

BYE-LAWS

of

THE BRITISH SOCIETY OF SOIL SCIENCE

adopted by members at the AGM held on 7 September 2021.

1 DEFINITIONS AND CONSTRUCTION

“the Annual General Meeting (AGM)”	means a meeting of the Members of the Society held in accordance with Bye-law 12
“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 Bye-law 3
“the Charities Act”	means the Charities Act 2011 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 Extraordinary General Meeting”	means any meeting of members called to conduct business as set out at Bye-Law 12.9 and which cannot take place at the Annual General Meeting
“Meeting”	means any meeting of Trustees or designated committees, either face to face, by phone or online
“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
“the Trustees”	means the Trustees (directors) of the Society
“working day”	means any day which is not a Saturday, Sunday or designated Public Holiday in the UK
"writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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 role of the Trustee Board is to set the strategic direction of the Society, making recommendations, delegating and holding the Council to account for the annual strategy and Society’s delivery.
- 2.2 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.

- 2.3 The Trustee Board may appoint committees from time to time in accordance with Article 13 of the Articles. Any of these bye-laws may from time to time be altered, added to or repealed as provided by the Articles.

3 PRESIDENTIAL TEAM

- 3.1 The Trustee Board shall from time to time propose one Trustee to be the President of the Society subject to election 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 provide day-to-day support to the Executive Officer and contribute to any personal reviews required as part of their employment.
- 3.3 There will be a Presidential team which supports the President and would usually consist of two Vice Presidents: one Immediate Past President and one President Elect.
- 3.4 The Trustee Board shall from time to time propose one Trustee to be the President Elect subject to their nomination, and election by the members of the Society, typically every two years.
- 3.5 The responsibilities of the President Elect and Immediate Past President will be defined at the beginning of each term. This may include responsibilities such as:
- 3.2.5 acting as a source of advice, support and information for the current serving President
 - 3.2.6 deputising for the president in all functions when they are unavailable
 - 3.2.7 acting in matters under the instigation of the President
 - 3.2.8 leading the workings of the main Committees, Groups and Sections of BSSS.
- 3.6 From time to time, it may not be possible to elect a President Elect and, in these circumstances, members may elect a Vice President without the expectation that they would undertake the role of President.

4 TRUSTEE ROLES

- 4.1 The Trustee Board shall from time to time propose new Trustees to join the Board, subject to election by the members of the Society.
- 4.2 The Trustee Board should typically consist of six members, three of whom should be the Presidential team, as set out in Bye-Law 3, and one should either be the Chair, Past Chair or Incoming Chair of the PPC.
- 4.3 Other than the Presidential team whose usual term is set out at Bye-Law 3, other Trustees should serve for a minimum of three and a maximum of six years.
- 4.4 The final two Trustees should be elected to the following roles:
- 4.4.1 Governance Trustee

4.4.2 Treasurer Trustee.

4.5 Trustees will usually be Society members however where a specific skill-set is required, such as for the Governance or Treasurer Trustee, non-members can be recommended to members for appointment to the Board.

The role of each Trustee shall be to ensure the Society complies with relevant legislation for their area of responsibility and delegate related operational matters to the Executive Officer or Council.

5 TRUSTEE BOARD COMMITTEES

5.1 Council

5.1.1 There shall be a committee of the Trustee Board called the Council.

5.1.2 The Trustee Board shall from time to time issue terms of reference, which shall govern Council and which may be updated from time to time.

5.1.3 The role of the Council is to discharge the operational management of the Society and is likely to include

- (a) developing the annual strategy and workplan
- (b) promoting the study and understanding of soils and soil science in their broadest context
- (c) 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
- (d) maintaining and developing relationships with other Soil Science Societies globally and with the International Union of Soil Scientists
- (e) Ensuring any projects committed to are completed on time and to budget
- (f) engaging with the wider public and responsibility for the external communication of the Society
- (g) fostering regional and special interest groups within the membership
- (h) providing opportunities for Members of the Society to take part in public consultations; and
- (i) developing and maintaining public awareness of soil science and the profession.

5.1.4 Council members may hold more than one position on the Council.

5.1.5 With the exception of the Presidential team, whose election process is detailed at Bye-law 3, each member elected in accordance with 12.5 shall serve a maximum three year term, after which time they will not be eligible for re-election but may stand for election to a different Council position. Such a member shall cease to be a member of the Council if they resign, if they cease to be a Member of the Society or if they are removed from office as set out at Bye-law 15.4. Any vacancy shall be filled by vote at the next Annual General Meeting.

5.1.6 Other members may be co-opted to Council on an ad-hoc basis as deemed appropriate by the Council. Co-opted members are subject to the same term of office as other Council members and as set out at Bye-Law 5.1.5.

5.1.7 Council delegates its operations to a number of standing committees as set out at Bye-law 6 and may establish other committees or task groups to allow it to meet its objectives.

6 COUNCIL COMMITTEES

6.1 Professional Practice Committee (PPC)

6.1.1 There shall be a committee of the Council called the Professional Practice Committee (PPC)

6.1.2 The Council shall from time to time issue terms of reference, which shall govern the PPC.

6.1.3 The functions of the PPC shall be set out in its terms of reference and is likely to include promoting guidance on professional practice and keeping Society Members informed of new developments and professional opportunities.

7 PPC CHAIR

7.1 Members shall from time to time elect one Society member to be the PPC Chair, subject to election by the members of the Society, typically every three years.

7.2 As set out at Bye-Law 4.3, the PPC Chair shall not serve as a Trustee for longer than six years.

7.3 The role of the PPC Chair shall be to:

- 7.3.1 communicate the views of the Professional Practice Committee;
- 7.3.2 represent the views of members including those holding professional registration with appropriate bodies internally and externally; and
- 7.3.3 liaise with licensing bodies and ensure that set regulations are met.

8 OTHER PPC ROLES

8.1 Members shall from time to time elect one Society member to be the PPC Incoming Chair; subject to election by members of the Society, typically every three years.

8.2 The role of the PPC Incoming chair shall be to:

- 8.2.1 deputise for the PPC Chair in all functions when he or she is unavailable
- 8.2.2 act in all matters under the instigation of the PPC Chair where experience prior to becoming Chair would be advantageous; and
- 8.2.3 become familiar with the workings of all sections of the PPC in preparation of the Chair's role.

8.3 The usual succession plan would be for the PPC Chair to become PPC Past Chair typically every three years. The person elected to this role should usually have completed three years as PPC incoming Chair.

8.4 The role of the PPC Past Chair shall be to:

- 8.4.1 act as a source of advice and information for the current serving Committee Chair
- 8.4.2 complete tasks that are outstanding from time served as Chair; and
- 8.4.3 act as PPC Meeting Secretary.

8.5 As set out in Bye-Law 4.2, one member of the PPC should be a Trustee. The PPC should agree their preferred nomination for the position and notify the Board. Subject to approval by the Board and election by members of the Society, the nominee will become a Trustee of the Society.

8.6 Education Committee

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

8.6.2 The Council shall from time to time issue terms of reference, which shall govern the EC

8.6.3 The functions of the EC shall be set out in its terms of reference and is likely to include promoting guidance on professional practice and soil science in education

8.6.4 The Education Committee Terms of Reference sets out the governance arrangements for this committee.

8.7 Publications Committee

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

8.7.2 The Council shall from time to time issue terms of reference, which shall govern the PubC

8.7.3 The functions of the PubC shall be set out in its terms of reference and is likely to include ensuring the continued development and future security of the Society's journals

8.7.4 The Publications Committee Terms of Reference sets out the governance arrangements for this committee.

8.8 Early Careers Committee

8.8.1 There shall be a committee of the Council called the Early Careers Committee (the "EC Comm")

8.8.2 The Council shall from time to time issue terms of reference, which shall govern the EC Comm

8.8.3 The functions of the EC Comm shall be set out in its terms of reference and is likely to include delivering the bi-annual Early Careers' Conference and ensuring the voice of early career society members are represented

8.8.4 The Early Careers Committee Terms of Reference sets out the governance arrangements for this committee.

9 STANDARDS OF CONDUCT

10.1 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

10.2 All committee members will be expected to follow BSSS policies and procedures at all times.

10 CONFLICTS OF INTERESTS OF COMMITTEE MEMBERS

10.1 The Society represents a relatively small sector and therefore must pay particular interest to conflicts of interest.

10.2 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.

10.3 An interest of a member of a committee to be disclosed under bye-law 10.2 may be declared at a committee meeting or by notice in writing to the other members of the committee.

10.4 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 Memorandum and Articles of Association would have been met if the relevant member had been a director of the Society.

10.5 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:

10.5.1 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;

10.5.2 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

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

11 THE PRESIDENTIAL TEAM ELECTIONS

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

11.2 Assuming there are no objections from members at the General Meeting, the President shall be replaced on the 1 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.

11.3 If a casual vacancy shall arise in the office of the President, one of the two Vice Presidents will become the President. In this instance, an election must take place at the earliest opportunity and by calling an Extraordinary General Meeting if required. If neither Vice President is willing to act as President, the Trustee Board may appoint a temporary President until an election is able to take place.

11.4 On occasion and as set out at Bye-law 3.6, it may not be possible to recruit a President Elect to succeed the President. In this situation, the Board may propose an alternative succession plan, which must be approved by members at the Annual General Meeting.

12 MEETINGS OF MEMBERS OF THE SOCIETY

12.1 The President or in their absence the Vice President shall be the chair of all general meetings of Members of the Society and shall have the right to call such meetings.

12.2 A minimum of 14 clear days' notice of a meeting shall be sent to Members of the Society.

- 12.3 There shall be a meeting of Members of the Society at least once in every calendar year called the Annual General Meeting.
- 12.4 The Annual General Meeting shall include such business as the Trustee Board shall decide, but must include a report on the Society's activities, a report on the annual accounts, any elections that are required in accordance with bye-laws 3.1, 3.4 and 12.5 and any other voting or non-voting business.
- 12.5 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 working days before the date of the General Meeting and which specifies the position for which they wish to stand shall be eligible to stand for election. 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.
- 12.6 Each Member of the Society who is present and in good standing shall have one vote on any voting business, including any elections. Any other voting shall be by show of hands unless the chair of the meeting determines that a ballot is required.
- 12.7 Each valid candidate for a contested election at an Annual General Meeting shall have the opportunity to submit a summary which will be distributed to members in advance of the meeting.
- 12.8 If there is a contested election, it could take place in advance of the meeting and via an online survey, which would close a minimum of 2 working days prior to the General Meeting. The successful candidate(s) would be announced at the General Meeting.
- 12.9 An Extraordinary General Meeting may be called to hold Presidential Elections, in accordance with Bye-Law 11.3, or where other urgent business must be attended to and which cannot wait until the next Annual General Meeting.
- 13 MEMBERSHIP OF THE SOCIETY**
- 13.1 Individuals can apply to join the Society in one of four categories: Full, Technical, Early Career or Associate, and subject to the current membership requirements
- 13.2 Applications are subject to review by the Society office and/ or the Professional Practice Committee.
- 13.3 Once membership has been granted, the member has access to the current Society membership benefits, including voting rights at meetings.
- 13.4 Full Members of the Society are entitled to use the designation *MI Soil Sci.*
- 13.5 Once a year, full members who are able to demonstrate that they have achieved an important level of responsibility and professional experience with national and/or international recognition are invited to self-nominate to become a Society Fellow.
- 13.6 Applications for Fellow are subject to review by the Society office and/ or the Professional Practice Committee
- 13.7 Once Fellowship is approved, Fellows are entitled to the same benefits of membership as other members and are entitled to use the designation *FI Soil Sci.*
- 13.8 From time to time, members may nominate other members to become Honorary Members of the Society. This discretionary award is made to persons who have been a full member for the preceding ten years and who have made an exceptional contribution to the objectives of the Society.
- 13.9 Honorary Member nominations are reviewed by Council and presented to the Annual General Meeting for approval by members.

- 13.10 Once Honorary Membership is approved, the Honorary Member is exempt from subscription fees and retains all the benefits of membership including voting at General Meetings and are entitled to use the designation *Hon. Soil Sci.*
- 13.11 Members who have recently retired may request to move to the non-fee paying 'Retired' membership category. They will continue to receive communications from the Society, but will not be entitled to membership discounts, to use the designations *MI Soil Sci* or *FI Soil Sci* or be entitled to vote at General Meetings.
- 13.12 Corporate Members may apply to join the Society and their applications will be reviewed by the Council.
- 13.13 Corporate Members are not entitled to vote at General Meetings, although individual members who work for the corporate member are entitled to vote in their own right.
- 13.14 Benefits of Society membership may change from time to time.
- 14 MEMBERSHIP FEES**
- 14.1 Membership fees will be reviewed annually by the Society Board
- 14.2 The Society individual membership year runs from 1 January to 31 December and subscriptions are payable in advance.
- 15 DISCIPLINARY RULES AND REMOVAL OF MEMBERS OF THE SOCIETY**
- 15.1 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.
- 15.2 The Presidential Team hold their office subject to Bye-law 16.1.
- 15.3 All members are expected to adhere to the Society Code of Conduct.
- 15.4 The Trustee Board may by a resolution of at least two thirds of the Trustees suspend any serving Council or Committee member 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 12.4.
- 15.5 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 a member of the Presidential Team. If it would not be appropriate for a member of the Presidential Team to chair the panel, the Trustee Board may nominate another Trustee to undertake this role.
- 15.6 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:
- 15.6.1 cleared of any improper conduct
- 15.6.2 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
- 15.6.3 found guilty of improper conduct and removed from Membership of the Society; or

- 15.6.4 found guilty of improper conduct and given an appropriate alternative sanction.
- 15.7 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.
- 15.8 Where the Chair deems it in the Society's best interest, the written report should be sent to the subject of the investigation and 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.
- 15.9 If 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.
- 15.10 For the purposes of this Bye-law 15 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:
- 15.10.1 conduct which could or does bring the Society or the profession into disrepute
 - 15.10.2 making a false representation when applying for any grade of membership or any office of the Society
 - 15.10.3 failing to maintain professional and or ethical standards which meet the reasonable expectations of the public and other members; or
 - 15.10.4 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.

16 TERMINATION OF MEMBERSHIP

- 16.1 Persons shall cease to be Members of the Society if:
- 16.1.1 they resign by written notice to the Society
 - 16.1.2 they fail for a period of three months to pay all subscriptions and fees for the time being due from them to the Society; or
 - 16.1.3 they are removed as members by the Trustee Board following a decision made in accordance with Bye-law 15.

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.

17 NOTICES

- 17.1 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.

- 17.2 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 delivered by registered post. 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 an email address.