

# **The Royal Microscopical Society**

## **The Rules**

The Rules contained within this document are for the further good governance of the Society's affairs. They do not conflict with the Society's Royal Charter and By-laws.

Last amended 28 April 2017



Review date: 28 September 2017

## THE RULES OF THE ROYAL MICROSCOPICAL SOCIETY

The Royal Microscopical Society is governed – in hierarchical order – by its Royal Charter and its supplements, its By-laws, and its Rules.

The Rules within this document are supplementary to the By-laws and are made in accordance with the Supplemental Charter 2008 which states –

*The Society shall make said Rules as may be necessary for the further good governance of its affairs and such Rules, which shall not conflict with the Royal Charter and By-laws, shall be made and amended by the Council from time to time.*

These Rules were created following the updates and amendments to the Royal Charter and By-laws in 2008 and contain text that was removed from the By-laws during this process, and the Standing Orders that were in operation until 2008. They were approved at the Council meeting of 6 October 2010.

The Rules that are marked with an asterisk originate from the “Standing Orders” and should be read by Council at its first meeting after the Society’s Annual General Meeting each year.

The titles of Chapters within these Rules are consistent with the titles of the Chapters contained within the By-laws.

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## CONSTITUTION AND MANAGEMENT

Rule	
1.1	All members of the Executive Committee (President, two Vice-Presidents, International Secretary, Honorary Treasurer, Executive Honorary Secretary, Honorary Secretary Science (Life), Honorary Secretary Science (Physical) and Honorary Secretary Education) shall be voting members of the Executive Committee.

## THE MEMBERSHIP

Rule	
2.1	<p><b>Form of Declaration</b> All members of the Society upon application must complete the Members Form of Declaration.</p>
2.2	<p><b>Levels of membership</b> Membership of the Society is by annual subscription from 1 January to 31 December. The levels of membership are –</p> <p><b>Honorary Fellow</b> See By-law 3 onwards.</p> <p><b>Fellow</b> See By-law 4 onwards.</p> <p><b>Ordinary Member</b> Ordinary membership is for those that have an interest – at any level – in microscopy, cytometry or imaging. There is no entry level requirement, but Council has the power to reject an application absolutely and shall be under no obligation to disclose the reasons for its decision.</p> <p><b>Corporate member</b> Corporate membership is for companies and organizations that have an involvement with microscopy, cytometry or imaging.</p> <p><b>Schools</b> School membership is for schools that wish to make more active use of the microscope at any stage in the National Curriculum.</p> <p><b>Fees</b> The fees payable for each level of membership for the coming calendar year shall be set at the first Council Meeting after the Society's Annual General Meeting.</p> <p><b>Concessionary Rates</b> Concessionary rates are available to students (including all those in tertiary education up to the completion of a doctorate), retired members including Fellows, and unwaged and other situations that Council will agree from time to time.</p>
2.3	<p><b>Eligibility for membership discounts and bursaries</b> A member is eligible for –</p> <ul style="list-style-type: none"> <li>• Discounts on registration fees for scientific meetings – on acceptance of membership application.</li> <li>• Discounts on courses – on acceptance of membership application.</li> <li>• Bursaries - six months after acceptance of membership application.</li> </ul>

	Bursary applications are considered by the Executive Honorary Secretary and the Honorary Treasurer. Preference will be given to those with one or more years of membership.
2.4	<p><b>Qualification for Fellowship</b></p> <p>Ordinary Members will be invited by the Executive Honorary Secretary to become a Fellow if they have been a member of the Society for a minimum of three years and –</p> <ul style="list-style-type: none"> <li>• they are employed as a microscopist, OR</li> <li>• they are actively involved in microscopy, OR</li> <li>• they are actively involved in flow cytometry</li> </ul> <p>and, during the preceding three years, have -</p> <ul style="list-style-type: none"> <li>• attended a meeting or course organised by the Society, OR</li> <li>• published in the Journal of Microscopy, OR</li> <li>• written an article that has been published in infocus magazine</li> <li>• OR equivalent</li> </ul> <p>and are committed to furthering the aims of the Society as laid down in the Charter and By-laws.</p> <p>Council has the power to waive the above conditions or revoke an invitation absolutely and shall be under no obligation to disclose the reasons for its decisions.</p>
2.5	<p><b>Action following a complaint against a member of the Society</b></p> <p>If a complaint should be made to the Council that any members of the Society have been guilty of conduct which, in the absence of satisfactory explanation, would render them unfit to remain members, or be contrary to a code of professional conduct of the Society, the Council shall cause enquiry to be made and, if a <i>prima facie</i> case appears, the Council shall send them a statement in writing of the conduct imputed to them, and shall afford them an opportunity of giving an explanation in writing or in person as they may elect.</p> <p>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 them from the Society. At least nine 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.</p>

## COUNCIL

Rule	
3.1	<p><b>Retirement of members of the Council</b></p> <p>Every year those members who have served for the elected term of office, three years, should retire.</p> <p>A Member of Council who wishes to retire from Council before his term of office is complete should inform the President in writing. In the case of the President, he should inform the Executive Honorary Secretary.</p>
3.2	<p><b>Council nomination of new members of Council</b></p> <p>At the Winter Council Meeting a list of the names of Officers and ordinary members of Council to be submitted for election at the ensuing Annual General Meeting shall be prepared as provided for in the By-Laws.</p>

3.3	<p><b>Absence of Chair of Section</b></p> <p>In the event that the Chair of a Section is unable to attend a meeting of Council, the Honorary Secretary of that Section may attend in his place. The Section Chair is responsible for arranging for his/her Honorary Secretary to attend and for ensuring that the Society's Executive Honorary Secretary or the Chief Executive is informed in advance.</p>
3.4	<p><b>Voting by proxy</b></p> <p>Fellows and Members voting by proxy at the Annual General Meeting should use the Proxy Voting Form available on request or they can submit their own form that must include the following wording.</p> <p><i>I, {name} of {address} being a Fellow/Member of the Royal Microscopical Society, hereby appoint the chair of the Meeting or failing them {name} of {address} as my Proxy to vote for me and on my behalf at the Annual {or Special as the case may be} General Meeting of the Society to be held on the {full date of meeting}. Witness my hand this day {date of signing}</i></p> <p>Signature .....</p> <p><i>I wish to vote in favour of / against the Resolution(s)</i></p> <p>Note: Unless otherwise directed, the Proxy holder will vote as they think fit.</p>
3.5	<p><b>Declaration of interests</b></p> <p>At the start of each Council or Executive Committee Meeting, any member present who has any cause to believe that any proposed matter before him/her may involve him/her in a conflict of interests, or may in any way contribute to his/her financial loss or gain, shall make a declaration thereof.</p>
3.6	<p><b>Long term future of the Society</b></p> <p>Council shall review annually the need for a General Meeting to consider matters of policy affecting the long-term future of the Society.</p>

## OFFICERS

Rule	
4.1	<p><b>Appointment of International Secretary</b></p> <p>At the first meeting of the new Council each year, the Society shall appoint an International Secretary. This would be for a three-year term, renewable on a yearly basis.</p>
4.2	<p><b>Duties of the International Secretary</b></p> <p>The International Secretary shall represent the Society at International Meetings and at multi-Society meetings held to discuss the Society's relations with Societies outside the United Kingdom, especially those meetings likely to discuss the formation of International Societies or Federations of Societies or International Publications.</p> <p>At International discussions held to consider or plan scientific meetings, the International Secretary shall be directly responsible to Council for representing the Society's interests on matters affecting its international standing or finances only. They shall co-operate with the duly appointed International representatives of each section committee in the conduct of activities to fulfill the objects of each section as laid down in the appropriate section constitution. Above all, the International Secretary shall, at all times, seek to increase the influence and enhance the reputation of the Royal Microscopical Society among foreign scientists, technologists and teachers.</p> <p>The International Secretary shall report to Council and the appropriate section Chair, at the earliest possible opportunity, on all matters or meetings where</p>

	he/she has acted or attended on the Society's behalf.
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## MEETINGS

Rule	
5.1	There are no rules pertaining to this chapter of the By-laws.

## SECTIONS

Rule	
6.1	<p><b>Sections</b></p> <p>There shall be six Sections to oversee the areas of science covered by the Society. Collectively they are known as the Science Sections and are –</p> <ul style="list-style-type: none"> <li>The Life Sciences Section</li> <li>The Electron Microscopy Section</li> <li>The Flow Cytometry Section</li> <li>The Light Microscopy Section</li> <li>The Engineering and Physical Sciences Section</li> <li>The Scanning Probe Microscopy Section</li> </ul> <p>In addition to these Sections, the Education and Outreach Section will oversee and guide the outreach activities of the Society.</p> <p>All Sections have standard Terms of Reference.</p>
6.2	<p><b>Corporate Advisory Board</b></p> <p>The Corporate Advisory Board comprises invited members of microscopy and imaging companies whose organisations are expected to be Corporate Members of the Society.</p>

## PUBLICATIONS

Rule	
7.1	There are no rules pertaining to this chapter of the By-laws.

## EXHIBITIONS, COURSES AND DIPLOMAS

Rule	
8.1	There are no rules pertaining to this chapter of the By-laws.

## ACCOUNTS, AUDIT, INVESTMENT AND COLLECTION

Rule	
9.1	<p><b>Reporting to Council</b></p> <p>At each meeting of Council, the Honorary Treasurer shall report on the financial position of the Society.</p>
9.2	<p><b>Draft Annual Report</b></p> <p>A draft Annual Report shall be laid before the Winter Meeting of Council.</p>
9.3	<p><b>Payments</b></p> <p>The Honorary Treasurer, or if he/she authorises, the President or the Executive Honorary Secretary or such other person as Council may determine, may pass for payment without reference to Council all routine and properly incurred items of expenditure connected with the affairs and activities of the Society. He/she shall make available the details of such payments to Council whenever Council so wishes.</p>
9.4	<p><b>Signatories</b></p> <p>All payments made by the Society shall be authorised by two+ persons, one of whom shall normally be the Honorary Treasurer. Those authorised are the President, Vice-Presidents, Honorary Treasurer, Executive Honorary Secretary, Chief Executive and the Finance Manager.</p> <p>If the Honorary Treasurer becomes incapacitated, or unavailable for an</p>

	<p>extended period, either the Executive Committee (using its emergency powers) or Council may appoint another Officer or Member of Council to perform the Treasurer's duties and also to be an authorised signatory, for the time being, of the Society's cheques.</p> <p>+ Payments for under £500 may be authorised by the Chief Executive or Finance Manager. Payments made on the Society's credit cards (held by staff members) have an individual transaction limit of £4,000.</p>
9.5	<p><b>Financial Year</b></p> <p>The account books of the Society shall be closed on 31 December each year and audited in accordance with a timetable approved by Council.</p>
9.6	<p><b>Investments and surplus funds</b></p> <p>The Honorary Treasurer shall keep the investments and surplus funds of the Society under continuous review. If an Investment Manager is not appointed, the Honorary Treasurer, with the approval of the Executive Committee, shall execute changes in the investment portfolio as required. Such changes shall be reported to Council at its next meeting.</p>
9.7	<p><b>Appointment of an Investment Manager</b></p> <p>The Council may appoint as the investment manager for the Society a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is either:</p> <ol style="list-style-type: none"> <li>an individual of repute with at least 15 years' experience of investment management who is an authorised person within the meaning of the Financial Services Act 1986; or</li> <li>a company or firm of repute which is an authorised or exempted person within the meaning of that Act otherwise than by virtue of s45(1)(j) of that Act.</li> </ol> <p>The Council may delegate to the investment manager power at his or her discretion to buy and sell investments for the Society on behalf of the Council in accordance with the investment policy laid down by them. The Council may only do so on terms consistent with this clause.</p> <p>Where the Council make any delegation under this clause they must:</p> <ol style="list-style-type: none"> <li>inform the investment manager in writing of the extent of the Society's investment powers;</li> <li>lay down a detailed investment policy for the charity and immediately inform the investment manager in writing of it and of any changes to it;</li> <li>ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager,</li> <li>ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and the exercise by him or her of the delegated authority,</li> <li>take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority,</li> <li>review the appointment at such intervals not exceeding 24 months as they think fit; and</li> <li>pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the trustees decide and as are consistent with this clause. (Such remuneration may include commission fees and/or expenses earned by the investment manager to the extent that they are disclosed to the Council.)</li> </ol> <p>Where the Council make any delegation under this order they must do so on the terms that:</p> <ol style="list-style-type: none"> <li>the investment manager must comply with the terms of his/her delegated authority;</li> <li>the investment manager must not do anything which the Council do not</li> </ol>

	<p>have the power to do;</p> <p>c) the Council may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this clause; and</p> <p>d) the Council must give directions to the investment manager as to the manner in which he/she is to report to them all sales and purchases of investments made on their behalf.</p> <p>The Council may allow investments to be held in the name of a corporate body as the Council's nominee and pay reasonable remuneration for the service provided. (The corporate body must be incorporated in, or have established a branch or place of business in, the United Kingdom.) Any person appointed must be able to provide nominee services in the United Kingdom by way of business without contravening the law.</p>
9.8	<p><b>Charitable activities – budgeting</b></p> <p>The Chief Executive, having consulted with the organiser(s) of any meeting, course or other activity, shall prepare a budget for that meeting, course or activity. The organiser(s) shall not commit the Society to any expenditure without first obtaining the agreement of the Chief Executive and providing that said expenditure is in accordance with the agreed budget.</p>
9.9	<p><b>Chief Executive – reporting</b></p> <p>The Chief Executive shall prepare an annual report and review of salaries of permanent staff for submission to the Executive Honorary Secretary and the Honorary Treasurer.</p>
9.10	<p><b>Value of the Collection</b></p> <p>The Executive Committee shall review annually the insurance value of the Collection.</p>

## GENERAL

Rule	
10.1	<p><b>Interpretation</b></p> <p>In these Rules words denoting the singular number only shall include the plural number also, and <i>vice versa</i>, and words denoting the masculine gender only shall include the feminine gender also, unless there be something in the context inconsistent therewith.</p> <p>Wherever the word 'Fellows' appears without qualification, it shall include Honorary Fellows, save where the context requires otherwise.</p> <p>Wherever the words 'members of the Society' appear it shall include Honorary Fellows, Fellows and other categories of membership.</p> <p>The Chief Executive referred to above and within the By-laws is defined within the By-laws as being the senior permanent officer of the Society.</p>
10.2	<p><b>Loan of equipment</b></p> <p>No instruments, microscopes, apparatus or books belonging to the Society may be borrowed by members of the Society (with the exception of the Microscope Activity Kits) without them first obtaining the written permission of the Executive Honorary Secretary or Chief Executive. Such loans must be placed on record.</p>