

THE PHYSIOLOGICAL SOCIETY

REGULATIONS

dated 23 June 2023

1 Interpretation

- 1.1 Unless the context otherwise requires, in these Regulations, words defined in the Articles shall bear the meaning they bear in the Articles, words importing the singular shall include the plural and vice versa and:

Articles	means the Articles of Association of the Charity;
Director	means a Director of the Charity and includes any person occupying the position of director, by whatever name called. The Directors are also Trustees;
Fellow	means a person admitted to this category of Voting Member in accordance with Regulation 3.2;
Full Member	means a person admitted to this category of Voting Member in accordance with Regulation 3.1;
Honorary Fellow	means a person admitted to this category of Voting Member in accordance with Regulation 3.3;
Member	means all Voting Members and Non-Voting Members as described in Regulation 2.1;
Membership Professional Code of Conduct “The Code”	means the document that sets out expectations of conduct and behaviour of Members and outlines the additional responsibilities of those who volunteer on

committees or in similar capacities and published by the Board from time to time;

Nominations Committee the committee of the Board established by the Directors for purposes as detailed in the Terms of Reference;

Non-Voting Member means a non-voting Member of the Charity as described in Regulation 2.1.2 and who shall not be a Member of the Charity for the purposes of the Companies Act 2006;

Organisational Member means a person admitted to this category of Non-Voting Member in accordance with Regulation 4.2 (who shall not be a member of the Charity for the purposes of the Companies Act 2006);

Regulations means these Regulations made by the Board from time to time pursuant to Article 32;

Undergraduate and Master's Member means a person admitted to this sub category of Non-Voting Member in accordance with Regulation 4.1 (who shall not be a member of the Charity for the purposes of the Companies Act 2006);

United Kingdom means the United Kingdom of Great Britain and Northern Ireland;

1.2 Headings in these Regulations are used for convenience only and shall not affect the construction or interpretation of these Regulations.

PART 1: CATEGORIES OF MEMBERSHIP AND APPOINTMENT OF MEMBERS

2 Categories of Membership

2.1 The Charity's Membership shall consist of:

2.1.1 Voting Members, who shall comprise Full Members, Fellows and Honorary Fellows; and

2.1.2 Non-Voting Members, who shall comprise Undergraduate and Master's Members, Postgraduate Members and any Organisational Members.

3 Voting Members

3.1 Full Members

- 3.1.1 Full Members shall comprise those persons working in or teaching physiology. To be eligible, applicants must hold a PhD in physiology or a related subject, have an MD or other appropriate qualification and/or have at least four years of working experience in physiology or a related subject.
- 3.1.2 Individuals must apply online to become Full Members in accordance with requirements determined by the Board from time to time and published in the Regulations and/or on the Charity's website. Applicants should ensure they have an up-to-date CV and details of how they meet the requirements. The Board reserves the right to refuse an application for Full Membership.
- 3.1.3 Full Members shall have such rights and duties as the Board may prescribe in these Regulations.

3.2 Fellows

- 3.2.1 Fellowship shall be a matter of status recognising experience and knowledge.
- 3.2.2 Fellowship may be conferred only upon individuals who:
 - (a) have been a member of The Society for at least 10 consecutive years postdoctoral prior to the year of nomination;
 - (b) meet three of the following six prerequisites:
 - (i) Service to The Society
 - Actively engaged in The Society and its activities, (*e.g. Demonstrated commitment and contribution as a Board or Committee member or other Panel or Task Force member or Editorial member in any Society publications etc.*)
 - (ii) Research
 - Served as a Principal Investigator involved in original research, significantly contributing to the advancement of physiology
 - Recipient of major research grants
 - (iii) Publishing
 - Demonstrated consistent scholarly production in the form of journal articles and/or book chapters with at least 20 peer reviewed publications in a physiology or a life science journal which must include either three in a Society Journal or three abstracts from a Society meeting
 - (iv) Policy and public service

- Played a significant leadership role in setting of national or international policy, whether impacting on education, research or other scientific areas related to physiology
- Outstanding service on relevant national or international professional committees
- Peer-acclaimed contributions to the public understanding of physiology

(v) Education and teaching

- Established reputation in developing innovative new courses or teaching methods in physiology or medicine (*i.e. scholarly activity in education, recipient of a teaching award, authored/edited a textbook used at multiple institutions, etc.*)
- Substantial experience in an external examiner capacity

(vi) Administration

- Personal responsibility for significant resources (*such as budget, personnel or facilities*)
- Project management of a senior and complex nature

3.2.3 Individuals must apply online to become a Fellow in accordance with requirements determined by the Board from time to time and published in the Regulations and/or on the Charity's website. The Board reserves the right to refuse an application for Fellowship.

3.2.4 Fellows shall have such additional rights and duties as the Board may prescribe in the Regulations including the use of the post-nominal designation FTFS.

3.3 Honorary Fellows

3.3.1 Honorary Fellows shall comprise persons of distinction who have contributed to the advancement of Physiology.

3.3.2 Honorary Fellows shall be admitted by the Board on the recommendation of the Nominations Committee.

4 Non-Voting Members

4.1 Undergraduate and Master's Members

4.1.1 Undergraduate and Master's Members shall comprise individuals who are studying for a physiology, biomedical or life sciences degree. The community includes undergraduate students, master's students, integrated MSc and MRes students, and medical students (for the full duration of the medical degree). Individuals may join at

any stage of their degree and can remain an Undergraduate and Master's Member until the end of their degree.

4.1.2 Individual must apply online for admission as an Undergraduate and Master's Member, in accordance with requirements determined by the Board from time to time and published in the Regulations and/or on the Charity's website and in accordance with any additional requirements relating to the category. The Board reserves the right to refuse an application for Undergraduate and Master's Membership.

4.1.3 Undergraduate and Master's Members shall have such other rights and duties as the Board may prescribe in these Regulations.

4.2 Postgraduate Members

4.2.1 Postgraduate Members shall comprise of individuals who are enrolled in physiology, biomedical or a life sciences PhD or be in training or working in physiology with less than four years' experience since completing their undergraduate degree.

4.2.2 Individuals must apply online for admission as a Postgraduate Member, in accordance with requirements determined by the Board from time to time, and published in the Regulations and/or on the Charity's website and in accordance with any additional requirements relating to the category. The Board reserves the right to reduce an application for Postgraduate Membership.

4.2.3 Postgraduate Members shall have such other rights and duties as the Board may prescribe in these Regulations.

4.3 Organisational Members:

4.3.1 Organisational Members shall comprise those organisations that have an interest in matters Physiological.

4.3.2 Organisational Members shall satisfy the admission criteria and pay the annual subscription the Board shall determine from time to time.

4.3.3 Organisational Members shall nominate one or more representatives to attend Charity events.

4.3.4 Organisational Members shall have such other rights and duties as the Board may prescribe in these Regulations.

PART 2: MEMBERSHIP RIGHTS AND DUTIES

5 Conduct of Members

5.1 All Members (including Non-Voting Members) undertake to be bound by the Articles and all Regulations of the Charity for the time being.

- 5.2 All Members (including Non-Voting Members) shall abide by The Code of Conduct, a breach of which by a Voting Member may result in that individual being removed from the Membership in accordance with the Articles and these Regulations.

6 Members' subscriptions

- 6.1 All Members, if required by virtue of their Membership category, shall pay in advance the annual subscriptions that the Board decides with the first subscription, being the whole of the current annual subscription payable on the date of acceptance of the candidate's application, thereafter the subscription shall fall due on the anniversary of the acceptance date in each year.
- 6.2 Membership subscriptions shall be reviewed by the Board on an annual basis.
- 6.3 Honorary Fellows shall not be called upon to pay annual subscriptions.

7 Membership rights

- 7.1 The Charity agrees to provide information and services to the Members about Physiology.
- 7.2 Rights of Voting Members in relation to the appointment of proxies, and attendance and voting at general meetings are set out at Regulations 10 to 14.

PART 3: TERMINATION OF MEMBERSHIP

8 Termination of Membership

- 8.1 If at any time the Board shall be of the opinion that the interests of the Charity require the expulsion of a Member, the procedure shall be followed as published in the Articles (which govern expulsion of Voting Members only) and these Regulations.
- 8.2 Any resolution to terminate a Member shall only be passed if:
- 8.2.1 the complaints process set out at Regulation 8 has, if applicable, been followed;
 - 8.2.2 the Member has been given at least 14 clear days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons for its proposal unless the complaints process is being followed in which case the provisions as to notifying Members in that process shall be followed; and
 - 8.2.3 the Member or, at the option of the Member, the Member's representative, who need not be a Member of the Charity, has been permitted to make representations to the meeting.

9 Complaints against Members

- 9.1 If a complaint is made against a Member, including in relation to a reported breach of The Code, the process the Charity will use to investigate the complaint will be underpinned by the principles of natural justice which include:

- 9.1.1 no bias whether conscious or unconscious;
 - 9.1.2 the right to fair hearing; and
 - 9.1.3 reasoned decisions.
- 9.2 Any complaint will not normally be considered until any ongoing legal proceedings have been concluded.
- 9.3 A complaint against any Member should be submitted confidentially by email to the President and to the Chief Executive. In the case that a complaint is brought against the President, the President-elect shall act in their stead.
- 9.4 At the President's discretion, a panel of Directors and the Chief Executive will be instated to review the complaint and to seek any additional information they require to make an informed judgement. The individual against whom the complaint has been made will be notified and given adequate opportunity to be heard and formal minutes will be taken. Both the complainant and the Member being investigated may be accompanied by a friend (or a representative of their union). Any accompanying individual shall act as an observer only and shall not be entitled to actively participate in the hearing and may not advocate on behalf of the person they are accompanying.
- 9.5 The panel will make a collective decision on a reasonable course of action which will be ratified by the Board. Sanctions will normally be either:
 - 9.5.1 dismissal of the dispute,
 - 9.5.2 issue of a formal warning to the accused (in writing from the President), or
 - 9.5.3 expulsion from the Membership.
- 9.6 Both the complainant and accused will be informed of Board's decision.
- 9.7 If both parties accept Board's decision, the sanction will be applied and a note made on the Member's record. If either party wishes to appeal the decision, they must do so within 21 days of the communication by email to the President and to the Chief Executive.
- 9.8 The individual against which the complaint has been made will not cease to receive any Membership benefits for the duration of the investigation.
- 9.9 Where the Board has determined expulsion of a Member, the Member will cease to be a Member from the date of the Board meeting at which the decision was taken and shall receive no refund of any Membership dues paid in arrears or for the forthcoming year.
- 9.10 Staff are bound by their terms and conditions of their employment so any matters relating to a member of staff should be reported to the Chief Executive and will be dealt with through the Charity's internal HR procedures.

PART 4: VOTING MEMBER RIGHTS AND PROCEEDINGS

10 Voting Member Proxies

- 10.1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
 - 10.1.1 states the name and address of the Voting Member appointing the proxy;
 - 10.1.2 identifies the person appointed to be that Voting Member's proxy and the general meeting in relation to which that person is appointed;
 - 10.1.3 is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - 10.1.4 is delivered to the Charity in accordance with the Articles and these Regulations and any instructions contained in the notice of the general meeting to which they relate.
- 10.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 10.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 10.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - 10.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 10.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 10.5 Proxy notices may:
 - 10.5.1 in the case of a written notice be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours (including any part of a day that is not a working day) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - 10.5.2 in the case of an appointment in electronic form, where an address has been specified for the purpose of receiving documents in electronic form:
 - (a) in the notice convening the meeting, or
 - (b) in any instrument of proxy sent out by the Charity in relation to the meeting, or
 - (c) in any invitation in electronic form to appoint a proxy issued by the Charity in relation to the meeting,

be received at such address not less than 48 hours before (including any part of a day that is not a working day) the time for holding the meeting or adjourned meeting at which the person named in the proxy notice proposes to vote;

10.5.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before (including any part of a day that is not a working day) the time appointed for the taking of the poll; or

10.5.4 in the case of a poll which is not taken forthwith but taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to any Director;

and a proxy notice which is not deposited, delivered or received in a manner so permitted shall be invalid.

10.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

10.7 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

10.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

11 Organisation at general meetings

11.1 There shall be a chair of every general meeting:

11.1.1 The chair of the Directors shall chair every general meeting of the Charity.

11.1.2 In their absence the President-elect shall act as chair.

11.1.3 If at any meeting neither the chair nor the President-elect is present within ten minutes after the time appointed for the holding of the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting.

11.1.4 If there is only one Director present and willing to act, they shall chair the meeting.

11.1.5 If at any meeting no Director is willing to act as chair or if no Director is present within ten minutes after the time appointed for the holding of the meeting, the Voting Members present shall choose one of their number to chair the meeting.

11.2 If within thirty minutes from the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting:

11.2.1 if convened on the requisition of the Voting Members, shall be dissolved;

- 11.2.2 in any other case, shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine.

11.3 In relation to adjournment of meetings:

- 11.3.1 the chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the 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;
- 11.3.2 when a meeting is adjourned for fourteen days or more, the Charity shall give at least seven clear days' notice of it to the same persons to whom notice of the Charity's general meetings is required to be given, and containing the same information which such notice is required to contain;
- 11.3.3 otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

12 Attendance and speaking at general meetings

- 12.1 A person is able to exercise the right to speak at a general meeting when that person is in a position, during the meeting, to communicate to all those attending the meeting any information or opinions which that person has on the business of the meeting.
- 12.2 A person is able to exercise the right to vote at a general meeting when:
 - 12.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 12.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 12.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

13 Voting at general meetings

- 13.1 A poll on a resolution may be demanded:
 - 13.1.1 in advance of the general meeting where it is to be put to the vote, or
 - 13.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 13.2 A poll may be demanded by:
 - 13.2.1 the chair of the meeting;

- 13.2.2 the Directors;
 - 13.2.3 two or more persons having the right to vote on the resolution; or
 - 13.2.4 a person or persons representing not less than one tenth of the total voting rights of all the Voting Members having the right to vote on the resolution.
- 13.3 A demand for a poll may be withdrawn if:
- 13.3.1 the poll has not yet been taken, and
 - 13.3.2 the chair of the meeting consents to the withdrawal.
- 13.4 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the chair of the meeting directs, save that it must be taken within thirty days after it was demanded.
- 13.5 If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 13.6 The poll shall be taken in such manner as the chair of the meeting directs.
- 13.7 The chair of the meeting may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the end of the meeting at which the poll was demanded, save where there are other polls still to be taken in respect of the same meeting.
- 13.8 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

14 Votes of Voting Members

- 14.1 Particulars of each Voting Member shall be entered on the Register of Voting Members of the Charity and each Voting Member so entered, shall have a vote on each matter discussed at every general meeting of the Charity in addition to the right to join in proposing motions for discussion at general or other meetings as determined by the Charity.
- 14.2 Subject to Regulation 14.4, on a vote on a resolution on a show of hands at a meeting, every proxy present who has been duly appointed by one or more Voting Members entitled to vote on the resolution has one vote, save that a proxy has one vote for and one vote against the resolution if:
- 14.2.1 the proxy has been duly appointed by more than one Voting Member entitled to vote on the resolution, and
 - 14.2.2 the proxy has been instructed by one or more Members to vote for the resolution and by one or more Voting Members to vote against it.
- 14.3 Subject to Regulation 14.4, on a vote on a resolution on a poll taken at a meeting all or any of the voting rights of a Voting Member may be exercised by one or more duly appointed proxies.

- 14.4 Where a Voting Member appoints more than one proxy, the exercise by the Voting Member and/or his proxies taken together shall not give more extensive voting rights to that Voting Member than could be exercised by the Voting Member in person.

PART 5: MEMBERS' FORUMS

15 Members' Forums

- 15.1 The Directors agree to hold Members' Forums and shall ensure that not more than 15 months shall elapse between the date of one Members' Forum and that of the next.
- 15.2 Members' Forums shall be held at such time and place as the Directors shall appoint.
- 15.3 Subject to Regulation 16, the Directors shall determine the notice requirements, the agenda and the procedures to be followed at Members' Forums.
- 15.4 Voting Members and Non-Voting Members shall be entitled to participate in Members' Forums.

16 Members' Forum questions

- 16.1 All Members shall have the right to raise a question of the Directors for consideration at a forthcoming Members' Forum (a **Members' Forum Question**).
- 16.2 The procedure for raising a Members' Forum Question shall be as follows:
- 16.2.1 Members' Forum Questions should be submitted in Writing to the Charity's company secretary, if any, or the individual named in the Directors' notice of the Members' Forum, to reach them by no later than 14 days prior to the date of the forthcoming Members' Forum; and
- 16.2.2 Member's Forum Questions shall include the name of the Member and their Membership category.
- 16.3 The Directors shall have the discretion to waive the notice requirements set out at Regulation 16.2 in the event they determine it expedient and in the best interests of the Charity to do so.
- 16.4 In the event a Members' Forum Question cannot be addressed or resolved by the Directors at the relevant Members' Forum to the reasonable satisfaction of the Member who raised the Members' Forum Question, the Directors will seek to address it directly with the Member concerned in writing no later than eight weeks following the date of the Members' Forum at which the Members' Forum Question was first raised.
- 16.5 In the event the written response does not address or resolve the Members' Forum Question to the reasonable satisfaction of the Member concerned and the matter is capable of being resolved by way of a Voting Members' resolution the Directors shall undertake to convene a general meeting no less than 15 months from the date of the Members' Forum at which the Members' Forum Question was first raised and include the Members' Forum Question on the agenda of that general meeting.

PART 6: COMMUNICATION WITH MEMBERS

17 Means of communication to Members

- 17.1 Subject to the Articles, the Charity may deliver a notice or other document to a Member:
- 17.1.1 by delivering it by hand to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
 - 17.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
 - 17.1.3 in digital form to an address notified by the Member in writing;
 - 17.1.4 by a website, the address of which shall be notified to the Member in writing; or
- 17.2 Nothing in these Regulations affects any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 17.3 If a notice or document:
- 17.3.1 is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Voting Member.
 - 17.3.2 is sent by post or other delivery service in accordance with Article 17.1.2 above it is treated as being delivered:
 - (a) 24 hours after it was posted, if first class post was used; or
 - (b) 48 hours after it was posted or given to delivery agents, if first class post was not used;provided it can be proved that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:
 - (c) properly addressed; and
 - (d) put into the postal system or given to delivery agents with postage or delivery paid.
 - 17.3.3 is sent in digital form, providing that the Charity can show that it was sent to the electronic address provided by the Member, it is treated as being delivered at the time it was sent.
 - 17.3.4 is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

PART 7: PROCEDURE FOR THE NOMINATION OF DIRECTORS

18 General Directors

- 18.1 This Regulation applies to all General Directors who are not also Committee Chairs. The procedure as to the nomination of Committee Chairs is outlined at Regulation 22.
- 18.2 The General Directors shall always include in their number one person resident in the Republic of Ireland.
- 18.3 The remaining paragraphs of this Regulation outline the process by which candidates for the role of General Director are nominated by the Voting Members, following which the names of the successful nominees shall be put to the Board for Appointment.
- 18.4 Candidates must be a Voting Member and must have 5 proposers from the Voting Membership supporting their nomination.
- 18.5 An open call shall go out to the Voting Membership with a Board approved job description detailing the required skills and experience and time commitment of the position.
- 18.6 Candidates shall submit an application for the attention of the Nominations Committee including a personal statement against the job description.
- 18.7 The Charity shall inform the Voting Membership of the names of each candidate, provide the Voting Membership with a copy of each candidate's personal statement and outline the nomination procedure (which shall be by way of an online 'ballot' procedure, unless determined otherwise by the Directors).
- 18.8 The Voting Membership shall be given the opportunity to nominate their preferred candidate for each General Director vacancy. The number of nominations that can be made by each Voting Member shall not exceed the number of vacancies.
- 19 For each vacancy the name of the candidate with the highest number of nominations shall be put to the Board for Appointment.

20 Early Career Director

- 20.1 This Regulation outlines the process by which candidates for the position of Early Career Director shall be shortlisted by the Nominations Committee and then nominated by the Voting Members, following which the names of the successful nominees shall be put to the Board for Appointment.
- 20.2 The Early Career Director is a protected position on the Board.
- 20.3 An open call shall go out to the Voting Membership (including targeted approaches) with a Board approved job description detailing the required skills and experience and time commitment of the position.
- 20.4 Candidates shall submit an application to the Nominations Committee against the job description.

- 20.5 Nominations Committee will then consider applications in terms of both eligibility and quality via a thorough and transparent process.
- 20.6 Nominations Committee will shortlist candidates to be entered into the nomination process to be decided by the Voting Membership.
- 20.7 If there is only one person who meets eligibility requirements, there will be another call for candidates, so that there is more than one candidate in the nomination process.
- 20.8 Should no further eligible candidates be found following the second call for applications, the Nominations Committee will recommend the original eligible candidate for appointment by the Board without the need to canvas the views of to the Voting Membership and Regulations 20.9 and 20.10 shall not apply .
- 20.9 In the event there is more than one candidate shortlisted, the Charity shall inform the Voting Membership of the names of each candidate, provide the Voting Membership with a copy of each candidate's personal statement and outline the nomination procedure (which shall be by way of an online 'ballot' procedure, unless determined otherwise by the Directors).
- 20.10 The Voting Membership shall be given the opportunity to nominate their preferred candidate for the Early Career Director vacancy.
- 20.11 The name of the candidate with the highest number of nominations shall be put to the Board for Appointment.

21 Honorary Officers

- 21.1 This Regulation outlines the process by which candidates for Honorary Officer positions shall be shortlisted by the Nominations Committee and the names of the shortlisted candidates shall be put to the Board for Appointment.
- 21.2 The Honorary Officers are the President, President-elect and the Honorary Treasurer.
- 21.3 When an Honorary Officer vacancy arises the current process is as follows:
- 21.3.1 An open call goes out to the Voting Membership (including targeted approaches) with a Board approved job description detailing the required skills and experience and time commitment of the position.
- 21.3.2 The Nominations Committee also seeks candidates via Board members and targeted approaches to the wider Membership.
- 21.3.3 Candidates submit an application for the attention of the Nominations Committee against the job description.
- 21.3.4 Nominations Committee shortlists against the skills based job description.
- 21.3.5 If there is no one who meets eligibility requirements, there will be another call for candidates.

- 21.3.6 If there are several strong candidates, the Nominations Committee undertake thorough interviews and fairly score candidates against the essential and desired skills and experience from the job description.
- 21.3.7 The Nomination Committee forms a recommendation to the Board who appoints the candidate to the role. This process stands both if the approved candidate is an existing General Director, or an external candidate.
- 21.4 The following principles also apply
 - 21.4.1 The President-elect (and therefore President) must be a Voting Member i.e. not an Independent Director.
 - 21.4.2 However, The Honorary Treasurer could be an external candidate if a suitable candidate from among the Voting Members cannot be found, or put themselves forward.
 - 21.4.3 If a vacancy arises for an Honorary Officer post, the Charity will look to fill it both from both current General Directors and from the wider Membership.
 - 21.4.4 If a Director with an Honorary Officer role (regardless of if they were previously a General Director or not) wishes to resign from this post, they must also resign as a General Director.
 - 21.4.5 However, if a General Director is nominated for an Honorary Office position but is not appointed, they can remain as a General Director.

22 Appointment of Advisory Committee Chairs

- 22.1 This Regulation outlines the process by which candidates for the role of Advisory Committee Chair are shortlisted by the Nominations Committee and then nominated by the Voting Members, following which the names of the successful nominees shall be put to the Board for appointment.
- 22.2 An open call shall go out to the Voting Membership with a Board approved job description detailing the required skills and experience and time commitment of the position.
- 22.3 The Nominations Committee shall also seek candidates via Board members and targeted approaches to the wider Membership.
- 22.4 Candidates shall submit an application for the attention of the Nominations Committee against the job description.
- 22.5 Nominations Committee shall shortlist against the skills based job description.
- 22.6 Up to three candidates shall then be entered into the nominations process to be decided by the Voting Membership for that specific role.
- 22.7 If there is only one person who meets eligibility requirements, there will be another call for candidates, so that there is more than one candidate in the nomination process.

- 22.8 Should no further eligible candidates be found following the second call for applications, the Nominations Committee will recommend the original eligible candidate for appointment by the Board without the need to go to the Voting Membership and Regulations 22.9 and 22.10 shall not apply.
- 22.9 In the event that there is more than one candidate shortlisted, the Charity shall inform the Voting Membership of the names of each candidate, provide the Voting Membership with a copy of each candidate's personal statement and outline the nomination procedure (which shall be by way of an online 'ballot' procedure, unless determined otherwise by the Directors).
- 22.10 The Voting Membership shall be given the opportunity to nominate their preferred candidate for each Advisory Committee Chair vacancy.
- 22.11 For each Advisory Committee Chair vacancy the name of the candidate with the highest number of nominations shall be put to the Board for appointment.
- 22.12 The following principles also apply:
- 22.12.1 current General Directors can put themselves forward and, if appointed their term as a General Director will be extended accordingly subject to Article 24;
 - 22.12.2 if a General Director seeks appointment as an Advisory Committee Chair but is unsuccessful, they can remain as a General Director;
 - 22.12.3 however, if a General Director is successfully appointed as an Advisory Committee Chair, but subsequently resigns prior to the end of their extended term, they automatically resign their General Directorship;
 - 22.12.4 equally, if a General Director is an Advisory Committee Chair, and resigns from their Directorship, this shall also be deemed to be a resignation from their role on the Committee.

PART 8: COMMITTEES OF THE BOARD

23 Committees

- 23.1 The Board shall establish such structures and Committees as it deems necessary from time to time.

24 Terms of reference for Committees

- 24.1 Terms of Reference for Committees shall be set by the Board and subject thereto committees to which the Directors delegate any of their powers shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Directors.

25 Appointment of Committees members

- 25.1 The process shall be:

- 25.1.1 GDPR compliant;
- 25.1.2 transparent; and
- 25.1.3 guided by the Charity's aims for equity, diversity and inclusion.
- 25.2 Committees shall undertake a skills assessment with reference to the relevant implementation plans to determine required expertise on their committee.
- 25.3 An open call shall go out to the Membership with a Chair approved job description detailing the required skills and experience and time commitment of the position.
- 25.4 The Board and Committee members may also suggest and approach suitable candidates to apply for vacancies but all conflicts of this nature should be clearly declared in the selection and decision making process.
- 25.5 A relevant group comprising of the Committee chair, relevant Senior Manager member and several Committee members will shortlist candidates against the job description and skills matrix and note all scores on a fair and transparent grid.
- 25.6 If there is no one who meets eligibility requirements, there will be another call for candidates.
- 25.7 If there are several strong candidates they undertake thorough interviews and fairly score candidates against the essential and desired skills and experience.
- 25.8 The preferred candidate is appointed to the Committee.
- 25.9 The following principles shall also apply:
 - 25.9.1 Committees can co-opt people, including externals who are not Members, for a specific purpose and limited time. However, it is expected that wherever possible, a new Task and Finish group or Expert Panel would be created rather than increasing the Committee's workload and size.
 - 25.9.2 At the end of a term, a Committee member can re-apply for another term (and an external member can ask to be re-appointed), but the Charity will make it clear at the time of first appointment that it would prefer people to serve for one term only, to allow other Committee members the chance to be part of the Charity's governance.
 - 25.9.3 The Society will champion diversity, promote inclusivity, and strive for equity as set out in its [Equity, Inclusion and Diversity \(EDI\) Roadmap](#). EDI is the responsibility of everyone. There will be no requirement for other Directors to serve as members of Committees. However if a Director wishes to apply to join a Committee, there would be no bar to this.
 - 25.9.4 Any member of a Committee can also sit on a Task and Finish group or Expert Panel and members of these groups will be via appointment by the Committee to whom it reports to enable agility and timeliness.