Charitable Incorporated Organisation (CIO) number 1163115.

RULES

1. **PREAMBLE**

1.1. The British Society for Neuroendocrinology (the "Society") was founded by its members in 1989 and was originally called the British Neuroendocrine Group. It has been a registered charity since 1991 (under charity number 1002114 until 2015) and a Charitable Incorporated Organisation (CIO) since 2015. The CIO was registered by the Charity Commission on 12 August 2015 and began trading on [DAY] [MONTH] 2015.

1.2. The Society's governing document is its CIO constitution ("Constitution"), a legal document which sets out what the Society, as a charity, can do in pursuit of the charitable object for which it was established (see Constitution clause 3), namely "to advance education and research in neuroendocrinology for the public benefit".

1.3. The Constitution can only be amended by a 75% majority of members voting on a resolution in accordance with the provisions of the Constitution, with the proviso that changing certain CIO clauses would also need the approval of the Charity Commission (Constitution clause 29).

1.4. The Society can be dissolved in accordance with Constitution clause 30, following a 75% majority vote of members at a General Meeting. Any remaining assets must be applied for charitable purposes the same as or similar to those of the Society.

1.5. These Rules govern the day-to-day operations of the Society in more detail than can be dealt with in the Constitution.

1.6. In the event of a conflict between these Rules and the Constitution, the Constitution shall prevail.

2. **MEMBERSHIP AND MEMBERS**

2.1. Categories of membership (Constitution clause 9)

2.1.1. Ordinary members, who shall be individuals with an active interest in research or teaching in neuroendocrinology;

2.1.2. Honorary members, who shall be individuals whose contributions to neuroendocrinology and/or to the Society are judged significant according to criteria established by the trustees. Honorary members may be nominated by any member and shall be approved by 75% of the trustees;

2.1.3. Student members, who shall be individuals registered for an undergraduate or postgraduate course of study in a subject relevant to neuroendocrinology;

2.1.4. Research technician members, who shall be individuals employed in research technician posts;

2.1.5. Retired members, who shall be those who have been members for at least 10 years and who have retired from full-time employment.

2.2. All those persons who were members of the unincorporated association known as the British Society for Neuroendocrinology ("BSN") shall be members of the CIO.

2.3. Applications for membership (Constitution clause 9 (1))

2.3.1. The format of applications and the supporting documentation required (if any) shall be set by the Trustees and details shall be published on the Society's web site

2.3.2. No person shall be deemed to be a member of the Society unless the procedure has been followed correctly, acceptance has been notified to the member by the Society, and any subscriptions have been paid

2.3.3. The Trustees, acting in the best interests of the Society, may refuse to admit any person as a member, provided the applicant has been given reasonable opportunity to appeal against the refusal as provided in clause 9 (1) of the Constitution

2.3.4. Membership is not transferable

2.4. Membership fees

2.4.1. Subscriptions apply to a calendar year and are due on 1 January of that year

2.4.2. The Trustees shall decide which categories of member shall pay a subscription fee and shall determine the fees annually

2.4.3. Online access to the *Journal of Neuroendocrinology* shall be provided for all members, apart from informal/associate members (as defined in the Constitution clause 9 (6))

2.4.4. A member whose subscription fee is in arrears by more than twelve months shall cease to be a member, but may rejoin without further formalities on payment of the current year's fee

2.4.5. Discounted or free access to member benefits is only available to members whose fees are not in arrears by more than three months

2.5. Termination of membership (Constitution clause 9 (4))

Membership of the CIO comes to an end if:

2.5.1. the member dies, or

2.5.2. the member sends a notice of resignation to the Society, provided there will be at least three members remaining; or

2.5.3. any sum of money owed by the member to the Society is not paid in full within twelve months of its falling due; or

2.5.4. the Trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect, having allowed the member the right of appeal in accordance with the Constitution clause 9 (4).

3. THE COMMITTEE

3.1. Composition of the Committee

3.1.1. The Society shall be governed by a committee of trustees ("the Trustees") comprising between three and fifteen members of the Society (Constitution clause 12 (3)).

3.1.2. The majority of the Trustees shall be elected by the members. Additional Trustees may be co-opted by the Trustees or by members to fill specific gaps (Constitution clause 13).

3.1.3. The number of co-opted Trustees shall not exceed one-third of the total number of the Trustees (Constitution clause 13 (4)).

3.1.4. Trustees shall be elected to serve for a period of four years, but may be re-elected to serve for further terms of four years (Constitution clause 16).

3.1.5. The Trustees shall choose Officers from among their number, namely a Chairman, a Deputy Chairman, a Treasurer, a Deputy Treasurer, a General Secretary, a Membership Secretary, a Meetings Secretary, a Communications Secretary, a Journal Secretary, and a Grants Secretary.

3.1.6. An Early Stage Researcher ("ESR"), defined as an undergraduate or postgraduate student, or a postdoctoral researcher without a permanent position, shall be elected as a Trustee

3.1.7. A deputy ESR shall be elected and may be requested to attend Committee meetings ex officio, for example in the absence of the ESR Trustee, but shall not be a Trustee and shall not vote.

3.1.8. The Editor-in-Chief or alternative representative of the Editorial Board of the *Journal of Neuroendocrinology* shall attend Committee meetings ex officio, but shall not be a Trustee and shall not vote.

3.2. Election of Trustees

3.2.1. Nominations may be made by the Trustees or by at least two Ordinary Members of the Society, with the exception of the ESR Trustees, who must be nominated by at least two ESR members.

3.2.2. A call for nominations shall be sent to the members at least two months before the date of the election, specifying the format of nominations and the deadline for receipt of nominations by the Committee, which shall be at least four weeks before the election takes place

3.2.3. The call for nominations and voting instructions should include a reminder to Members of the Society's need for equality and diversity amongst the Trustees in terms of:

- subject knowledge and balance;
- geographical and subject distribution;
- gender, ethnic and age balance;
- balance of academic, industrial and other relevant experience;
- knowledge of and involvement in national and international neuroendocrinology.

3.2.4. Each nomination form shall relate to one candidate only and the candidate must indicate their acceptance of the responsibilities of trusteeship

3.2.5. All nominees must be eligible to be trustees of a charity as set out in the Constitution clause 12 (2) and must not be disbarred from trusteeship under Constitution clause 15

3.2.6. If there are more nominations than vacancies, elections shall normally be held by show of hands at the Annual General Meeting ("AGM") of the Society unless a poll is demanded, although ballots may be held between AGMs if required, by postal, email or electronic ballot (e-vote) as detailed in the Constitution clause 13 (3)

3.2.7. Members shall be advised of details of nominees at least two weeks before the election takes place

3.3. Meetings of the Committee

3.3.1. The quorum for meetings of the Committee shall be four or one third of the Trustees on the Committee, whichever is greater (Constitution clause 20 (3))

3.3.2. Meetings shall be chaired by the Chairman or, in his/her absence, the Deputy Chairman. If neither is present, the Trustees shall decide amongst themselves who shall chair the meeting (Constitution clause 20 (2))

3.3.3. Meetings shall normally be called by the General Secretary, but any Trustee may call a meeting (Constitution clause 20 (1))

3.4. Responsibilities

3.4.1. The General Secretary shall be responsible for giving notice of meetings, preparing and circulating agendas in advance and for preparing and circulating minutes

3.4.2. The Treasurer shall be responsible for managing the Society's funds and its book-keeping, accounting and auditing services, including managing any external suppliers

3.4.3. The Membership Secretary shall be responsible for recruitment and retention of members, for ensuring an accurate register of members is maintained, and for managing relationships with any suppliers connected with membership management

3.4.4. The Meetings Secretary shall be responsible for coordinating all aspects of organisation of scientific meetings of the Society. The Meetings Secretary shall also be responsible for representing the Society at programme meetings of other organisations with which the Society has such arrangements, notably the International Neuroendocrine Federation (INF).

3.4.5. The Chairman shall represent the Society on governing councils or other committees of organisations with which the Society has such arrangements, notably the INF and the Society of Biology

3.4.6. Subject to the provisions of clause 5, the Journal Secretary shall be responsible for all aspects of the management of the *Journal of Neuroendocrinology* apart from editorial content, and shall be responsible for managing the relationship with the contracted publisher

3.4.7. The Communications Secretary shall be responsible for managing general communications with members as well as *Neuroendocrine Briefings*, and electronic and print newsletters

3.4.8. The Grants Secretary shall be responsible for overseeing all calls for applications, for chairing the Grants Panel that decides on which grant applications are successful, and for advising the Treasurer of the payments required.

3.4.9. Responsibilities may be delegated to alternate Trustees where appropriate

3.5. Delegation

3.5.1. The Committee may form sub-committees consisting of members of the Society in accordance with Constitution clause 18 and may delegate specific aspects of the Society's work to such sub-committees, subject to setting up formal terms of reference for such sub-committees

3.5.2. Any such sub-committee shall have at least one Trustee among its number

3.5.3. The Committee shall have the authority to disband any such sub-committee or dismiss any or all of its members

3.5.4. Each sub-committee shall report to the Committee through its chair

3.5.5. The current sub-committees are the Grants Panel and the Outreach Panel

3.6. Retirement or removal of Trustees is governed by the Constitution clause 15

4. THE ADVISORY BOARD

4.1 The role of the Advisory Board is to monitor the Society's processes and outputs and to draw to the attention of members to any issues that they believe require consideration

4.2 The Advisory Board comprises not less than 3 nor more than 4 members, appointed by the Trustees, and submitted to the members for ratification at General Meeting or by postal vote.

4.3 The Committee shall submit an annual report to the Advisory Board and shall hold an annual meeting with the Advisory Board – in person or by teleconference or other such means whereby all members can communicate with each other – to enable the Advisory Board to raise questions and discuss issues

4.4 Each Trustees' Annual Report shall contain a statement written by the Advisory Board about their view of the Society's performance and any concerns about past, current or proposed future activities

4.5 Advisory Board members shall serve a four-year term, renewable

4.6 Committee members may not be Advisory Board members during their term of office as Trustees.

5. PUBLICATIONS

5.1. The Society shall cause to be published a Journal called the *Journal of Neuroendocrinology,* the content of which shall be controlled by an Editorial Board including at least six members of the Society

5.2. Any contracts relating to the Journal shall be subject to approval by the Trustees and shall be signed by two Trustees.

5.3. The Editor-in-Chief shall attend Committee meetings in an ex officio capacity, but shall not be a Trustee and shall not vote

5.4. Taking into account the views of the Editor-in-Chief, the Editorial Board and the Journal Secretary, the Committee shall appoint the Editor-in-Chief of the *Journal of Neuroendocrinology* who shall also chair the Editorial Board. The Editor-in-Chief shall serve a term not exceeding seven years, not normally renewable.

5.5. The Committee shall determine the editorial policy of the *Journal of Neuroendocrinology*, including its aims and scope, editorial board structure and ethics policies, after taking into account the views of the Editor-in-Chief, the Editorial Board and the Journal Secretary

5.6. The Editor-in-Chief, working with the Editorial Board, shall be responsible for the content of the Journal and shall have the sole authority to accept or reject material

5.7. The composition of the Editorial Board shall be decided by the Editor-in-Chief of the Editorial Board, working with the Editorial Board, and subject to ratification by the Committee.

6. PROCEEDINGS AT GENERAL MEETINGS AND MEMBERS' DECISIONS (Constitution clause 11)

6.1. In accordance with the Constitution, Annual General Meetings (AGMs) must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined as applicable) and the Trustees' annual report, appoint the Independent Examiners for the following year, and provide for election of Trustees

6.2. Other general meetings of the Members of the CIO may be held at any time

6.3. Notice of the meeting shall be sent to all Members not less than fourteen days before the date of the general meeting

6.4. Every Member shall have one vote

6.5. The quorum for the meeting shall be ten Members

6.6. A resolution put to the vote of a 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 by the chair or by at least 10% of the Members present in person or by proxy at the meeting. Any poll shall be carried out in accordance with the Constitution clause 11 (6)

6.7. The Society may, if the Trustees so decide, allow the Members to vote by post, email or e-voting to elect charity Trustees or to make a decision on any other matter. Any such election or ballot must be carried out in accordance with the Constitution clause 11 (9) or 10 (3) as applicable

6.8. Any Member of the Society may appoint a proxy to vote on their behalf

7. ACCOUNTS

7.1. The Committee shall cause true accounts to be kept in accordance with charity law, giving full particulars: (i) of all the moneys, investments and assets of the Society; (ii) of all moneys received and expended by the Society, and of the matters in respect of which such receipts and expenditure take place; (iii) of the credits and liabilities of the Society; (iv) of all sales and purchases of goods by the Society

7.2. The Society's accounts shall be independently examined each year in accordance with charity law and shall be made available to all members in advance of the AGM

7.3. The accounts records shall be kept by the Treasurer or at such place or places as the Committee may from time to time determine

7.4. The accounts and books of the Society shall be open to the inspection of members during business hours, subject to any reasonable restrictions

8. CONFLICTS OF INTEREST

8.1. As a charity, the Society expects its Members to conduct themselves with a high degree of probity when carrying out the Society's business.

8.2. Constitution clause 7 deals generally with conflicts of interest.

8.3. Trustees, sub-committee members and others carrying out the Society's business are expected to inform the Chairman or other relevant officer with regard to any matter that may lead to a conflict of interest.

8.4. Conflicted persons should not take part in any process (eg marking grant applications) where they have a potential conflict.

British Society for Neuroendocrinology
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