

## **THE BRITISH SOCIETY FOR HAEMATOLOGY REGULATIONS**

These Regulations of The British Society for Haematology ("the Society") are made by the Trustees of the Society on 18 June 2010 and revised on 16 June 2016, 18 April 2018, 26 October 2018, 18 April 2019 22 November 2019 and 27 November 2020 pursuant to the power granted to it by Article 32 of the Society's Articles of Association and may be added to, repealed or varied by the Trustees. The definitions and interpretations which apply to the Articles of Association of the Society shall apply equally to these Regulations.

### **1. THE SOCIETY'S MEMBERSHIP**

#### **1.1 FULL MEMBERS**

1.1.1 The Full Members shall constitute the Company Law Members of the Society and, provided at all times it is in accordance with the Society's Articles of Association, may attend and vote at General Meetings of the Society and vote in Trustee elections.

#### **1.1.2 Eligibility**

1.1.3 A Full Member may be a clinical practitioner, researcher or non-clinical lecturer, including but not limited to:

- (a) a clinical scientist;
- (b) a biomedical scientist;
- (c) a specialist nurse;
- (d) an academic appointment associated with haematology;
- (e) a medical practitioner,
- (f) a professional within an allied profession; or
- (g) a person fulfilling such other criteria as the Trustees may decide by resolution from time to time.

#### **1.1.4 Classes of Full Member**

1.1.5 The Trustees may, at their discretion, create and amend classes of membership within the Full Members for administrative purposes, for the purposes of levying subscription charges or such other reason as they consider appropriate.

1.1.6 Notwithstanding the eligibility criteria at 1.1.3 and the application criteria at 2.1, Lay Trustees of the Society shall be Full Members for the duration of their appointment to the Trustee Board. Such Lay Trustees shall form a separate class of member within the Full Members.

#### **1.1.7 Benefits of Full Membership**

1.1.8 Upon payment of the relevant membership subscription fee of the Society Full Member shall be entitled to:

- (a) Company Law rights, including the right to attend and speak at Members meetings of the Society and to vote on resolutions of the Members;
- (b) Receive all Society mailings;
- (c) Receive The British Journal of haematology;
- (d) Reduced registration fees for Annual Conference;
- (e) Apply for grants and awards offered by the Society, subject to the relevant terms and conditions of each grant and award;
- (f) Such other benefits so decided by the Trustees.

## **1.2 ASSOCIATE MEMBERS**

1.2.1 Associate Members shall not be Company Law Members of the Society and shall not be entitled to vote at General Meetings of the Society or vote in Trustee elections. The rights and obligations of the Associate Members shall be determined by the Trustees of the Society, in accordance with the Society's Articles of Association.

### **1.2.2 Eligibility**

1.2.3 An Associate Member may be:

- (a) a student clinical practitioner, researcher or non-clinical lecturer;
- (b) an individual who has retired and who, prior to his or her retirement, would have met the eligibility criteria to be admitted as a Full Member under 1.1.2;
- (c) a person of distinction in the field of haematology; or
- (d) a person fulfilling such other criteria as the Trustees may decide by resolution from time to time.

### **1.2.4 Classes of Associate Member**

1.2.5 The Trustees may, at their direction, create and amend classes of membership within the Associate Members for administrative purposes, for the purposes of levying subscription charges or such other reason as they consider appropriate.

### **1.2.6 Benefits of Associate Membership**

1.2.7 Upon payment of the relevant membership subscription fee of the Associate Member shall be entitled to:

- (a) Society mailings;
- (b) Reduced registration fees for Annual Conference;
- (c) Apply, where permitted by the Trustees, for grants and awards offered by the Society, subject to the relevant terms and conditions of each grant and award;
- (d) Any other benefits so decided by the Trustees.

## **2. APPLICATIONS FOR MEMBERSHIP**

## **2.1 EVIDENCE**

- 2.1.1 Applicants must complete and submit an application to the Society at its official address in a form prescribed by the Trustees.
- 2.1.2 Those applying for restricted eligibility categories must substantiate their eligibility by providing formal documentation or prescribed equivalent.
- 2.1.3 Applicants will be expected to demonstrate an active interest in haematology.

## **2.2 PROVISION OF INFORMATION**

- 2.2.1 When a person is admitted as a Full Member or an Associate Member of the Society, the Society shall inform him or her that they have been admitted and inform them as to where they can access, on the Society's website, a copy of the Articles of Association and Regulations of the Society.
- 2.2.2 All Full Members and/or Associate Members shall be sent, or informed where to access on the Society's website, any other literature regarding membership of the Society from time to time considered appropriate by the Trustees.

## **2.3 REFUSAL OF MEMBERSHIP APPLICATION**

- 2.3.1 Any sum of money paid by a nominee who is not admitted to membership shall on request be refunded.

# **3. MEMBERSHIP FEES**

## **3.1 FULL MEMBERS**

- 3.1.1 Each Full Member shall pay an annual subscription, which shall be determined from time to time by the Trustees.
- 3.1.2 There may be different subscription levels for different classes of Full Member.
- 3.1.3 The annual subscription shall be payable in advance and shall become due on 1 January in each year and shall relate to that calendar year.
- 3.1.4 A Full Member, who is 6 weeks or more in arrears with any fee or subscription due, shall have all his privileges of membership suspended (including his voting rights as a Full Member) until the arrears are paid in full. The CEO may, in their absolute discretion, waive or lower the sum demanded.
- 3.1.5 A Full Member who is in arrears for 3 months or more with any fee or subscription due from him and who has been notified in writing by the Society shall cease to be a Full Member of the Society and may be removed by the Trustees as a Company Law Member. The Trustees may, in their absolute discretion, waive or lower the sum demanded.
- 3.1.6 Where a person has ceased to be a Full Member by virtue of Regulation 3.1.5, the Trustees may in special circumstances permit such a person to be restored to membership on such terms as the Trustees may in their absolute discretion decide. For the avoidance of doubt, the discretion of the Trustees as to what constitutes "special circumstances" shall be absolute.

## **3.2 ASSOCIATE MEMBERS**

3.2.1 The Trustees may, at their discretion, require the Associate Members, or any class of the Associate Members, to pay an annual subscription in accordance with the Articles on such terms as they see fit.

3.2.2 There may be different subscription levels for different classes of Associate Member.

## **4. REMOVAL OF MEMBERS**

### **4.1 FULL MEMBERS**

4.1.1 The Trustees may only remove a Full Member in accordance with the Articles of Association of the Society.

4.1.2 Where the Trustees resolve to remove a Full Member on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Society, such a resolution may not be passed unless the Full Member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees.

### **4.2 ASSOCIATE MEMBERS**

4.2.1 The membership of an Associate Member may be terminated:

- (a) on any ground on which Full Membership can be terminated pursuant to the Articles of Association of the Society, where applicable; and
- (b) for any other reason at the discretion of the Trustees.

## **5. COMMUNICATIONS WITH MEMBERS**

5.1 The Society shall communicate with Full Members and Associate Members by appropriate means, including the use of electronic communications and placing documents on the Society's website and notifying Full Members and Associate Members of the availability of documents on the Society's website.

5.2 The Society shall send a copy of its annual accounts and reports for each financial year to every Full Member, every holder of the Society's debentures and every person who is entitled to receive notice of general meetings not later than the end of the period for filing accounts and reports or if earlier, the date on which it actually delivers its accounts and reports to the registrar of companies. Copies need not be sent to a person for whom the Society does not have a current address (as defined in the Companies Act 2006).

## **6. MEETINGS OF THE SOCIETY**

### **6.1 VOTING AT GENERAL MEETINGS**

#### **6.1.1 Who is entitled to vote?**

6.1.2 Full Members of the Society shall be entitled to vote upon all questions submitted to any General Meeting of the Society.

6.1.3 Every Full Member shall have one vote to be cast by that Member either personally or by proxy.

6.1.4 Associate Members of the Society shall be invited to attend general meetings and to may attend and speak, at the direction of the Chair. Associate Members may not vote at a General Meeting of the Society.

**6.1.5 Voting by show of hands**

6.1.6 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

6.1.7 each Full Member present; and

6.1.8 pursuant to the Articles, each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution.

6.1.9 provided that if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

**6.1.10 Voting on a poll**

6.1.11 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

6.1.12 every Full Member present; and

6.1.13 every Full Member present by proxy pursuant to the Articles.

**6.1.14 General**

6.1.15 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

6.1.16 No Full Member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Trustees have been paid.

**6.1.17 Errors and disputes**

6.1.18 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

6.1.19 Any such objection must be referred to the chair of the meeting whose decision is final.

**6.1.20 Poll votes**

6.1.21 A poll on a resolution may be demanded:

6.1.22 in advance of the general meeting where it is to be put to the vote; or

6.1.23 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.

6.1.24 A poll may be demanded by:

6.1.25 the chair of the meeting;

- 6.1.26 the Trustees;
- 6.1.27 two or more persons having the right to vote on the resolution;
- 6.1.28 any person, who, by virtue of being appointed proxy for one or more Full Members having the right to vote on the resolution, holds two or more votes; or
- 6.1.29 a person or persons representing not less than one tenth of the total voting rights of all the Full Members having the right to vote on the resolution.
- 6.1.30 A demand for a poll may be withdrawn if:
- 6.1.31 the poll has not yet been taken; and
- 6.1.32 the chair of the meeting consents to the withdrawal.

**6.1.33 Procedure on a poll**

- 6.1.34 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.
- 6.1.35 The chair of the meeting may appoint scrutineers (who need not be Full Members) and decide how and when the result of the poll is to be declared.
- 6.1.36 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

**6.1.37 Timing**

- 6.1.38 A poll on:
- 6.1.39 the election of the chair of the meeting; or
- 6.1.40 a question of adjournment;
- 6.1.41 must be taken immediately.
- 6.1.42 Other polls must be taken within 30 days of their being demanded.
- 6.1.43 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

**6.1.44 Notice**

- 6.1.45 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 6.1.46 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

**6.1.47 Proxies**

- 6.1.48 A Full Member is entitled to appoint another person as his, her or its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a meeting of the Trustees. A proxy must vote in accordance with any instructions given by the Full Member by whom the proxy is

appointed.

6.1.49 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

6.1.50 states the name and address of the Full Member appointing the proxy;

6.1.51 identifies the person appointed to be that Full Member's proxy and the general meeting in relation to which that person is appointed;

6.1.52 is signed by or on behalf of the Full Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and

6.1.53 is delivered to the Trustees in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.

6.1.54 The Trustees may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.

6.1.55 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.

6.1.56 Unless a Proxy Notice indicates otherwise, it must be treated as:

6.1.57 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

6.1.58 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.

**6.1.59 Delivery of Proxy Notices**

6.1.60 The Proxy Notification Address in relation to any general meeting is:

6.1.61 the registered office of the Trustees; or

6.1.62 any other Address or Addresses specified by the Trustees as an Address at which the Society or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or

6.1.63 any electronic Address falling within the scope of the Articles.

6.1.64 If the Trustee gives an electronic Address:

6.1.65 in a notice calling a meeting;

6.1.66 in an instrument of proxy sent out by it in relation to the meeting; or

6.1.67 in an invitation to appoint a proxy issued by it in relation to the meeting;

6.1.68 it will be deemed to have agreed that any document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

#### **6.1.69 Attendance of Full Members**

- 6.1.70 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 Trustees by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

#### **6.1.71 Timing**

- 6.1.72 Subject to the Articles, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.
- 6.1.73 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 6.1.74 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:
- 6.1.75 received in accordance with the Articles; or
- 6.1.76 given to the chair, Secretary (if any) or any Trustees at the meeting at which the poll was demanded.

#### **6.1.77 Revocation**

- 6.1.78 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.
- 6.1.79 A notice revoking the appointment of a proxy only takes effect if it is received before:
- 6.1.80 the start of the meeting or adjourned meeting to which it relates; or
- 6.1.81 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

#### **6.1.82 Execution**

- 6.1.83 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

#### **6.1.84 Amendments to resolutions**

- 6.1.85 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 6.1.86 notice of the proposed amendment is given to the Trustees in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and
- 6.1.87 the proposed amendment does not, in the reasonable opinion of the chair of the meeting,



materially alter the scope of the resolution.

6.1.88 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

6.1.89 the chair of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed; and

6.1.90 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

6.1.91 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

#### **6.1.92 Written Resolutions**

6.1.93 The procedure for voting on a Written Resolution shall be as stated in the Articles.

### **7. ELECTION OF OFFICERS AND ORDINARY TRUSTEES**

#### **7.1 Eligibility**

7.1.1 To be eligible for nomination as an Ordinary Trustee a candidate:

- (a) must be a Full Member eligible to vote at General Meetings; and
- (b) must have been a Full or Associate Member for at least two years prior to the deadline for nomination submissions; and
- (c) must comply with such other criteria as the Trustees may specify either by Regulations from time to time or as a result of the decision of the Trustees.

7.1.2 To be eligible for nomination to any Officer role, except to the role of Treasurer, a candidate:

- (a) must meet the criteria at 7.1.1(b) above;
- (b) must have served as an Ordinary Trustee for a least one term of three years by the date on which they are to be appointed to the Officer role for which they are nominated; or
- (c) must have served as the Chair of a Subcommittee or Special Interest Group.

7.1.3 The Trustees may invite individuals with certain expertise to put themselves forward in order to encourage diversity of skills and experience on the board of Trustees.

7.1.4 The Trustees may elect to dispense with the eligibility criteria in this Regulation 7.1 when exercising their power of co-option to a vacancy among the Ordinary Trustees or Officers in accordance with the Articles.

#### **7.2 ELECTION PROCESS**

7.2.1 Not less than 20 weeks before the date of the Annual Succession Board Meeting, which shall unless otherwise specified take place during the Annual Scientific Meeting, the Secretary shall give to all Full Members notice of the vacancies amongst the Officers and Ordinary Trustees to be filled at the forthcoming election and shall invite nominations for such vacancies.

- 7.2.2 The notice shall be accompanied by nomination papers for the vacancies to be filled and the latest date by which the nominations must be received by the Secretary, which shall be no later than 12 weeks before the date of the Annual Succession Board Meeting at which new Trustees and Officers shall take up office.
- 7.2.3 No nomination papers shall be valid unless supported by at least two persons being Full Members of the Society and by the Full Member of the Society nominated in confirmation of his or her willingness to serve. The nomination paper must be accompanied by a statement of no more than 300 words in a form prescribed by the Trustees and details of any other company directorships held by the candidate.
- 7.2.4 The names of the existing Trustees and of the retiring Trustees shall be circulated with the Notice of the Elections.
- 7.2.5 The Election Officer shall send to each Full Member of the Society a ballot paper containing the names of those nominated to fill the vacancies and copies of their statements.
- 7.2.6 The Full Members of the Society shall, from the names submitted to them in the ballot papers, elect by postal ballot or other ballot process arranged by the Trustees the new Officers and Ordinary Trustees.
- 7.2.7 In the event of there being more valid nominations than number of vacancies, the election to fill that vacancy shall be by ballot conducted in accordance with the following Regulations. However, where the number of candidates is the same or less than the number of vacancies or the candidate for an Office is unopposed, the candidate(s) shall be declared to be duly elected thereto.
- 7.2.8 In the case of the election of the Officers or Ordinary Trustees, the vacancies shall be filled by the candidates with the greatest number of votes in their favour. In the event of an equality of votes, the election shall be decided by lot, the draw being made by the Election Officer.
- 7.2.9 All votes shall be cast in accordance with any instructions accompanying the ballot paper as long as not inconsistent with the above.
- 7.2.10 For Regulation 7.2.7, the Election Officer shall be the Secretary unless the Secretary is a validly nominated candidate included in the Notice of Elections in which case the Election Officer shall be another Officer appointed by the Trustees who is not a validly nominated candidate for any post in the Notice of Elections.
- 7.2.11 Where a successful election has taken place but the Annual Succession Board Meeting cannot proceed and has to be postponed, the Trustees may co-opt the individuals who were due to be appointed until an Annual Succession Board Meeting can be reconvened, at which point the trustees may appoint the elected individuals in accordance with the previous election without the need for a further election.

## **8. TREASURER**

### **8.1 APPOINTMENT**

- 8.1.1 The Treasurer shall be appointed by the Trustees from the Ordinary Trustees and the Lay Trustees in accordance with the Articles.

### **8.2 RESPONSIBILITIES**

- 8.2.1 The duties of the Treasurer shall be set by the board of Trustees, and may include:
- (a) ensuring that the financial resources of the Society meet its present and future needs and obligations;
  - (b) ensuring the Trustees are informed about their financial duties and responsibilities;
  - (c) ensuring that the Society has and follows an appropriate policy on financial reserves;
  - (d) ensuring that proper accounting records are kept, and that appropriate accounting procedures and financial controls are in place;
  - (e) ensuring that the Society follows an appropriate investment policy;
  - (f) ensuring that the accounts are audited in accordance with applicable accounting standards and as required by law and the relevant regulations, e.g. the Charity Commission and Companies Act 2006; and
  - (g) such other duties as are delegated by the board of Trustees to the Treasurer in accordance with the Society's Articles of Association.

## **9. SUBCOMMITTEES**

### **9.1 TERMS OF APPOINTMENT**

- 9.1.1 Every Full Member and Associate Member of the Society appointed by the Trustees to a Subcommittee under Article 29 shall hold office for a term of up to 3 years from the date of his or her appointment.
- 9.1.2 On the expiry of his or her first term, a Full Member and Associate Member appointed to a Subcommittee may be reappointed to the Subcommittee but shall not serve more than two terms.
- 9.1.3 The Officer responsible for the administration of each Subcommittee will be the Chair.
- 9.1.4 The Chair of the Finance, Audit and Risk Committee will be the Treasurer of the Society.
- 9.1.5 The Chair of the Nominations, Governance and Awards Committee will be the Secretary of the Society.
- 9.1.6 For Subcommittees not governed by Regulations 9.1.4 and 9.1.5:
- (a) The Chair will be appointed for a period of two years.
  - (b) In addition to the Chair, a Vice-Chair will be appointed by the Trustees for each Subcommittee. The Vice-Chair will be appointed for a period of two years and will become Chair on completion of their term.
  - (c) The total time on the committee, including terms as Vice-Chair and Chair, should be no longer than 10 years.
- 9.1.7 The Trustees may pass a resolution to remove a Chair or member of a subcommittee on the ground that his or her continued membership of the subcommittee is harmful to or is likely to become harmful to the interests of the Society.
- 9.1.8 A Subcommittee Chair may request of the Trustees the removal of subcommittee member on

the ground of insufficient participation in the subcommittee's work without extenuating circumstances. This may include but is not limited to: consistent absence from meetings without reason; disruptive behaviour that prevents the subcommittee from functioning; refusal to participate in the running of the subcommittee. This request can only be made where other attempts to resolve the situation have been unsuccessful.

## **9.2 DECISION MAKING**

- 9.2.1 A decision of a Subcommittee must be approved by the Trustees before the Subcommittee can take any action on it. In the case of an urgent matter, a Subcommittee may seek approval, through the President, from the Officers of the Society. All such approvals shall be recorded in the next Minutes of the Trustees.

## **10. SOCIETY SPECIAL INTEREST GROUPS**

### **10.1 ESTABLISHMENT**

- 10.1.1 The Trustees may pursuant to Article 31 at their discretion establish as part of the Society a Special Interest Group of the Society on the terms and conditions of these Society Special Interest Group Regulations. Such a Group shall be known as a Society Special Interest Group.
- 10.1.2 A Society Special Interest Group shall only be established:
- (a) for the sole purpose of carrying out the Society's objects within its specialist area as such purpose is specifically defined in the resolution of the Trustees establishing such Group; and
  - (b) if it would consist of at least 10 members; and
  - (c) if at least two thirds of its officers and members of its committee are either Full Members or Associate Members of the Society.
- 10.1.3 The Trustees shall not allow more than one Society Special Interest Group to be established at any one time in the same interest or subject area.

### **10.2 STATUS OF SOCIETY SPECIAL INTEREST GROUPS**

- 10.2.1 A Society Special Interest Group is not an independent organisation from the Society. The Group is subject to authority and control of the Trustees.

### **10.3 BENEFITS OF MEMBERSHIP OF SOCIETY SPECIAL INTEREST GROUPS**

- 10.3.1 A Society Special Interest Group shall describe itself as a "special interest group of The British Society for Haematology".
- 10.3.2 The Society Special Interest Groups and their chairmen will be listed free of charge on the Society's website and the dates and places of their planned meetings will be listed free of charge in the Society's website.
- 10.3.3 A Society Special Interest Group will be entitled to receive administrative support from the BSH staff and to hold business meetings at the BSH offices.
- 10.3.4 The Society may offer Society Special Interest Groups other services and facilities on terms to be agreed.

10.3.5 Society Special Interest Groups may hold scientific or educational sessions, or business meetings at the Society's Annual Conference, subject to the approval of the Programme Committee, which is a subcommittee of the Trustee Board and on a space available basis.

10.3.6 Any Society Special Interest Group may hold scientific, educational, professional or business meetings, as long as the meeting budget is approved by the Trustees. Such meetings, except for business meetings, must be open to all Full Members and Associate Members of the Society on a space available basis and must not conflict with the Annual Conference of the Society.

#### **10.4 SPECIAL INTEREST GROUP CONSTITUTIONS**

10.4.1 The conduct and activities of the Society Special Interest Groups shall be regulated by the Articles, these Society Special Interest Group Regulations, directions made by the Trustees from time to time and any rules made in accordance with Regulation 10.14.

#### **10.5 SPECIAL INTEREST GROUP MEMBERSHIP**

10.5.1 Any individual may register as a member with a Society Special Interest Group representing a specialist interest area in which he has an interest.

#### **10.6 ADMINISTRATION OF A SPECIAL INTEREST GROUP**

10.6.1 Administration of a Society Special Interest Group shall be undertaken by officers or a committee, in conjunction with BSH Staff, which shall conduct their or its proceedings in accordance with these Society Special Interest Groups Regulations, any directions of the Trustees and any rules made under Regulation 10.14.

10.6.2 All Special Interest Group officer or committee vacancies will be advertised to the full Special Interest Group and the Society Membership.

10.6.3 The officers or committee of a Society Special Interest Group shall be selected by the Special Interest Group Committee, which will then notify the Nominations, Governance and Awards Committee of the appointment.

10.6.4 The Chairman of a Society Special Interest Group shall be selected by the officers or committee in conjunction with a representative of the Nominations, Governance and Awards Committee.

10.6.5 A Society Special Interest Group may request to co-opt individuals who are not Full or Associate Members of the Society, to address a need for skills or knowledge.

10.6.6 All requests for co-option to a Society Special Interest Group will be subject to approval by the Nominations, Governance and Awards Committee.

10.6.7 Co-opted members will have full voting rights within the Special Interest Group and may constitute no more than one third of the Society Special Interest Group officers or committee members.

10.6.8 The Trustees may appoint, and remove and replace, one Trustee as a voting officer or member of the committee. If unable to attend a meeting of the officers or the committee of the Group the Trustees may appoint an alternate who shall be entitled to attend and vote at the meeting in his place.

10.6.9 Excepting co-opted members, a person shall automatically cease to be the Chairman, officer or member of a committee of a Special Interest Group if he ceases to be a Full Member or Associate Member of the Society.

- 10.6.10 In addition to the Chairman, the Group may have such other officers as may be determined, and elected or appointed, by the members of the Society Special Interest Group.

## **10.7 ASSETS OF SPECIAL INTEREST GROUPS**

- 10.7.1 Any rights, assets or funds acquired, received or used by or under the control of a Society Special Interest Group, its members or committee shall belong to the Society at all times.

## **10.8 INCOME AND EXPENDITURE OF SPECIAL INTEREST GROUPS**

- 10.8.1 A Society Special Interest Group may not open or maintain a bank account.
- 10.8.2 Subject to Regulations 10.8.3 and 10.8.4 a Society Special Interest Group, its committee, officers or members shall have no power to incur expenditure or liabilities or enter into contracts or place orders on behalf of or for the purposes of the Group.
- 10.8.3 If a Society Special Interest Group proposes to raise any income or incur any expenditure, it shall prepare and deliver to the Finance, Audit and Risk Committee, a subcommittee of the Trustee Board, for approval by the Trustees a budget showing such income and expenditure and the period and projected activities covered by the budget and specifying any proposed contracts. The Society Special Interest Group shall also supply such other financial information as the Finance, Audit and Risk Committee may reasonably request.
- 10.8.4 Subject to the approval of the budget by the Trustees, a Society Special Interest Group shall have the power to incur expenditure or liabilities or enter into contracts or place orders on behalf of or for the purposes of the Society Special Interest Group to the extent provided for in the latest budget approved by the Trustees PROVIDED THAT all such contracts or orders must be signed by a Trustee or other person authorised by the Trustees on behalf of the Society. Any expenditure which exceeds the approved budgeted amount or contract or order not provided for in such approved budget must have the prior written approval of the Trustees.
- 10.8.5 A Society Special Interest Group may not charge fees, solicit funds or raise member subscriptions for the purposes of the Society Special Interest Group or otherwise undertake any fund-raising activity which was not specifically referred to in the latest budget approved by the Trustees without the prior written approval of the Trustees.

## **10.9 RULES FOR OPERATION OF SOCIETY SPECIAL INTEREST GROUPS**

- 10.9.1 Each Society Special Interest Group, or any of its members, shall not:
- (a) without the prior approval of the Trustees use on any materials or publications in any medium the company, charity or VAT registration number of the Society or any logo or emblem of the Society or the letterhead of the Society;
  - (b) save as permitted by Regulation 10.8.4 enter into a contract or other arrangement legally binding on the Society;
  - (c) purport to speak on behalf of the Society or make any statements to the media;
  - (d) change its name without the consent of the Trustees;
  - (e) publish in any medium any educational, research or training materials without the consent of the Trustees;

- (f) act in a manner which could be prejudicial to the interests of the Society or damage its reputation;
- (g) give any representations concerning the Society

10.9.2 Each Society Special Interest Group shall:

- (a) promptly comply with any requests of the Trustees or anyone appointed by the Trustees necessary for the Society to comply with its responsibilities under Data Protection Act 1998 (as amended or re-enacted from time to time).
- (b) continue to comply with the conditions set out in Regulation 10.1.

## **10.10 SPECIAL INTEREST GROUPS INFORMATION**

10.10.1 Each Society Special Interest Group must:

- (a) submit an annual report of its activities (together with a list of its members) to the Secretary of the Society within 1 month of the end of each financial period of the Society;
- (b) inform within 5 working days the Secretary of the Society of any changes to its Chairman, officers and membership of its committee; and
- (c) inform within 5 working days the Secretary of any planned meetings and submit copies of the minutes of the Group and its committee in time for the next meeting of the Trustees.

## **10.11 ACCOUNTS AND ACCOUNTING RECORDS**

10.11.1 Where income and expenditure has been authorised in a budget approved by the Trustees the committee, or the officers (if there is no committee), of a Society Special Interest Group shall keep proper accounting records of that Group which shall be made available to the Trustee board or its authorised representatives on request

10.11.2 The committee, or the officers (if there is no committee), of a Society Special Interest Group shall prepare and deliver to the Society's Treasurer within 1 month of the end of each financial period of the Society annual accounts of the Society Special Interest Group in the form required by the Treasurer which shall be audited or examined if required by the Trustees.

## **10.12 DISSOLUTION OR SUSPENSION**

10.12.1 The Trustees may dissolve or suspend a Society Special Interest Group if:

- (a) the Society Special Interest Group or any of its members breaches any terms of these Society Special Interest Group Regulations and fails to remedy such breach (if capable of remedy) within 30 days of written request from the Trustees so to do; or
- (b) the Society Special Interest Group or any of its members, in the opinion of the Trustees, is not acting in the best interests of the Society; or
- (c) the Society Special Interest Group fails to deliver its annual report or annual accounts in accordance with Regulations 10.10.1(a) or 10.11.1,

provided that:

- (i) at least 14 days' notice in writing ("Meeting Notice") is given to the officers or members of the committee of the Group concerned of the meeting of the Trustees at which such dissolution or suspension is to be proposed and the grounds therefor; and
- (ii) the Group concerned is entitled to make written representations (as long as these are received by the Trustees by the date specified in the Meeting Notice); and
- (iii) one officer or member of the committee of the Group concerned shall be entitled to attend the meeting and make oral representations in person on behalf of the Group to the Trustees before they vote on the dissolution or suspension.

10.12.2 If a resolution is passed by the Trustees in accordance with Regulation 10.12.1, the dissolution or suspension of the Special Interest Group concerned shall be immediately effective upon written notice sent by the Trustees to such of the Chairman, officers or any members of its committee as the Trustees shall select. The accidental omission to give such notice to, or the non-receipt of notice by, any named recipient shall not invalidate the dissolution or suspension to which it relates.

10.12.3 Upon dissolution the Society Special Interest Group shall cease to carry out any activities on behalf of and in the name of the Society and all monies provided for in the Group's approved budget (if any) and any other assets and funds otherwise under the control of the Group, its officers, committee or members or designated for the purposes of that Society Special Interest Group or used or acquired by the Group, its officers, committee or members shall be transferred immediately to the Society. Also on dissolution all the benefits set out in Regulation 10.3 shall immediately cease in respect of that Group.

10.12.4 On suspension the Trustees may impose such conditions as they think fit.

### **10.13 DISMISSAL OR SUSPENSION OF MEMBER OF SOCIETY SPECIAL INTEREST GROUP**

10.13.1 The Trustees may remove or suspend the Chairman, an officer or a member of the committee of a Society Special Interest Group if, in the opinion of the Trustees, he is not acting in the best interests of the Society provided that:

- (a) at least 14 days' notice in writing ("Meeting Notice") is given to the person concerned of the meeting of the Trustees at which such removal or suspension is to be proposed and the grounds therefor; and
- (b) the person concerned is entitled to make written representations (as long as these are received by the Trustees by the date specified in the Meeting Notice) and oral representations in person to the Trustees before they vote on the removal or suspension.

10.13.2 If a resolution is passed by the Trustees in accordance with Regulation 10.13.1, the dissolution or suspension of the person concerned shall be immediately effective upon written notice sent to him by the Trustees.

10.13.3 On suspension the Trustees may impose such conditions as they think fit.

### **10.14 RULES MADE BY MEMBERS OF SOCIETY SPECIAL INTEREST GROUPS**

The members of a Society Special Interest Group may from time to time by a resolution passed



by at least two thirds of those present and voting at a meeting of the members of that Group of which at least 14 days written notice has been given to all members setting out the text of the rules to be considered make rules, and add to, repeal or vary such rules, governing their affairs provided that no rule shall contravene any of the provisions of the Articles or the Regulations. The members of a Society Special Interest Group must provide a copy of the resolution to the Trustees within 5 working days. If there is any conflict or inconsistency between a direction given to a Society Special Interest Group by the Trustees and such rules, the direction shall prevail.

## **11. THE SOCIETY'S ANNUAL CONFERENCE**

### **11.1 ORGANISATION OF THE ANNUAL CONFERENCE**

- 11.2 The Trustees may hold an annual scientific conference of the Society and may call it by whatever name they decide appropriate.

### **11.3 CONDUCT OF ANNUAL CONFERENCE**

- 11.3.1 When circumstances permit, Full Members and Associate Members of the Society may introduce visitors to the Annual Conference of the Society and a visitor may submit a scientific communication to the Society.
- 11.3.2 Visitors' names shall be entered in the attendance book kept by the Secretary but no-one other than the Full Members of the Society and the Associate Members (on the invitation of the Trustees) shall be entitled to attend any general meeting of the Society.
- 11.4 The Trustees may invite any other scientific society to participate in any scientific meeting of the Society but shall not invite such a society to participate in any general meeting of the Society.
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