



Registered with the Charity  
Commissioners 281330

## BRITISH MASS SPECTROMETRY SOCIETY CONSTITUTION AND BYE-LAWS

### 1. NAME

The name of the Society shall be "British Mass Spectrometry Society", hereinafter referred to as the BMSS.

### 2. PURPOSE/OBJECTS

The purpose of the BMSS shall be to promote and disseminate knowledge of Mass Spectrometry and allied subjects for the benefit of the public.

### 3. MEMBERSHIP

Membership of the BMSS shall be open to any individual over 18 years of age, having a *bona fide* interest in Mass Spectrometry.

### 4. MANAGEMENT

- 4.1 The Management of the BMSS shall be vested in the Executive Committee, the members of which shall comprise the Officers and the General Members.
- 4.2 The Officers shall be the Chair, Vice-Chair, Treasurer, General Secretary, the Meeting Secretary, Papers Secretary, Education Officer, Publicity Secretary and Special Interest Group Co-ordinator.
- 4.3 The General Members shall comprise up to six Members of the BMSS, elected by the membership, and up to three Co-opted Members, appointed by the Committee. One of the General Members should represent the interests of younger/new members.
- 4.4 All elected members of the Committee shall be Trustees of the Society.
- 4.5 The Immediate Past Chair shall cease to be an elected member of the committee and will act as non-executive member of the committee.
- 4.6 On the resignation of an Officer or Committee Member between AGMs, the vacant position may be filled by a "Casual" appointment, elected by the Committee. The Casual Member will have all powers vested in the vacated post.

### 5. DUTIES OF OFFICERS

- 5.1 The Executive Committee shall be responsible for the running of the Society, including strategic planning. The Chair, Vice-Chair, Treasurer and General Secretary shall be the named signatories on all BMSS financial matters.
- 5.2 The Chair shall be the Chief Executive Officer of the BMSS: the Chair shall preside at all meetings of the Committee and at General Meetings of the Members of the BMSS; shall have charge of the general and active management of the business of the BMSS and shall see that all orders and resolutions of the Committee are carried out; the Chair shall submit a report of

the operations of the BMSS to the Members at their Annual General Meeting.

- 5.3 The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the latter.
- 5.4 The General Secretary ("The Secretary"), or a deputy appointed by the Chair, shall act as clerk at all meetings, shall ensure that all minutes of meetings are recorded accurately and these are agreed, disseminated and appropriately filed. The General Secretary shall be responsible for ensuring all books and records of the BMSS are appropriately stored and accessible as needed, and for the submission of returns to the Charity Commission as required.
- 5.5 The Treasurer shall have charge of the funds of the BMSS and shall deposit or invest them in the name of the BMSS in Banks or financial institutions regulated by the appropriate UK financial regulatory authorities designated by the Committee; the Treasurer shall make a complete and accurate report of the finances of the BMSS at each Annual General Meeting of the Members or at any other time upon their request to the Committee. The BMSS's accounts for the preceding year shall be subject to audit and presented at the next Annual General Meeting
- 5.6 The Papers Secretary shall be responsible for receiving papers and abstracts submitted for presentation at Annual Meetings of the Society and shall also be responsible for arranging the refereeing of such abstracts and papers and for the preparation of the technical programme for meetings.
- 5.7 The Meetings Secretary shall be responsible for the organisation and arrangements for the Annual Meetings of the BMSS and for the co-ordination of other meetings associated with BMSS.
- 5.8 The Education Officer shall be responsible for all educational and training matters for the BMSS.
- 5.9 The Publicity Secretary shall be responsible for publicising the activities of the Society through publications and by other appropriate methods.
- 5.10 The Special Interests Group (SIG) Coordinator shall be responsible for liaising between the Executive Committee and the SIGs, for reviewing and managing the activities of the SIGs, advising on the appointment of SIG Leaders and encouraging SIG meetings where appropriate, including their participation in workshops and sessions at scientific meetings.
- 5.11 The Immediate Past Chair shall be a non-voting member of the committee. They shall chair the BMSS Advisory Board and shall provide continuity in the management of the society activities by offering guidance to the Officers and the Executive Committee.

## **6 DUTIES AND POWERS OF THE COMMITTEE**

- 6.1 The Committee shall meet at least twice per annum and shall arrange at least one annual scientific meeting on mass spectrometry in the United Kingdom. A quorum of not less than one half of the voting members of the Committee shall be required. The Chair shall have a casting vote.
- 6.2 The voting members of the committee comprise: The Officers and the General Members, including those filling a casual vacancy.
- 6.3 The Committee shall have the power to levy, at its discretion, an annual membership fee. The amount shall be decided annually by the Committee.
- 6.4 The Committee shall have the power to amend the Bye-Laws by a two thirds majority of its Membership.

- 6.5 The Committee can co-opt up to three Members (4.3), who will not be voting members of the Committee.
- 6.6 The Committee shall be responsible for the maintenance of the records of the Society's Membership, for the notification and collection of dues and for the organising and issuing of mail shots to Members and to others interested in the aims of the Society.
- 6.7 In the event of either voluntary or involuntary dissolution of the BMSS, the funds and assets of the BMSS remaining after discharging all just debts of the BMSS, or of its officers in the name of the BMSS, shall be distributed by the Committee to a charitable organisation or institution with similar objects to those of BMSS or with the consent of the Charity Commissioners. The selection of the recipient or recipients shall (subject to any consent of the Charity Commissioners) be by the majority vote of the Membership of the Committee in office at the time of dissolution, but in no event shall the assets be distributed to any Members of the BMSS.
- 6.8 The Committee can appoint any of its Membership to any other position or to perform any role that may be found necessary from time to time. However, any proposals to increase the number of Officers of the Society shall require the approval of the Membership of the Society at the next General Meeting.
- 6.9 The Committee can elect from within its Membership sub-committees whose purpose is to undertake specific tasks. Any such sub-committee shall have a Committee Member as its Chair but may itself appoint other Members of the Society whether or not they may be Members of the Committee. Such appointed sub-committee Members shall have no right to attend or vote at Meetings of the Committee.
- 6.10 The Committee shall be empowered to purchase necessary capital equipment and sub-contract temporary, part-time or permanent staff as may be required from time to time.
- 6.11 The Committee shall be empowered to make use of a credit agreement/arrangement, in the form of a credit card. The use of this facility will solely be for the purpose of purchasing services and/or goods for the benefit of BMSS. Purchases of this nature will only be authorised on the understanding that the BMSS has sufficient available working capital to enable the full payment of the transaction without incurring interest and/or penalties payable by the Society and will be limited to a value of £1500.

## **7. CHANGES IN THE COMMITTEE**

- 7.1 In the event that during the term of office of the Committee a position on the Committee becomes vacant, the Committee may appoint any eligible person from amongst the members of the Society to fill this casual vacancy. Any person so appointed shall serve as a Member of the Committee until the next Annual General Meeting at which time an election shall take place to fill this vacancy and other vacancies that occur as described below. Any person appointed to fill a casual vacancy shall be eligible for immediate election to the Committee.
- 7.2 The Chair and Vice-Chair shall each hold office for a two-year period. Other than in exceptional circumstances, at the end of this period the outgoing Chair will assume the role of Immediate Past Chair for a period of two years and the Vice-Chair will become Chair. The Committee shall thereupon elect a Vice-Chair from the elected members of the Committee by a simple majority.
- 7.3 Notwithstanding 7.2 the Officers will hold their stated office for a period of four years. Other than in exceptional circumstances, at the end of this period an officer not taking up a different vacant Officer post shall retire from the committee.
- 7.4 Other than in exceptional circumstances, no General Member shall serve on the Committee for more than four years consecutively. However, if they accept a position as an Officer they will be eligible to see out the full duration of that Office.

- 7.5 Co-opted Members serve until the next AGM; Co-opted Members shall be eligible for immediate election to the Committee.
- 7.6 After retirement from the Committee in accordance with Clauses 7.1 to 7.5, Members of the Committee become eligible for re-election twelve months after their date of retirement from the committee.
- 7.7 The election of the Committee shall take place at the Annual General Meeting. All changes in appointments will take effect on the first day of October following the AGM.
- 7.8 Prior to the Annual General Meeting, the General Secretary shall arrange for a list of the Members of the Committee who will be retiring from the Committee to be made available to each Member of the Society and shall invite nominations to fill the vacancies.
- 7.9 Any two Members of the BMSS may nominate another Member as a Member of the Committee. Each nomination, duly signed and accompanied by a written declaration that the nominee is willing to serve if elected, shall be sent to the General Secretary whom it must reach not less than twelve weeks before the date of the Annual General Meeting.
- 7.10 If the nominations received exceed the number of vacancies, a ballot shall be held. Members shall be notified of the ballot not later than 28 days before the date of the Annual General Meeting, and the ballot will close no later than 7 days before the date of the said Meeting. Information about the candidates shall be made available to members for the period of the ballot. The votes for each candidate shall be counted by scrutineers appointed by the Committee, the scrutineers being neither Members of the Committee nor candidates. Candidates with the highest number of votes will be elected to the Executive Committee.
- 7.11 If in a ballot equal numbers of votes are cast for two or more candidates in respect of one vacancy, the issue shall be decided by a vote at the Annual General Meeting.

## **8 ARRANGEMENTS FOR ANNUAL GENERAL AND SPECIAL GENERAL MEETING**

8.1 Notice of an Annual General Meeting shall be sent to every Member at least three weeks before the date on which the Meeting is to be held. The AGM shall include the following:-

- 1.1.1. Minutes of the previous Meeting and matters arising
- 1.1.2. Chair's Report
- 1.1.3. Treasurer's Report
- 1.1.4. Advisory Board's Report
- 1.1.5. Election of Officers and General Members of the Committee
- 1.1.6. Other Business

- 8.2 It shall be the requirement that before any Report or part of a Report to be presented at a Meeting can be taken as read, it should have been either made available to all Members prior to the Meeting or at least two copies should have been on display at the venue where the Meeting is to be held for at least 24 hours prior to the Meeting.
- 8.3 Special General Meetings can be called at the written request to the Secretary of thirty Members of the Society or five elected members of the Committee. Notice of such a Meeting shall also be sent to every Member of the Society at least three weeks before the date on which the Meeting is to be held.
- 8.4 If required by those calling a Special General Meeting or by the Committee, provision may be made by the Committee for postal, electronic and proxy voting. In such cases all Members of the Society shall be sent identical information and instructions regarding both issues and voting procedure with the notice calling the Meeting.

## **9 AMENDMENTS TO THE CONSTITUTION**

Any proposed amendment to the Constitution of the BMSS must be signed by at least five

Members of the Committee or by 30 other Members of the BMSS, and be submitted to the Secretary at least 15 weeks before the Annual General Meeting, or a Special General Meeting of the BMSS. The Secretary shall send, or cause to be sent, the proposed amendment to every Member within a reasonable time and in any event no later than the date upon which the notice of the AGM or SGM is sent. After the amendment has been discussed at a General Meeting of the BMSS, it will be voted upon. If two thirds of the voters are in favour of the proposed amendment, it shall be adopted. Provided that no amendment shall be made which could cause BMSS to cease to be a Charity at law.

### **BYE-LAWS**

- 1.1 Application for Membership shall be made in writing, in a form to be specified by the Committee. The Membership year shall commence on 1<sup>st</sup> January and end on 31<sup>st</sup> December. In the case of new Membership applications being received during the last quarter of the year, Membership may be granted until the end of the following year, subject to the discretion of the Committee.
- 1.2 Applicants shall be admitted as Members by the action of the Committee and Membership thereafter becomes effective upon receipt of dues by the Treasurer.
- 1.3 Failure to pay dues by 1<sup>st</sup> April shall automatically terminate Membership. Payment of arrears and current dues shall suffice for reinstatement of Membership but constitutes a break in continuous membership in relation to eligibility for Society awards where continued membership for the period stated by said award is required.
- 1.4 Membership may be terminated, Without Prejudice, by written notice to or from the Secretary, with the requirement that dues up to and including the year of written notice be paid. The Committee reserves the right to refuse or withdraw membership in line with compliance with the BMSS Code of Conduct:
  - 1.4.1 This code of Conduct is applicable to all current members and potential new members (or members wishing to resume a lapsed membership) of the BMSS.
  - 1.4.2 Members have a duty to:
    - Conduct themselves honourably in matters relating to the BMSS and all its activities
    - Conduct themselves honourably in their profession where it would have a bearing on the BMSS and or its activities
    - Further the interests of the BMSS
    - Not to bring the name of the BMSS into disrepute
  - 1.4.3 Potential new members (or members wishing to resume a lapsed membership) have had a duty, prior to application for membership, not to have:
    - brought the name of the BMSS into disrepute
    - conducted themselves in such a manner as to cause detriment to the BMSS.
- 1.5 Every Member shall have the right to vote at General Meetings and to hold office.
- 1.6 The books, accounts and records of the BMSS shall be open for inspection to any Member of the Committee at any time. Members of the BMSS may, upon written request to the Committee with signatures from 10 other Members of the BMSS, inspect such books, accounts and records of the BMSS at such reasonable times and places as the Committee may designate.
- 1.7 The Secretary will prepare or cause to be prepared an Annual Membership report to the Committee.
- 1.8 Classes of Membership and dues within such classes shall be determined from time to time by the Committee
- 1.9 The Committee is authorised to determine separately a registration fee for each General

Meeting and any other meetings organised by the Society to cover the expenses of holding the meeting. Payment of this fee is a requirement for attendance as prescribed by the Committee.

- 1.10 Disbursements shall be made by approval of a majority of the Committee at a Committee meeting. The approval and its maximum amount will be documented/recorded in the meeting minutes. Any such approved disbursements can be managed and allocated by a documented sub-committee. All Disbursements in excess of £1500 shall be authorized by two Executive Members with authority to authorize financial disbursements of the Committee.
- 1.11 The Treasurer will prepare or cause to be prepared an Annual Financial Report to the Committee.
- 1.12 Financial awards shall only be made available to Members of the Society of three months' standing or more and then only to those who, in addition, satisfy the membership eligibility requirements of the Society's award schemes.
- 1.13 Decisions shall be made at Committee meetings, but where necessary for the continuity of Society business, decisions that cannot wait until the next Committee meeting may be made through electronic vote requiring a majority approval from the Executive Committee. The electronic vote will be managed and recorded independently by the Immediate Past Chair, or delegate from the Advisory Board, with the outcome reported at the next Committee meeting.
- 1.14 There will be a BMSS Advisory Board which will comprise of: The Immediate Past Chair, who will chair the Board and up to four other members; of whom at least one should be based outside the UK. The Advisory Board will appoint its own members, subject to approval of the BMSS Committee, with a term of office of the members of five years.
- 1.15 The Advisory Board that will be responsible for:
- Reviewing applications and recommending awards as requested by the BMSS Committee
  - Undertaking any other duties in pursuance of the aims of the Society as may, from time to time, be requested by the BMSS Committee.

## **Charity 281330**

### *September 2002*

*(Includes amendments to Constitution agreed by AGM held on 10 September 2002)*

### *September 2004*

*(Includes amendments to Constitution agreed by the AGM held on 7 September 2004)*

### *February 2006*

*(Includes amendments to Constitution & Bye-Law)*

### *August 2006*

*(Includes amendments to the Constitution agreed by an EGM held at the IMSC 2006 August 2006)*

### *September 2008*

*(Includes amendments to the Constitution agreed by the AGM held the 3-Day Meeting in York in September 2008)*

### *April 2014*

*(Includes amendments to the constitution agreed by the SGM held at a BMSS Meeting in Alderley Park, Cheshire on 2<sup>nd</sup> April 2014).*

*September 2015*

*(Includes amendments to the constitution agreed by the AGM held at the BMSS Annual Meeting in Birmingham on 17<sup>th</sup> September 2015 and amendments to the bye-laws agreed by committee on the same date).*

*November 2017*

*(Includes amendments to the constitution agreed by the SGM held at the SCI, London on 22<sup>nd</sup> November 2017).*