke the same as they shall deem to be useful and necessary for the regulation of the said body politic and corporate, for the admission of Fellows and of Honorary and Foreign Members, and for the fixing the number of the Vice Presidents and Officers, and for the management of the proceedings, and the estates, goods, and business of the said body politic and corporate, so that such by-laws be not repugnant to these presents, or to the Laws and Statutes of this our realm, and shall and may also enter into any resolution and make any regulation respecting the affairs of the said body politic and corporate that may be necessary and proper:

AND we do further will and declare that the General Meetings shall take place at such time as may be fixed by the said Council, and that the present regulations of the said Society, so far as they are not inconsistent with these presents, shall continue in force until the same shall be altered by a General Meeting.

AND we further will, grant, and declare that the Council shall have the sole management of the income and funds of the said body politic and corporate, and the appointment of the Librarian, Curator, and such other officers, attendants, and servants as the Council shall think necessary or useful, as also the entire management and superintendence of all the other affairs of the said Society, and shall and may, but not inconsistently with or contrary to the provisions of this our Charter, or any existing by-law, or the laws and statutes of this our realm, do all such acts and deeds as shall appear to them necessary for carrying into effect the objects and views of the said body politic and corporate.

PROVIDED ALWAYS, and we do will and declare that the Council shall, from time to time, render to a General Meeting a full account of their proceedings, and that every Fellow of the Society may at all reasonable times, to be fixed by the said Council, see and examine the accounts of the receipts and payments of the said body politic and corporate.

AND we further will, grant, and declare that the whole property of the said body politic and corporate shall be vested, and we do hereby vest the same, solely

and absolutely in the Fellows thereof, and that they shall have full power and authority to sell, alienate, charge, and otherwise dispose of the same as they shall think proper, but that no sale, mortgage, incumbrance, or other disposition of any messuages, lands, tenements, or hereditaments belonging to the said body politic and corporate shall be made, except with the approbation and concurrence of a General Meeting.

AND we do lastly declare it to be our Royal will and pleasure that no resolution or bylaw shall, on any account or pretence whatsoever, be made by the said body politic and corporate, in opposition to the general scope, true intent, and meaning of this our Charter, or the Laws or Statutes of our realm: And that if any such rule of by-law shall be made, the same shall be absolutely null and void to all intents, effects, constructions and purposes whatsoever.

IN WITNESS whereof we have caused these our letters to be made Patent.

WITNESS ourself, at our Palace at Westminster, this twenty eighth day of August in the thirtieth year of our reign.

BY HER MAJESTY'S COMMAND.
(Signed) CARDEW.

The By-Laws

Chapter One

Objects, Constitution and Management

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| Objects | 1 | The object of the Society is to promote the advancement of microscopical science by such means as the discussion and publication of research into improvements in the construction and mode of application of microscopes and into those branches of science where microscopy is important. |
| Constitution | 2 | The Society shall consist of Honorary Fellows, Fellows, Junior Members and such other members as the Council may decide. |
| Management | 3 | The Council shall direct and manage the affairs and property of the Society. On matters requiring an immediate decision the Executive Committee, consisting of the President, a Vice-President, the Executive Honorary Secretary and the Honorary Treasurer, is empowered to act on behalf of the Council. In exceptional circumstances the President, or in his absence a Vice-President or any other officer nominated by the President, is empowered to act on behalf of the Council. Any decision so taken must be reported to the Council at its next meeting. |

Chapter Two

The Membership

Classes of Members

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| Honorary Fellows | 4 | Any person eminent in microscopical or related branches of science who has rendered exceptional service to science, and any distinguished person whom the Society may wish to honour for Service to the Society, shall be eligible as an Honorary Fellow. The total number of Honorary Fellows at any time shall not exceed sixty-five. |
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| Fellows | 5 | A person desirous and capable of advancing the objects of the Society may be elected as a Fellow. Every candidate for Fellowship must be at least twenty-one years of age. |
| Junior Members | 6 | A young person whose work or study involves the use of the microscope may be elected as a Junior Member. Every candidate for Junior Membership must be at least sixteen years of age and not have reached their twenty-sixth birthday. |
| Other Categories | 7 | The Council may establish other categories of membership as it thinks fit. |

Election

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| Honorary Fellows | 8 | Candidates must be proposed and recommended by five or more Fellows (not Honorary Fellows) of the Society, who must sign a certificate listing the candidate's full names, address, place of study and such other information as the Council may require, and stating that they have personal knowledge of him or are acquainted with his work. The proposal certificate shall be laid before the Council who shall have absolute discretion to recommend the person named for election to Honorary Fellowship or to reject the proposal. The Council shall be under no obligation to disclose the reasons for its decision. |
| | 9 | The Administrator shall send a notice of election together with a copy of the By-Laws to newly elected Honorary Fellows. |
| | 10 | A certificate of Honorary Fellowship shall be inscribed with the name of the Honorary Fellow and shall have the Seal of the Society fixed to it in accordance with By-Law 85, and it shall be presented or delivered to the Honorary Fellow. His name shall be inscribed in the register of Honorary Fellows. |
| Fellows | 11 | Candidates shall be proposed and recommended by at least one Fellow of the Society. Application shall be in a form approved by Council and shall be signed by the |

applicant, by the proposer who must have personal knowledge of the candidate, and by the supporter or supporters.

12 The Council shall have power to dispense with any or all of the provisions of By-Law 11 in cases which they regard as exceptional.

13 Every election shall be made by the Council or the Admissions Committee, which shall have the power to elect the candidate to Fellowship or to defer a decision or to reject his application absolutely. The Council shall be under no obligation to disclose the reasons for its decision.

14 Every person so elected shall be notified by the Administrator. With the notification shall be sent a copy of the By-Laws and a form of Declaration (Appendix I) which must be signed and returned before the candidate's name can be entered in the Register.

15 Where a candidate's application has been rejected by Council the Administrator shall notify the candidate accordingly, and shall refund any monies already paid.

16 Every person who has been elected and has signed and returned the form of Declaration and paid any registration fee required together with his first annual subscription (By-Laws 28, 29), shall thereby become entitled to all the privileges of a Fellow of the Society, and his name shall be entered in the Register.

Junior Member

17 Candidates shall be proposed and recommended by at least one Fellow of the Society. Application shall be in a form approved by the Council and shall be signed by the applicant, by the proposer who must have personal knowledge of the candidate, and by the supporter or supporters.

18 The Council shall have power to dispense with any or all of the provisions of By-Law 17 in cases which they regard as exceptional.

19 Every election shall be made by the Council or the

Admissions Committee, which shall have the power to elect the candidate to Junior Membership or to defer a decision or to reject his application absolutely. The Council shall be under no obligation to disclose the reasons for its decision.

- 20 Every Junior Member so elected shall be notified by the Administrator. With the notification shall be sent a copy of the By-Laws and a form of Declaration (Appendix I), which must be signed and returned before the candidate's name can be entered in the Register.
- 21 Where a candidate's application has been rejected by Council the Administrator shall notify the candidate accordingly, and shall refund any monies already paid.
- 22 Every Junior Member who has been elected and has signed and returned the form of Declaration and paid for his first annual subscription (By-Laws 31), shall thereby become entitled to all the privileges of a Junior Member of the Society, and his name shall be entered in the Register.
- 23 At any time after the expiry of twelve months from the time of election as Junior Member, any Junior Member may apply for Fellowship provided that he has attained the age of twenty-one years.
- 24 On reaching the age of twenty-six years each Junior Member must within six months apply for and be admitted to Fellowship, or be considered to have resigned.
- 25 Any such application shall be made in writing in the form prescribed by the Council. The applicant shall be required to produce such evidence as the Council may require.
- 26 Every application shall be considered by the Council or by the Admissions Committee, and if approved the applicant shall be admitted to Fellowship without being required to be elected in accordance with By-Law 11. The Junior Member's name shall be transferred to the Register of Fellows on payment of the first annual

Junior Member's
transfer to
Fellowship

subscription as prescribed in By-Law 29, when he shall become entitled to all the privileges of a Fellow of the Society.

Payments

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| Honorary Fellows | 27 | Honorary Fellows shall not be required to pay any registration fee or annual subscription. |
| Fellows | 28 | Candidates for Fellowship shall pay any registration fee that may be required. Junior Members transferring to Fellowship shall not be required to pay a registration fee. |
| | 29 | Fellows shall pay an annual subscription which shall be fixed by the Council. |
| | 30 | All Fellows receive issues of the <i>Proceedings</i> . |
| | 31 | Junior Members shall not be required to pay any registration fee. They shall pay a reduced annual subscription to be determined by the Council. |
| | 32 | All Junior Members receive issues of the <i>Proceedings</i> . |
| | 33 | The Council may in any special case where in their opinion it is desirable to do so, reduce or remit the registration fee, annual subscription or the arrears of any Fellow or Junior Member. |
| | 34 | Payments may be required for attendance at certain meetings and courses by any Member of the Society. |
| Honorary Fellows | 35 | Every Honorary Fellow shall have all the privileges of a Fellow except that of proposing candidates for election as Honorary Fellows and that conferred by By-Law 39. |
| | 36 | Every Honorary Fellow is authorized to use the title of 'Honorary Fellow of the Royal Microscopical Society' or to use after his name the designatory letters, 'Hon. F.R.M.S.', but not for the purpose of advertising in business or trade. |
| Fellows | 37 | Every Fellow whose subscription is not in arrears is entitled to take part in all the activities of the Society |

including all its Sections and Groups, to vote at General Meetings of the Society and of the Sections and Groups, to introduce visitors at Scientific meetings, to propose candidates for election as Honorary Fellows, Fellows or Junior Members, to be elected and to nominate Fellows for election as Members of Council or as Officers.

38 All Fellows shall receive the *Proceedings* and may buy the *Journal* at such reduced price as the Council shall determine.

39 Every Fellow is authorized to use orally or in writing the title of 'Fellow of the Royal Microscopical Society', but not for the purpose of advertisement in business or trade. No abbreviation of this title or designatory letters shall be authorized.

40 Every Fellow who has been awarded the Diploma of the Royal Microscopical Society or the Society's Qualification in Technology of Microscopy is authorized to use after his name the designatory letters 'Dip RMS' or 'Tech RMS'.

Junior Members

41 Every Junior Member whose subscription is not in arrears is entitled to take part in the activities of the Society including all its Sections and Groups, to introduce visitors to Scientific Meetings, and to receive the *Proceedings*, Junior Members may buy the *Journal* at such reduced price as the Council shall determine.

42 Junior Members are not entitled to attend General Meetings or to propose candidates for any election.

43 A Junior Member is not authorized to use any such title as 'Junior Member of the Royal Microscopical Society' or to use any abbreviation of this title or designatory letters.

Arrears

44 No Fellow or Junior Member whose annual subscription is unpaid three calendar months after the due date for payment shall be entitled to receive publications of the Society. If his annual subscription remains unpaid for a period of twelve months after the due date for payment

he shall cease to be entitled to the privileges of a Fellow or Junior Member until he shall have paid all arrears of subscription.

Termination of Membership

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| Resignation | 45 | Any member who wishes to resign from the Society may do so, after having paid all subscriptions and arrears that may be due from him up to that date, by sending his resignation in writing to the Administrator. |
| Removal from Register | 46 | The Council may remove any Fellow or Junior Member from the Society whose annual subscription is more than one year in arrears. Before this is done he must be served with a notice stating the amount of his arrears, and the fact that in the event of non payment within twenty-eight days he will be so removed. Such removal shall not prejudice the right of the Society to recover the arrears at any time. |
| Reinstatement | 47 | Any Fellow or Junior Member who has been removed from the Register under By-Law 46 may be reinstated by the Council on payment of all arrears. |
| Expulsion | 48 | If it shall appear to the Council or shall be represented to the Council by a requisition in writing by three or more Fellows of the Society that there is reason to believe that any Member has been guilty of conduct which, in the absence of satisfactory explanation, would render him unfit to remain a Member, or be adjudged by Council to be contrary to the interests of the Society, the Council shall send him a statement in writing of the conduct imputed to him, and shall afford him an opportunity of giving an explanation in writing or in person as he may elect. |
| | 49 | If on the consideration of such explanation, or in the absence of an explanation after the expiration of six weeks from the date of service of such statement by the Council, the Council shall be of the opinion that the Member ought to be expelled from the Society, they shall pass a resolution excluding him from the Society. At least twelve Members of Council must be present at the meeting at which the expulsion is resolved, and not less |

than two-thirds of the Members present must vote in favour of the expulsion.

- 50 Where any Member shall be adjudicated bankrupt or convicted in any Court of Law of any indictable offence or become of unsound mind, the Council may without any such steps as aforesaid decide that his Membership shall be terminated, and notice shall be served upon the said member of such decision.
- 51 Any Member who shall resign or be expelled from or otherwise cease to be a Member of the Society shall immediately return to the Executive Honorary Secretary all books or other property of the Society as he may have in his possession, and he shall remain liable for the payment of all monies due from him at the date of his resignation, expulsion or cessation of Membership.

Chapter Three

Council

Composition of Council

- 52 The management and control of the Society shall be vested in the Council. Only Fellows shall be eligible for service on the Council.
- 53 The Council shall be composed of the following:
The President
Not more than three Vice-Presidents
The Honorary Secretaries
The Honorary Treasurer
Twelve Ordinary Members of Council elected by the Fellowship.
The chairmen of the Electron Microscopy Section, the Cell Biology Section, the Light Microscopy Section, the Materials Section and the Cytometry Section shall be members of the Council.
(See By-Laws 54 and 123)

Terms of Office

- 54 All Members of the Council, except the Chairmen of the Sections, shall be elected annually at the Annual General Meeting, and shall vacate in the absence of satisfactory explanation, would render him unfit to

remain a Member, or be adjudged by Council to be contrary to the interests of the Society, the Council shall send him a statement in writing of the conduct imputed to him, and shall afford him an opportunity of giving an explanation in writing or in person as he may elect.

- 55 The President shall retire at the end of the second year of office. He shall not be eligible for re-election after serving two consecutive years unless the Council propose to the Annual General Meeting that the term of the President be extended for a third year. The Annual General Meeting to which such a proposal is placed shall have power to approve the extension for a third year. No President shall hold office for a longer period than three consecutive years.
- 56 Vice-Presidents shall serve for one year, but shall be eligible for reelection for one further year. They must retire after serving for two consecutive years.
- 57 The Honorary Secretaries and the Honorary Treasurer shall be eligible for re-election except that the Executive Honorary Secretary and the Honorary Treasurer shall not be so eligible if the total continuous service of the Fellow concerned in either or both of these offices is ten years. The Honorary Secretary (Education) and the Honorary Secretary (Science) may not serve as such for more than five years except that Council may extend the term of office of the Honorary Secretary (Education) to a maximum of seven consecutive years.
- 58 Every year the three longest serving Ordinary Members of Council shall retire and they shall not be eligible to serve on the Council during the year following their retirement. In the event of a tie the Ordinary Member or Members to retire shall be decided by lot unless the Ordinary Members so tying otherwise agree among themselves.
- 59 If at the time of any Annual General Meeting a vacancy in the Council created by the death, resignation or incapacity of any Member has not been filled by the Council under By-Law 61, such vacancy shall be included as one of the three places to be filled.

60 The Chairmen of Sections elected by the Annual General Meetings of the Sections shall serve on the Council immediately after their election as Chairman of their Section. Their term on the Council shall be limited by the length of their term as Chairman of their Section.

Casual Vacancies

61 Any casual vacancy occurring on the Council, other than a vacancy amongst the Chairmen of Sections, may be filled by the Council. A vacancy amongst the Chairmen of Sections shall be filled by the Section Committee. The person chosen to fill a casual vacancy shall hold office until the following Annual General Meeting or Sectional Annual General Meeting.

62 In reckoning the length of service on the Council of a person appointed to fill a casual vacancy, service of less than six months shall be ignored and of more than six months shall be reckoned as one year.

Election

Nomination by
Fellows

63 At any date not less than three calendar months before the Annual General Meeting, any four Fellows may nominate any other duly qualified person to fill any of the offices of President, Vice-President, Honorary Secretaries, Honorary Treasurer or Ordinary Member of Council by delivering the nomination in writing to the Administrator together with the written consent of the nominee to accept office if elected.

64 A notice inviting nominations from the Fellowship shall be circulated in the *Proceedings* or separately at least four calendar months before the Annual General Meeting.

Nomination by
Council

65 At a meeting not less than three calendar months before the Annual General Meeting Council shall nominate qualified persons for election at the Annual General Meeting as President, Vice-Presidents, Honorary Secretaries, Honorary Treasurer and Ordinary Members of Council.

Publication of

66 A list of the names of all persons nominated to hold

Nominations

office on the Council shall be despatched to all Fellows not later than three weeks before the Annual General Meeting.

- 67 The list shall show which candidates are nominated by the Council and shall give the names of the Fellows by whom each of the other candidates (if any) is nominated.

Ballot

- 68 If no candidates have been nominated by the Fellowship under the provisions of By-Law 63, the persons nominated by the Council shall be judged to be elected, and no ballot shall be held.

- 69 In the case of a contested election to any office all votes must be delivered in person at the Annual General Meeting. Fellows unable to attend the Annual General Meeting may appoint a proxy by written authorization (Appendix II) who must also be entitled to attend and to vote.

- 70 When it is necessary to hold a ballot for the election of a Council Member, the Chairman of the Annual General Meeting shall appoint two Scrutineers who shall neither be Members of the retiring Council nor be persons whose names are on the balloting list for election to the Council. Every Fellow shall mark his balloting list and hand it to the Scrutineers who shall count the votes and report the result to the Chairman. If the votes in any case be equal the Chairman shall give the casting vote.

- 71 The Chairman shall declare the names of the persons elected and the votes cast to the meeting.

- 72 If for any reason a new Council is not elected at the Annual General Meeting the Council shall continue in office for the ensuing year or until a new Council is elected by a Special General Meeting.

- 73 If the place of any Officer or Ordinary Member of Council is not filled, the Council shall have power to co-opt a Fellow to fill the vacancy until the next Annual General Meeting.

- Proceedings of the Council
- 74 The Council shall meet as often as the business of the Society requires, and may adjourn and regulate its meetings as it thinks fit. Meetings of the Council shall be convened by the Executive Honorary Secretary, but the President, Vice-President or any three Members of the Council may convene a meeting of the Council.
- 75 Five Members shall constitute a quorum (Except as provided in By-Law 49), and if within half an hour from the time appointed for the meeting a quorum be not present the meeting shall be dissolved.
- 76 The President shall preside at all meetings of the Council. In the absence of the President one of the Vice-Presidents, or in their absence a Member of the Council chosen by the members of Council present shall preside, and such a Member shall, for the time being, have all the authority and privileges of the President.
- 77 The votes on any question before the Council shall be by show of hand unless a ballot is demanded by any two Members. In the case of equality of votes the Chairman shall have a second or casting vote. Except as provided by By-Law 49 the decision of the majority of Members voting at any meeting shall be considered as the decision of the meeting.
- Committees and Appointees
- 78 At the first meeting after the Annual General Meeting the Council shall appoint such committees and make such other appointments as it considers necessary.
- 79 The Council may appoint to Committees such persons as it may decide who need not necessarily be Members of the Society.
- 80 The terms of reference and the powers of Committees shall be laid down by the Council, and it may delegate such of its powers as it may think fit to any Committee.
- 81 No act, order or resolution of any Committee shall bind the Society unless it be done or made by the direction and authority of the Council or be ratified by it.
- Co-operation
- 82 The Council may join with any other learned Society to

promote the advancement of microscopical or other branches of scientific knowledge in any way that the Council may think advantageous to the Society.

- Report 83 At the beginning of each year the Council shall prepare a Report on the affairs of the Society for the preceding year.
- Accounts 84 The Council shall cause proper books of account to be kept in accordance with By-Laws 133-135.
- The Seal 85 The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council and shall be affixed in the presence of at least one Member of the Council and of the Executive Honorary Secretary or the Honorary Treasurer or another person appointed by the Council for the purpose. These persons shall sign every instrument to which the Seal is affixed in their presence.

Chapter Four

The Officers

- President 86 The President shall be responsible to the Members of the Society for ensuring that the actions of the Council are in accordance with the Society's Charter and By-Laws.
- 87 The President shall take the Chair at all meetings of the Society and of the Council. He shall be ex officio a Member of all Committees and of all Sectional, Group and Branch Committees.
- 88 In the case of an equality of votes at any meeting the President may use a second or casting vote.
- Vice-Presidents 89 In the absence of the President from any meeting it shall be the duty of one of the Vice-Presidents to take the Chair, when he shall have all the authority and privileges of the President.
- Secretaries 90 The Executive Honorary Secretary shall be responsible to the Council for the administration and for the co-ordination of the affairs of the Society generally, except

those relating to finance. He shall be Chairman of the Admissions Committee. He shall be entitled to attend a meeting of any Committee and of any Sectional or Group Committee in order to discharge his responsibilities.

91 The Honorary Secretary (Education) and the Honorary Secretary (Science) shall be responsible to Council for the educational and scientific affairs of the Society respectively and shall call such meetings as they consider necessary.

Treasurer

92 The Honorary Treasurer shall be responsible to the Council for the administration of the financial affairs of the Society and for ensuring that proper accounts are kept in accordance with the Charter and By-Laws.

93 The Honorary Treasurer shall be the convenor of the Finance Committee **which shall normally be chaired by another member of the Committee.** The Honorary Treasurer shall be entitled to attend a Meeting of any Committee and of any Sectional or Group Committee in order to discharge his responsibilities.

Executive
Committee

94 The day to day management of the Society shall be the responsibility of the Executive Committee, consisting of the President, a Vice-President, the Executive Honorary Secretary and Honorary Treasurer.

Administrator

95 The Administrator shall be the senior permanent officer of the Society and shall be responsible to Council initially through the Executive Honorary Secretary and the Honorary Treasurer jointly.

Administrative
Officers

96 The Council shall have power to appoint, remove and suspend the Administrator and other administrative officers and servants and to determine their powers and duties and decide what, if any, securities are to be taken from them, and to make such arrangements and agreements with them as the Council shall think fit. They shall be paid such salaries and wages and such remuneration by way of pension, gratuities or otherwise as the Council may determine.

Chapter Five

Meetings

- 97 The Meetings shall be of the following kinds.
- i. Business Meetings that shall be called General Meetings, including Annual and Special General Meetings.
 - ii. Scientific Meetings of the Members of the Society and others for the advancement and dissemination of knowledge or of education in microscopy and related sciences, organized by the Society alone or in association with some similar body.
 - iii. Meetings of the Members of a Section, Group or Branch and others, either singly or jointly with one another or with other bodies.
- General
- 98 A quorum shall consist of ten Fellows and if within half an hour from the time appointed for the meeting a quorum is not present the meeting shall be dissolved.
- 99 The Chair shall be taken by the President or in his absence a Vice-President. In their absence a Member of Council shall take the Chair or if no such Member is available the Meeting may select any Fellow present to take the Chair. The Fellow so acting as Chairman shall have the authority and privileges of the President.
- 100 All votes shall be taken by show of hands except in the cases where the By-Laws provide for a ballot. The decision of the majority of Fellows voting at any Meeting shall be considered as the decision of the Meeting.
- 101 A declaration by the Chairman that a resolution has been passed or lost shall be binding. No account of the number or proportion of the votes cast need be recorded in the Minute Book.
- 102 Minutes shall be made in a book provided for the purpose of all resolutions and proceedings and signed at the next convenient General Meeting by the Chairman of that meeting if accepted as a true record.

103 The Chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

104 No visitors shall be present at any General Meeting except by permission of the President or his deputy.

Annual

105 The Society shall in each year hold a General Meeting to be called the Annual General Meeting, which shall be held in the Spring or such other date as the Council may decide, provided this date is within fifteen calendar months of the Annual General Meeting of the previous year.

106 Notice of the date of every Annual General Meeting shall be given in the preceding January or at least six weeks before the meeting.

107 An agenda for the Annual General Meeting and a copy of the Annual Report shall be despatched to all Fellows at least three weeks before the meeting.

108 At the Annual General Meeting the Council shall submit a Report on the state of the Society and its proceedings during the past year with a statement certified by the Auditor of its funds and of the income and expenditure during the past year.

109 The business of the Annual General Meeting shall be the election of the President, Vice-Presidents, Honorary Secretaries, Honorary Treasurer and Ordinary Members of Council by ballot, according to By-Laws 68 to 71 provided that if no candidate has been nominated under the provisions of By-Law 63 the persons nominated by the Council shall be judged to be duly elected; and any other business connected with the affairs of the Society.

Special General Meeting

110 The Council may at any time convene a Special General Meeting for any purpose whenever it considers it necessary.

- 111 A Special General Meeting shall be convened on a requisition signed by no fewer than ten Fellows of the Society requiring the Council to call such a meeting for any purpose connected with the Society and specifying the general nature of the business to be transacted.
- 112 Every requisition to the Council calling for a special General Meeting shall be given to the Executive Honorary Secretary and shall state the purpose for which the meeting is to be called. The Council shall then be obliged to convene a meeting to consider the stated business not later than forty-two days from the receipt of such requisition.
- 113 Written notice of every Special General Meeting specifying the place, date and hour of the meeting, the object for which it is called and the business to be considered, and, if called by a requisition, the names of the Fellows who made the requisition, shall be despatched to all Fellows at least seven days prior to the holding of such a meeting.
- 114 Any resolution drafted at a Special General Meeting must be submitted to a postal vote of all Fellows of the Society. The meeting shall stand adjourned until the result of such postal vote is available. The voting papers shall be despatched within seven days and at the end of forty-two days after the adjournment the vote shall be considered to be complete.
- 115 No business shall be transacted at any Special General Meeting other than business of which notice has been given.
- 116 No alteration of the By-Laws of the Society shall be made except at an Annual General Meeting or at a Special General Meeting convened for the purpose.
- 117 No motion to alter or revoke any existing By-Law or make any new By-Law shall be considered by an Annual or Special General Meeting except when proposed by the Council unless notice in writing signed by ten Fellows containing the substance of the

proposed motion for altering, revoking or making any By-Laws shall have been given to the Executive Honorary Secretary twenty-eight days at least before an Annual General Meeting at which such motion is to be considered and voted upon or unless the substance of the proposed motion is contained in a requisition for the calling of a Special General Meeting given to the Executive Honorary Secretary in accordance with By-Laws 111 and 112, in which case the provision of By-Laws 113 and 114 shall apply. No alteration or revocation shall be made to By-Law 1 or to this By-Law.

- 118 Any motion for the alteration of By-Laws that is to be considered at an Annual General Meeting shall be placed on the Agenda for such Meeting.

Chapter Six

Sections, Groups, Branches

- 119 The Council may create Sections, Groups, Branches or other groupings of the Membership to further the aims of the Society. In what follows the unspecified word 'Section' shall include 'Group', 'Branch' etc.
- 120 The Council shall have the power to dissolve a Section.
- 121 Each Section shall be constituted and its affairs shall be conducted in accordance with such rules and regulations as may from time to time be approved by the Council.
- 122 The Section Members shall elect, in accordance with the rules of the Section, a Section Committee that includes a Section Chairman and Section Honorary Secretary, both of whom must be Fellows of the Society and not holding the position of Chairman or Honorary Secretary of another Section.
- 123 Membership of a Section shall be open to all Members of the Society without payment of any further fee. The Chairmen of the Electron Microscopy Section, the Cell Biology Section, the Light Microscopy Section the Materials Section and the Cytometry Section shall be

members of Council.

124 By-Law deleted at the AGM in 1993

Chapter Seven

Publications

125 The Council may publish or cause to be published journals, books and other material to further the aims of the Society.

126 The Council shall appoint annually Editors and approve Editorial Boards for each of the Society's journals. Tenure of the office of Editor shall not normally exceed ten years. In the case of the General Editor of the *Journal of Microscopy*, time served in one of the other *Journal* editorships shall be taken into consideration.

127 The Council shall appoint annually Editors or Committees to organize the publication of books or other material.

128 Papers shall be published either in the *Journal* of the Society or in any other manner as the Council thinks fit.

129 The copyright of a paper and of the illustrations, if any, published by the Society shall be the property of the Society unless the author at the time of submitting the paper shall reserve the copyright to himself.

Chapter Eight

Exhibitions, Courses, Diplomas

Exhibitions

130 The Council may hold exhibitons at such places and times as it may decide to further the aims of the Society.

Courses

131 The Council may organize Courses concerned with the use of the microscope and related instruments, and with other aspects of the microscopical sciences.

Diplomas

132 The Council may award Diplomas as a result of examinations on the use of the mircsopce and related

instruments or on the study of the microscopical sciences.

Chapter Nine

Accounts, Audit and Collection

- 133 The Council shall cause proper books of account to be kept in respect of all sums of money received and expended by the Society and of the matters in respect of which such receipts and expenditure take place, all sales and purchases of goods and the assets and liabilities of the Society. Proper books of account shall not be considered to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.
- 134 The books of account shall always be open to the inspection of the Members of the Council.
- 135 The books and accounts of the Society shall be kept at the office or at such place or places as the Council thinks fit, and shall be open to the inspection of Members of the Society during business hours subject to any reasonable restrictions as to time and manner of inspection as may from time to time be laid down by the Council.
- 136 Auditors of the Society shall be appointed by the Council and their duties shall be regulated in accordance with the provisions of the Companies Act 1985, the Members of Council being treated as the Directors mentioned in those Acts.
- 137 The accounts shall be audited annually, and all books, papers, vouchers and information as may be required to satisfy the Auditors as to the accuracy of the accounts shall be made available to the Auditors.
- 138 The Audited accounts, signed by the Auditor, shall be presented by the Honorary Treasurer to the Council before the Annual General Meeting in each year, and such accounts shall be laid before the Annual General Meeting. The Society shall have power to keep a proper

working balance on current account at its bankers and also to keep monies on deposit account.

139 Such monies of the Society not required for its immediate purposes may be invested and dealt with from time to time by the Council in such investments and in such manner as it thinks fit. Council may appoint an investment manager as under the terms of Appendix III.

Collection

140 The Executive Committee of the Society is responsible for the care, supervision and insurance of the Society's Collection of Historical Scientific Instruments, hereafter referred to as the "Collection".

141 The Honorary Archivist is responsible with the Executive Honorary Secretary for the preparation and maintenance of an inventory of the Collection and for the care of the archives.

142 The Collection may not be disposed of in part or in toto except by a threequarters majority of a postal ballot of the fellowship.

143 A postal ballot for the purpose described in By-Laws 142 and 144 may be held only as the result of a motion passed at an Annual General Meeting or a Special General Meeting convened in accordance with By-Laws 110 - 117.

144 This By-Law and By-Laws 142 and 143 may not be repealed or amended except by a threequarters majority of a postal ballot of the fellowship.

Interpretation

145 In these By-Laws words denoting the singular number only shall include the plural number also, and vice versa, and words denoting the masculine gender only shall include the feminine gender also, unless there be something in the context inconsistent therewith.

146 Wherever in these By-Laws the word 'Fellows' appears without qualification, it shall include Honorary Fellows,

except in By-Laws 8, 29, 37, 39, 44, 46 and 47.

- 147 Wherever the words 'Members of the Society' appear it shall include Honorary Fellows, Fellows and Junior Members.
- 148 By *Journal* shall be understood the *Journal of Microscopy*, and by *Proceedings* shall be understood the *Proceedings of the Royal Microscopical Society*.

Chapter Ten

General

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| Notices | 149 | A notice may be served on any Fellow either personally or by sending it through the post in a prepaid envelope addressed to such Fellow at his last known address. The accidental omission to give notice of any meeting to or the non-receipt by any Fellow shall not invalidate the Proceedings at any meeting. |
| Register | 150 | The Council shall cause a Register to be kept of the names of all the Members of the Society showing the class of Membership to which each belongs and his last known address. |
| Property | 151 | The Administrator shall make and keep a catalogue of all the property of the Society, and shall make an annual report to the Council on the conditions of such property. He shall also keep a list of all donations to the Society. |
| Gifts | 152 | The Society shall not make any dividend, gifts, division or bonus to any of its Members. |

Appendices

All appendices removed and placed in Rules and Guidelines