

Agenda item 8, Special Resolution – To amend the Society’s By-Laws

Explanatory note:

A review of the governance of RSPH was carried out by independent, external consultants in 2023.

The review identified a number of inconsistencies between the By-Laws and the Rules of Governance and recommendations were made to update the By-Laws and the Rules of RSPH to address this. The Rules of the Society have been updated by the Council, but the approval of the AGM is required for changes to the By-Laws prior to seeking the formal consent of the Privy Council.



Annual General Meeting

Thursday 12 September 2024

Special Resolution

Subject: To amend the By-Laws of the Royal Society for Public Health in accordance with the attached schedule.

Present: The Members of the Royal Society for Public Health (RSPH)

Resolution: The following resolution is passed as Special Resolution:

“The By-Laws of the Royal Society for Public Health shall be altered in accordance with the schedule attached to this resolution subject to any minor amendments the Privy Council may require.”

Schedule To the Special Resolution

Amendments to the By-Laws of the Royal Society for Public Health

Para 3.2	Delete “nine” and substitute “five”. Delete “twenty-five” and substitute “fifteen”.
Para 3.3	Delete “Chairman” and substitute “Chair”. Delete “Vice-Chairman” and substitute “Vice Chair”.
Para 3.5 (A)	Delete para 3.5.A and substitute “The normal term of office for all trustees will be three years (but may be such shorter period as the Council may determine) renewable for a further immediate term of up to three years.”
Para 3.5 (B)	Delete para 3.5.B and substitute “Trustees are normally expected to retire from the Council after two consecutive terms unless the Trustee holds an elected office of the council, the discharge of which would require continuation of service as a trustee, or the Council resolve to extend a Trustee’s term of office by special resolution.
Para 3.5 (C) (new)	Insert para 3.5 (C) No Trustee shall serve for a continuous period that exceeds nine years unless the Council resolve otherwise by special resolution.
Para 3.7 (G)	Delete “Chairman” and substitute “Chair”.

**BY-LAWS
OF
Royal Society for Public Health
(Amended 10 Feb 2016-Approved by PCO) Under review March 2024**

1. Membership

- 1.1 The Council shall have the final and conclusive decision about the admission of members and their class of membership.
- 1.2 Any person desiring membership of the Society or to transfer to another class of membership shall apply in writing and supply any information required by the Council to consider appointment to the appropriate class of membership.
- 1.3 The fees to be paid on application and the annual membership subscription applicable to each class of membership shall be determined from time to time by the Council.
- 1.4 Any person or body desiring membership of the Society shall complete a declaration in a form approved by the Council that he or she supports the aims and objectives of the Society.
- 1.5 **Categories of Membership**

The various categories of membership of the Society shall be as set out from time to time in the Rules but will generally be: Fellowship, Honorary Fellowship, Membership, Honorary Membership, Associate Membership and Student Membership. The qualifications and entitlement to distinguishing titles shall be set out in the Rules. A person who ceases to be a member shall not be entitled to use a distinguishing membership title.

1.6 The Right to Vote

Only Fellows and ordinary members shall have the right to vote at general meetings of the Society.

1.7 Termination of Membership

Membership shall terminate forthwith if the member concerned:

- 1.7.1 gives written notice of resignation to the Society; or
- 1.7.2 dies or (in the case of an institutional or corporation member) ceases to exist; or
- 1.7.3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due); or
- 1.7.4 is removed from membership by resolution of the Council on the ground that in its reasonable opinion the member's continued membership is harmful to the Society (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice).

2. Rules

The Society may, in accordance with the Charter, make and from time to time revoke, amend or add to Rules governing:

- 2.1 Fees and subscriptions;
- 2.2 Qualification for membership;
- 2.3 Distinguishing titles of the membership;
- 2.4 Institutional and corporation membership;
- 2.5 General meetings;
- 2.6 Council meetings; and
- 2.7 Any other matter concerning the administration of the Society.

3. The Council

- 3.1 The Council members as Charity Trustees have control of the Society and its property and funds. The Council members shall be members of the Society.
- 3.2 The number of Council members shall be no fewer than ~~five~~ and no more than ~~twenty-five~~~~fifteen~~. The Council shall have the main responsibility for appointing members to and removing members from the Council in accordance with the By-Laws and Rules of the Society.
- 3.3 The Council shall have a Chair~~man~~, Vice-Chair~~man~~, Treasurer and such other officers as the Council shall from time to time decide.
- 3.4
- (A) Without prejudice to any other By-laws governing the appointment and removal of Council members, the membership shall be entitled at the AGM or at a general meeting to appoint Council members, to remove any Council member and to appoint another Council member in place of any Council member who ceases to be a Council member.
- (B) In addition to Council members appointed under By-law 3.4(A) the Council may appoint one or more additional Council members at its discretion.

3.5

~~(A) Each calendar year up to one third of the Council members (a minimum of one) shall retire from office. Such retirements shall take effect at each AGM.~~

~~(B) The Council members to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who become or were last re-appointed Council members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.~~

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~~(A) The normal term of office for all trustees will be 3 years (but may be such shorter period as the Council may determine) renewable for a further immediate term of up to three years.~~

~~(B) Trustees are normally expected to retire from the Council after two consecutive terms unless: -~~

- ~~• the Trustee holds an elected office of the council, the discharge of which would require continuation of service as a trustee, or~~
- ~~• the Council resolve to extend a trustee's term of office by special resolution.~~

~~(C) No trustee shall serve for a continuous period that exceeds nine years unless the Council resolve otherwise by special resolution.~~

3.6 A Council member retiring under By-law 3.5 or otherwise shall be eligible for re-appointment under By-law 3.2 or 3.4.

3.7 A Council member's term of office automatically terminates if he or she:

- (A) becomes prohibited by law from being a Council member; or
- (B) becomes bankrupt, insolvent or makes any arrangement or composition with his creditors generally; or
- (C) is or may be suffering from mental disorder and either:

- 1) he or she is admitted to hospital in pursuance of an application for admission under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

- 2) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or the appointment of a receiver, curator bonis, or other person to exercise powers with respect to his or her property or affairs; or

- (D) retires under By-law 3.5; or
 (E) is absent from three consecutive meetings of the Council and the Council resolve that his or her office be vacated; or
 (F) resigns by written notice to the Council; or
 (G) is removed by resolution passed by at least two-thirds of the Council such resolution being passed at a meeting of the Council duly convened and held after the meeting has invited the views of the Council member concerned and the chair of the meeting has declared that the meeting has considered the matter in light of such views; or
 (H) ceases to be a member.

3.8 A technical defect in the appointment of a Council member of which the Council are unaware at the time does not invalidate decisions take at a meeting of the Council.

4. Powers of the Council

The Council has the following powers in the administration of the Society:

- (A) to appoint officers and honorary officers;
 (B) to delegate any of its functions to committees on such terms as provided for in the Rules;
 (C) to make Rules consistent with these By-laws to govern proceedings at its meetings;
 (D) to make Rules consistent with these By-laws to govern the administration of the Society and the use of its seal;
 (E) to establish procedures to assist the resolution of disputes within the Society;
 (F) to manage the business of the Society;
 (G) to resolve pursuant to Article 3.19 of the Charter to effect indemnity insurance notwithstanding its interest in such a policy; and
 (H) to exercise any other powers of the Society which are not reserved to a general meeting.

5. Banking

- 5.1 All moneys received by or on behalf of the Society shall be regularly paid into a bank account opened by the Council and kept in the name of the Society.
 5.2 All cheques shall be signed as provided for in the Rules.

6. Records and Accounts

- 6.1 The Council must comply with the requirements of the Charities Act 1993 (as amended) as to keeping financial records, the audit of accounts and the preparation and transmission to the Commission of:
 (A) annual reports;
 (B) annual returns; and
 (C) annual statements of account.
- 6.2 The Council must keep proper records of:
 (A) all proceeding at general meetings;
 (B) all proceeding at meetings of the Council;
 (C) all reports of committees; and
 (D) all professional advice obtained.
- 6.3 Accounting records relating to the Society must be made available for inspection by any Council member at any reasonable time during normal office hours and may be made available for inspection by members who are not Council members if the Council so decide.

- 6.4 A copy of the Society's latest available statement of account must be supplied on request to any Council member or member, or to any other person who makes a written request and pays the Society's reasonable costs, within two months.
- 6.5 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the Council or by ordinary resolution of the Society.

7. Notices

- 7.1 Notices under these By-laws may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Society.
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.
- 7.3 Any notice given in accordance with these By-laws is to be treated for all purposes as having been received.
- (A) twenty four hours after being sent by electronic means or delivered by hand to relevant address;
 - (B) two clear days after being sent by first class post to that address;
 - (C) three clear days after being sent by second class or overseas post to that address;
 - (D) on the date of publication of a newspaper containing the notice;
 - (E) on being handed to the member personally; or, if earlier
 - (F) as soon as the member acknowledges actual receipt.
- 7.4 Technical defect in the giving of notice of which the Council are unaware at the time does not invalidate decisions taken at a meeting.

8. Indemnity

Every Council member or other officer, employee or auditor of the Society, shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default breach of duty or breach of trust in relation to the affairs of the Society.

9. Dissolution

The provisions of the Charter relating to dissolution of the Society take effect as though repeated here.