

Companies limited by guarantee and not having a share capital



GOVERNING DOCUMENT / BYELAWS

**Spanish Researchers in the United Kingdom
SRUK/CERU
(The “Society”)**

THE SOCIETY

1. The name of the company is Spanish researchers in the UK (SRUK) and in this document is called the Society.
2. The Society is a Company Limited by Guarantee and its registered office is to be situated in England and Wales.

PRELIMINARY

3. This document (the "Byelaws") is intended to set out the rights and obligations of the Members, the procedures governing their membership and to set out certain other rules for the proper conduct and management of the Society.
4. The Byelaws relate to the governance of the Society in respect of certain rights and obligations of the Members.
5. Unless stated otherwise, the terms defined in the Articles shall have the same meaning when used in the Byelaws. The principles of interpretation set out in the Articles shall also apply to the Byelaws.
6. Nothing in the Byelaws shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of the Society. In the event of any inconsistency, the Memorandum and Articles shall prevail.
7. Where applicable, in the event of any inconsistency between the Byelaws and the Rules, the Byelaws shall prevail.

OBJECTS

8. The objects of the Society (The "Objects") shall be to benefit both British and Spanish Science and Innovation scenes by:
 - I. Serving as a professional social network for Spanish Researchers in the United Kingdom.
 - II. Initiating and maintaining discussions and forums with both Spanish and British Science and Innovation Authorities.
 - III. Facilitating potential scientific collaboration and communications between Foundations, Universities, Scientific Centres, Charities, Companies, and similar institutions based in the UK and Spain.
 - IV. Increasing awareness in Spain of the importance of Science in a knowledge based society as well as of our work and contribution for the spread and creation of scientific knowledge. This is particularly more important when it has the potential to be translated to the clinical arena, industry, and other areas.
 - V. Facilitating contacts between members of The Society and the Scientific

Media.

VI. Performing an informative and consulting role about science for institutions and organisations in UK and Spain.

VII. Pursuing any matters relevant to Science and Innovation.

9. In the course of pursuing The Objects members of The Society shall not enter into any political party activity or seek to promote political party views

MEMBERS

10. Members (the “Members”) shall consist of:

- a. **Founding members or subscribers** shall be all persons who signed the memorandum of association
- b. **Regular members** shall be all persons who meet eligibility criteria and are approved for membership on or after 30th June 2012. Eligibility criteria is as per follows:
 - i. To have Spanish nationality,
 - ii. To be resident in the UK,
 - iii. To be involved in a in a research-related area
- c. **Associate members** shall be those individuals, with residency in UK, who have manifested a desire to join the membership of the **corporation/charity/association** but do not meet all the eligibility requirements for regular membership.
- d. **Friends** shall be those individuals who have manifested a desire to join the membership but are not based in the United Kingdom
- e. An **honorary member** shall be a person so designated by the affirmative vote of two thirds of the voting members of the General Assembly, following proposal by the Board of **Directors/ trustees** in recognition of his or her special contributions to the society or its purposes.
- f. **Corporative member (or Partnership)** shall be non-individuals institutions, societies or scientific companies contributing to the Society with the purpose of establishing scientific relationships with members.

11. Applicants for membership shall send to the Secretary their name, current address and qualifications, current employment, and place of employment, area of research, academic honours and awards, and citizenship in such fashion as the Secretary shall prescribe, on an application form provided for the purpose.

12. Applicants must accept the Articles of Association of the Society (the “Articles”), the Byelaws and/or the Rules of the Society and by signing the application form the applicants agree to be bound by them when they become members. All

applications for membership must be approved by the meeting of the Board by a simple majority of votes immediately following receipt of the application and in any event within 4 months of receipt of the application, before the benefits and privileges of membership are granted. In the event that the Board does not expressly approve a membership application within the period of 3 months, the application will be deemed rejected. Ordinary Members whose income falls below a level determined from time to time by the Board may be eligible for reduced membership. Following retirement from their main employment, members may apply to the Board to continue their membership, with full privileges of membership, but without payment of the annual subscription.

13. To be a member, the individual must be performing a professional activity that can be identified as research undertaken in an academic, industry, charitable or government institution. Founding and regular members have to perform their professional duties in the United Kingdom at the time of joining. In case of changing conditions regular members will change to associate members or friends, thus causing a change on their privileges. Founding members shall enjoy privileges of regular members despite any change among the initial conditions.
14. If a member is struck off their professional register or has been reported because of his/her dishonest behaviour or is under investigation by any professional body or other regulatory authority or, in the opinion of the Board, has acted in such a manner that is harmful, prejudicial or otherwise damages the reputation of the Society, then the Board will at its absolute discretion (by a simple majority of votes) be entitled to terminate such member's membership with immediate effect.
15. If a member does any act or thing which is unlawful, illegal, fraudulent (or has any unlawful or fraudulent purpose or effect) or is otherwise prohibited under any applicable law or which is in breach of any code, standard or content requirement of any other competent authority then the Board will at its absolute discretion (by a simple majority of votes) be entitled to terminate such member's membership with immediate effect.
16. If a member defames, harasses, threatens, abuses, menaces, offends, violates the privacy of, or incites violence or hatred against, any person or class of persons, or which could give rise to civil or criminal proceedings (or encourages conduct that would constitute a criminal offense or give rise to civil liability) then the Board will at its absolute discretion (by a simple majority of votes) be entitled to terminate such member's membership with immediate effect.
17. The Board will, at its absolute discretion, be entitled to terminate any member's membership with immediate effect by unanimous decision of the directors present at a meeting of directors (provided that quorum is present at the time of the decision). It will also consider to change the membership type of a member that makes an application to do so.

18. Each member shall pay an annual subscription. The level of subscription shall be set by the Board and shall be payable in advance, being due on 1st January each year or on any other day specified by the Board. No applicant shall be admitted to membership until the first annual subscription has been paid. Applicants admitted to membership after 1st October shall not be liable for payment of any subscription until the following 1st January unless the Board decides otherwise.
19. Each member will be assigned to a specific constituency within the Society after membership approval. Members assigned to a constituency will have the right to vote to the Director representing his/her constituency.
20. Associate Members shall enjoy most of the privileges the Ordinary Members have (as specified by the Board); they shall pay the minimum fee for membership, shall be able to join working committees and the Board of Directors. Associate members shall be able to attend the company's Annual General Meeting, where they shall have the right to give opinion but not the right to vote.
21. Friends shall enjoy some of the privileges the Ordinary Members have (as specified by the Board) but shall not be full members of the Society; they shall not pay membership fees and shall not attend the company's Annual General Meeting, and will not have the right to vote in general meetings of the Society, neither the right of becoming a member of the Board.
22. The Board shall, at its discretion, nominate persons of distinction that are scientists, researchers or that have had a relevant contribution to innovation to become honorary members ("Honorary Members"). Honorary Members shall not be required to pay an annual subscription, but shall enjoy full privileges of Ordinary Members.
23. Resignation of membership must be made in writing to the Secretary, and the member resigning shall be liable for the payment of the annual subscription for the current year, together with any arrears or monies owing up to the date of resignation. Any member whose subscription is more than one year in arrears and who has been notified in writing shall, at the Board absolute discretion sees fit, cease to be a member of the Society. Persons having ceased to be members because of subscription arrears shall be eligible for re-election to the Society as set out in Rule 2, only when they are up to date with their membership payments (or with any other amounts due to the Society).
24. Commercial companies having an interest within the remit of the Society may apply for corporate partnership ("Corporate Partnership") with the Society. The benefits conferred by Corporate Partnership and the level of Corporate Partnership shall be [specified by the Board OR decided by the members at general meeting]. Applications for Corporate Partnership shall be considered and approved by the Board.

THE BOARD

25. The **Board of Directors** of the Society (the “Board”) shall be:

- a. President,
- b. Vice-President,
- c. Treasurer
- d. Secretary
- e. Roving director
- f. Director of communications and online department
- g. Press Officer
- h. Constituency directors: When 10 or more approved regular members have been assigned to a particular constituency they will have the right to vote a director for this constituency, who will represent the constituency in the Board of Directors
 - i. London
 - ii. Cambridge
 - iii. The South West (including Wales, Bristol, Bath, Southampton...)
 - iv. The Midlands (including Birmingham, Leicester, Loughborough, Nottingham...)
 - v. Yorkshire (including Sheffield, Leeds, York...)
 - vi. The North West (including Manchester, Liverpool, Lancaster, County Cumbria...)
 - vii. Oxford
 - viii. The North East (including Newcastle, Durham, Sunderland...)
 - ix. Scotland
 - x. Northern Ireland
- i. SRUK Ambassador in Spain

26. The Board of Directors **shall meet at least three times each year** including a meeting at the same time as the Annual General Meeting. The quorum of any Board Meeting shall be **5 directors (by presence or proxy)**.

27. The Directors shall be elected by the members by simple majority in an Annual General Meeting for a period of **two years**. Therefore, the regular term of office for the Directors shall be 2 years, unless sooner terminated by death, incapacity, resignation or removal. Directors may be elected or appointed for no more than two successive terms. All directors shall hold office after the expiration of the term, for each was elected, until a successor has been duly elected and qualified or until the director’s prior resignation or removal.

28. At any time there shall be a President and a Vice-President in office. A member serving as President shall not be eligible for re-election within one year of their retirement.

29. Every two years, not less than two months before the Annual General Meeting, the Secretary shall circulate to the membership the names of the existing Board and seek nominations to replace any Director. Nominations must be supported by two members, each nomination must be accompanied by a written statement from the nominee that he or she is willing to serve, together with a short curriculum vitae. Candidates for election to membership of Council must have been members of the Society for a minimum of 6 months, except founding members. The closing date for nominations shall not be less than 4 weeks from the date of the call for nomination.
30. The Board shall have absolute discretion in respect of any matters concerning the interpretation of the Rules and/or the Byelaws and the Board's decision will be final.
31. The Society shall establish **constituencies or committees** with a remit to manage specified aspects of the Society's activities. The responsibilities of the Constituencies, Committees and of the Constituency and Committee chairpersons shall be set out in the Statement of Recommended Practice. No Committee shall act independently of the Society Council and all financial matters will remain with the Board. Each committee chairperson shall be a member of the Board and shall report to the Board on the activities of the Committee.
32. The Society shall hold an **Annual General Meeting** where members shall have an opportunity to discuss their opinion on the functioning of the Society and where important changes to these byelaws may also be voted.
33. The proceedings of meetings may only be **communicated to the press or media with the written consent of the Board** which may be communicated by electronic means.
34. **These Byelaws** may be altered **only by simple majority at a general meeting** and only after notice has been given in writing to all the members at least two months prior to, and inclusive of, the date of the meeting. No alteration shall be made unless two-thirds of those voting are in favour. Any alteration must accord with the regulations set out in the Articles.

THE PRESIDENT

The President shall represent the Society, in accordance with the Articles, the Rules and the Byelaws and with the Objects of the Society as and when it is appropriate, particularly in the interactions with other Societies, Charities, authorities or government representation and the media.

The President will chair the Board of Directors and in his/her absence shall nominate a chair for the Board Meetings.

The President will provide leadership to ensure that the Objects of the Society are met.

During his/her first year, an elected President will act as Vice-president to ensure skills and connections are acquired. The President-elect shall replace the acting President the following year, thus becoming President of the society in his/her second year.

THE VICE-PRESIDENT

The Vice-president shall represent the Society in the absence of the President and as and when it is appropriate, always in accordance with the Articles, the Rules and these byelaws and with the Objects of the Society.

The Vice-president will help the president to ensure the Objects of The Society are met.

THE SECRETARY

The Secretary will ensure that the documentation of the Society is kept up to date and properly filed.

The Secretary is responsible for the administrative procedures in Board Meetings and the Annual General Meeting.

The Secretary will handle the membership application process and will communicate with new members.

It is the responsibility of the Secretary to ensure the communication of all relevant matters concerning the Society and all of its members is timely, adequate and complete.

The Board of Directors shall ensure that the Secretary keeps minutes for the purpose:

- (i) of all appointments of officers made by the Directors; and
- (ii) of all proceedings at meetings of the Society and of the Directors and of committees including the names of the Directors present at each such meeting.

The Secretary will keep a registry of the membership of the society.

The Secretary will ensure that all the necessary filings to any relevant statutory registers are carried out properly and timely and that such statutory registers are maintained and kept up to date.

The Secretary will ensure that Official Reports and other necessary documentation is sent to the UK or Spanish government in a timely fashion.

THE TREASURER

The Treasurer shall ensure that all economic transactions of the Society are sound and in accordance with the provisions of Companies House, the Charity Commission, the Articles, the Rules and the Byelaws and with the Objects of the Society.

The Treasurer will communicate with the accountant/s or auditors and will facilitate to elaborate the necessary financial reports of the Society both for internal and external purposes.

ACCOUNTS

Accounts shall be prepared in accordance with the provisions of the Companies Act 2006. The accounts shall be subject to independent audit where required by the regulations.

No member shall (as such) have any right of inspecting any accounting records or other book or document of the society except as conferred by statute or authorised by the Directors or by ordinary resolution of the Society.

THE ROVING DIRECTOR

The Roving Director shall represent the Society in the absence of the President and/or Vice-president as and when it is appropriate.

The Roving Director will ensure that the interests of the several constituencies are represented in the Board of Directors. The Roving Director will liaise with the Secretary to ensure communications within and external of the Society are correct, timely and adequate and always in accordance with the Articles, the Rules and the Byelaws and with the Objects of the Society.

THE DIRECTOR OF COMMUNICATIONS AND ONLINE DEPARTMENT

The Director of Communications and Online Department shall ensure that all media communications follow the aims of the Society as established in the Articles and in the Byelaws and certifies the accuracy of the reports, as well as coordinates the reports being published by the different online media.

The Director of Communications and Online Department shall represent and coordinate **the SRUK/CERU Department of Online Community Management**. The Director of Communications and Online Department shall be the linking body of this department

and the Board of Directors, in order to ensure the right and coordinated communication strategy for the Society.

THE PRESS OFFICER

The Press Officer shall liaise with members of the press, news agencies and media, and any other institution's press office on behalf of the society with approval of the board of directors in order to disseminate news, events and activities related with SRUK.

The Press Officer shall liaise with specialized scientific press and mass media, enabling contact between journalists and researchers to help with dissemination of the research related work of SRUK members.

The Press Officer shall be a member of the Department of Online Community Management and coordinate with Constituency Directors to guarantee a common and congruent communication strategy.

THE CONSTITUENCY DIRECTORS

The Directors of a particular constituency will ensure that the necessary communications are transferred to his/her constituency Members.

These Directors will defend the interest of that particular constituency in the Board Meetings and will always act in accordance with the Articles, the Rules and the Byelaws and with the Objects of the Society.

The Directors shall constitute and lead a regional working group and/or sub-committees in charge of organizing local activities, and any general activity that the Board would assign. The Director and the working group will always work in accordance with the general Byelaws and the Constituency specific rules approved by the Board and ratified by members of the constituency.

The Directors will be elected in an Annual Local Assembly as described in the Constituency specific rules.

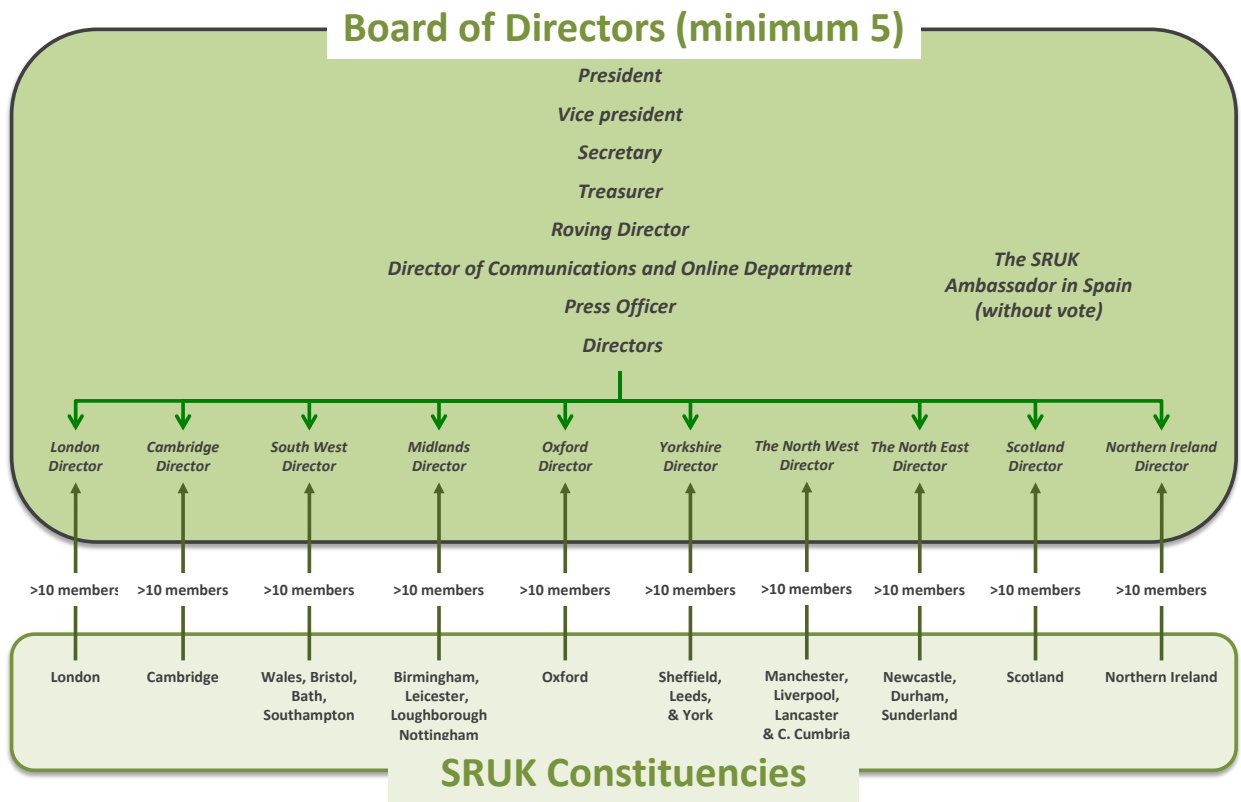
THE SRUK AMBASSADOR IN SPAIN

The Spanish Ambassador will ensure that the necessary communications are transferred to Members and Friends established in Spain. When conveniently requested by the Board, the Ambassador will represent the Society in Spain and before scientific, private and public institutions or corporate partners.

The Ambassador shall constitute and lead a Spanish working group and/or sub-committees in charge of organizing local activities, and any general activity that the Board would assign.

The Ambassador shall be appointed by the Board, and ratified by members in the Annual General Assembly, considering his/her previous experience and reliability for implementing the duties that the Board may consider, acting on behalf of it.

ORGANISATIONAL PLAN



Revised version to approved by membership, 04th July 2015