



At the Council Chamber, Whitehall

THE 23rd DAY OF JANUARY 2023

BY THE LORDS OF HIS MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has approved the revised By-laws of The Royal Microscopical Society set out in the Schedule to this Order.

Ceri King, LVO

SCHEDULE

REVISED BY-LAWS OF THE ROYAL MICROSCOPICAL SOCIETY

Interpretation

1. In the Charter, these By-laws and the Rules, words denoting the singular number only shall include the plural number also, and vice versa, and words denoting one only shall include all genders.
2. Wherever in these By-laws the word 'Fellows' appears without qualification, it shall include Honorary Fellows, save where the context requires otherwise.
3. Wherever the words 'members of the Society' appear it shall include Honorary Fellows, Fellows and other categories of membership.

Categories of membership

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.
5. A person desirous and capable of advancing the objects of the Society may be elected as a Fellow.
6. The Society shall have the following categories of voting membership:

- i. Honorary Fellow - see By-law 9 onwards.
- ii. Fellow* - Fellowship is achieved after three years of continuous ordinary membership, after meeting set criteria.
- iii. Ordinary Member* - ordinary membership is for those that have an interest – at any level – in microscopy, cytometry and/or imaging. There is no entry level requirement.
- iv. Undergraduate student member - any undergraduate or MSc student enrolled in full or part-time relevant undergraduate study anywhere in the world.
- v. Doctoral student member - any student enrolled in full or part-time relevant postgraduate study anywhere in the world.
- vi. Early career* - within first 5 years of employment.
- vii. Emeritus* - for retired members of the Society.

*50% reduced rate for developing economies (as defined by the OECD)

- viii. Corporate member - Corporate membership is for companies and organizations that have an involvement with microscopy, cytometry and/or imaging.
 - ix. Schools - School membership is for schools that wish to make more active use of the microscope at any stage in the National Curriculum.
7. The Council may establish such other categories of membership as it thinks fit.
 8. The fees payable for each level of membership shall be set at the first Council Meeting after the Society's Annual General Meeting.

Election of Honorary Fellows

9. Candidates must be proposed and recommended by five or more members of the Society, who must sign a proposal listing the candidates' full names and such other information as the Council may require. The proposal shall be laid before the Council which shall have discretion to recommend the person named for election to Honorary Fellowship or to reject the proposal. The Council shall disclose the reasons for its decision if so required.
10. The Chief Executive Officer (herein after referred to as the CEO) shall send a notice of election together with a copy of the Charter and By-laws and Rules to newly elected Honorary Fellows whose names shall be inscribed in the Register of Honorary Fellows.

Admission of Members

11. Application shall be in a form approved by Council and shall be signed by the applicant and then approved by the Executive Honorary Secretary as the Chair of the Admissions Committee.
12. The Council shall have the power to elect the candidate to membership or to defer a decision or to reject the application. The Council shall disclose the reasons for its decision if so required.
13. Every person so elected shall be notified by the CEO. With the notification shall be sent a copy of the Charter and By-laws and Rules and the candidate's name can be entered in the Register.
14. Where a candidate's application has been rejected by Council the CEO shall notify the candidate accordingly and shall refund any monies already paid.
15. Persons who have been elected and paid any registration fee required together with the first annual subscription shall thereby become entitled to all the benefits and obligations of a member of the Society, and their names shall be entered in the Register.

Obligations of membership

16. Honorary Fellows shall not be required to pay any registration fee or annual subscription.
17. Candidates for membership shall pay such registration fee and on election such annual subscription as the Council shall determine from time to time.
18. The Council may, in its discretion, reduce or remit the registration fee, annual subscription or the arrears of any member.
19. Payments may be required for attendance at meetings and courses by any member of the Society as the Council shall determine.

Benefits

20. All Honorary Fellows shall enjoy all the benefits of a member.
21. All Honorary Fellows may use the title of 'Honorary Fellow of the Royal Microscopical Society' and use after their names the designatory letters 'Hon. FRMS'.
22. All Fellows may use the title of 'Fellow of the Royal Microscopical Society' and use after their names the designatory letters 'FRMS'.

23. All members whose subscriptions are not in arrears shall be entitled to take part in all the activities of the Society including those of 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 and Fellows, and to nominate Fellows for election, as members of Council or as Officers.
24. All members shall receive freely or on payment all publications of the Society.
25. All Members who have been awarded the Diploma of the Royal Microscopical Society or the Society's Qualification in Technology of Microscopy may use after their names the designatory letters 'Dip RMS' or 'Tech RMS' respectively.
26. No members whose annual subscriptions are unpaid three calendar months after the due date for payments shall be entitled to receive publications of the Society.

Termination of membership

27. Any members who wish to resign from the Society may do so, after having paid all subscriptions and arrears that may be due from them up to that date, by notifying the CEO.
28. The Council may remove any members from the Society whose annual subscription is more than three months in arrears. Before this, they must be served with notices stating the amount of their arrears, and the fact that, in the event of non-payment within twenty-eight days, they will be so removed. Such removal shall not prejudice the right of the Society to recover the arrears at any time.
29. Any members who have been removed from the Register may be reinstated by the Council on payment of all arrears.
30. If a complaint should be made to the Council that any members have been liable for breach of the membership contract, and particularly in respect of any code of professional conduct, which in the absence of satisfactory explanation, would render them unfit to remain members, or be contrary to any code of professional conduct of the Society, the Council shall cause enquiry to be made and, if a prima facie case appears, to implement the Society's disciplinary process as provided in the Rules.

Council

31. The Council shall direct and manage the affairs and property of the Society. On matters requiring an immediate decision the Executive Committee is empowered to act on behalf of the Council. In exceptional circumstances the President, or if absent 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.

Composition

32. The Council shall be composed of the following:

The President

Not more than two Vice-Presidents

The Executive Honorary Secretary

The Honorary Secretary Education

The Honorary Secretary Science (Life)

The Honorary Secretary Science (Physical)

The Honorary Treasurer

The Chairs of the Sections

And such number of elected and appointed members as the members in General Meeting shall determine from time to time being not fewer than 5 or greater than 10.

Terms of Office

33. All members of the Council, except the Chairs of the Sections, shall be elected at the Annual General Meeting, and shall each serve for a three year term of Office until the end of the next-but-two Annual General Meetings. Members of Council shall be eligible for re-election unless they have served the maximum number of years of their term.
34. The President shall retire at the end of the third year of Office and shall not be eligible for re-election unless exceptionally the Council proposes to the Annual General Meeting that the President serve for a second term of three years. The Annual General Meeting to which such a proposal is placed shall have power to approve a second term. No President shall hold Office for a longer period than two terms.
35. Vice-Presidents shall serve for three years as such but must then retire.
36. The Honorary Secretaries and the Honorary Treasurer shall serve as such for a term of three years each or the remainder of their term as Council members if they are already serving on Council at the time of their election. They shall be eligible for re-election for two further terms but must not serve in excess of nine years in total.
37. Every year the longest serving members of Council shall retire according to the rotational pattern decided by the Council and they shall not be eligible to serve on the Council during the year following their retirement.
38. If a vacancy in the Council created by the death, resignation or incapacity of any member has not been filled by the Council, such vacancy shall be treated as a casual vacancy.
39. The Chairs of Sections elected by the Annual General Meetings of the Sections shall serve on the Council immediately after their election as Chairs of their Section. Their

term on the Council shall be limited by the length of their term as Chairs of their Section.

Casual Vacancies

40. Any casual vacancy occurring on the Council, other than a vacancy amongst the Chairs of Sections, may be filled by the Council. A vacancy amongst the Chairs of Sections shall be filled by the relevant Section Committee. The persons chosen to fill casual vacancies shall hold Office until the end of the term of the person whose place they are taking.

Election

41. 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 other member of Council by delivering the nomination in writing to the CEO together with the written consent of the nominee to accept Office if elected.
42. A notice inviting nominations from the membership shall be published at least four calendar months before the Annual General Meeting.
43. 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 Officers and ordinary members of Council.
44. A list of the names of all persons nominated to hold Office on the Council shall be published to all members not later than three weeks before the Annual General Meeting.
45. The list shall show which candidates are nominated by the Council and shall give the names of the members by whom each of the other candidates (if any) is nominated.
46. If no candidates have been nominated by the membership, the persons nominated by the Council shall be judged to be elected, and no ballot shall be held.

Ballot

47. In the case of a contested election to any Office, all votes must be delivered by members physically or electronically present at the Annual General Meeting. Members unable to attend the Annual General Meeting may appoint a proxy to vote on their behalf in conformity with the Rules. The Chair shall declare the names of the persons elected and the votes cast to the meeting.
48. When it is necessary to hold a ballot of all members on any matter at an Annual General Meeting (for the election of a Council member), the Chair 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. Members shall mark their balloting list and hand it to the Scrutineers who shall count the votes and report the result to the Chair. If the votes in any case be equal, the Chair shall give an extra and the casting vote.

49. If the place of any Officer or ordinary member of Council is not filled, the Council shall have power to co-opt a member to fill the casual vacancy until the next Annual General Meeting.

Meetings of the Council

50. 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 also convene a meeting of the Council.
51. Five members shall constitute a quorum and if, within half an hour from the time appointed for the meeting, a quorum be not present, the meeting shall be dissolved.
52. 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 of the President.
53. The votes on any question before the Council shall be decided by show of hands unless a ballot is demanded by any two members. In the case of an equality of votes the Chair shall give an extra and the casting vote.

Committees and appointees

54. At the first meeting after the Annual General Meeting the Council shall appoint such committees and make such other appointments as it considers necessary.
55. The Council may appoint to committees such persons as it may decide who need not necessarily be members of the Society.
56. The terms of reference and the powers of committees shall be laid down by the Council which may delegate such of its powers as it may think fit to any committee.
57. 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.

Declaration of Interests

58. At the start of each Council or any Committee Meeting, members present who have any cause to believe that any proposed matter before them may involve them in a conflict of interest, or may in any way contribute to their financial loss or gain, shall make a declaration thereof. The Council or committee may then manage the declaration as it shall decide by excluding the conflicted person from that part of the meeting where the relevant matter is discussed, by allowing the conflicted person to remain but not to speak or vote on that matter, or allowing the person to remain and speak but not to vote.

The Common Seal

59. 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 another person appointed by the Council for the purpose. These persons shall sign every instrument to which the Seal is affixed.

The Officers

President

60. The President shall normally take the Chair at all meetings of the Society and of the Council and may attend all committee, Section and Working Group meetings.

Secretaries

61. 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, and shall be Chair of the Admissions Committee, and may attend all committee, Section and Working Group meetings.
62. The Honorary Secretary Education and the Honorary Secretaries Science shall be responsible to Council for the educational and scientific affairs of the Society respectively and shall convene such meetings as they consider necessary.

Treasurer

63. The Honorary Treasurer shall be responsible to the Council for the oversight of the financial affairs of the Society and for ensuring that proper accounts are kept in accordance with the Charter and By-laws.
64. 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 may attend all committee, Section and Working Group meetings.

Executive Committee

65. The day-to-day management of the Society shall be the responsibility of the Executive Committee, consisting of the President, up to two Vice-Presidents, the Executive Honorary Secretary, the Honorary Treasurer and the Honorary Secretaries for Life Sciences, Physical Sciences and Education.

Chief Executive Officer

66. The CEO shall be the senior permanent officer of the Society and shall be responsible to Council. The CEO shall have the right to attend all meetings, speak to advise those attending and shall be responsible to the members of the Society for ensuring that the actions of the Council are implemented in accordance with the Society's Charter and By-laws.

Administrative staff

67. The Council shall have power to appoint, remove and suspend the CEO and other administrative staff and to determine their powers and duties and to make such arrangements and agreements with them as the Council shall think fit. They shall be paid such remuneration including pensions, gratuities or otherwise as the Council may determine.

Meetings

68. The Meetings shall be of the following kinds.
- i. Statutory Meetings that shall be called General Meetings, including Annual and Extraordinary 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 Meetings

69. A quorum shall consist of ten members of whom at least four shall be Officers and all of whom shall be present physically or electronically and if, within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.

70. The Chair shall be taken by the President, or if absent the 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 member present to take the Chair. The member when acting as Chair shall have the authority of the President.
71. All votes shall be taken by show of hands except in the cases where the By-laws provide for a poll to be demanded.
72. A declaration by the Chair 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 minutes book.
73. Minutes shall be kept of all resolutions and proceedings and signed at the next convenient General Meeting by the Chair of that meeting if accepted as a true record.
74. The Chair 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.
75. No visitors shall be present at any General Meeting except by permission of the person taking the Chair, but not under any circumstance be entitled to vote.

Annual General Meeting

76. The Society shall in each year hold a General Meeting to be called the Annual General Meeting, which shall be held at such date as the Council may decide, provided this date is within fifteen calendar months of the previous Annual General Meeting.
77. Notice of the date of every Annual General Meeting shall be published to all members at least three months before the meeting.
78. An agenda for the Annual General Meeting and a copy of the Annual Report shall be published to all members at least three weeks before the meeting.
79. 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 or Financial Examiner of its assets and liabilities and of the income and expenditure during the past year.
80. 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; and any other business connected with the affairs of the Society.

Special General Meeting

81. The Council may at any time convene a Special General Meeting for any necessary purpose.
82. A Special General Meeting shall be convened on a requisition signed by no fewer than ten members 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.
83. 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 six weeks from the receipt of such requisition.
84. 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 requisitioners, shall be published to all members at least three weeks prior to the holding of such a meeting.
85. No business shall be transacted at any Special General Meeting other than business of which notice has been given.

Sections and other groupings

86. The Council may create Sections, Groups, Branches or other groupings (hereinafter referred to as Groups) of the membership to further the aims of the Society.
87. The Council shall have the power to dissolve a Group.
88. Each Group shall be constituted, and its affairs shall be conducted, in accordance with such rules as may from time to time be approved by the Council.
89. The Group members shall elect, in accordance with the rules of the Group, a Group Committee Chair and Deputy Chair, both of whom must be members of the Society and not holding the position of Chair or Deputy Chair of another Group.
90. Membership of a Group shall be open to all members of the Society without payment of any further fee. The Chairs of such Groups, as Council shall identify, shall be members of Council.

Publications

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

92. 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.
93. The Council shall appoint annually Editors or Committees to organize the publication of books or other material in any manner as the Council shall think fit.
94. 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.

Accounts, Audit, Investment and Collection

Annual Accounts

95. The Council shall cause records to be kept in respect of income and expenditure and of the assets and liabilities of the Society so as to give a true and fair view of the state of the Society's affairs and to explain its transactions.
96. The records shall always be open to the inspection of the members of the Council.
97. The accounting records of the Society shall be kept at such place 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.

Audit or Financial Examination

98. The Council shall appoint Auditors or Financial Examiners as the case may be to audit or examine annually the accounts and all books, papers, vouchers and information as may be required to satisfy the Auditors or Financial Examiners as to the accuracy of the accounts.
99. The Audited or Financially Examined accounts, shall be presented by the Honorary Treasurer to the Council before the Annual General Meeting in each year, and such accounts shall then be laid before the Annual General Meeting.

Investment

100. 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 manner as it thinks fit. Council may appoint an investment manager in accordance with the Rules.

Collection

101. The Council of the Society shall make such arrangements for the care, supervision and insurance of the Society's Collection of Historical Scientific Instruments, hereinafter referred to as the "Collection", as it shall consider to be desirable.
102. The Honorary Archivist shall be responsible to the Council for the preparation and maintenance of an inventory of the Collection and for the care of the archives.
103. The Collection may not be disposed of in part or *in toto* except by a decision of a General Meeting.

General

Notices

104. A notice may be served on any member either personally or by sending it by electronic transmission or through the post addressed to such members at their last known address. The accidental omission to give notice of any meeting to or the non-receipt by any member shall not invalidate the proceedings at any meeting.

Register

105. The Council shall cause such Registers to be kept of the names, contact details and categories of membership of all the members of the Society.

Rules

106. The Council shall make and amend such Rules as may be necessary for the further good governance of its affairs and such Rules shall not conflict with the Royal Charter and By-laws.