

REGULATIONS OF THE INTENSIVE CARE SOCIETY: 2018

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1. Construction

These regulations shall be constructed so as not to conflict with the Articles of Association (the 'Articles' of the Intensive Care Society ('ICS' or the 'Society')).

2. Making, alteration and repeal of Regulations.

2.1. The making, alteration or deletion of a regulations shall be carried out in the following manner (Article 59):

2.1.1. Council may at any time amend the Regulations by approval of a simple majority of directors/trustees

2.1.2. Any director/trustee wishing to propose a new Regulation, or to alter or delete an existing Regulation, shall give notice of the motion to the Honorary Secretary at least four weeks before the meeting of Council at which it is to be brought forward. The details of the motion shall be placed on the Agenda for that meeting and circulated to all members of Council.

2.1.3. If the motion, with or without amendment, is passed by that Meeting, the enactment or alteration shall become part of the Regulations or, if deleted, shall be removed from the Regulations.

2.1.4. Every enactment, alteration or deletion of Regulations shall be entered, along with the date, by the Honorary Secretary in a copy of the printed Regulations kept for that purpose and shall be signed by the Chairman. This copy shall be the authoritative copy until the next change to the Regulations.

2.2. The members of council in office immediately after the adoption of a change in the Articles, shall hold office for the remainder of their term of office as if no change in the Articles has been made (Article 28).

3. Membership

3.1. The ICS shall keep a register of all its members that will contain the names and postal addresses, email addresses, classes of membership and dates of becoming and ceasing to be a member. The ICS Register shall be considered a correct list of all members of the Society and shall be the statutory register. It shall be incumbent on each individual member to ascertain that their name, address and other particulars are correctly entered therein.

3.2. The membership categories shall be Voting and Non-Voting (Article 10. Voting members are defined in Regulation 3.3 and Non-Voting members in Regulation 3.5.)

3.3. All Voting members shall be elected by Council to one of the following classes, subject to the meeting of the eligibility criteria (Article 12):

3.3.1. 'Intensivist' elected from medical practitioners not in a training post involved in critical care work in the United Kingdom;

3.3.2. 'Staff, Associate Specialist and Speciality Doctors' elected from medical practitioners not in a training post involved in critical care work in the United Kingdom (SAS);

3.3.3. 'Trainee' elected from medical practitioners involved in critical care work in the United Kingdom in a recognised training post;

3.3.4 'Nurse' elected from nurses actively involved in and having a significant commitment to critical care work;

3.3.5 'Allied Healthcare Professional' elected from allied healthcare professionals having a significant commitment to critical care.

3.4. Council may create additional categories of membership, and shall determine the rights and privileges of those members in new categories. Members in categories created in this way will not have voting rights and are designated Non-Voting members (Article 10.2).

3.5. Non-Voting members shall be any class not defined in Regulation 3.3., and include the following:

3.5.1. Overseas members

3.5.2. Honorary and Distinguished members

3.5.3 Student members

3.6. Those wishing to become members shall apply by online application, identifying their desired professional membership category. Those who are eligible to be voting members through their professional category (Article 3.3) , shall confirm this by providing a professional registration number or the name of an existing Society member willing to endorse their application. In order to preserve the professional nature of the association, the Society will actively pursue missing information and seek to enable full voting membership for all those eligible. Those wishing to transfer from one membership class to another need not complete an application form but must inform the Honorary Secretary of their wish to transfer membership class, except in the case of trainees who are automatically upgraded to Intensivist members on appointment to consultant grade.

3.7. The Honorary Secretary is delegated power by council to elect voting membership or change membership category of members, subject to regulation 3.3, and whilst names will be noted by council, the effective date shall be the date upon which the Honorary Secretary gives approval.

3.8. The "membership year" shall begin on 1st January each year when the full year's subscription is payable by all members, and shall end on 31st December of each year. Any member joining after 1st January and on or before 30th June shall pay a pro rata subscription fee to be charged on a quarterly basis, and calculated from the beginning of each quarter of that calendar year. Any member joining on or after 1st July shall pay a minimum of half the annual fee that shall be charged from 1st July until the end of that calendar year.

The Honorary Secretary will monitor membership applications throughout the year and the financial implications considered regularly. In subsequent years a full annual subscription is due on 1st January annually.

3.9. Upon payment of subscription, a new member shall be entitled to all the rights and privileges for their class of membership. Council shall determine the benefits to be enjoyed by each class of member in addition to those conferred by the Articles. All members will initially be classed as non-voting and full voting rights, if appropriate, granted upon payment of subscriptions *and*

(a) Provision of a valid professional registration number, or,

(b) Endorsement of the application by an existing member, or,

(c) By decision of the Honorary Secretary, delegated by council and if necessary in consultation with the chairs of the respective professional divisions. The Honorary Secretary shall bring to council a list of new members for information.

3.10. The obligations of a member are as follows:

3.10.1. To observe the Articles of Association and Regulations of the Society

3.10.2. To pay subscriptions in a timely manner

3.10.3. Not to bring the Society into disrepute.

3.11. If a member is liable to termination of membership under Article 18, Council shall decide whether or not the membership shall be terminated. If Council chooses to invite the opinion of a panel convened to consider the matter and to bring a recommendation to Council, or if the member appeals against the initial decision of the Council taken without a recommendation from a panel, Council shall invite the Honorary Secretary to convene a panel to consider the matter. The panel shall comprise of the Honorary Secretary, an elected member of Council, a member of the Society in the same professional division and any others deemed appropriate by Council. The panel will receive written or verbal evidence from the Honorary Secretary, the Society member concerned if they wish to present evidence, legal representatives of the member and of the Society (if such are allowed by Council and are engaged) and other witnesses or advisors deemed appropriate by the panel. The panel will form an opinion on whether the member's membership should be terminated and shall bring this to Council as a recommendation. Council will decide whether or not to terminate the membership and a member so terminated shall be removed from the register of members with no further right of appeal. In all these matters, the formal findings of a court of law or of panels of the relevant Regulatory Body shall be found as fact.

3.12. No member shall have a right to be paid a refund of all or part of their subscription payment if their membership is terminated, suspended, relinquished by permanent or temporary resignation, or if they transfer or is transferred from one membership class to another.

3.13. No member may use initials after their name to indicate membership of the ICS

3.14. No member shall enjoy the rights or benefits of membership until they have paid their annual subscription as set by Council for that year excepting that existing members have a three-month period of grace as described in Association Article 18.4. The rights of Voting Members all include:

3.14.1. The right to attend General Meetings; members in other classes may be allowed to attend General Meetings at Council's discretion.

3.14.2. The right to speak and vote at General Meetings or to appoint a proxy to speak and vote on their behalf.

3.14.3. The right to stand for election to Council.

3.14.4. The right to vote in elections for Elected Members of Council.

3.14.5. Trainees shall have the right to stand for election to the Committee of the Trainees under the Regulations of the Trainee Committee approved by Council; the Chair and the Deputy Chair of the Committee shall represent Trainees on Council.

3.14.6. Nurse and Allied Healthcare Professional Members shall have the right to stand for election to the Committee of the Nurse and Allied Healthcare Professionals under the Regulations of the Nurse and Allied Healthcare Professional Committee approved by the Council; the Chair and the Deputy Chair of the Committee shall represent Nurse and Allied Healthcare Professional Members on Council.

3.14.7. All members shall have the right to receive paper or electronic versions of the Journal of the Intensive Care Society.

3.14.8. Members shall be entitled to other benefits approved by Council as set out in the Standing Orders e.g. Personal Accident insurance.

3.15. Members in any category may take a leave of absence from the Society for reasons of sickness, maternity leave, cessation of employment or for any other reason. They should

inform the Society in writing or electronically that they wish to suspend their subscription and for what duration. By doing so, they shall not be liable for payment of subscription for the time of the leave of absence but they shall not benefit from preferential meeting and seminar rates, JICS subscriptions, direct communication from the Society and access to the Member's Only part of the website. On re-joining, they forgo the preferential first year subscription.

3.16. Communication with members shall be conducted electronically, as provided by Articles 90, 92 and 93.

4. Council

4.1. The Council shall comprise the following directors/trustees:

4.1.1. The Officer of the ICS: President, President- Elect (when that office is held), Immediate Past president (when that office is held), Vice Presidents, Honorary Treasurer and Honorary Secretary. These Officers shall form an Executive Committee.

4.1.2. Up to six persons elected by the Voting members of the ICS from among the Intensivists and Staff and Associate Specialists who are Voting members.

4.1.3. Two persons who shall be the Chair and the Deputy Chair of the Trainees Committee of the ICS.

4.1.4. Two persons who shall be the Chair and the Deputy Chair of the Nurse and Allied Healthcare Professional Committee.

4.1.5. Up to four persons elected by the Voting members of the ICS from among the Voting members.

4.2. The following non-voting members may be co-opted onto Council: Representatives of:

4.2.1. Intensive Care National Audit and Research Centre

4.2.2. The Faculty of Intensive Care Medicine

4.2.3. The Royal College of Anaesthetists

4.2.4. The Department of Health

4.2.5. The Paediatric Intensive Care Society

4.2.6. The Intensive Care Society of Ireland

4.2.7. The Scottish Intensive Care Society

4.2.8. The Welsh Intensive Care Society

4.2.9. Intensive Care Networks

4.2.10. The European Society of Intensive Care Medicine.

4.2.11. Other non-voting members as decided by Council.

4.3. The Council shall meet a minimum of four and a maximum of six times each year normally on a Tuesday. The Honorary Secretary shall circulate the agenda and papers for the meeting at least five days before the meeting.

4.4. The quorum for a meeting of Council shall be five directors/trustees being voting members.

4.5. Trustees may be removed by Council. The procedure shall be determined by Council and the decision of Council in the form of a resolution for removal will be final (Article 58.9).

4.5.1. Trustees must attend Council meetings except under exceptional circumstances, and must attend at least four Council meetings per year. If they do not, or if they are absent for three meetings in a row (Article 58.8), the Executive Committee must investigate the reasons and may ask for the Trustees' resignation from Council.

4.5.2. Should a Trustee bring the Society into disrepute or become disqualified according to Article 58 and does not resign, the Trustee should be invited to the Executive Committee to give reasons for their conduct. If the Trustee is judged unfit to continue as a Trustee, this must be brought to Council for consideration.

4.6. A Register of Interests of Trustees shall be held and published on the website and updated yearly in April.

4.7. Decisions of the Council are normally made by consensus. Voting shall be by simple majority. However, the President or chair, if not the President, may conduct a ballot of voting members if they so wish. A ballot shall also be held if any three voting members present demand it. The ballot shall be by show of hands, or by electronic voting pads when available and appropriate. If the votes are tied, the President shall have a second casting vote.

4.8. The Honorary Secretary shall ensure that minutes of Council meetings are kept and made open to the inspection of all members of Council. A copy of the unconfirmed Minutes of any meeting of the Council shall be issued to each Council member before the next Council meeting. Linkmen and Society members will receive an abridged copy of the minutes after approval by the Executive Committee and that copy will be available on the website.

4.9. The procedure for filling a vacancy in Executives or on Council shall be in accordance with Regulations 7 and 8.

4.10. Council members shall receive reasonable travelling expenses as determined by the Finance Committee, but shall not receive payments for their services as Council members; neither shall they receive payments to compensate them for any loss of earnings occasioned by their fulfilling the duties of a Council member, or any other payment except as provided in the Articles of Association (Article 5).

4.11. Council is legally responsible for the overall management of the ICS under the Articles of Association and constitutes the board of directors in accordance with the Companies Act 2006. It shall be collectively responsible for governance and the arrangements for effective governance, including staff appointments and organisation, the development of strategy, the formulation of policies for the implementation of strategy, the measurement of performance and all other matters delegated to sub-committees of Council. Council may also make awards for Distinguished and Honorary members from time to time, in accordance with the rules and procedures as set out in the Standing Orders.

4.12. All Council members shall declare any relevant conflicting interest (financial or otherwise) at the start of any Council meeting or when the agenda item is considered. The President, or chair of the meeting, shall determine the procedure to be followed. Subject to the agreement of the President, or chair of the meeting, the member may remain and participate in any debate on the item concerned, but must not vote.

5. Committees

5.1. All committees shall be subcommittees of Council (Article 57) and shall report directly to the Council. The purpose of all committees is to advise the Council, and all decisions made by committees shall be advisory only to Council, excepting that the Council may vote a budget to a committee to be spent at the committee's discretion, in which case the committee shall report its expenditure to Council. The Council may delegate powers to a committee and the exercise of those delegated powers shall be reported at the next Council meeting.

5.2. Each committee will have terms of reference and a remit agreed by the committee and the Council. These remits should be reviewed by Council every three years. The remit should specify membership of the committee and its functions; who approves co-opted members; and appointment and tenure of the chair of the committee. Any concerns about the conduct or performance of a member of a committee shall be referred in the first instance to the chair of the committee, or if it concerns the chair, to the Honorary Secretary. The procedure for consideration of removal of a member of a committee shall be determined by Council.

5.3. The following shall be the standing committees of the Council:

- 5.3.1. Executive Committee
- 5.3.2. Education and Training Committee
- 5.3.3. Finance Committee
- 5.3.4. Meetings Committee
- 5.3.5. Research Committee
- 5.3.6. ICS Trials Group
- 5.3.7. Standards, Safety and Quality Committee
- 5.3.8. Members' Services Committee
- 5.3.9. Investment Committee
- 5.3.10. Committee of the Trainee's Division
- 5.3.11. Committee of the Nurses' and Allied Healthcare Professional's Division
- 5.3.12. Patients' and Relatives' Committee
- 5.3.13. JICS Editorial Board
- 5.3.14. Intensive Care Foundation
- 5.3.15. ICD Fundraising Committee
- 5.3.16. ACCEA Committee

5.4. Council can create or dissolve committees at its discretion. Committees may create subcommittees but only with the prior approval of Council.

5.5. Members of committees and subcommittees may vote on the activities of the committee; if the vote involves expenditure by the Society, it must be formally approved by Council.

5.6. The membership of every committee and subcommittees shall be determined annually by Council; the tenure of any member of any committee is therefore one year, renewable at the discretion of Council.

5.7. Council shall annually appoint a Chair for every Committee. The term of the committee Chair shall normally be three years except in exceptional circumstances.

5.8. The Chair of every committee shall ensure that minutes of all meetings are taken, recorded and sent to the members of that committee. Confirmed and unconfirmed minutes shall be passed to the Honorary Secretary, who will bring them to Council.

5.9. The agenda and papers for meetings of committees and subcommittees shall normally be sent to committee members 5 days before the meeting.

5.10. All members of the Executive Committee shall be *ex officio* members of all committees.

5.11. Chairs of committees and subcommittees shall only co-opt additional members subject to ratification by the Executive Committee.

5.12. All committee members shall declare any relevant conflicting interest (financial or otherwise) at the start of any committee meeting or when the agenda item is considered.

The chair of the meeting shall determine the procedure to be followed. Subject to the agreement of the chair of the meeting, the member may remain and participate in any debate on the item concerned, but must not vote.

5.13. No expense shall be incurred by any committee or subcommittee, apart from reasonable travelling expenses as determined by the Standing Orders unless a sum of money has been approved by the Council for the special purpose of that committee or subcommittee. Work streams involving additional support from the secretariat must be approved by the most senior member of staff, or deputy, and the executive committee.

6. Membership Committees.

6.1. Council may create committees to represent classes of membership. The following committees shall be formed:

6.1.1. Trainees

6.1.2. Nurses' and Allied Healthcare Professionals

6.2. Regulations governing a committee shall be created and, following approval by Council may be amended by Council.

7. Election of Council Members

7.1. Nominations

7.1.1. The call for candidates shall be announced through the ICS Secretariat at the request of the Honorary Secretary and on behalf of Council; the call shall be distributed through the e-newsletter and by post.

7.1.2. All Voting members shall receive information on the following: vacancies, job descriptions, application form and deadlines for the submission of nominations.

7.1.3. Candidates standing must submit an application form before the set deadline. They must have paid their full subscription fee of the year prior to nomination. They must provide a statement of intent about their objectives on being elected to Council, which shall be circulated to all Voting members.

7.1.4. One member shall stand for only one position. In the case of Trainee and Nurse and Allied Healthcare Professional members, they may stand as elected members under Article 27.5 and/or representatives on their respective committees.

7.1.5. In the event that there is only one candidate for each vacant position, Council will determine whether the vacancy will be filled. If the vacancy is filled, no election will be held and the candidate will be considered elected.

7.2. Election.

7.2.1. The dates of the election are suggested by the Honorary Secretary and agreed by the Executive Committee; there must be sufficient time for all voting members to have the opportunity to vote.

7.2.2. All Voting members shall be entitled to vote for vacancies for an Intensivist and SAS under Article 27.2, and vacancies under Article 27.5. Trainee and Nurse and Allied Healthcare Professional members shall be entitled to vote for vacancies on their respective committees (Articles 27.3. and 27.4.). Voting papers shall state eligibility for voting for each vacancy.

7.2.3. The Electoral Reform Society (ERS) shall conduct the election on behalf of the Society. A single transferable voting system shall apply.

7.3. Declaration of Results

7.3.1. The ERS will report results via the Secretariat to the Executive Committee. The results will be announced at the next Council meeting before being published on the website, after successful and unsuccessful candidates have been informed.

7.3.2. The number of votes cast will be reported and published on the website.

7.3.3. Successful candidates will take up their posts at the first Council meeting after the Annual Member's Meeting.

7.4. Constitutional Matters

7.4.1. Declaration by Elected Member: An elected member shall complete a Declaration Form for Trustees of Charitable Companies and not be disqualified from acting as a trustee or company director.

7.4.2. Resolution in Council: Council shall resolve to appoint each new director. Notification to Companies House/Charity Commission shall be made promptly following election to Council.

7.5. Vacancies

7.5.1. A vacancy in an Elected Member of Council and under Article 27.2 (an Intensivist or SAS member) shall be filled by an Elected member under Article 27.5 who would have been eligible under Article 27.2 (an Intensivist or SAS member) and shall serve for the remainder of their unexpired term. In the event of there being more than one eligible person, the vacancy shall be filled by the Elected Council member whose surname first appears on the Register of Directors (Article 40.1.1).

7.5.2. A vacancy in an Elected member of Council arising other than at an AMM (a casual vacancy) may be filled by an Intensivist or SAS member for a vacancy under Article 27.2 or any Voting member for a vacancy under Article 27.5, and any person so appointed shall hold office until the next AMM when they shall be eligible to stand for election. Council may elect a candidate eligible to fill the vacancy by simple majority vote (Article 44)

8. The Officers and the Executive

8.1. The Officers of the ICS shall be those defined in Articles 29. Their terms of office shall be in accordance with Articles 34 to 37.

8.2. The eligibility criteria and procedure for election shall be as follows (Article 31);

8.2.1. Only voting Members who have served at some time as elected Council members under Article 27 shall be eligible for election to the posts of President Elect and President.

8.2.2 Only Voting Members who have served on Council at some time as elected Council members under Article 27 shall be eligible for election to the posts of Honorary Treasurer, Honorary Secretary and Vice President.

8.2.3 The Honorary Secretary shall call for self-nominations for candidates for election to Officer's posts at a reasonable time before the successful candidates are due to take up their posts at the Annual Member's Meeting (AMM). The Executive Committee will determine the timetable for the electoral process.

8.2.4. The Electoral Reform Society will conduct a secret ballot using a single transferable vote system. The Council members eligible to vote in the election of Officers are the elected Council members, Officers, including Vice Presidents,

representatives of the Trainee Committee, and the representatives of the Nurse and Allied Healthcare Professional Committee.

8.2.5. If there is only one candidate for the position, an election will not be held but the candidate will be considered elected.

8.2.6. In the event of a tie, the Present will have a second, casting vote.

8.2.7. The Results of the election shall be reported to Council at or before the next Council meeting before the Annual Member's Meeting at which the successful candidates take up their posts. The number of votes cast for each candidate will be reported.

8.2.8. In the event that a vacancy arises in the office of President, Honorary Secretary or Honorary Treasurer it may be filled by an Elected member of Council, and any person so appointed shall hold office until the next AMM when they will be eligible to stand for election in accordance with the Articles and Regulations. (Article 45 and Regulation 8).

8.2.9. In the event that the President does not complete their term of office, they shall not become Immediate Past President (Article 45).

8.3. Duties of the Officers

8.3.1. The **President** shall:

8.3.1.1. Chair meetings of the Council unless they are unavailable or pass the chair to another member of the Council

8.3.1.2. Be accountable with the Executive Committee to the Council for the day-to-day and strategic management of the ICS.

8.3.1.3. Represent the ICS at meetings with other local, national or international groups, organisations, societies, charities, Colleges or Government bodies, or nominate a deputy to represent the ICS on their behalf.

8.3.1.4. Have personally, no powers or delegated authority other than those exercised on behalf of Council of the ICS, to whom they will be accountable for all their actions and decisions.

8.3.2. The **Honorary Treasurer** shall

8.3.2.1. Ensure that the financial business of the ICS is carried out effectively.

8.3.2.2. Be responsible for the arrangements of the custody of the assets, risk assessment, the insurance of assets and compliance with financial obligations under tax or company law or charity law.

8.3.2.3. Liaise with appropriate professional advisors to secure the best return for investments in accordance with the approved Investment Policy.

8.3.2.4. Ensure that a financial strategy is developed for each financial year and that this and annual budgets are approved by the Council.

8.3.2.5. Arrange an annual audit of the financial statements of the ICS by independent auditors.

8.3.2.6. Report all financial business to Council for approval.

8.3.3. The **Honorary Secretary** shall

8.3.3.1. Work with the Secretariat to co-ordinate all Council and Committee meetings and ensure that minutes of Council are accurate and up-to-date.

8.3.3.2. Arrange for agendas and papers for Council meetings to be sent to Council members in advance of meetings.

8.3.3.3. Co-ordinate all publications and public statements of the ICS

8.3.3.4. Deal with matters relating to membership, chair the Members' Services Committee and ensure that the membership register is maintained and up-to-date.

8.3.3.5. Take the lead on monitoring the day-to-day running of the ICS headquarters, Secretariat, including the annual appraisal of the most senior member of staff.

8.3.3.6. Take the lead on monitoring the management of staff employed by the ICS and ensuring compliance with employment law.

8.3.6.7. Deal with the company secretarial matters and ensure compliance with company law and charity law.

8.3.4. The **Vice President(s)** (when this office is held) shall:

8.3.4.1. Be responsible for such areas of activity as Council shall agree.

8.3.5. The **Executive Committee** shall:

8.3.5.1. Function as Committee of Council, reporting to Council, advising Council and being answerable to Council.

8.3.5.2. Execute the orders and decisions of Council.

8.3.5.3. Be responsible for directing staff in the day-to-day running of the Society, its activities, assets and personnel management.

8.3.5.4. Refer any appropriate matters to Council for its consideration

8.3.5.5. Circulate a record of its deliberations and decisions to Council.

8.3.6. The Executive Committee shall have no delegated authority, as this is vested in the Honorary Treasurer, the Honorary Secretary, the Officers as a group, or Council according to the Delegation of Authority included in the Standing Orders approved by Council.

9. Financial Matters

9.1. Council shall be responsible for financial management and shall approve the delegation of authority to staff and Officers.

9.2. Council shall be responsible for risk assessment and ensuring the appropriate actions are taken to manage risks.

9.3. Council shall authorise cheque signatories and shall set limits for those members of staff who shall have cheque-signing authority or shall be authorised to transfer funds between bank accounts in the name of the ICS. The details of this delegation of authority shall be kept in the Standing Orders.

9.4. The financial year of the ICS shall end on the 31st day of December each year.

9.5. The Honorary Treasurer may pay the current ordinary expenses of the ICS approved in the annual budget, but they may not disburse any other sum unless previously authorised to do so by the Council under delegated authority.

9.6. The Honorary Treasurer shall be responsible for the arrangements for the custody of assets, the insurance of assets and risks compliance with financial obligations under tax or company law and charity law.

9.7. In the case of emergency the President may appoint a deputy to act for the Honorary Treasurer and report their action to the next meeting of the Council.

9.8. No member shall have any rights of inspecting the account or other records of the ICS except as conferred by statute (Article 84) or the Regulations. Members may apply to the Honorary Treasurer to inspect accounting or other records, whose decision as to the time and place, and content of the disclosure, shall be final.

10. Annual Member's Meetings

10.1. A Members' Meeting shall be held every year on a date and at a place that will normally have been decided at the previous Annual Member's Meeting (AMM). It shall otherwise be given by Notice of the meeting to all members on the register not less than 21 days before the date of the meeting. The AMM shall normally take place during the State of the Art Meeting when elections to Council and other appointments are made.

10.2. At the AMM, the following business shall be conducted

10.2.1. Receiving the Report of the Council (Annual Report)

10.2.2. Receiving the accounts and the report of the Honorary Treasurer, including subscriptions for the following year.

10.2.3. Considering Council's Plans for future activities of the Society.

10.2.4. Declaring the results of the elections of Officers and Elected Members of Council

10.2.5. Setting the time and date of the next AMM.

10.2.6. Such other business as Council may determine (Article 60.4), e.g. the giving of awards.

10.3. All members on the register of the ICS are entitled to attend and speak at the meeting but in person but not by proxy. No matter shall be voted on and no decision taken shall be binding on Council.

10.4. Council shall produce a report annually and will make it available to all members on the register of ICS. The Annual Report shall contain the report of Council, the reports of Committees and Subcommittees, and a summary of activities undertaken in each year ended 31st December. The report shall include the report of the Treasurer and Summarised Accounts in accordance with the relevant statutes.

11. General Meetings

11.1. A General Meeting shall be called by Council for business required to be conducted under the Companies Act (CA 2006). Subject to the provision of the Companies Acts, the Articles of Association of the ICS may be added to, repealed or amended by special resolution at a General Meeting of which at least 14 days' notice has been given under the intention to make an alteration. Class meetings shall be called by Council under CA 2006 when change is proposed to the rights and obligations of any class of member.

11.1.1. Any member intending to move any resolution at the General Meeting shall give notice in writing to the Honorary Secretary. Such notice must state the general nature of the purpose of the meeting and may include the text of a resolution. Council shall call a General Meeting on the receipt of a requisition signed by the number or proportion of members as determined by Companies Act 2006, stating the purpose for which the meeting is to be summoned [10% of voting members, but can be 5% if no General Meeting has been held for 12 months].

11.1.2. Council shall determine the date, place and time of the General Meeting which shall be announced in the Notice of the meeting sent to all members entitled to attend (voting members), giving no less than 14 days' notice (s307(1) CA2007).

11.1.3. A General Meeting requisitioned by members shall be called within 21 days of the receipt of the requisition received from the requisite number of members, to be held no more than 28 days from the date of the Notice convening the meeting (s304 CA2006) (Article 63).

11.1.4. The agenda shall be circulated with the Notice of the meeting and written resolutions, if such resolutions have been received from requisite number of members requisitioning a meeting (s304 CA 2006) or as soon as practicable thereafter (s315 CA 2006).

11.1.5. The cost of the circulating papers for a General Meeting requisitioned by members shall be met by the ICS, subject to Council's decision to recover such costs by applying the provisions of statute requiring requisitioning members to meet the cost (s316 CA 2006).

11.1.6. The procedure at General Meetings is set out in the Articles. Resolutions to change the constitution (the Articles of Association of the ICS) require not less than 75% of members voting personally or by proxy to be in favour for the resolution to be carried.

11.1.7. Members shall be sent a Proxy form with the Notice of the meeting. The form to appoint a proxy, whether the chair of the meeting or another named person, to attend, speak and cast their vote at the meeting shall be determined by Council (Article 78). Votes shall be cast in person or by proxy. The chair of the meeting shall declare the number of proxy votes held by them prior to putting the resolution to the vote on a show of hands, whether they holds votes FOR or AGAINST or in the case of discretionary votes, their intention to exercise FOR or AGAINST. The purpose of this declaration is to inform those present of the voting intentions of members who have appointed the chair as their proxy, so that the meeting can have a sense of the support or otherwise for the resolutions to be voted on.

11.1.8. Resolutions put to the vote are decided on a show of hands or display of a voting slip for each vote whether personal or proxy, unless before the declaration of the result of a poll is demanded in accordance with the provisions of the Articles. The chair of the meeting has a duty to call a poll where the result might be different from that reached on a show of hands.

11.1.9. Members presenting proxy votes shall be entitled to the number of votes held personally or by proxy on a show of hands or indicated by holding one voting slip for each vote cast.

11.1.10. In the case of a poll the counting of votes shall be supervised by scrutineers appointed at the General Meeting. Members shall be provided with a voting slip for each resolution on the agenda at the time of registering attendance at the meeting. A proxy will be entitled to voting slips equal to the number of proxy votes held.

11.1.11. The proxy form shall include the appointment of the chair of the meeting or another named person as proxy for the member. The form shall state in full or in summary the resolutions to be voted on and whether the business is a special resolution, i.e. a change to the constitution. Where the resolution is not stated in full, the full wording shall be included as an attachment to the proxy form or as determined by Council. The member shall place their vote FOR or AGAINST the resolution, or where no vote is placed FOR or AGAINST the resolution, the member grants discretion to their proxy to vote at the meeting.

11.1.12. Members attending in person or by proxy shall register their attendance and receive voting slips according to the number of votes they are entitled to exercise.

11.1.13. A member may withdraw their proxy vote at any time before the commencement of the general Meeting.

11.2. In the event of a variation in the rights of a class of members, a special resolution shall be required of the members of the relevant class in accordance with the Articles and shall be governed by the Regulations (Article 80). The Regulation 11.2.1 shall apply.

11.2.1. Resolutions changing the rights of the members of a class, require no less than 75% of class members voting personally or by proxy to be in favour.

12. Notices

12.1. Notices and proof of Notice shall be given in accordance with Articles 89 to 93. Proof of delivery of a notice electronic message shall be conclusive if the Society has an e-mail address for a member on the Register of Members and the communication is made to the address on the Register. In the event of a failed transmission, subsequent re-sending will be proof.

13. Standing Orders.

13.1. The Honorary Secretary shall cause to be created and retained a collection of documents that shall set out the policies of the ICS and describe standard practices for certain processes conducted regularly by the ICS, its Council members and staff. These shall be termed the Standing Orders.

Approved by Council on...30/01/2018...2018

Signed by..........Honorary Secretary, Dr Stephen Webb

References

ICS Articles of Association Available

<http://www.ics.ac.uk/ICS/about/ICS/about.aspx?hkey=cd4c8e65-8528-4e38-b986-7d31492fc6b7>

CA2006 (Companies Act 2006). Available

<http://www.legislation.gov.uk/ukpga/2006/46/contents>