

# RULES 2011





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## 1. Interpretation

- 1.1 “the Articles” shall mean the Articles of Association of the Society in force from time to time;
- 1.2 “the Rules” mean the rules made in accordance with Article 95 laid down in the Articles;
- 1.3 “the Society” shall mean The Nutrition Society; being a company limited by guarantee (Company No. 1274585, VAT No. 974 8078 69, Charity No. 272071);
- 1.4 “the Trustees” mean the Trustees of the Society.
- 1.5 Unless specifically stated otherwise:
- 1.5.1 Other words or expressions bear the same meaning as in the Companies Acts as in force on the date when the Articles become binding on the Charity.
- 1.5.2 Words denoting the singular include the plural and vice versa.
- 1.5.3 Words denoting any one gender include all genders.
- 1.5.4 Each reference to “person” includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund or trust (in each case, whether or not having separate legal personality).

## 2. Charity Members and Charity Membership Subscription

- 2.1 Charity Membership of the Society shall be open to any person who has a genuine interest in the scientific study of nutrition and its applications to the maintenance of human and animal health.
- 2.2 Various categories of Charity Membership shall be classified by the Trustees. Current classifications are:
- 2.2.1 Full Charity Membership
- 2.2.2 Graduate Charity Membership
- 2.2.3 Student Charity Membership
- 2.2.4 Concessionary Charity Membership
- 2.3 Benefits of Charity Membership include:
- 2.3.1 Copies of the Society’s biannual newsletter ‘The Gazette’ with information about the Society’s business, nutrition news and the listings of forthcoming meetings organised by the Society and other items of interests for Nutritionists.
- 2.3.2 Free Charity Membership of regional sections.
- 2.3.3 Mailing of notices giving full details of each meeting.
- 2.3.4 Access to the Charity Members’ page on the Society’s main website and to the Society’s forums.
- 2.3.5 Eligibility to apply for travel grants to attend the Society’s scientific meetings or other nutrition conferences after a minimum of 2 years for Charity Membership. There are no such restrictions for Student Members.
- 2.3.6 Reduced booking fees at scientific meetings organised by the Society.
- 2.3.7 Opportunity to present original communications at the Society’s meetings. Abstracts of these communications are published in the Proceedings of the Nutrition Society (PNS).
- 2.3.8 Free electronic access to PNS.
- 2.3.9 Reduced subscription to:
- British Journal of Nutrition (24 issues per annum)
- Nutrition Research Review (2 issues per annum)
- Public Health Nutrition (12 issues per annum)
- 2.3.10 Clinical Nutritionists and others interested in clinical nutrition are entitled to join BAPEN (British Association for Parental and Enteral Nutrition) at a reduced rate.
- 2.3.11 Student Charity Membership is available at a nominal charge to full-time, unsalaried students anywhere in the world.
- 2.3.12 Reduced subscription for two years for Graduate Charity Members.
- 2.3.13 Reduced subscription for Charity Members who are retired, unwaged or live in low income economy countries.
- 2.3.14 Student Charity Members’ Facebook group.
- 2.4 Annual subscriptions shall be determined by the Trustees and confirmed at the Annual Charity Meeting (ACM) and shall be due on 1 January of each year.

### 3. Elections

- 2.5 Any Charity Member whose subscription has not, after appropriate notification, been paid by 31 March of each year shall cease to receive any further publications or notices (other than notifications of arrears); if the subscription remains unpaid by 30 September of that year, they shall cease to be a Charity Member. The lapsed Charity Member is not eligible to become a Charity Member until payment has been received for the period in default for that year.
- 2.6 The Trustees may at their own discretion remove Charity Membership from any individual whose conduct has been determined to be detrimental to the interests of the Society. Such individuals may appeal to the Governance Committee.
- 3.1 In accordance with the Election Regulations made by the Trustees from time to time all fully paid up Charity Members of the Society, other than Student Charity Members, shall be eligible to vote for the following Charity Members at the ACM:
- 3.1.1 Trustees of the Society; and
- 3.1.2 Council Charity Members of the Society.
- 3.2 Not less than eight (8) and not more than ten (10) weeks prior to the date of the ACM, the Society shall notify all Charity Members of:
- 3.2.1 the names of the current President, Trustees and Members of Council;
- 3.2.2 the names of the retiring President, Trustees and Members of Council;
- 3.2.3 the names of candidates nominated by Council and the Trustees to fill these positions; and
- 3.2.4 the method by which alternative nominations for these positions shall be sought from the Charity Members.
- 3.3 Alternative nominations may be made by any Charity Member of the Society (with the exception of Student Charity Members). To be valid such nominations:
- 3.3.1 for a Council Member must be supported by at least six (6) fully paid up Charity Members of the Society.
- 3.3.2 for a Trustee and "President-Elect" must be supported by at least twelve (12) fully paid up Charity Members of the Society.
- 3.3.3 must reach the Honorary Secretary on or before a date laid down but not less than thirty (30) clear days prior to the ACM.
- 3.3.4 the name of any Charity Member shall not appear on nomination papers in support of more than two (2) candidates seeking the same position; and
- 3.3.5 each nomination must contain a statement signed by the nominees, that he is willing to serve, if elected; and a short biography (not exceeding 100 words).
- 3.4 Should there be more than one nomination for each position the Society shall circulate to all qualifying Charity Members all necessary papers to conduct a ballot vote:
- 3.4.1 The ballot shall be made available to all qualifying Charity Members at least fourteen (14) clear days prior to the date of the ACM.
- 3.4.2 The ballot may be delivered to the Charity Member in a format deemed expedient by the Trustees to the voting process.
- 3.4.3 For the votes to be valid, all voting shall be completed three (3) working days preceding the ACM.
- 3.4.4 In the event of a ballot any two (2) Charity Members shall be appointed, who are not members of, or candidates for any position under ballot; nor signatories to the nomination of such candidates to act as scrutineers on behalf of the Society.
- 3.4.5 The Chair of the ACM shall announce the names of the newly elected members, whether returned unopposed or elected by ballot according to the highest number of votes received.
- 3.5 All Trustees elected shall be required to attend a governance training event within their first year of office in order to be able to act in the best interests of the Society.

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### The Election of the President

- 3.6 When the President of the Society is in his penultimate year of office, the Trustees (who shall take advice from Council) may nominate a Charity Member to become the succeeding President.
- 3.7 On the agreement of the Charity Member to be nominated, their name shall be announced to the Charity Membership according to Rule 3.2.
- 3.8 A Charity Member elected as President shall become a Trustee for one year preceding his/her term of office and shall be referred to as "President Elect" during this time.
- 3.9 On the retirement of the President, the "President Elect" automatically becomes the President of the Society.

### The Election of Student Member of Council

- 3.10 There shall be one (1) Student Member of Council whose service shall differ from other elected representatives in the following ways:
  - 3.10.1 they shall serve on Council for a period of two (2) years and shall have full voting rights as a Member of Council.
  - 3.10.2 nominations for this position shall be sought from fully paid up Student Charity Members; and
  - 3.10.3 only fully paid up Student Charity Members of the Society, shall be eligible to vote for the Student Charity Member.
  - 3.10.4 nominations will be sought to the Student Membership in January of the election year.

- 3.10.5 a student Member of Council nomination must be supported by no less than two (2) Student Charity Members of the Society.
- 3.10.6 Elections shall take place no later than 31 May of the election year.
- 3.10.7 If no nomination is made to fill the position of Student Member of Council, the Trustees, in consultation with the Council, shall appoint a Student Member to act in this position for two (2) years.

## 4. The Council

- 4.1 No business shall be transacted at any Meeting of the Council unless a quorum of Council Members is present. Unless the Articles otherwise provide, three (3) Trustees and five (5) Council members present and entitled to vote on the business to be transacted shall be a quorum.
- 4.2 Any member of the Council can take part in these meetings by way of a:
  - 4.2.1 video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or
  - 4.2.2 a series of video conferences or telephone calls from the ChairTaking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chair will be treated as taking place where the Chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the Chair of the meeting is, unless the Council Members decide otherwise.
- 4.3 Members of Council will each hold a portfolio to represent the views of the membership. These being:
  - 4.3.1 Industry
  - 4.3.2 Animal Nutrition
  - 4.3.3 Clinical Nutrition
  - 4.3.4 Academic
  - 4.3.5 Public Health
  - 4.3.6 Policy
  - 4.3.7 Medical Nutrition

## 5. Annual Charity Meeting (ACM)

4.4 Each Council Member shall be provided with a role description, listing the area of interest concerned, expectation on how they shall act on behalf of the Society and all Committees they shall attend.

4.5 Each Council Member shall hold office for three (3) years from the date of his election and shall be eligible for re-election for one further term of three (3) years but having served their maximum term of office shall not be eligible for re-election until one year after their retirement.

4.6 Each Council Member shall be allocated to serve on no less than one (1) Committee established by the Trustees in order to aid the Society in conducting its business.

4.7 The Council shall be an advisory body who shall consult with and make recommendations to the Trustees. Decisions of the Council are not binding on the Trustees.

4.8 Each Council Member shall attend no less than one (1) Council Meeting per year.

4.9 If a Council Member fails to attend three (3) consecutive Council Meetings the Trustees have the right to remove that individual from Council and make that position available for election in accordance with Rule 3.

4.10 If a Council Member fails to attend two (2) consecutive meetings of any Committee to which they have been appointed the Trustees have the right to remove that individual from Council and make that position available for election in accordance with Rule 3.

5.1 An ACM shall be called by at least fourteen clear days' notice.

5.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### Proceedings of an ACM

5.3 No business shall be transacted at any ACM unless a quorum of Charity Members is present. Unless the Rules otherwise provide, nineteen (19) Charity Members present in person and entitled to vote on the business to be transacted shall be a quorum.

5.4 If, within fifteen minutes from the time appointed for the holding of an ACM, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, shall be dissolved and adjourned to another date, time and place as shall be notified by the President or the Trustees.

5.5 The President shall preside as Chair at every ACM or if he shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside; the Trustees present shall elect one of their number to be Chair of that meeting.

5.6 At any ACM, a motion put to the vote of the meeting shall be decided on a show of hands.

### Votes of Charity Members

5.7 Every Charity Member shall have one vote to be cast by the Charity Member personally.

5.8 No objection shall be raised as to the qualification of any voter except at the ACM or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

5.9 In this Rule, "address", in relation to communications in electronic form, includes any number or address used for the purposes of such communications.

5.10 A Charity Member who is entitled to attend, speak and vote at an ACM remains so entitled in respect of that meeting or any adjournment of it.

## 6. The Society Sections

6.1 The Trustees shall consider the formation of a Section on receipt of a request in writing from a minimum of 30 Charity Members.

6.2 Rules of Irish section of the society

6.2.1

Name:

The name of this section of the Society shall be the Irish Section ("the Irish Section").

6.2.2

Object:

The object of the Irish Section shall be to promote the advancement of scientific study of nutrition and its application to the maintenance of human and animal health. The Irish Section exists to arrange research meetings easily accessible to members and to provide a forum for nutrition education and research in the Republic of Ireland and Northern Ireland.

6.2.3

Membership:

All members of the Society residing or working in Republic of Ireland and Northern Ireland are entitled to be members of the Irish Section. Other members of the Society can also be members of the Irish Section on request.

6.2.4

Management

The management of the Irish Section shall be entrusted to a Committee elected in the manner laid down in these Rules.

6.2.5

Meetings

a. An Annual Section Meeting (ASM) of the Irish Section shall be held at such time as is laid down in these Rules to receive from the Committee a report of the Irish Section's activities during the preceding year, the election results for Committee members, and to transact such other Irish Section business as may be necessary.

b. All Scientific meetings of the Irish Section shall be open to all members of the Society, but only members of the Irish Section may participate in ASM business of the Irish Section.

6.2.6

Officers and Committees

a. The Committee shall consist of a maximum of ten (10) members elected by the Irish Section, including a Secretary and such others as prescribed by the Committee.

b. The Secretary shall be responsible for convening meetings and the administration of the Committee. The Secretary shall hold office for three (3) years and may be re-elected once for a further two (2) years. After his/her term of office has expired he may remain on the Committee as an ordinary member for one year. Thereafter he shall not be eligible to serve as an officer or member of the Committee until one (1) further year has elapsed.

c. Ordinary members of the Committee shall hold office for three (3) years and may be re-elected for a further two (2) years. Ordinary members may resign at any time by giving one month's written notice to the Secretary of the Irish Section.

d. The Student Representative of the Committee shall hold office of up to three (3) years. A student representative is defined as an individual who holds such membership status in the year of their election to the Committee.

e. The Local Organiser of the Scientific Meeting of the Irish Section shall be appointed by the Committee and shall attend Committee meetings ex officio as a non-voting member for 18 months preceding the holding of the meeting.

f. The Secretary and all other members of the Committee shall be elected as provided under Rules 6.2.7 and 6.2.8.

g. The Trustees shall be entitled to appoint one (1) of its members to the Committee as an additional member.

h. The Committee may co-opt up to two (2) student members of the Irish Section (in addition to the ten (10) elected members) to serve for a period of up to three (3) years.

6.2.7

Election of Secretary:

a. The Secretary must give notice to the Committee of his/her intent to resign from the position at least twelve (12) weeks in advance of the relevant ASM of the Irish Section. The Committee shall then nominate from Committee members a 'Secretary-Elect'; the name of any person so nominated will be notified to the Society and to members with the notice of the ASM, and shall take up office following ratification at the ASM.

b. Alternative nominations for the role of Secretary may be made and, to be valid, must be supported by at least two (2) members of the Irish Section and must reach the Central Office of the Society by the date stated on the Call for Nominations.

6.2.8

Election of Ordinary Members to the Committee:

a. The Committee shall nominate candidates to fill the vacancies on the Committee, and shall ask for any further nominations at least six (6) weeks in advance of the ASM of the Irish Section.

b. Alternative nominations may be made and, to be valid, must be supported by at least two (2) members of the Irish Section and must reach the Central Office of the Society by the date stated on the Call for Nominations.

c. Elections may be by postal or by electronic ballot and shall be sent to all members of the Irish Section prior to the ASM. If required, election ballots may be verified by at least two (2) independent members of the Society. Otherwise election ballots shall be verified by the Secretary. Announcement of the result shall be made by the Secretary to the ASM and on the Irish Section page of the Society's website.

d. In the absence of other vacancies arising from resignation of Committee members, one (1) elected ordinary member of the Committee who has served longest shall retire annually.

e. A member of the Committee retiring in accordance with Rule 6.2.8(d) shall not serve as a member of the Committee during the ensuing twelve (12) months.

f. Should any vacancy occur among any of the elected members of the Committee, it may be filled by co-option to the Committee: a member so co-opted shall be appointed to this position until the next ASM where they may be nominated by the Committee to fill this position.

#### 6.2.9

Powers and Duties of the Committee

a. The Committee shall:

(i) Appoint a Chair, which may be its Secretary, from its own Committee. In the event the Chair is not present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Committee members present shall elect one of their number to be Chair of that meeting.

(ii) Draw up a provisional programme of Scientific Meetings of the Irish Section for the ensuing year and present these for discussion by the Scientific Committee of the Society.

b. The quorum of the Committee shall be five (5).

c. The Irish Section shall apply to the Trustees for such grants as may be required to meet the expenses of conducting the business of the Irish Section and accounts of the Irish Section's expenditure shall be sent to the Honorary Treasurer in sufficient time for audit and inclusion in the annual report of the Council.

(i) Applications for such grants as may be required to meet the expenses of conducting the business of the Irish Section shall be considered by the Trustees before the Committee may incur such expenditure.

d. The Agenda and Minutes of the Irish Section Committee shall be sent to the Secretary for transmission to the Trustees.

e. The Agenda and Minutes of the Committee shall be sent to the Central Office of the Society in order for accurate records to be kept.

f. The Secretary must report the activities of the Section to the Council.

g. Any Honorary Officer of the Society may attend a meeting of the Committee.

h. The Committee may from time to time appoint temporary sub-committees as may be necessary to discuss details of the ASM of the Irish Section and any other matters as decided from time to time by the Committee, provided the majority of the members of any such sub-committee are members of the Committee.

i. The Committee may recommend to the Trustees (subject to Trustee approval) the appointment and remuneration from the Society's funds of such paid officials as may from time to time be thought necessary for the satisfactory conduct of the Irish Section's business.

j. Any member of the Committee, or any sub-committee, can take part in these meetings by way of a:

(i) video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or

(ii) a series of video conferences or telephone calls from the Chair

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chair will be treated as taking place where the Chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the Chair of the meeting is, unless the Committee members decide otherwise.

k. The Secretary of the Committee shall be a member of all sub-committees of the Irish Section and have full voting rights.

#### 6.2.10

Annual Section Meeting (ASM)

a. The ASM of the Irish Section shall be held within eighteen (18) months of, and not sooner than six (6) months from, the previous ASM, the exact time to be fixed by the Committee. The date of the ASM shall normally be announced with the annual calendar of scientific meetings. Not less than one (1) week before the date of the ASM of the Irish Section, the Committee shall send to all members of the Irish Section the agenda for the ASM.

b. The quorum for the ASM shall be nine (9) members of the Irish Section.

c. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### 6.2.11

Changes to the Rules of the Irish Section:

An alteration of, amendment to, or addition to any Rule of the Irish Section shall be made only at an ASM of the Irish Section, provided that notice of such alteration has been given on the agenda of the meeting, and that at least sixty (60) percent of those voting on the alteration signify their assent. Any such alteration shall not become effective until approved by the Trustees.

#### 6.2.12

Dissolution

In the event of dissolution of the Irish Section under article 63 of the Articles (Reviewed and updated: 5 July 2011), any assets remaining after payment of liabilities shall be transferred to the Society.

#### 6.2.13

Status

The Irish Section is subject to overall control by the Trustees. It is not an autonomous body and is bound by these Rules.



6.3 Rules of the Scottish section of the society

6.3.1  
Name:  
The name of this section of the Society shall be the Scottish Section (“the Scottish Section”).

6.3.2  
Object:  
The object of the Scottish Section shall be to promote the advancement of scientific study of nutrition and its application to the maintenance of human and animal health. The Scottish Section exists to arrange research meetings easily accessible to members and to provide a forum for nutrition education and research in Scotland.

6.3.3  
Membership:  
All members of the Society residing or working in Scotland are entitled to be members of the Scottish Section. Other members of the Society can also be members of the Scottish Section on request.

6.3.4  
Management:  
The management of the Scottish Section shall be entrusted to a Committee elected in the manner laid down in these Rules.

6.3.5  
Meetings

a. An Annual Section Meeting (ASM) of the Scottish Section shall be held at such time as is laid down in these Rules to receive from the Committee a report of the Scottish Section’s activities during the preceding year, the results for the election of Committee members, and to transact such other Scottish Section business as may be necessary.

b. All Scientific meetings of the Scottish Section shall be open to all members of the Society, but only members of the Scottish Section may participate in ASM business of the Scottish Section.

6.3.6  
Officers and Committees

a. The Scottish Committee shall consist of a maximum of ten (10) members elected by the Scottish Section, including a Secretary and such others as prescribed by the Committee.

b. The Secretary shall be responsible for convening meetings and the administration of the Committee. The Secretary shall hold office for three (3) years and may be re-elected once for a further two (2) years. After his/her term of office has expired he may remain on the Committee as an ordinary member for one year. Thereafter he shall not be eligible to serve as an officer or member of the Committee until one (1) further year has elapsed.

c. Ordinary members of the Committee shall hold office for three (3) years and may be re-elected for a further two (2) years. Ordinary members may resign at any time by giving one month’s written notice to the Secretary of the Scottish Section.

d. The Student Representative of the Committee shall hold office for up to three (3) years. A student representative is defined as an individual who holds such membership status in the year of their election to the Committee.

e. The Local Organiser of the Scientific Meeting of the Scottish Section shall be appointed by the Committee and shall attend Committee meetings ex officio as a non-voting member for 18 months preceding the holding of the meeting.

f. The Secretary and all other members of the Committee shall be elected as provided under Rules 6.3.7 and 6.3.8.

g. The Trustees shall be entitled to appoint one (1) of its members to the Committee as an additional member.

h. The Committee may co-opt up to two (2) student members of the Scottish Section (in addition to the ten (10) elected members) to serve for a period of up to three (3) years.

6.3.7  
Election of Secretary:

a. The Secretary must give notice to the Committee of his/her intent to resign from the position at least twelve (12) weeks in advance of the relevant ASM of the Scottish Section. The Committee shall then nominate from Committee members a ‘Secretary-Elect’; the name of any person so nominated will be notified to the Society and to members with the notice of the ASM, and shall take up office following ratification at the ASM.

b. Alternative nominations for the role of Secretary may be made and, to be valid, must be supported by at least two (2) members of the Scottish Section and must reach the Central Office of the Society by the date stated on the Call for Nominations.

6.3.8  
Election of Ordinary Members to the Committee:

a. The Committee shall nominate candidates to fill the vacancies on the Committee, and shall ask for any further nominations at least six (6) weeks in advance of the ASM of the Scottish Section.

b. Alternative nominations may be made and, to be valid, must be supported by at least two (2) members of the Scottish Section and must reach the Central Office of the Society by the date stated on the Call for Nominations.

c. Elections may be by postal or by electronic ballot and shall be sent to all members of the Scottish Section prior to the ASM. If required, election ballots may be verified by at least two (2) independent members of the Society. Otherwise election ballots shall be verified by the Secretary. Announcement of the result shall be made by the Secretary to the ASM and on the Scottish Section page of the Society’s website.

d. In the absence of other vacancies arising from resignation of Committee members, one (1) elected ordinary member of the Scottish Committee who has served longest shall retire annually.

e. A member of the Scottish Committee retiring in accordance with Rule 6.3.7(d) shall not serve as a member of the Committee during the ensuing twelve (12) months.

f. Should any vacancy occur among any of the elected members of the Committee, it may be filled by co-option to the Committee: a member so co-opted shall be appointed to this position until the next ASM where they may be nominated by the Committee to fill this position.

#### 6.3.9

Powers and Duties of the Committee

a. The Committee shall:

(i) Appoint a Chair, which may be its Secretary, from its own Committee. In the event the Chair is not present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Committee members present shall elect one of their number to be Chair of that meeting.

(ii) Draw up a provisional programme of Scientific Meetings of the Scottish Section for the ensuing year and present these for discussion by the Scientific Committee of the Society.

b. The quorum of the Committee shall be five (5).

c. The Scottish Section shall apply to the Trustees for such grants as may be required to meet the expenses of conducting the business of the Scottish Section and accounts of the Scottish Section's expenditure shall be sent to the Honorary Treasurer in sufficient time for audit and inclusion in the annual report of the Council.

(i) Applications for such grants as may be required to meet the expenses of conducting the business of the Scottish Section shall be considered by the Trustees before the Committee may incur such expenditure.

d. The Agenda and Minutes of the Scottish Section Committee shall be sent to the Secretary for transmission to the Trustees.

e. The Agenda and Minutes of the Scottish Section Committee shall be sent to the Central Office of the Society in order for accurate records to be kept.

f. The Secretary must report to Council on the activities of the Scottish Section.

g. Any Honorary Officer of the Society may attend a meeting of the Committee.

h. The Committee may from time to time appoint temporary sub-committees as may be necessary to discuss details of the Scientific Meeting and any other matters as decided from time to time by the Committee, provided the majority of the members of any such sub-committee are members of the Committee.

i. The Committee may recommend to the Trustees (subject to Trustee approval) the appointment and remuneration from the Society's funds of such paid officials as may from time to time be thought necessary for the satisfactory conduct of the Scottish Section's business.

j. Any member of the Committee, or any sub-committee, can take part in these meetings by way of a:

(i) video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or

(ii) a series of video conferences or telephone calls from the Chair

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chair will be treated as taking place where the Chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the Chair of the meeting is, unless the Committee members decide otherwise.

k. The Secretary of the Committee shall be a member of all sub-committees of the Scottish Section and have full voting rights.

#### 6.3.10

Annual Section Meeting (ASM)

a. The ASM shall be held within eighteen (18) months of, and not sooner than six (6) months from, the previous ASM, the exact time to be fixed by the Committee. The date of the ASM shall be announced normally, with the annual calendar of scientific meetings. Not less than one (1) week before the date of the ASM of the Scottish Section, the Committee shall send to all members of the Scottish Section the agenda for the ASM.

b. The quorum for the ASM shall be nine (9) members of the Scottish Section.

c. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### 6.3.11

Changes to the Rules of the Scottish Section:

An alteration of, amendment to, or addition to any Rule of the Scottish Section shall be made only at an ASM of the Scottish Section, provided that notice of such alteration has been given on the agenda of the meeting, and that at least sixty (60) percent of those voting on the alteration signify their assent. Any such alteration shall not become effective until approved by the Trustees.

#### 6.3.12

Dissolution

In the event of dissolution of the Scottish Section under article 63 of the Articles (Reviewed and updated: 5 July 2011), any assets remaining after payment of liabilities shall be transferred to the Society.

#### 6.3.13

Status

The Scottish Section is subject to overall control by the Trustees. It is not an autonomous body and is bound by these Rules.

## 7. The Nutrition Society Committees

The Rules of the Nutrition Society  
Committees are set down as follows:

### 7.1 Rules of the Publications Committee

#### 7.1.1

Name:

The name of this Committee of the Society shall be the Publications Committee ("the Publications Committee").

#### 7.1.2

Object:

The object of the Publications Committee shall be to promote the advancement of scientific study of nutrition and its application to the maintenance of human and animal health through publication of the Society's journals and textbooks.

#### 7.1.3

Membership:

The Membership of the Publications Committee shall be as follows:

- a. Honorary Publications Officer (Chair)
- b. Honorary Treasurer
- c. Editor-in-Chief, British Journal of Nutrition
- d. Editor-in-Chief, Proceedings of the Nutrition Society
- e. Editor-in-Chief, Nutrition Research Reviews
- f. Editor-in-Chief, Public Health Nutrition
- g. Editor-in-Chief, Nutrition Society Textbook Series
- h. At least one (1) member of Council Member
- i. Such others as prescribed by the Committee

#### 7.1.4

Entitled to Attend:

- a. Chief Executive (ex officio)
- b. Any Trustee.

#### 7.1.5

Management:

The management of the Publications Committee shall be entrusted to its members as it is laid down in these Rules.

#### 7.1.6

The Duties of the Publications Committee:

The Publications Committee shall:

- a. Oversee all matters concerning publication of the Society's journals and textbooks, and receive and discuss annual reports from the Editors-in-Chief of the journals and textbook series and the publishers.
- b. Meet quarterly selected members of the Committee between the publishers of the Society's journals (Cambridge University Press) and to discuss journal development, marketing and all other matters concerning publication of the journals. These meetings shall be considered to be meetings of the Publications Committee, but will be minuted by the publishers.
- c. Review the publishing contract for the journals and the performance of the publishers, from time to time, as appropriate.
- d. Negotiate such contracts as are necessary for publication of the Society's textbook series.
- e. Make recommendations to the Trustees concerning the appointment of Editors-in-Chief of the journals and textbook series as and when appropriate.
- f. Agree with the Editor-in-Chief of the textbook series any new editions or new books to be commissioned, and the timetable for their publication.

#### 7.1.7

Meetings:

- a. The Publications Committee shall hold a minimum of three (3) meetings each year. At the discretion of the Chair, or at the request of at least three (3) members of the Publications Committee, additional meetings of the Publications Committee may be held, subject to any financial restrictions imposed by the Honorary Treasurer.
- b. A quorum shall be three (3) members of the Publications Committee. No meeting may take place unless one (1) Honorary Officer is present.

c. If, within fifteen minutes from the time appointed for the holding of a Publications Committee Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting shall be dissolved. In any other case, it shall stand adjourned to such day, time and place as the Chair, or the members, shall appoint.

d. The Chair shall preside at every Publications Committee Meeting or if he/she shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the members of the Publications Committee present shall elect one of their number to be Chair of that meeting.

e. Any member of the Publications Committee, can take part in these meetings by way of a:

(i) video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or

(ii) a series of video conferences or telephone calls from the Chair.

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chair will be treated as taking place where the Chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the Chair of the meeting is, unless the Publications Committee members decide otherwise.

f. The Publications Committee shall keep minutes of all its meetings and these shall be in the standard form for minutes adopted by the Society. Draft minutes shall be given to the Chair within fourteen (14) days and circulated to all members of the Publications Committee (including those that attend ex officio) within twenty eight (28) days of the date of the meeting.

g. The Society office will provide the Secretariat for the Publications Committee and will arrange for a Minute Secretary for each meeting.

h. In order to fulfil its duties as laid down in the rules, the Publications Committee may:

(i) Establish any number of Sub-Committees as required ensuring that their rules reflect those laid down for the Committee; and

(ii) Establish any number of Task and Finish Groups and may set their terms of reference and timetable for completion.

#### 7.1.8

Changes to Rules of the Publications Committee:

Any alteration of, amendment to, or addition to any Rule of Publications Committee may take place at a meeting of the Publications Committee. Any such alteration shall not become effective until approved by the Trustees.

#### 7.1.9

Dissolution:

In the event of dissolution of the Publications Committee under article 91 of the Articles (Reviewed and updated: 5 July 2011), any assets remaining after payment of the liabilities shall be transferred to the Society.

#### 7.1.10

Status:

The Publications Committee is subject to overall control by the Trustees and is bound by these Rules.

## 7.2 Rules of the Science Committee

### 7.2.1

Name:

The name of this Committee of the Society shall be Science Committee ("the Science Committee").

### 7.2.2

Object:

The object of the Science Committee shall be to promote the advancement of scientific study of nutrition and its application to the maintenance of human and animal health through the promotion of innovative scientific activities.

### 7.2.3

Membership:

The Membership of the Science Committee shall be as follows:

a. Honorary Treasurer (Chair)

b. Honorary Scientific Officer

c. Honorary Programmes Secretary

d. The Secretary of the Scottish Section

e. The Secretary of the Irish Section

f. At least one (1) Member of Council

g. All Theme Leaders

h. Such others as prescribed by the Committee.

### 7.2.4

Entitled to attend:

a. Chief Executive (ex officio)

b. Any Trustee.

### 7.2.5

Management:

The management of the Science Committee shall be entrusted to its members as it is laid down in these Rules.

### 7.2.6

The Duties of the Science Committee:

The Science Committee shall:

a. Develop and promote the communication for sound nutritional science.

b. Approve topics and scientific programmes for the Society's meetings and oversee the delivery of these scientific meetings and symposia on behalf of the Society in collaboration with the Local Organiser.

c. Develop and organise innovative scientific meetings and workshops for members.

d. Develop and promote links with other scientific organisations through joint meetings and symposia.

e. Identify and develop the Society's electronic delivery of scientific activities for the benefit of the members.

### 7.2.7

Meetings:

a. The Science Committee shall hold a minimum of three (3) meetings each year. At the discretion of the Chair, or at the request of at least three (3) members of the Science Committee, additional meetings of the Science Committee may be held, subject to any financial restrictions imposed by the Honorary Treasurer.

b. A quorum shall be five (5) members of the Science Committee. No meeting may take place unless one (1) Honorary Officer is present.

c. If, within fifteen minutes from the time appointed for the holding of a Science Committee Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting shall be dissolved. In any other case, it shall stand adjourned to such day, time and place as the Chair, or the members, shall appoint.

d. The Chair shall preside at every Science Committee Meeting or if he/she shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the members of the Science Committee present shall elect one of their number to be Chair of that meeting.

e. Any member of the Science Committee can take part in these meetings by way of a:

(i) video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or

(ii) a series of video conferences or telephone calls from the Chair.

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chair will be treated as taking place where the Chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the Chair of the meeting is, unless the Science Committee members decide otherwise.

f. The Science Committee shall keep minutes of all its meetings and these shall be in the standard form for minutes adopted by the Society. Draft minutes shall be given to the Chair within fourteen (14) days and circulated to all members of the Committee (including those that attend ex officio) within twenty eight (28) days of the date of the meeting.

g. The Society office will provide the Secretariat for the Science Committee and will arrange for a Minute Secretary for each meeting.

h. In order to fulfil its duties as laid down in the rules the Science Committee may

(i) Establish any number of Sub-Committees as required ensuring that their rules reflect those laid down for the Science Committee; and

(ii) Establish any number of Task and Finish Groups and may set their terms of reference and timetable for completion.

#### 7.2.8

Changes to the Rules of the Science Committee:

Any alteration of, amendment to, or addition to any Rule of the Science Committee may take place at a meeting of the Science Committee.

Any such alteration shall not become effective until approved by the Trustees.

#### 7.2.9

Dissolution

In the event of dissolution of the Science Committee under article 91 of the Articles (Reviewed and updated: 5 July 2011), any assets remaining after payment of liabilities shall be transferred to the Society.

#### 7.2.10

Status

The Science Committee is subject to overall control by the Trustees and is bound by these Rules.

### 7.3 Rules of the Training and Education Committee:

#### 7.3.1

Name:

The name of this Committee of the Society shall be the Training and Education Committee (“the Training and Education Committee”).

#### 7.3.2

Object:

The object of the Training and Education Committee shall be to promote the advancement of scientific study of nutrition and its application to the maintenance of human and animal health and its applications through training and education.

#### 7.3.3

Membership:

The Membership of the Training and Education Committee shall be as follows:

a. Honorary Training and Education Officer (Chair)

b. An additional Honorary Officer

c. A representative of the Trading Company

d. Editor in Chief of The Nutrition Society Textbook Series

e. Deputy Editors of appropriate textbooks

f. Student Member of Council

g. At least one (1) Member of Council.

h. A member of the Science Committee

i. Such others as prescribed by the Committee.

#### 7.3.4

Entitled to Attend:

a. Chief Executive (ex officio)

b. Any Trustee.

#### 7.3.5

Management:

The management of the Training and Education Committee shall be entrusted to its members as it is laid down in these Rules.

#### 7.3.6

The Duties of the Training and Education Committee:

The Training and Education Committee shall:

a. Develop the training and education programme.

b. Develop training days for the Nutrition Society Textbooks.

c. Approve the scientific content of the training and education programme in concert with the Science Committee.

d. Develop Continuing Professional Development (CPD) with its partners.

e. Develop training and learning through various media outputs.

f. Inform budget setting for the Training and Education Committee and its activities in co-operation with the Chief Executive.

g. Undertake other activities the Training and Education Committee deems appropriate.

#### 7.3.7

Meetings:

a. The Training and Education Committee shall hold a minimum of three (3) meetings each year. At the discretion of the Chair, or at the request of at least three (3) members of the Training and Education Committee, additional meetings of the Training and Education Committee may be held, subject to any financial restrictions imposed by the Honorary Treasurer.

b. A quorum shall be three (3) members of the Training and Education Committee. No meeting may take place unless one (1) Honorary Officer is present.

c. If, within fifteen minutes from the time appointed for the holding of a Training and Education Committee Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting shall be dissolved. In any other case, it shall stand adjourned to such day, time and place as the Chair, or the members, shall appoint.

d. The Chair shall preside at every Training and Education Committee Meeting or if he/she shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the members of the Training and Education Committee present shall elect one of their number to be Chair of that meeting.

e. Any member of the Training and Education Committee, can take part in these meetings by way of a:

(i) video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or

(ii) a series of video conferences or telephone calls from the Chair

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a a series of video conferences or telephone calls from the Chair will be treated as taking place where the Chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the Chair of the meeting is, unless the Training and Education Committee members decide otherwise.

f. The Training and Education Committee shall keep minutes of all its meetings and these shall be in the standard form for minutes adopted by the Society. Draft minutes shall be given to the Chair within fourteen (14) days and circulated to all members of the Training and Education Committee (including those that attend ex officio) within twenty eight (28) days of the date of the meeting.

g. The Society office will provide the Secretariat for the Training and Education Committee and will arrange for a Minute Secretary for each meeting.

h. In order to fulfil its duties as laid down in the rules the Training and Education Committee may

(i) Establish any number of Sub-Committees as required ensuring that their rules reflect those laid down for the Training and Education Committee; and

(ii) Establish any number of Task and Finish Groups and may set their terms of reference and timetable for completion.

#### 7.3.8

Changes to Rules of the Training and Education Committee:

Any alteration of, amendment to, or addition to any Rule of the Training and Education Committee may take place at a meeting of the Training and Education Committee. Any such alteration shall not become effective until approved by the Trustees.

#### 7.3.9

Dissolution:

In the event of dissolution of the Training and Education Committee under article 91 of the Articles (Reviewed and updated: 5 July 2011), any assets remaining after payment of liabilities shall be transferred to the Society.

#### 7.3.10

Status:

The Training and Education Committee is subject to overall control by the Trustees and is bound by these Rules.

### 7.4 Rules of the External Affairs Committee:

#### 7.4.1

Name:

The name of this Committee of the Society shall be External Affairs ("the External Affairs Committee").

#### 7.4.2

Object:

The object of the External Affairs Committee shall be to promote the advancement of scientific study of nutrition and its application to the maintenance of human and animal health through the promotion of the Society, its work and evidence-based nutritional science externally to communities and organisations including those related to science, public health and diet in the UK and Internationally.

#### 7.4.3

Membership:

The Membership of the External Affairs Committee shall be as follows:

a. Honorary External Relations Officer (Chair)

b. Honorary Public Engagement Officer

c. Council Member – Industry

d. Council Member - Policy

e. Council Member – Medical

f. Such others as prescribed by the External Affairs Committee.

#### 7.4.4

Entitled to attend:

a. Chief Executive (ex officio)

b. Any Trustee.

#### 7.4.5

Management:

The management of the External Affairs Committee shall be entrusted to its members as it is laid down in these Rules.

7.4.6

The Duties of the External Affairs Committee:

**The External Affairs Committee shall:**

- a. Ensure effective external communication of sound nutritional science.
- b. Develop and maintain links with other nutrition, health and science-related societies and bodies in the UK and Internationally.
- c. Engage with public sector organisations and industry to further the work and standing of the Society.
- d. Respond to consultations where it is possible for the Society to have a corporate view founded in evidence from nutritional science.
- e. Ensure that the activities of the External Affairs Committee are effectively communicated to the Charity membership of the Society.
- f. To receive reports from the Public Engagement Sub-Committee when required.

7.4.7

Meetings:

- a. The External Affairs Committee shall hold a minimum of two (2) meetings each year. At the discretion of the Chair, or at the request of at least three (3) members of the External Affairs Committee, additional meetings of the External Affairs Committee may be held, subject to any financial restrictions imposed by the Honorary Treasurer.
- b. A quorum shall be three (3) members of the External Affairs Committee.
- c. If, within fifteen minutes from the time appointed for the holding of a External Affairs Committee Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting shall be dissolved. In any other case, it shall stand adjourned to such day, time and place as the Chair, or the members, shall appoint.

d. The Chair shall preside at every External Affairs Committee Meeting or if he/she shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the members of the External Affairs Committee present shall elect one of their number to be Chair of that meeting.

e. Any member of the External Affairs Committee can take part in these meetings by way of a:

(i) video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or

(ii) a series of video conferences or telephone calls from the Chair.

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chair will be treated as taking place where the Chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the Chair of the meeting is, unless the External Affairs Committee members decide otherwise.

f. The External Affairs Committee shall keep minutes of all its meetings and these shall be in the standard form for minutes adopted by the Society. Draft minutes shall be given to the Chair within fourteen (14) days and circulated to all members of the External Affairs Committee (including those that attend ex officio) within twenty eight (28) days of the date of the meeting.

g. The Society office will provide the Secretariat for the External Affairs Committee and will arrange for a Minute Secretary for each meeting.

h. In order to fulfil its duties as laid down in the rules the External Affairs Committee may

(i) Establish any number of Sub-Committees as required ensuring that their rules reflect those laid down for the External Affairs Committee; and

(ii) Establish any number of Task and Finish Groups and may set their terms of reference and timetable for completion.

7.4.8

Changes to the Rules of the External Affairs Committee:

Any alteration of, amendment to, or addition to any Rule of External Affairs Committee may take place at a meeting of the External Affairs Committee. Any such alteration shall not become effective until approved by the Trustees.

7.4.9

Dissolution:

In the event of dissolution of the External Affairs Committee under article 91 of the Articles (Reviewed and updated: 5 July 2011), any assets remaining after payment of liabilities shall be transferred to the Society.

7.4.10

Status

The External Affairs Committee is subject to overall control by the Trustees and is bound by these Rules.

7.5 Rules of the Public Engagement Sub-Committee:

7.5.1

Name:

The name of this Sub-Committee of the Society shall be the Public Engagement Sub-Committee ("the Public Engagement Sub-Committee"). This is a Sub-Committee of the External Affairs Committee and is under its overall control.

7.5.2

Object:

The object of the Public Engagement Sub-Committee shall be to disseminate evidence-based research and its application to the maintenance of human and animal health to the general public.

7.5.3

Membership:

The Membership of the Public Engagement Sub-Committee shall be as follows:

- a. Honorary Public Engagement Officer (Chair)
- b. Honorary External Relations Officer
- c. At least one (1) Member of Council.
- d. Such others as prescribed by the External Affairs Committee.

7.5.4

Entitled to Attend:

- a. Chief Executive (ex officio)
- b. Any Trustee.

7.5.5

Management:

The management of the Public Engagement Sub-Committee shall be entrusted to its members as it is laid down in these Rules.

7.5.6

The Duties of the Public Engagement Sub-Committee:

The Public Engagement Sub-Committee shall:

- a. Raise public awareness of the Society, and its work.
- b. Encourage and support communication between the Society, its membership and the general public.
- c. Improve the public's understanding of nutritional science.
- d. Promote the Society's role in science communication.
- e. Report when required to the External Affairs Committee.

7.5.7

Meetings:

a. The Public Engagement Sub-Committee shall hold a minimum of two (2) meetings each year. At the discretion of the Chair, or at the request of at least three (3) members of the Public Engagement Sub-Committee, additional meetings of the Committee may be held, subject to any financial restrictions imposed by the Honorary Treasurer.

b. A quorum shall be three (3) members of the Public Engagement Sub-Committee. No meeting may take place unless one (1) Honorary Officer is present.

c. If, within fifteen minutes from the time appointed for the holding of a Public Engagement Sub-Committee Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting shall be dissolved. In any other case, it shall stand adjourned to such day, time and place as the Chair, or the members, shall appoint.

d. The Chair shall preside at every Public Engagement Sub-Committee Meeting or if he/she shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the members of the Public Engagement Sub-Committee present shall elect one of their number to be Chair of that meeting.

e. Any member of the Public Engagement Sub-Committee, can take part in these meetings by way of a:

- (i) video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or
- (ii) a series of video conferences or telephone calls from the Chair

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chair will be treated as taking place where the Chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the Chair of the meeting is, unless the Public Engagement Sub-Committee members decide otherwise.

f. The Public Engagement Sub-Committee shall keep minutes of all its meetings and these shall be in the standard form for minutes adopted by the Society. Draft minutes shall be given to the Chair within fourteen (14) days and circulated to all members of the Public Engagement Committee (including those that attend ex officio) within twenty eight (28) days of the date of the meeting.

g. The Society office will provide the Secretariat for the Public Engagement Sub-Committee and will arrange for a Minute Secretary for each meeting.

In order to fulfil its duties as laid down in the rules the Public Engagement Sub-Committee may establish any number of Task and Finish Groups and may set their terms of reference and timetable for completion.



7.5.8

Changes to Rules of the Public Engagement Sub-Committee:  
Any alteration of, amendment to, or addition to any Rule of the Public Engagement Sub-Committee may take place at a meeting of the Public Engagement Sub-Committee. Any such alteration shall not become effective until approved by the Trustees.

7.5.9

Dissolution:  
in the event of dissolution of the Public Engagement Sub-Committee under article 91 of the Articles (Reviewed and updated: 5 July 2011), any assets remaining after payment of liabilities shall be transferred to the Society.

7.5.10

Status:  
The Public Engagement Sub-Committee is subject to overall control by the Trustees and is bound by these Rules.

7.6 Rules of the Governance Committee

7.6.1

Name:  
The name of this Committee of the Society shall be Governance (“the Governance Committee”).

7.6.2

Object:  
The object of the Governance Committee shall be to be responsible for compliance, probity and performance of the Society.

7.6.3

Membership:  
The Membership of the Governance Committee shall be as follows:  
a. A Member of Council (Chair)  
b. President of the Society  
c. President Elect of the Society (when appropriate)  
d. Honorary Treasurer  
e. Honorary Secretary  
f. Such others as prescribed by the Governance Committee.

7.6.4

Management:  
The management of the Governance Committee shall be entrusted to its members as it is laid down in these Rules.

7.6.5

The Duties of the Governance Committee:

The Governance Committee shall:

- a. Monitor the performance of the Trustees
- b. Appraise the performance of the Chief Executive
- c. Conduct an annual review of the Society’s staff pay and conditions.

7.6.6

Meetings:  
a. The Governance Committee shall hold a minimum of one (1) meetings each year. At the discretion of the Chair, or at the request of at least three (3) members of the Governance Committee, additional meetings of the Governance Committee may be held, subject to any financial restrictions imposed by the Honorary Treasurer.

- b. A quorum shall be three (3) members of the Governance Committee.
- c. If, within fifteen minutes from the time appointed for the holding of a Governance Committee Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting shall be dissolved. In any other case, it shall stand adjourned to such day, time and place as the Chair, or the members, shall appoint.

d. The Chair shall preside at every Governance Committee Meeting or if he/she shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the members of the Governance Committee present shall elect one of their number to be Chair of that meeting.

e. Any member of the Governance Committee, can take part in these meetings by way of a:  
(i) video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or

(ii) a series of video conferences or telephone calls from the Chair

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chair will be treated as taking place where the Chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the Chair of the meeting is, unless the Governance Committee members decide otherwise.

f. The Governance Committee shall keep minutes of all its meetings and these shall be in the standard form for minutes adopted by the Society. Draft minutes shall be given to the Chair within fourteen (14) days and circulated to all members of the Governance Committee (including those that attend ex officio) within twenty eight (28) days of the date of the meeting.

g. The Society office will provide the Secretariat for the Governance Committee and will arrange for a Minute Secretary for each meeting.

h. In order to fulfil its duties as laid down in the rules the Governance Committee may

- (i) Establish any number of Sub-Committees as required ensuring that their rules reflect those laid down for the Governance Committee; and
- (ii) Establish any number of Task and Finish Groups and may set their terms of reference and timetable for completion.

## 8. Expenses

### 7.6.7

Changes to the Rules of the Governance Committee

Any alteration of, amendment to, or addition to any Rule of the Governance Committee may take place at a meeting of the Governance Committee. Any such alteration shall not become effective until approved by the Trustees.

### 7.6.8

Dissolution

In the event of dissolution of the Governance Committee under article 91 of the Articles (Reviewed and updated: 5 July 2011), any assets remaining after payment of liabilities shall be transferred to the Society.

### 7.6.9

Status

The Governance Committee is subject to overall control by the Trustees and is bound by these Rules.

### 8.1

All reasonable travel, accommodation and all other expenses properly incurred in carrying out the business of the Society shall be remunerated to any Charity Members of the Society on the authorisation of the Chief Executive or Operations Manager.

## 9. Amendments

### 9.1

These Rules may be amended by the Trustees in accordance with Article 96 of the Articles.



A company limited by Guarantee  
Registered office as above  
Registered in Cardiff No. 1274585  
Registered charity No. 272071



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