

**BYE-LAWS**  
of  
**THE BRITISH SOCIETY OF SOIL SCIENCE**

**adopted by the Trustee Board on 24<sup>th</sup> August 2016**

**1 DEFINITIONS AND CONSTRUCTION**

“the Annual General Meeting”	means a meeting of the Members of the Society held in accordance with bye-law 17;
“the Articles”	means the Articles of Association of the Society;
“the Chair and President”	means the Trustee elected as Chair of the Board of Trustees in accordance with Article 20 as defined in Byelaw 3;
“the Charities Legislation”	means the Charities Acts 1992, 1993 and 2006, the Charities (Accounts and Reports) Regulations 1995 and any statutory modification thereof or addition thereto from time to time;
“the Council”	means the committee of the Trustee Board called the Council
“the PPC”	means the committee called the Professional Practice Committee (PPC)
“the Members of the Society”	means those individuals who are recognised as members of the Society
“the President”	means the Trustee elected as President in accordance with Article 20 and bye-law 3;
“the Society”	means the British Society of Soil Science; and
“the Trustees”	means the Trustees (directors) of the Society.

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender shall include the feminine gender. Words importing individuals shall include corporations.

**2 TRUSTEE BOARD POWERS**

- 2.1 The Trustee Board may exercise all the powers of the Society and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not required by statute or the Articles or these bye-laws or any regulations made thereunder to be exercised or done in some other manner.
- 2.2 The Trustee Board, subject to the provisions of the Articles and of the bye-laws for the time being in force may make regulations with respect to the carrying into effect of all or any of the purposes of the Society or provisions of the Articles or bye-laws.
- 2.3 Any of these bye-laws may from time to time be altered, added to or repealed as provided by the Articles.

### **3 PRESIDENT**

3.1 The Trustee Board shall from time to time elect one Trustee to be the President of the Society as elected by the members of the Society; typically every two years.

3.2 The role of the President shall be to:

3.2.1 represent BSSS externally;

3.2.2 preside over ceremonial functions of BSSS ;

3.2.3 chair all Trustee meetings, General meetings and Council meetings; and

3.2.4 act as line manager for the Executive Officer.

### **4 PAST PRESIDENT**

4.1 The Trustee Board shall from time to time elect one Trustee to be the Past President; typically every two years.

4.2 The role of the Past President shall be to:

4.2.1 act as a source of advice and information for the current serving President;

4.2.2 complete tasks that are outstanding from time served as president;

4.2.3 act as Trustee Meeting Secretary.

### **5 PRESIDENT ELECT**

5.1 The Trustee Board shall from time to time elect one Trustee to be the President Elect; typically every two years.

5.2 The role of the President Elect shall be to:

5.2.1 deputise for the president in all functions when he or she is unavailable;

5.2.2 act in all matters under the instigation of the President where experience prior to becoming president would be advantageous; and

5.2.3 become familiar with the workings of all main Committees, Groups and Sections of BSSS in preparation for the President's role.

### **6 GOVERNANCE SECRETARY**

6.1 The Trustee Board shall from time to time elect one Trustee to be the Governance Secretary.

6.2 The role of the Governance Secretary shall be to:

6.2.1 ensure compliance with the Memorandum and Articles of Association; and

6.2.2 revise and ensure the bye-laws and procedures are current and up to date.

## **7 TREASURER**

- 7.1 The Trustee Board shall from time to time elect one Trustee to be the Treasurer.
- 7.2 The role of the Treasurer shall be to:
- 7.2.1 approve expenditure above agreed limits or where others cannot grant approval due to a conflict of interests;
  - 7.2.2 present the budget and accounts to the Council at the Annual General Meeting;
  - 7.2.3 liaise as necessary with the Auditor; and
  - 7.2.4 keep under review investment policy and return on investments.

## **8 HUMAN RESOURCES REPRESENTATIVE**

- 8.1 The Trustee Board shall from time to time elect one Trustee to be the Human Resources Representative.
- 8.2 The role of the Human Resources Representative shall be to:
- 8.2.1 advise on human resources issues for the Society;
  - 8.2.2 liaise as necessary with Society office staff, their direct employer and the Trustee Board;
  - 8.2.3 keep under review the human resources policy of the Society

## **9 PPC CHAIR**

- 9.1 The Trustee Board shall from time to time elect one Trustee to be the PPC Chair; typically every two years.
- 9.2 The role of the PPC Chair shall be to:
- 9.2.1 communicate the views of the Professional Practice Committee;
  - 9.2.2 represent the views of members including those holding professional registration with appropriate bodies internally and externally; and
  - 9.2.3 liaise with licensing bodies and ensure that set regulations are met.

## **10 PPC VICE CHAIR**

- 10.1 The Trustee Board shall from time to time elect one Trustee to be the PPC Vice Chair; typically every two years.
- 10.2 The role of the PPC vice chair shall be to:
- 10.2.1 deputise for the PPC Chair in all functions when he or she is unavailable;
  - 10.2.2 act in all matters under the instigation of the PPC Chair where experience prior to becoming Chair would be advantageous; and
  - 10.2.3 become familiar with the workings of all sections of the PPC in preparation of the Chair's role.

## 11 **PPC PAST CHAIR**

- 11.1 The Trustee Board shall from time to time elect one Trustee to be the PPC Past Chair; typically every two years.
- 11.2 The role of the PPC Past Chair shall be to:
- 11.2.1 act as a source of advice and information for the current serving Committee Chair;
  - 11.2.2 complete tasks that are outstanding from time served as Chair; and
  - 11.2.3 act as PPC Meeting Secretary.

## 12 **TRUSTEE BOARD COMMITTEES**

### 12.1 **Council**

- 12.1.1 There shall be a committee of the Trustee Board called the Council.
- 12.1.2 The Trustee Board shall from time to time issue terms of reference which shall govern Council.
- 12.1.3 The functions of Council shall be set out in its terms of reference but shall include:
- (a) promoting the study and understanding of soils and soil science in their broadest context;
  - (b) providing opportunities for members of the society to develop and exchange knowledge, understanding and interest in soils and soil science with each other and other interested parties;
  - (c) maintaining and developing relationships with other Soil Science Societies globally and with the International Union of Soil Scientists;
  - (d) reviewing the financial statements of the Society;
  - (e) engaging with the wider public and responsibility for the external communication of the Society;
  - (f) fostering regional and special interest groups within the membership;
  - (g) providing opportunities for Members of the Society to take part in public consultations; and
  - (h) developing and maintaining public awareness of soil science and the profession.
- 12.1.4 The Council shall have the following members:
- (a) the President, Past President and President Elect;
  - (b) a Student Member representative;
  - (c) three members elected by the Members of the Society in accordance with these bye-laws;
  - (d) the Editors of the Society Journals;

- (e) the Chair, Vice chair and Past Chair of the PPC;
  - (f) the chairs of the Education Committee, South East England, South West England, Midlands, Scottish and Welsh Soil Discussion Groups and the North of England Soil Network;
  - (g) the Governance Secretary; and
  - (h) the Treasurer.
  - (i) Other members co-opted onto Council in accordance with bye law 13.4.
- 12.1.5 Each member elected in accordance with 12.1.4(b) shall serve a four year term, after which they may stand for re-election. Such a member shall cease to be a member of the Council if they resign or if they cease to be a Member of the Society. Any vacancy shall be filled by vote at the next Annual General Meeting.
- 12.1.6 The President or in their absence the Past-President shall be the chair of the Council.
- 12.1.7 The Council shall report to the Trustee Board at least once in every financial year of the Society.

### **13 COUNCIL COMMITTEES**

#### **13.1 Professional Practice Committee (PPC)**

- 13.1.1 There shall be a committee of the Council called the Professional Practice Committee (PPC)
- 13.1.2 The Council shall from time to time issue terms of reference which shall govern the PPC.
- 13.1.3 The functions of the PPC shall be set out in its terms of reference but shall include:
- (a) promoting guidance on professional practice and keeping Members of the Society informed of new developments and professional opportunities;
  - (b) setting and reviewing membership administration regulations including grades and fees;
  - (c) monitoring relevant external issues where there may be implications for the profession;
  - (d) representing the views of Members of the Society including those members holding registration with appropriate bodies internally and externally;
  - (e) promoting continued professional development and setting guidance on the subject for Members of the Society; and
  - (f) working with the Education Committee to provide opportunities for continuing professional development.
- 13.1.4 Each member elected to the PPC by the Members of the Society shall serve a four year term, after which they may stand for re-election. With the exception of the Vice-Chair, Chair and Past-Chair who will serve 2 years in each post (6

years in total), such a member shall cease to be a member of the PPC if they resign or if they cease to be a Member of the Society. Any vacancy shall be filled by vote at the next Annual General Meeting.

13.1.5 A minimum of three members of the PPC shall be a Trustee.

13.1.6 The PPC shall report to the Council at least once in every financial year of the Society.

### 13.2 **Education Committee**

13.2.1 There shall be a committee of the Council called the Education Committee (the "EC").

13.2.2 The Council shall from time to time issue terms of reference which shall govern the EC.

13.2.3 The functions of the EC shall be set out in its terms of reference but shall include:

- (a) promoting the acquisition of relevant knowledge, technical and professional skills for Members of the Society and those seeking to enter the profession;
- (b) maintaining a relevant and topical programme of conferences, courses and events of interest to Members of the Society and others;
- (c) providing opportunities for Members of the Society to take part in continued professional development through courses and conferences in conjunction with the Professional Practice Committee; and
- (d) developing and maintaining public awareness of soil science and the profession.

13.2.4 Members of the EC will be appointed by the EC Chair from within or outside the general membership.

13.2.5 The EC shall report to the Council at least once in every financial year of the Society.

### 13.3 **Publications Committee**

13.3.1 There shall be a committee of the Council called the Publications Committee (the "PubC").

13.3.2 The Council shall from time to time issue terms of reference which shall govern the PubC.

13.3.3 The functions of the PC shall be set out in its terms of reference but shall include:

- (a) ensuring the continued development of the Society's journal publications;
- (b) liaising with the Journal publishers to ensure continued delivery of high quality publications; and
- (c) ensuring the future security of the Journals.

13.3.4 The PubC shall include the membership of the President, President Elect, Past President, Journal Editors and the Executive Officer.

13.3.5 The PubC shall report to the Council at least once in every financial year of the Society.

#### **13.4 Other Committees of the Trustee Board**

The Trustee Board may appoint other committees from time to time in accordance with Article 13 of the Articles.

### **14 STANDARDS OF CONDUCT**

14.1 All committee members will be expected to observe the principles of UK public life (the so-called Nolan Principles; Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership) and to promote these to the employees and membership of the society.

### **15 CONFLICTS OF INTERESTS OF COMMITTEE MEMBERS**

15.1 A member of a committee must declare to the other members of that committee any situation of which he or she is aware in which he or she has, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the Society unless the situation cannot reasonably be regarded as likely to give rise to a conflict of interests. Such a declaration shall be recorded in a register of interests maintained for that purpose by that Committee.

15.2 An interest of a member of a committee to be disclosed under bye-law 15.1 may be declared at a committee meeting or by notice in writing to the other members of the committee.

15.3 Before agreeing to provide a benefit to a member of a committee or a party connected to such a member, the Society must be satisfied that the conditions in Article 13 of the Articles would have been met if the relevant member had been a director of the Society.

15.4 If a conflict of interest arises for a member of a committee because of a duty of loyalty owed to another organisation, company or person and the conflict is not authorised by virtue of any other provision in the Articles or bye-laws, the remaining members of the committee may authorise such a conflict of interest if each of the following conditions is satisfied:

15.4.1 the member is absent from the part of any meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation, company or person;

15.4.2 the member does not vote on any such matter and is not to be counted when calculating whether a quorum of members is present at the meeting; and

15.4.3 the remaining members are satisfied and agree that it is in the interests of the Society to authorise the conflict of interest which has arisen.

### **16 PRESIDENT, PAST PRESIDENT AND PRESIDENT ELECT**

16.1 When there is a vacancy for the office of President Elect, nominations will be requested from the members of the Society. Nominations will then be reviewed and discussed by the Council who will then put forward a recommendation to the Board.

16.2 In the event that no nominations are received the President and President Elect will agree a shortlist of candidates from the Society member base and present these to the Council for vote.

- 16.3 The President shall replace the Past President on the 1<sup>st</sup> January after the completion of the second Annual General Meeting during the President's term of office. The President Elect shall then become the President.
- 16.4 If a casual vacancy shall arise in the office of the President, the President Elect will become the President. For the avoidance of doubt, a President appointed in this manner shall serve until the next Annual General Meeting and then for a full term of two Annual General Meetings. If the President elect is not willing to act as President when a casual vacancy arises in the office of the President, the Trustee Board may appoint a temporary President until the next Annual General Meeting.
- 16.5 The Trustee Board may by a resolution of at least two thirds of the Trustees suspend a serving President, Past President or President Elect if in the Trustees' opinion the continuation of the relevant individual in office is likely to damage the Society's reputation. Such a suspension shall continue in force until the resignation of the officer or the next Annual General Meeting, whereupon the Members of the Society may resolve to lift the suspension or to dismiss the officer and elect a replacement in accordance with bye-law 17.4 (unless the officer is the Past President in which case no replacement need be elected).

## **17 MEETINGS OF MEMBERS OF THE SOCIETY**

- 17.1 The President or in his absence the Past President shall be the chair of all general meetings of Members of the Society and shall have the right to call such meetings.
- 17.2 A minimum of 14 clear days' notice of a meeting shall be sent to Members of the Society.
- 17.3 There shall be a meeting of Members of the Society at least once in every calendar year called the Annual General Meeting.
- 17.4 The Annual General Meeting shall include such business as the Trustee Board shall decide, but may include a report on the Society's activities, a report on the annual accounts, any elections that are required in accordance with bye-law 16, any elections that are required in accordance with bye-law 12.1.5 and 13.1.4 and any other voting or non-voting business.
- 17.5 Only those Members of the Society who have submitted a written request to the Trustee Board which has been received at the Society's registered office 10 clear days before the date of the Annual General Meeting and which specifies the position for which they wish to stand shall be eligible to stand for election provided that if no eligible candidate has been nominated before the time limit then the first nomination which would be eligible but for it being submitted late shall be accepted.
- 17.6 Each valid candidate for a contested election at an Annual General Meeting shall have the opportunity to speak at the meeting for no more than 2 minutes immediately prior to the voting for that election.
- 17.7 Each Member of the Society who is present, who is not subject to ongoing disciplinary proceedings and who has paid all of their subscriptions due to the Society shall have one vote on any voting business, including any elections. Voting in contested elections shall be by way of secret ballot. Any other voting shall be by show of hands unless the chair of the meeting determines that a ballot is required.

## **18 DISCIPLINARY RULES REMOVAL OF MEMBERS OF THE SOCIETY**

- 18.1 Trustees shall at all times act in the best interests of the Society, conduct the business of the Society professionally and safeguard confidential information, including Trustee Board papers. Trustees who fail to adhere to these standards may be removed in accordance with Article 23 of the Articles.



- 18.2 The President, Past President and President Elect hold their office subject to bye-law 16.5.
- 18.3 The Council or the PPC may establish an investigatory panel into any allegation of improper conduct by a Member of the Society. Such a panel will be chaired by the President (or if the President is unable or unwilling to do so, the Past President failing whom a Member of the Society appointed by the Council or by the PPC). Up to seven other Members of the Society may be appointed to the investigatory panel, one of which must be a member of the PPC.
- 18.4 An investigatory panel shall have the power to regulate its own practice and procedure except that it will produce a final written report which recommends that the subject(s) of the investigation are:
- 18.4.1 cleared of any improper conduct;
  - 18.4.2 found guilty of improper conduct and given a Reprimand which is a severe reproof of an individual in respect of their conduct without any loss of the rights and privileges granted to that individual as a Member of the Society, but with the warning that any further finding of improper conduct may lead to the termination of their membership;
  - 18.4.3 found guilty of improper conduct and removed from Membership of the Society; or
  - 18.4.4 found guilty of improper conduct and given an appropriate alternative sanction.
- 18.5 An individual may not be removed from Membership of the Society unless the investigatory panel has given that person a reasonable opportunity to make representations to the investigatory panel before they reach their decision.
- 18.6 The written report must be sent to the subject of the investigation as well as the Trustee Board. The Trustee Board shall follow the recommendation of the investigatory panel unless they believe that it would not be in the best interests of the Society to do so.
- 18.7 If a the subject of an investigatory panel wishes to appeal against the decision of the panel then they must do so in writing sent to the registered office of the Society within 30 days of receiving the written report. The Trustee Board will then set up an appeals panel comprised of suitably qualified individuals who have had no involvement in the previous investigatory panel. The appeals panel may regulate its own practice and procedure and any decision that it produces may overrule the investigatory panel and shall be binding upon the individual.
- 18.8 For the purposes of this bye-law 18 improper conduct shall mean any breach by a member of these bye-laws, the Articles, any code of conduct adopted by the Society or any act or omission which in the opinion of an investigation panel, appeals panel or the Trustee Board is unfitting in a Member of the Society. It includes, but is not limited to:
- 18.8.1 conduct which could or does bring the Society or the profession into disrepute;
  - 18.8.2 making a false representation when applying for any grade of membership or any office of the Society;
  - 18.8.3 failing to maintain professional and or ethical standards which meet the reasonable expectations of the public and other members; or
  - 18.8.4 conviction of any criminal offence where the circumstances leading to such a conviction may indicate unfitness to remain as a member;

Provided that a simple mistake, a minor error of judgement or minor example of negligence may not constitute improper conduct.

## **19 TERMINATION OF MEMBERSHIP**

19.1 Persons shall cease to be Members of the Society if:

- 19.1.1 they resign by written notice to the Society;
- 19.1.2 they fail for a period of four months to pay all subscriptions and fees for the time being due from them to the Society; or
- 19.1.3 they are removed as members by the Trustee Board following a decision made in accordance with bye-law 18;

Provided that no member who is the subject of an ongoing investigation by the Society shall cease to be a Member of the Society until the conclusion of such investigation.

## **20 NOTICES**

- 20.1 Any notice to be sent to or by any person pursuant to these bye-laws including a notice of a committee meeting shall be in writing and may be delivered or sent by post or using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this bye-law “address” in relation to electronic communications includes any number or address used for the purpose of such communications.
- 20.2 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, prepaid and posted. A notice or other document contained in an electronic communication shall be deemed sent on the day following that on which the electronic communication was sent and electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or email address.