

CONSTITUTION OF THE HEADS OF UNIVERSITY BIOSCIENCES A Special Interest Group of the Royal Society of Biology

Adopted on the 19th January 2017

Special Interest Groups (SIGs) are volunteer-led groups within the Royal Society of Biology, operating autonomously but under the auspices of and within the Aims of the Society, with direct staff and financial support from the Society and broadly applicable to the concept of the regional Branch structure but with a national coverage for the specific area of interest. A SIG covers an area or aspect of the Society's key objectives/activities that operate on a continuous basis, as distinct from a Sub-Group of an existing Committee, which is constituted for a specific activity within a defined time period.

A. Names and Definitions.

The name of the Special Interest Group is the Heads of University Biosciences (HUBS).

“Society” – The Royal Society of Biology, registered charity 277981

“Council” – the Royal Society of Biology's Council, being the trustee board with legal responsibility under Charity law for the Society.

“Executive Committee” - the Executive Committee, constituted by clause G of this constitution

B. Administration.

Subject to the matters set out below, HUBS and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee and in accordance with Regulation 2.1 of the Royal Society of Biology on the creation and management of Special Interest Groups.

C. Objectives.

The Group's objectives (“the objectives”) are:

- 1) to provide a forum for Heads and Subject Leads, (to include those leading on teaching and learning and research) to discuss current issues in biosciences research, teaching and other relevant activities
- 2) to enable input from the Heads and Subject Leads in the HE sector into policy formulation and responses for the Society and its Member Organisations

- 3) to engage in outward facing activities to support development and dissemination of good practice in research, teaching and scholarship within the HE biosciences sector.

D. Powers.

In order to further these objectives, the Executive Committee may exercise the following powers:

- 1) power to raise funds and to invite and receive contributions, provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- 2) power to co-operate with and to exchange information and advice with other charities, voluntary bodies and statutory authorities operating to further the objectives;
- 3) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objectives;
- 4) power to appoint and constitute advisory committees;
- 5) power to do all such other lawful things as are necessary for the achievement of the objectives.

E. Membership.

- 1) Membership of the Group shall be open to any institution of Higher Education which is interested in furthering the Group's work and has paid an annual subscription.
- 2) Within the membership, every institution shall have one vote.
- 3) Each institution shall appoint an individual to represent it and to vote on its behalf at meetings of the Group. An alternate may replace the appointed representative at any meeting of the Group if the appointed representative is unable to attend.
- 4) Each institution shall notify the Secretary of the name of its representative and of any alternate. If the representative or alternate resigns from or otherwise leaves the institution, he or she may no longer represent the institution.
- 5) The Executive Committee may unanimously terminate the membership of any institution provided there is good reason. In this case the appointed representative of the institution concerned will have the right to be heard by the Executive Committee, accompanied by a colleague, before a final decision is made.
- 6) The Royal Society of Biology Council has the right to veto membership.
- 7) The membership fee will be set annually.

F. Honorary Officers.

At the Annual General Meeting of the Group, the members shall elect from amongst the Executive Committee a Chair, a Secretary and a Treasurer (the Honorary Officers), who shall hold office from the day following their election. Honorary Officers will normally serve a three year term regardless of their period on the Executive Committee before election. After three years the Honorary Officers positions will be open for election. Honorary Officers may stand for re-election at the end of their first term but may serve no more than two consecutive terms.

G. Executive Committee.

- 1) The Executive Committee shall consist of a maximum of 15 members being:
 - a. the Honorary Officers specified in the preceding clause;
 - b. not more than 11 members elected at the Annual General Meeting who shall hold office as stated in paragraph F.
 - c. one member appointed by the Council of the Royal Society of Biology
- 2) The Executive Committee may in addition appoint up to 3 co-opted members, each of whom may have one vote. No more than one third of the members of the Executive Committee can be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause J(1). Appointments shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated, in which case the appointment shall run from the date when the post becomes vacant.
- 3) Ordinary members of the Executive Committee shall normally serve for three years, their replacements being obtained by an election at the Annual General Meeting (AGM) normally in Spring. Members may stand for re-election at the end of their first term.
- 4) Ordinary Members may serve no more than two consecutive terms.
- 5) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 6) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of section H.

H. Determination of Membership of Executive Committee.

A member of the Executive Committee shall cease to hold office if he or she:

- 1) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

- 2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 3) is absent without the permission of the Executive Committee from all their meetings held within a period of one year and the Executive Committee resolve that his or her office be vacated; or
- 4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

I. Executive Committee Members should have no personal interest.

No member of the Executive Committee shall acquire any interest in property belonging to the Group or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.

J. Meetings and proceedings of the Executive Committee.

- 1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chair or by any two members of the Executive Committee upon, providing that 14 days' notice be given to the other members of the Executive Committee of the matters to be discussed. If the matters include an appointment of a co-opted member then at least 21 days' notice must be given.
- 2) The Chair shall act as Chair at meetings of the Executive Committee. If the Chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be Chair of the meeting before any other business is transacted.
- 3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- 4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question. In the case of equality of votes the Chair of the meeting shall have a second or casting vote.
- 5) The Executive Committee shall keep minutes of meetings of the Executive Committee and any subcommittee.
- 6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee. All acts and proceedings of any sub-committees shall be fully and promptly reported to the Executive Committee.

K. Property.

- 1) All investments held on behalf of the Group should be vested in a corporation entitled to act as custodian trustee, the Royal Society of Biology, as long as HUBS remains a Special Interest Group of the Royal Society of Biology.

L. Accounts.

- 1) The funds of the Group, including all donations, contributions and bequests, shall be made payable to the Royal Society of Biology
- 2) The funds raised by the Group will form a Designated Fund, and will be applied only in furthering the joint objectives of the Royal Society of Biology and the Group.
- 3) The Society will provide a statement of income and expenditure for each executive meeting and AGM and on any other occasion when requested by the Honorary Officers.
- 4) The financial year of the Group shall run from 1st October to 30th September.
- 5) All members shall be invoiced for the annual subscription fee on or around the 1st March. If fees remain unpaid by 1st August then membership to the Group shall cease.
- 6) The Executive Committee shall review the membership subscription fees annually.
- 7) Sponsorship, grants, membership fees shall fund additional activities of the Group and other methods as permitted by the Executive Committee with the approval (which will not normally be withheld) of the Council of the Society, provided these are within the Objectives of the Group and the Society (in terms of charitable objects).
- 8) Expenditure incurred for the activities of the Group will be paid by the Society upon submission of appropriate invoices and receipts. Any invoice above £5000 shall require the prior approval of the Chief Executive of the Royal Society of Biology. Other invoices may be approved directly by designated Society staff.
- 9) The Society may make reasonable deductions from the Group to fund costs incurred by the Society.
- 10) The Executive Committee must ensure that, at all times, the Group has sufficient cash resources to meet committed expenditure.
- 11) The Executive Committee, in carrying out the activities of the Group, will be covered by public liability and/or indemnity insurance for committee members held by the Society.

M. Annual Report.

There will be an annual report to the Royal Society of Biology Education, Training and Policy Committee, as a retrospective report of activities, and a forward look, for presentation in September. The Group will have formal representation on the Society's Education, Training and Policy Committee.

N. Annual General Meeting.

- 1) There shall be an Annual General Meeting of the Group which shall be held in the month of May to coincide with the spring meeting or as soon as practicable thereafter.
- 2) The Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Group. All the members of the Group shall be entitled to attend and vote at the meeting.
- 3) The Annual General Meeting will be Chaired by the Chair of the Executive Committee. If he or she is not present, before any other business is transacted, the persons present shall appoint a Chair of the meeting from the Executive Committee.
- 4) The Executive Committee shall present the report and accounts of the Group for the preceding year to each Annual General Meeting.
- 5) Nominations for election to the Executive Committee must be made by members of the Group in writing and must be in the hands of the Secretary of the Executive Committee at least 28 days before the Annual General Meeting.
- 6) Nominations for the election of Honorary Officer roles within the Executive Committee must be agreed within the Executive Committee
- 7) All nominations for election to the Executive Committee and Honorary Officer roles must be circulated in papers ahead of the Annual General Meeting.
- 8) Should nominations exceed vacancies, election shall be by ballot.
- 9) All Executive Committee Members and Honorary Officer Positions must be agreed and ratified at the Annual General Meeting.

O. Special General Meetings.

The Executive Committee may call a special general meeting of the Group at any time. If at least ten members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

P. Procedure at General Meetings.

- 1) The Secretary or other person specially appointed by the Executive Committee shall keep a record of proceedings at every general meeting of the Group.
- 2) There shall be a quorum when at least one tenth of the number of members of the Group for the time being or ten members of the Group, whichever is the greater, are present at any general meeting.

Q. Notices.

Any notice required to be served on any member of the Group shall be in writing and shall be served by the Secretary or the Executive Committee on any member either personally,

or by email to the last registered email address of the member, or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting. An email will have been deemed to have been received if it was not returned by the server holding the email address.

R. Alterations to the Constitution.

- 1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- 2) No amendment may be made to clause A (the name of Group clause), clause C (the objectives clause), clause I (Executive Committee Members not to be personally interested clause), clause S (the dissolution clause) or this clause without the prior consent in writing of the Council of the Royal Society of Biology.
- 3) Any proposal for changes to this Constitution shall be agreed by the Society's Council prior to adoption.

S. Dissolution.

If the Executive Committee decides that it is necessary or advisable to dissolve the Group it shall call a meeting of all members of the Group, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Group. Any assets remaining after the satisfaction of any proper debts and liabilities shall be transferred to the Royal Society of Biology General Fund.