

THE CHARTER

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith.

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS the Association incorporated under the Companies Act 1985 and known as ‘The Science Council’ (hereinafter referred to as ‘the former Association’) has presented unto Us a Petition praying that We would be graciously pleased to grant to it a Charter of Incorporation:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW THEREFORE KNOW YE that We by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion have granted and declared and do hereby for Us, Our Heirs and Successors grant and declare as follows:

1. The members of the former Association and all such persons (incorporate or otherwise) as may hereafter become members of the Body Corporate hereby constituted shall be forever hereafter one Body Corporate and Politic by the name of ‘The Science Council’ (hereinafter referred to as ‘the Council’) and by the same name shall have perpetual succession and a Common Seal, with power to break, alter and make anew the said Seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
2. The Object for which the Council is hereby constituted is to promote the advancement and dissemination of knowledge of and education in science, pure and applied, for the public benefit.
3. In this Our Charter, unless the context otherwise requires:
 - (i) ‘the Council’ means ‘The Science Council’;
 - (ii) ‘Board’ means the governing body of the Council constituted under Article 8;
 - (iii) ‘Bylaws’ means the Bylaws as from time to time amended in accordance with the Charter;
 - (iv) ‘Member Body’ means any body admitted to membership under the provision of the Bylaws;
 - (v) ‘Licensed Body’ means a Member Body licensed by the Board in pursuance of Article 4 (vi);
 - (vi) ‘The Object’ means the Object of the Council as specified in Article 2 hereof;

(vii) 'Board member' means a person appointed to serve on the Board in accordance with the Bylaws;

(viii) 'Registration Authority' means a body appointed by the Board under the provision of the Bylaws;

(ix) 'the profession' means the profession of scientist;

(x) 'registration' means registration in registers maintained under Article 5 (vi);

(xi) references to the singular include the plural and vice versa, the masculine includes the feminine and vice versa, references to persons includes bodies and 'body' means any organisation whether incorporated or not;

(xii) references to Articles, paragraphs and Bylaws are to Articles and paragraphs in, or Bylaws to, this Our Charter.

4. In pursuance of the Object, but not otherwise, the Council shall:

(i) take over the assets and liabilities of the former Association;

(ii) provide a forum for discussion and exchange of information relevant to the Object of the Council;

(iii) provide advice and respond to proposals and enquiries relating to the advancement and the regulation of the practice of science, pure and applied, and where appropriate to collaborate with other bodies;

(iv) establish and keep under review generic standards and procedures for academic and occupational achievement, competence and commitment and the requirements for initial and continuing professional development for registrants;

(v) admit as Member Bodies those bodies which demonstrate their ability to make a contribution to the pursuance of the Object of the Council;

(vi) designate as Licensed Bodies those Member Bodies which demonstrate to the satisfaction of the Board their competence to assess individuals for initial and continuing registration and which regulate the conduct of their members, license them to admit such individuals to a register, and monitor the additions and deletions they make to the register and provide guidance on the codes of conduct and disciplinary procedures of such Member Bodies;

(vii) be accountable to Member Bodies in respect of its activities.

5. In pursuance of the Object, but not otherwise, the Council shall have the following powers:

(i) to receive gifts, endowments, bequests, donations, money and property real or personal and to purchase, lease or otherwise acquire land and hereditaments of any kind, and to accept the office of trustee and to carry out any trusts associated with any transfer of money or property to the Council;

(ii) enter into any contract or transaction or engage in any activity which is conducive, ancillary or incidental to the attainment of the objects;

- (iii) to borrow or raise money with or without security, and to charge or mortgage any of its property whether real or personal;
 - (iv) to charge fees and subscriptions;
 - (v) to invest any monies of the Council not immediately required for its purposes in accordance with the Bylaws;
 - (vi) to maintain a Register of Chartered Scientists (registrants in which may use the title 'Chartered Scientist' and the designatory letters 'CSci') and modify, extend or add to such a Register as required;
 - (vii) to maintain such other registers as may be required and modify, extend or add to such registers;
 - (viii) to employ staff;
 - (ix) to publish, or commission the publication of, material relevant to the objects in any form, to undertake or commission research, to establish and maintain libraries, databases, or any other facilities for the benefit of the public, and to hold or promote conferences, exhibitions or other events;
 - (x) to pay all reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 6(vii) hereof;
 - (xi) to do all such other lawful acts and things as may further the Object.
6. The income and property of the Council however derived, shall be applied solely towards the Object and no portion thereof shall be used otherwise than for charitable purposes, and no portion of the income or property of the Council shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to the Member Bodies or to any Board member provided that nothing herein shall prevent any payment in good faith by the Council:
- (i) of reasonable and proper remuneration to any employee, servant or consultant of the Council (not being a Member Body or a Board member) for any services rendered to the Council and of reasonable and proper expenses necessarily incurred in carrying out the duties of any such officer, employee or consultant of the Council;
 - (ii) of reasonable and proper remuneration to any Board member (or any person connected to a Board member whose remuneration might result in a Board member obtaining a material benefit) who enters into a contract with the Council to supply services in return for payment or other material benefit provided that:
 - (a) the services are actually required by the Council and other Board members are satisfied that it would be in the best interests of the Council for these services to be provided by that person;
 - (b) the nature and level of the remuneration is no more than is reasonable in the circumstances for the provision of the services; is stated in the contract and is set in accordance with the procedure in Article 7 of this Our Charter; and
 - (c) no more than one half of the Board members are subject to such a contract (or have a person connected to them who is subject to a contract) in any financial year;

- (iii) of interest on money lent by a Board member at a rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by a major London Clearing Bank or 3% whichever is the greater;
 - (iv) to any Board member of reasonable and proper out-of-pocket expenses incurred in running the Council;
 - (v) to a company of which a Board member may be a shareholder holding not more than one per cent of the capital of such company;
 - (vi) of reasonable and proper rent for premises demised or let by any Board member; or
 - (vii) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of any liability for any act or default by the Board (or any member of the Board) in relation to the Council provided that such insurance shall not extend to indemnification against liability for recklessness wilful or criminal wrongdoing or default.
7. Whenever a Board member has a personal financial interest in a matter to be discussed at a meeting the Board member concerned must:
- (i) declare an interest at or before discussion begins on the matter;
 - (ii) withdraw from the meeting on that item unless expressly invited to remain in order to provide information;
 - (iii) not be counted in the quorum for that part of the meeting; and
 - (iv) withdraw during the vote and have no vote on the matter.
8. The management and control of the Council shall be vested in a Board which may exercise all or any of the powers of the Council, and may delegate its powers and functions in accordance with the Bylaws.
9. No Board member or member of any committee of the Board including a Registration Authority shall be accountable in respects of acts done or authorised to which he or she has not expressly assented or shall incur personal liability in respect of any loss or damage done in good faith for the benefit of the Council. The Council shall indemnify every Board and committee member, officer and employee of the Council against any loss or expense incurred through any act or omission done or committed by him or her in the course of the performance in good faith of his or her authorised duties on behalf of the Council.
10. Subject to the provisions of this Our Charter, the Board may by resolution passed at any meeting by not less than two-thirds of Board members present and voting and confirmed by a two-thirds majority vote of the members of the Council in General Meeting in accordance with the procedure prescribed by the Bylaws make, amend or revoke Bylaws for the regulation of the affairs of the Council; provided that no new Bylaw, amendment or revocation shall be effective unless approved by the Lords of Our Most Honourable Privy Council, of which approval a certificate under the hand the Clerk of Our said Council shall be conclusive evidence. The Bylaws may provide for any matter dealt with in any regulations made by the Board, provided that such regulations shall be invalid to any extent to which they are inconsistent with this Our Charter or the Bylaws.

11. Subject to the approval by a two-thirds majority vote of the members of the Council in General Meeting, the Board may by resolution passed by a two-thirds majority vote of Board members present and voting in person modify or revoke any of the provisions of this Our Charter. Any modification or revocation made under this Article shall, when allowed by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforth continue in force as so modified or revoked. This provision shall apply to Our Charter as modified or revoked.
12. Subject to the approval by two-thirds majority vote of the members of the Council in General Meeting, the Board may by resolution passed under the same voting requirements as are specified in Article 10 resolve to surrender this Our Charter and any further Charter granted to the Council subject to the sanction of Us, Our Heirs or Successors in Council upon such terms as We or They may think fit, and wind up or otherwise deal with the affairs of the Council. If on the winding up or dissolution of the Council there shall remain after the satisfaction of all debts and liabilities any property whatsoever then it shall not be given to or distributed among the members of the Council or any of them but, subject to any special trusts affecting any of the property, shall be given to some other body, determined by the Board at or before dissolution of the Council, with charitable objects similar to those of the Council and which prohibits the distribution of its income and property to at least the same extent as specified in Article 6.
13. Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the Council and the promotion of the Object.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the [] day of [] in the [] Year of Our Reign.

BY WARRANT UNDER THE QUEEN'S MANUAL