

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 Update: 19 April 2021 – approved at Executive Meeting on 28 September 2022

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 first approved at the Council meeting of 6 October 2010.

The Rules 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.

Contents – for if Rule(s) apply

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MEMBERSHIP

1.1	<p>Honorary Fellowship Nominations</p> <p>A nomination letter proposing an Honorary Fellowship should be submitted by a Member of the Society, with signatures from at least 5 members of the Society. In addition to the nomination letter, a copy of the nominees' CV including a full list of publications, 10 nominated 'top' publications, and a short (approximately 500 word) summary of their contributions to research involving microscopy, imaging and flow cytometry, should be submitted for consideration by the Executive Committee, and then reviewed at the next Council Meeting.</p> <p>The maximum number of Honorary Fellows is 100.</p>
1.2	<p>Eligibility for membership discounts and bursaries</p> <p>A member is eligible for –</p> <ul style="list-style-type: none"> • Discounts on registration fees for scientific meetings – on acceptance of membership application. • Discounts on courses – on acceptance of membership application. • Bursaries - twelve months after acceptance of membership application. Bursary applications are considered by the Executive Honorary Secretary and the Honorary Treasurer.
1.3	<p>Qualification for Fellowship</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 normally a minimum of three years and –</p> <ul style="list-style-type: none"> • they are employed as a microscopist, OR • they are actively involved in microscopy, OR • they are actively involved in imaging, OR • they are actively involved in flow cytometry <p>and, during the preceding three years, have -</p> <ul style="list-style-type: none"> • attended a meeting or course organised by the Society, OR • published in the Journal of Microscopy, OR • written an article that has been published in infocus magazine, OR • equivalent <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.</p>

COUNCIL

Rule	
2.1	<p>Retirement of members of the Council</p> <p>Every year those members who have served for the elected term of Office of three years, shall retire.</p> <p>A Member of Council who wishes to retire from Council before their term of office is complete should inform the President in writing. In the case of the President, the Executive Honorary Secretary should be informed.</p>

2.2	<p>Council nomination of new members of Council</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.</p>
2.3	<p>Absence of Chair of Section</p> <p>In the event that the Chair of a Section is unable to attend a meeting of Council, the Deputy Chair of that Section may attend instead. The Section Chair is responsible for arranging for the Deputy Chair to attend and for ensuring that the Society's Executive Honorary Secretary and/or the Chief Executive is informed in advance.</p>
2.4	<p>Voting by proxy</p> <p>Members voting by proxy at the Annual General Meeting should use the Proxy Voting Form available below.</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>

SECTIONS

Rule	
5.1	<p>Sections</p> <p>There shall be eight 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"> The Life Sciences Section The Electron Microscopy Section The Flow Cytometry Section The Light Microscopy Section The Engineering, Physical and Materials Sciences Section The AFM and Scanning Probe Microscopy Section The Data Analysis in Imaging Section Early Career Committee <p>All Sections have standard Terms of Reference.</p> <p>In addition to these Sections, the Education and Outreach Committee will oversee and guide the outreach activities of the Society.</p> <p>Focused Interest Groups (FIGs) can also be set up as <i>ad hoc</i> working groups, reporting to the appropriate Section Committees.</p>
5.2	<p>Corporate Advisory Board</p> <p>The Corporate Advisory Board comprises invited members of microscopy, imaging and flow cytometry companies whose organisations are expected to be Corporate Members of the Society. See attached appendix for their Terms of Reference.</p>

ACCOUNTS, AUDIT, INVESTMENT AND COLLECTION

Rule	
7.1	<p>Payments</p> <p>The Honorary Treasurer, or the President, 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. Details of such payments shall be made available to Council whenever Council so wishes.</p>
7.2	<p>Signatories</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 Honorary Treasurer, Executive Honorary Secretary, Chief Executive and the Finance Director.</p> <p>If the Honorary Treasurer becomes incapacitated, or unavailable for an 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 payments.</p> <p>⁺ Payments for under £500 are normally authorised by the Honorary Treasurer but can be approved by the Chief Executive or Finance Director. Payments made on the Society's credit cards (held by staff members) have a total transaction limit of £25,000, with an individual transaction limit of £10,000.</p>
7.3	<p>Financial Year</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>
7.4	<p>Investments and surplus funds</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>
7.5	<p>Appointment of an Investment Manager</p> <p>The Council may appoint as the investment manager for the Society a person who it is satisfied after inquiry is a proper and competent person to act in that capacity and who is an individual or organization of repute with at least 15 years' experience of investment management who is an authorised person within the meaning of the relevant Financial Services Act.</p> <p>The Council may delegate to the investment manager discretionary power to buy and sell investments for the Society on behalf of the Council in accordance with the investment policy laid down by it. The Council may only do so on terms consistent with this clause.</p> <p>Where the Council makes any delegation under this clause it must:</p> <ol style="list-style-type: none"> informs the investment manager in writing of the extent of the Society's investment powers; lays down a detailed investment policy for the charity and immediately informs the investment manager in writing of it and of any changes to it;

	<p>c) ensures that the terms of the delegated authority are clearly set out in writing and notified to the investment manager,</p> <p>d) ensures that it is kept informed of, and reviews on a regular basis, the performance of its investment portfolio managed by the investment manager and the exercise of the delegated authority,</p> <p>e) takes all reasonable care to ensure that the investment manager complies with the terms of the delegated authority,</p> <p>f) reviews the appointment at such intervals not exceeding 24 months as it thinks fit; and</p> <p>g) pays such reasonable and proper remuneration to the investment manager and agrees 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.</p> <p>Where the Council makes any delegation under this order it must do so on the terms that:</p> <p>a) the investment manager must comply with the terms of delegated authority;</p> <p>b) the investment manager must not do anything which the Council does not 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 the manager is to report to the Council all sales and purchases of investments made on its 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>
7.6	<p>Charitable activities – budgeting</p> <p>The Chief Executive and/or the Event Director, 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/or the Event Director, and providing that said expenditure is in accordance with the agreed budget.</p>
7.7	<p>Chief Executive – reporting</p> <p>The Chief Executive shall prepare an annual report and review of salaries of permanent staff for submission to the remuneration committee, which consists of the President, the Executive Honorary Secretary and the Honorary Treasurer.</p>

GENERAL

Rule	
8.1	<p>Loan of equipment</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 their first obtaining the written permission of the Executive Honorary Secretary or Chief Executive. Such loans must be placed on record.</p>