

Microbiology Society Bye-Laws Advisory Council

1. Introduction and Background

- 1.1 The Microbiology Society (“the Society”) is a charitable company limited by guarantee (registered company number 1039582) it is also registered as a charity in England and Wales (registered number 264017) and in Scotland (registered number SC039250).
- 1.2 The Society’s charitable purpose is to advance the art and science of microbiology.
- 1.3 The Trustees of the Society (“the Trustees”) are responsible for everything the Society does.
- 1.4 The Advisory Council is elected by the Members to support the Society and the Trustees with the scientific activities of the Society, to ensure they meet the needs of the members and deliver wider public benefit.
- 1.5 These Bye-Laws are made in accordance with Article 23 of the Society’s Articles of Association. They can be amended by the Trustees who must first consult the Advisory Council before adopting any changes.
- 1.6 The Articles of Association of the Society take precedence over these Bye-Laws.

2. Role and Responsibilities of the Advisory Council

- 2.1 The Advisory Council shall advise the Trustees on any matters encompassed within Article 2.1 of the Society's Articles of Association. In particular, it shall advise the Trustees on the format and content of scientific conferences; the nature and criteria for the Society's grants programmes and other professional development activities; the publication of reports, journals or other communications in any format; the Society's efforts to influence public policy and its engagement with professional communities outside the discipline of microbiology; the annual budget of the Society; and any other matters on which in the Advisory Council's opinion and at its absolute discretion, the interests of the members of the Society or the advancement of microbiology would be best served by the Trustees considering such advice.
- 2.2 In fulfilling its duties, the Advisory Council shall ensure that the business of the Committees of Advisory Council is presented to the Trustees in a coordinated and timely manner.

3. **Advisory Council Composition**

- 3.1 The number of Advisory Council Members shall be not less than eight.
- 3.2 The Advisory Council shall comprise:
 - 3.2.1 The President, Treasurer and General Secretary of the Society who must be members of the Society;
 - 3.2.2 Chairs of the Committees of Advisory Council provided they are also members of the Society;
 - 3.2.3 Up to six Elected Members who must be members of the Society;
 - 3.2.4 Up to three Co-opted Members who could, but need not be, members of the Society; and
 - 3.2.5 Any other Trustees, who are members of the Society, but are not otherwise on the Advisory Council may attend meetings of the Advisory Council but may not vote.

4. **Appointment and retirement of the Advisory Council Members**

President, Treasurer and General Secretary

- 4.1 The President, Treasurer and General Secretary shall be appointed in accordance with the provisions of the Society's Articles of Association.

Chairs of Committees

- 4.2 The Chairs of the Committees of the Advisory Council will be deemed automatically appointed as Members of the Advisory Council by virtue of being a Chair of a Committee of the Advisory Council. The process for appointment and terms of office of such Chairs shall be agreed between the Advisory Council and Trustees from time to time.
- 4.3 Where a Committee of the Advisory Council has co-chairs each will have a vote.
- 4.4 The Committees of the Advisory Council are:
 - 4.4.1 Building Communities Committee,
 - 4.4.2 Impact and Influence Committee,
 - 4.4.3 Sustainability Committee,
 - 4.4.4 Early Career Forum Executive Committee, and

4.4.5 Members Panel.

Elected Members of the Advisory Council

4.5 Elected members of the Advisory Council shall be elected by the membership of the Society and the procedure for election shall be as determined by the Trustees from time to time. The results of elections of Elected Members of the Advisory Council shall be announced at each annual general meeting of the Society, or in the next communication to Members of the Society. Terms of office for Elected Members of the Advisory Council shall be from a date determined by the Trustees, or, if not otherwise determined, from the 1st January following such announcement.

4.6 Except as provided in clause 4.7, Elected Members of the Advisory Council shall serve for up to three years, unless a different period is determined by the Advisory Council. At the end of this period they shall retire from office and not be eligible for re-election for three years, save where decided by the Advisory Council.

4.7 If an Elected Member of the Advisory Council resigns or otherwise ceases to be a Member of the Advisory Council before the completion of their normal term of office, the vacancy shall be filled at the discretion of the Advisory Council. The person so appointed by the Advisory Council shall serve on the Advisory Council for the remainder of the term of office of the Elected Member of the Advisory Council whose vacancy they fill. Any person appointed under this clause to serve on the Advisory Council for one year or less shall be eligible for immediate re-election as a Member of the Advisory Council; otherwise they shall not be eligible for re-election until three years have elapsed from their retirement save where decided by the Advisory Council.

Co-opted Members of the Advisory Council

4.8 The Advisory Council shall have power from time to time to co-opt not more than three additional people (qualified for nomination as determined by the Advisory Council) as Co-opted Members of the Advisory Council if there is in the Advisory Council's absolute discretion a need on the Advisory Council for persons with those particular characteristics, skills or experience. Co-opted Members of the Advisory Council shall serve for up to three years and must then step down and cannot be reappointed for three years.

5. Disqualification and removal of the Advisory Council Members

5.1 An Advisory Council Member shall cease to be a Member of the Advisory Council if they:

5.1.1 cease to hold the office of President, Treasurer, General Secretary or Chair of a Committee of the Advisory Council;

- 5.1.2 the Trustees reasonably believe that they have become mentally incapable of managing their own affairs and they resolve to remove the person from office;
- 5.1.3 they notify the Society in writing that they are resigning from office, and any period of time specified in the notice has passed (but only if at least seven Advisory Council Members will remain in office when the notice of resignation is to take effect);
- 5.1.4 are absent without the permission of the Advisory Council from all their meetings held within a period of twelve months and the Advisory Council resolve that their office be vacated;
- 5.1.5 if having been a member of the Society when they took office they cease to be a member of the Society for whatever reason; or
- 5.1.6 are removed by a resolution of the Advisory Council or the Trustees having first given the individual 28 days to make representation to the Advisory Council or the Trustees (as appropriate).

6. Advisory Council Members' expenses and interests

- 6.1 The Advisory Council Members may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Advisory Council or committees of the Advisory Council or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.
- 6.2 Except to the extent permitted by Article 4 of the Articles (which shall apply to Advisory Council Members as if they were a Trustee), no Advisory Council Member shall take or hold any interest in property belonging to the Society or receive remuneration.
- 6.3 An Advisory Council Member must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. An Advisory Council Member must absent themselves from any discussions of the Advisory Council Members in which it is possible that a conflict will arise between their duty to act solely in the interests of the Society and any personal interest (including but not limited to and personal financial interest).

7. Proceedings of the Advisory Council

- 7.1 Subject to the provisions of the Articles, the Advisory Council may regulate its proceedings as it thinks fit. An Advisory Council Member may, and the General Secretary at the request of an Advisory Council Member shall, call a meeting of the

Advisory Council. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.

- 7.2 The quorum for the transaction of the business of the Advisory Council may be fixed by the Advisory Council but shall not be less than seven.
- 7.3 The Advisory Council may act notwithstanding any vacancies in its number, but, if the number of the Advisory Council Members is less than the number fixed as the quorum, the continuing Advisory Council Members or Advisory Council Member may act only for the purpose of filling a vacancy.
- 7.4 The President shall be Chair of the Advisory Council. If the President does not wish to take on the role of Chair of the Advisory Council then the Advisory Council may appoint another Executive Officer to be the Chair of its meetings and may at any time remove them from that office. Unless they are unwilling to do so, the Executive Officer so appointed shall preside at every meeting of the Advisory Council at which they are present. But if there is no Executive Officer holding that office, or if the Executive Officer holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Advisory Council Members present may appoint one of their number to be Chair of the meeting.
- 7.5 The Advisory Council may appoint one or more sub-committees or working groups consisting of three or more persons for the purpose of making any inquiry or supervising or performing any function nor duty which in the opinion of the Advisory Council would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be adequately and promptly reported to the Advisory Council, and the Advisory Council shall have oversight and decision-making powers in relation to any matters reported to it. The Advisory Council will determine who will be the Chair of any such sub-committee or working group.
- 7.6 All acts done by a meeting of the Advisory Council or sub-committee of the Advisory Council shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Advisory Council Member or that any Advisory Council Members 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 an Advisory Council Member and had been entitled to vote.
- 7.7 A resolution, approved in writing or in electronic form, by at least a majority of the Advisory Council Members or Committee of the Advisory Council entitled to vote thereon, shall be as valid and effective as if it had been passed at a meeting of the Advisory Council . Such a resolution may consist of several documents in the same

form, each signed by one or more Advisory Council Member or may be agreed by email or other electronic means.

7.8 The Advisory Council may not incur any expenditure outside of the annual budget agreed with the Trustees, without the prior agreement of the Trustees. Given the Trustees responsibilities in relation to the operation of the Society, in the case of a disagreement over the budget the Trustees shall have the final decision.

7.9 The Advisory Council may not enter into contracts or otherwise incur expenditure on behalf of the Society unless this is a budgeted expense and approved by the Treasurer.

7.10 The secretary of the Advisory Council shall be the Chief Executive Officer as appointed from time to time, or if the Chief Executive is unable to act in this role, then another member of staff shall act in this role if and for so long as appointed to do so by the President.

8. **Minutes**

8.1 The Advisory Council shall keep minutes permanently and securely:

8.1.1 Of all appointments made by the Advisory Council; and

8.1.2 Of all proceedings and all business transacted at meetings of the Advisory Council (or its sub-committees), including the names of those present at each such meeting; and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

8.1.3 Minutes of the Advisory Council meetings shall be made available to the Trustees.

9. **Notices**

A Member present in person at any meeting of the Advisory Council shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

10. **Policies and Statements**

The Advisory Council shall comply with the policies of the Society and may when appropriate make statements on behalf of the Society with the prior agreement of the Trustees.