

ACADEMY OF MEDICAL SCIENCES

BYE-LAWS

1. Interpretation

1.1 In these Bye-Laws the following words and expressions have the meanings shown beside them:

'the Academy'	the Academy of Medical Sciences incorporated by the Charter;
'the Bye-laws'	these Bye-laws, as amended from time to time in accordance with the Charter;
'the Charter'	the Royal Charter of the Academy, together with any Supplemental Charter that may be granted, as amended, added to or revoked from time to time;
'clear days'	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
'Committee'	any committee formed by the Council in accordance with Bye-law 18;
'the Constitution'	the body of rules and regulations according to which the Academy is governed and being comprised of the Charter, the Bye-laws and the Regulations;
'Co-opted Council Members'	Council Members who have been co-opted in accordance with Bye-Law 13;
'the Council'	the council of trustees of the Academy from time to time established in accordance with the Constitution;
'Council Member'	a member of the Council and a trustee of the Academy which, for the avoidance of doubt, includes Ordinary Council Members, Co-opted Council Members and Honorary Officers;
'Disciplinary Regulations'	the Regulations made by the Council from time to time pursuant to Bye-law 15.2 to provide appropriate procedures to investigate any allegations of misconduct by Fellows;
'Electronic Form' and 'Electronic Means'	have the respective meanings given to them in s.1168 Companies Act 2006, as amended from time to time;
'Eligible Council Members'	those Council Members who are able to count in a quorum and vote on a matter at a Council meeting;
'executed'	includes any mode of execution;
'Executive Director'	the person employed as the executive director of the Academy, including any person temporarily carrying out the duties of that post, or in such similar role as shall be renamed by the Council from time to time;
'Fellows'	the Ordinary Fellows, Honorary Fellows and Royal Fellows of the Academy and such other classes of fellowship as may be created from

time to time pursuant to Clause 6(b) of the Charter;

'General Meeting'	a general meeting of the Academy convened and held in accordance with the Constitution;
'Honorary Fellows'	non-voting members of the Academy who are elected as honorary fellows in accordance with the Constitution;
'Honorary Officers'	those Council Members elected to hold the honorary offices of the Academy listed in Bye-law 9;
'month'	a calendar month;
'Office'	the registered office of the Academy;
'Ordinary Council Members'	those Council Members who are not Honorary Officers and who are not Co-opted Council Members;
'Ordinary Fellows'	the voting members of the Academy who are elected as ordinary fellows in accordance with the Constitution;
'Ordinary Resolution'	a resolution passed at a duly convened and held General Meeting by not less than 50 percent of the Ordinary Fellows present and voting at the General Meeting;
'Patron'	a person conferred the title of patron by the Council in accordance with the Regulations;
'the Register'	the register of Fellows;
'Regulations'	such regulations as are made pursuant to the Charter and these Bye-Laws as amended from time to time;
'Royal Fellows'	non-voting members of the Academy who are elected as royal fellows in accordance with the Constitution;
'Sectional Committee'	a Committee formed by Council relating to a particular discipline within the medical sciences, for the purpose of considering candidates for Fellowship;
'Special Resolution'	a resolution passed at a duly convened and held General Meeting by not less than 75 percent of the Ordinary Fellows present and voting at the General Meeting;
'the United Kingdom'	Great Britain and Northern Ireland;
'in writing'	written or produced by any substitute for handwriting, wholly or partly, including in Electronic Form or if sent by Electronic Means;
'year'	twelve calendar months.

1.2 Words importing the singular number only shall include the plural number and vice versa and words importing persons shall include both incorporated and unincorporated organisations.

1.3 References to any legislation shall be deemed to include any amending or subsequent legislation.

1.4 Any definition used in any part of the Constitution shall have the same meaning in any other part thereof, unless a different meaning is clearly indicated.

1.5 In the event of any inconsistency between any of the provisions of the Constitution the prevailing provisions shall be: in the case of the Regulations, the Bye-laws; and in the case of the Regulations or Bye-laws, the Charter.

1.6 The Interpretation Act 1978 shall apply for the purposes of the interpretation of the Bye-laws and Regulations as it applies to the interpretation of an Act of Parliament.

2. Ordinary Fellows

2.1 The Council may elect as Ordinary Fellows such persons as it considers have made an exceptional contribution to the medical sciences, either in the form of original discovery or through sustained contributions to scholarship, save that only those Council Members who are also Ordinary Fellows may vote in the election of Ordinary Fellows.

2.2 The Council shall prescribe (and may from time to time vary) in the Regulations:

2.2.1 eligibility criteria for election as an Ordinary Fellow;

2.2.2 the procedure for nomination to be considered for election as an Ordinary Fellow; and

2.2.3 the process for election as an Ordinary Fellow.

2.3 The Council shall not be obliged to give reasons for its decision not to elect any person as an Ordinary Fellow.

2.4 The Council shall determine the level of annual subscriptions payable by the Ordinary Fellows in accordance with any requirements in the Regulations. The payment of such subscriptions shall be made in accordance with the Regulations.

2.5 In addition to the rights and obligations of Ordinary Fellows set out in the Charter and these Bye-laws, the Council may set out additional rights and obligations of Ordinary Fellows in the Regulations, provided that Ordinary Fellows shall have the following rights:

2.5.1 to attend, speak and vote at any General Meeting of the Academy;

2.5.2 to use the title of "Fellow of the Academy of Medical Sciences", denoted by the post nominal "FMedSci" in accordance with the Constitution from time to time;

2.5.3 to be eligible to stand for election to any elected office of the Academy;

2.5.4 to be eligible for appointment as a member of any Committee;

2.5.5 to nominate any person as a candidate for election as an Ordinary Fellow in accordance with the Regulations from time to time;

2.5.6 to be eligible for co-option onto the Council as a Co-opted Council Member; and

2.5.7 to vote in elections held by the Academy other than those elections in which only Council Members are eligible to vote.

2.6 Ordinary Fellowship shall not be transferable and an Ordinary Fellow shall cease to be an Ordinary Fellow.

2.6.1 on death;

2.6.2 if, by notice in writing to the Executive Director, the Ordinary Fellow resigns, that resignation is deemed to be effective on the date on which the notice of resignation is accepted in writing by the Office;

- 2.6.3 if any subscription or other sum payable by an Ordinary Fellow is not paid on the due date and remains unpaid one calendar month after final notice is served on the Ordinary Fellow informing them that they will be removed as an Ordinary Fellow if their outstanding subscription to the Academy is not paid. The Council may, in its absolute discretion, readmit any person removed on this ground as an Ordinary Fellow on their paying the sum due to the Academy; or
- 2.6.4 If the Council passes a resolution to expel an Ordinary Fellow from the Academy and remove them from the Register. Such resolution shall not be passed unless:-
- (a) the Ordinary Fellow concerned has been given not less than 14 days' notice in writing of the meeting of the Council at which such matter is to be considered and has been afforded a reasonable opportunity of being heard by, or of making written representations, to the Council, prior to the Council voting on the resolution; and
 - (b) following investigation in accordance with the Disciplinary Regulations, the Council considers that the conduct of the Ordinary Fellow is sufficiently seriously injurious to the reputation or interests of the Academy that a lesser sanction is not appropriate in the circumstances; and
 - (c) a majority of not less than 75 percent of the Eligible Council Members present and voting at the quorate meeting of the Council convened for the purpose, votes in favour.
- 2.7 The Council may pass a resolution to suspend an Ordinary Fellow from the Academy for a fixed period of time, or until a specified event has taken place. Such resolution shall not be passed unless:-
- (a) the Ordinary Fellow concerned has been given not less than 14 days' notice in writing of the meeting of the Council at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by, or making a written representation, to the Council, prior to the Council voting on the resolution;
 - (b) following investigation in accordance with the Disciplinary Regulations, the Council considers that the conduct of the Ordinary Fellow concerned is sufficiently seriously injurious to the reputation or interests of the Academy that a lesser sanction is not appropriate in the circumstances; and
 - (c) a majority of not less than 75 percent of the Eligible Council Members present and voting at the quorate meeting of the Council convened for the purpose, votes in favour.

3. Honorary Fellows

- 3.1 The Academy may by Ordinary Resolution elect any person to be an Honorary Fellow (and may by Ordinary Resolution remove any such elected Honorary Fellow) in accordance with such rules as shall be prescribed by the Council from time to time in the Regulations.
- 3.2 The Council may set out rights and obligations of Honorary Fellows in the Regulations, provided that:
- 3.2.1 Honorary Fellows shall have the following rights:
- (a) to attend and speak (but not to vote) at any General Meeting of the Academy;
 - (b) to use the title of "Fellow of the Academy of Medical Sciences", denoted by the post nominal "FMedSci" in accordance with the Constitution from time to time;
 - (c) to be eligible for co-option onto the Council to hold office as a Co-opted Council Member;

- (d) to be eligible for appointment as a member of any Committee but not any Sectional Committee; and

3.2.2 Honorary Fellows shall not have the following rights:

- (a) to nominate any person as a candidate for election as an Ordinary Fellow;
- (b) to vote in any elections held by the Academy, other than those elections in which an Honorary Fellow may be eligible to vote as a Co-opted Council Member, provided that no Honorary Fellow may vote in the election of Ordinary Fellows in their capacity as a Co-opted Council Member, should an Honorary Fellow be so co-opted at any time; and
- (c) to stand for any elected office within the Academy.

4. Royal Fellows

4.1 The Academy may by Ordinary Resolution elect any Member of the Royal Family to be a Royal Fellow (and may by Ordinary Resolution remove any such elected Royal Fellow) in accordance with such rules as shall be prescribed by the Council from time to time in the Regulations.

4.2 The Council shall set out the rights and obligations of Royal Fellows in the Regulations, provided that:

4.2.1 Royal Fellows shall have the following rights:

- (a) to attend and speak (but not to vote) at any General Meeting of the Academy;
- (b) to be eligible for co-option onto the Council to hold office as a Co-opted Council Member; and

4.2.2 Royal Fellows shall not have the following rights:

- (a) to be eligible for appointment as a member of any Committee;
- (b) to use the title of "Fellow of the Academy of Medical Sciences", denoted by the post nominal "FMedSci";
- (c) to nominate any person as a candidate for election as an Ordinary Fellow;
- (d) to vote in any elections held by the Academy, other than those elections in which a Royal Fellow may be eligible to vote as a Co-opted Council Member, Provided no Royal Fellow may vote in the election of Ordinary Fellows in their capacity as a Co-opted Council Member, should a Royal Fellow be so co-opted at any time; and
- (e) to stand for any elected office within the Academy.

5. General Meetings

5.1 In each calendar year the Academy shall hold an Annual General Meeting at such time and place as the Council shall determine provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

5.2 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The President or Council may call a General Meeting whenever it may appear to them to be necessary.

5.3 All Fellows shall be entitled to attend and speak at General Meetings, but only Ordinary Fellows are entitled to count in the quorum and vote at General Meetings.

5.4 Five percent of the Fellows (for the time being) may, by notice in writing, signed by them and delivered to the Office, require an Extraordinary General Meeting to be convened to consider and decide on the matters specified in such requisition. The Council shall within eight weeks after such requisition have been delivered, convene an Extraordinary General Meeting.

6. Notice of General Meetings

6.1 An Annual General Meeting and any Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least 21 clear days' notice. All other Extraordinary General Meetings shall be called by at least 14 clear days' notice.

6.2 The notice shall specify the date, time and place of the General Meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, the notice shall specify the meeting as such. The notice shall be given to all Fellows, Council Members and the Academy's auditors.

6.3 Accidental omission to give notice of a General Meeting, or the non-receipt of such by any person entitled to receive it, shall not invalidate any resolutions passed at the General Meeting.

7. Proceedings at General Meetings

7.1 No business shall be transacted at any General Meeting unless a quorum is present. Twenty Ordinary Fellows who are present and who are entitled to vote upon the business to be transacted shall constitute a quorum.

7.2 If a quorum is not present within half an hour from the time appointed for the General Meeting, or if during a General Meeting a quorum ceases to be present, the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council may determine.

7.3 The President, or in the President's absence one of the Vice-Presidents nominated by the Council, or in all of their absences, another Honorary Officer nominated by the Council, shall preside as chair of the General Meeting. If no Honorary Officer is present within 15 minutes after the time appointed for holding the General Meeting who is willing to act, the Council Members present shall elect one of their number to be chair and, if there is only one Council Member present and willing to act, they shall be chair.

7.4 If no Council Member is willing to act as chair, or if no Council Member is present within 15 minutes after the time appointed for holding the General Meeting, the Ordinary Fellows present and entitled to vote shall elect one of their number to be chair of that General Meeting.

7.5 The chair may, with the consent of a General 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 business left unfinished at the meeting from which the adjournment took place. When a General Meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice

7.6 A resolution put to the vote at a General Meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. A poll may be demanded:

7.6.1 by the chair; or

7.6.2 by at least two Ordinary Fellows present.

7.7 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or earned unanimously, or by a particular majority, or lost, or not earned by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact

without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 7.8 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 7.9 A poll shall be taken as the chair directs and they may appoint scrutineers (who need not be Ordinary Fellows) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 7.10 A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded if a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 7.11 In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote they may have.

8. Votes of Fellows

Every Ordinary Fellow shall have one vote.

9. The Honorary Officers

- 9.1 The Honorary Officers of the Academy, who must also be Ordinary Fellows, shall be:
- 9.1.1 the President;
 - 9.1.2 the Vice President (Clinical);
 - 9.1.3 the Vice President (Non-clinical);
 - 9.1.4 the Vice President (International);
 - 9.1.5 the Treasurer; and
 - 9.1.6 the Registrar.
- 9.2 The Honorary Officers shall be elected by the Council from among the Ordinary Fellows in accordance with the procedures set out in these Bye-laws and the Regulations.
- 9.3 A duly elected Honorary Officer will commence their term of office upon the later of the date of their election by the Council and the date on which their predecessor retires.
- 9.4 In the event of a casual vacancy among the Honorary Officers, the Council may elect one of the Ordinary Council Members to the vacant Honorary Officer position to hold office as a co-opted Honorary Officer until an election for a replacement Honorary Officer has been held, provided that an election for a replacement Honorary Officer shall be held within 12 months of the casual vacancy arising. Any period of office held by a co-opted Honorary Officer shall be taken into account in determining the length of time for which that person has held that office, if they are subsequently elected to the same Honorary Officer position by the Council.
- 9.5 The President shall have the right to use the title of "President of the Academy of Medical Sciences", denoted by the post nominal "PMedSci" during their term of office.
- 9.6 No person shall hold office as President for a period of more than five consecutive years.

9.7 No person shall hold office as Vice President (Clinical), Vice President (Non-Clinical), Vice President (International), Treasurer or Registrar for a period of more than six consecutive years.

10. The Council

10.1 The Council shall comprise:

10.1.1 the six Honorary Officers;

10.1.2 not less than three and not more than 18 Ordinary Council Members; and

10.1.3 up to five Co-opted Council Members;

who shall be elected or appointed (as the case may be) in accordance with the Constitution.

10.2 All Council Members, with the exception of Co-opted Council Members, must be Ordinary Fellows.

10.3 No person may be elected or appointed as a Council Member in circumstances such that, had they already been a Council Member, they would have been disqualified from acting under the provisions of Bye-law 14.

10.4 Except to the extent permitted by Clause 5 of the Charter, no Council Member shall take or hold any interest in property belonging to the Academy, or receive remuneration or be interested otherwise than as a Council Member, in any other contract to which the Academy is a party.

10.5 Council Members may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at Council meetings, Committee meetings or General Meetings or otherwise in connection with the discharge of their duties, as permitted under Clause 5 of the Charter, but shall otherwise be paid no remuneration.

11. Election of Ordinary Council Members

11.1 Ordinary Council Members shall be elected by ballot of the Ordinary Fellows held in accordance with the procedures and requirements set out in these Bye-Laws and the Regulations.

11.2 The Council shall set out the procedure in the Regulations for the nomination of candidates and the holding of elections for Ordinary Council Members.

11.3 The results of the election for Ordinary Council Members shall be announced at the Annual General Meeting. The newly elected Ordinary Council Members shall hold office from the end of the Annual General Meeting at which their election was announced.

11.4 Ordinary Council Members shall not be eligible to stand for re-election as Ordinary Council Members unless at least one calendar year has passed since they ceased to hold office as an Ordinary Council Member.

11.5 Ordinary Council Members may, during their term of office or at any time following the completion of a term of office, be eligible for election as an Honorary Officer by the Council. If elected as an Honorary Officer, the person shall cease to be an Ordinary Council Member and shall immediately commence their new term of office as an Honorary Officer.

12. Term of Office of Ordinary Council Members

Ordinary Council Members shall hold office for a term of three years. Such term shall commence at the conclusion of the Annual General Meeting at which their election was announced and shall terminate at the conclusion of the third Annual General Meeting following such announcement.

13. Appointment and Retirement of Co-opted Council Members

13.1 The Council may, by resolution, appoint any person (who need not be a Fellow) who is eligible and willing to hold office as a Co-opted Council Member provided that:

13.1.1 there shall not be more than five Co-opted Council Members appointed at any one time of which no more than two Co-opted Council Members shall not also be Fellows; and

13.1.2 no person may be appointed as a Co-opted Council Member in circumstances such that, had they already been a Co-opted Council Member, they would have been disqualified from acting under the provisions of Bye-law 14.

13.2 Subject to Bye-law 13.3, a Co-opted Council Member shall hold office only until the next following Annual General Meeting.

13.3 Unless a Co-opted Council Member is:

13.3.1 eligible for election as an Ordinary Council Member and is duly elected prior to the Annual General Meeting; or

13.3.2 reappointed as a Co-opted Council Member by resolution passed by the Council immediately prior to the Annual General Meeting;

they shall cease to be a Co-opted Council Member at the conclusion of the Annual General Meeting following the date of their appointment as a Co-opted Council Member.

13.4 The Council may reappoint a person as a Co-opted Council Member in accordance with Bye-law 13.3.2, provided that no person may be appointed as a Co-opted Council Member for more than three consecutive terms, unless their first term of office as a Co-opted Council Member was for a period of less than six months, in which case their first term of office as a Co-opted Council Member shall be discounted for these purposes.

13.5 After having served the maximum term set out in Bye-law 13.4, a Co-opted Council Member shall not be eligible to stand for re-election as a Co-opted Council Member unless at least one calendar year has passed since they ceased to hold office as a Co-opted Council Member.

14. Disqualification and removal of Council Members

14.1 A Council Member shall cease to hold office if:

14.1.1 they are disqualified under the Charities Act 2011 (or any statutory re-enactment or modification thereof) or are otherwise prohibited by law from acting as a charity trustee;

14.1.2 they are disqualified by law from acting as a company director;

14.1.3 the other Council Members reasonably believe that the Council Member has become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs and they resolve to remove the Council Member from office for this reason;

14.1.4 they resign their office by notice in writing to the Academy, sent to the Office (but only if at least two Council Members will remain in office when the notice of resignation is to take effect);

14.1.5 (Honorary Officers and Ordinary Council Members only) they cease to be an Ordinary Fellow;

14.1.6 they are absent from three consecutive Council meetings and the Council resolves that they should be removed from office for this reason;

14.1.7 a resolution is passed by 75 percent of the Eligible Council Members present and voting at a meeting of the Council convened for the purpose of considering the removal of any Council Member before the expiry of their term of office. Such a resolution shall not be passed unless the Council Member concerned has been given not less than 14 days' notice in writing of the meeting of the Council at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by, or of making a written representation to, the Council, prior to the Council voting on the resolution.

14.2 The Ordinary Fellows may by Special Resolution passed at a General Meeting remove any Council Member before the expiry of their term of office and may by an Ordinary Resolution appoint another Ordinary Fellow as a Council Member to hold office for the remainder of the term of the removed Council Member.

15. Powers of the Council

15.1 The Council, as the charity trustees of the Academy, are responsible for the management, control and administration of the Academy. The Council may exercise all such powers of the Academy, and do on behalf of the Academy, all such acts as may be exercised and done by the Academy and are not by law or by the Constitution required to be exercised or done by the Ordinary Fellows or by the Academy in General Meeting.

15.2 The Council shall have power to make such Regulations and Disciplinary Regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Academy, in relation to:

15.2.1 the appointment of Patrons, and the procedure for appointment of such Patrons and the parameters of their role;

15.2.2 the rights and privileges of Fellows;

15.2.3 the nomination and election of Fellows;

15.2.4 the duties of any officers of the Academy, the Honorary Officers and the Council Members;

15.2.5 the conduct of Fellows and appropriate procedures for an inquiry to be held into any allegations of misconduct by Fellows;

15.2.6 the conduct of the business of the Academy by the Council or any Committee or sub-committee; and

15.2.7 any of the matters or things within the power or under the control of the Council, provided that the same shall not be inconsistent with the Charter and Bye-Laws.

15.3 The Council shall have power to repeal, alter or add to any Regulations or Disciplinary Regulations and the Council shall adopt such means as they think sufficient to bring to the notice of Fellows all such Regulations and Disciplinary Regulations which shall be binding on the Fellows.

16. Conflicts of interest

The Council shall adopt a conflicts of interest policy which meets the requirements of charity law and which sets out guidelines and procedures to be followed by all Council Members, any members of Committees and employees of the Academy.

17. Proceedings of the Council

17.1 Subject to the provisions of the Constitution, the Council shall meet together for the despatch of business, adjourn and may otherwise regulate their proceedings as they think fit.

- 17.2 The President or any two Council Members may call a meeting of the Council.
- 17.3 Except as otherwise provided in these Bye-laws:
 - 17.3.1 questions arising at a Council meeting shall be decided by a majority of votes; and
 - 17.3.2 each Eligible Council Member shall have one vote at a Council meeting.
- 17.4 In the case of an equality of votes, the chair of the Council meeting shall have a second or casting vote.
- 17.5 The quorum for the transaction of the business of the Council shall not be less than one third of the number of Eligible Council Members or two, whichever is the greater.
- 17.6 The Council may act notwithstanding any vacancies but, if the number of Council Members is less than the number fixed as the quorum, the continuing Council Members may act only for the purpose of filling vacancies or of calling a General Meeting.
- 17.7 Unless they are unwilling to do so, the President shall preside at every meeting of Council at which they are present. If at any time there is no President in office, or if the President is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Council Members present may appoint one of the Vice-Presidents as chair of the meeting. If at any time there are no Vice-Presidents in office, or if none of the Vice-Presidents are willing to preside or are not present within five minutes after the time appointed for the meeting, the Council Members present may appoint any one of the Council Members present as chair of the meeting.
- 17.8 All acts done by a meeting of the Council or a Committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member or member of the Committee, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member or a member of the Committee (as the case may be) and had been entitled to vote.
- 17.9 A resolution in writing, approved by a simple majority of the Eligible Council Members for the time being, or by a simple majority of the members of any Committee, shall be as valid and effective as if it had been passed at a meeting of the Council or (as the case may be) such Committee duly convened and held. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date when the majority is obtained.
- 17.10 Council Members and members of any Committee may participate in or hold a meeting of the Council or of any Committee (as the case may be) by Electronic Means so that all persons participating in the meeting can communicate to the other persons present any information or opinions they have on any particular item discussed at the meeting. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Council or a Committee (as the case may be) duly convened and held with such persons physically present.

18. Delegation to Committee

- 18.1 The Council may delegate any of its powers, or the implementation of any of its resolutions, or the consideration of any matters to any Committee as the Council shall think fit, provided that:
 - 18.1.1 the Council may make such regulations and impose such terms of reference and give such mandates to any such Committee as it may from time to time think fit;
 - 18.1.2 any Committee so formed shall, in the exercise of any delegated powers, comply with any terms of reference provided to it by the Council;

- 18.1.3 the resolution making that delegation shall specify those who shall serve or be asked to serve on such Committee (although the resolution may allow the Committee to make co-options up to a specified number);
- 18.1.4 the composition of any such Committee shall be entirely at the discretion of the Officers and may comprise such Council Members as the terms of reference may specify. At the next Council meeting following appointment of such members of the Committee by the Officers, the Council shall ratify (or de-select) such members of the Committee;
- 18.1.5 the deliberations of any such Committee shall be reported regularly to the Council and any resolution passed or decision taken by any such Committee shall be reported to the Council in accordance with the Committee's terms of reference; and
- 18.1.6 all delegations under this Bye-law shall be revocable at any time.

19. Executive Director

- 19.1 The Council may appoint an Executive Director on such terms as the Council may think fit.
- 19.2 The Council may delegate any of its functions to the Executive Director or any employee of the Academy, provided that all such employees shall report back to the Council in accordance with the instructions given to them by the Council from time to time.

20. Accounts and Auditors

- 20.1 Accounting records sufficient to show and explain the transactions and assets and liabilities of the Academy and otherwise complying with the law shall be kept at the Office or such other place within the United Kingdom as the Council think fit.
- 20.2 Subject to the requirements of the law, the Academy may at a General Meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Academy may be inspected by Fellows and, subject to those restrictions, the books and accounts shall be opened to inspection by Fellows at all reasonable times during usual business hours.
- 20.3 The Council shall lay before the Annual General Meeting in each year an income and expenditure account for the period since the last preceding account together with a balance sheet made up as at the same date. Such accounts and balance sheet shall be accompanied by a report of the Council as to the state of affairs of the Academy and a report of the auditors which shall comply with the provisions of charity law. Copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached to them shall be made available to all persons entitled to receive notices of General Meetings of the Academy, not less than 21 clear days before the date of the meeting before which the same have to be laid.
- 20.4 Auditors shall be appointed at the Annual General Meeting who shall hold the qualifications set out in Section 1212 of the Companies Act 2006 or any enactment amending or replacing it. At least once in every year the accounts of the Academy shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

21. Annual Report and Annual Return

The Council shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification thereof) with regard to the preparation of an annual report and an annual return and their transmission to the Charity Commission.

22. Notices

- 22.1 Any notice to be given to or by any person pursuant to the Constitution shall be in writing.

- 22.2 A notice may be served by the Academy upon any Fellow, either personally or by sending it by email or through the post in a prepaid letter addressed to such Fellow, to their email or postal address as appearing in the Register provided that the notice may only be served by email if the Fellow has indicated their agreement to receiving such notices by email.
- 22.3 Any Fellow described in the Register by an address which is outside the United Kingdom shall only be entitled to have notices served upon them by the Academy at an email address appearing in the Register, provided that the Fellow has indicated their agreement to receiving such notices by email.
- 22.4 Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post and, in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and posted as a prepaid letter.
- 22.5 Any notice, if served by email, shall be deemed to have been delivered on the day it was sent, provided that it was sent before 5pm.
- 22.6 A Fellow, Council Member or Committee member present in person at any meeting of the Academy or of the Council or of any Committee (as the case may be) shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 22.7 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, a person entitled to receive a notice shall not invalidate the proceedings of that meeting.

23. Indemnity

- 23.1 Subject to the provisions of the Charter, every Council Member, auditor, officer, employee and member of any Committee of the Academy shall be entitled to be indemnified out of the assets of the Academy against any financial loss or liability incurred in good faith in carrying out their duties as such.
- 23.2 The Council shall have the power to resolve, pursuant to Clauses 4(w) and 5(g) of the Charter, to take out indemnity insurance on behalf of every Council Member, officer, employee and member of any Committee of the Academy, notwithstanding their interest in such a policy.