

## Society for Research into Higher Education (SRHE)

### BYE-LAWS (Rules and Procedures)

SRHE

Society for Research into Higher Education

73 Collier Street

London N1 9BE [srhe@srhe.ac.uk](mailto:srhe@srhe.ac.uk)

[www.srhe.ac.uk](http://www.srhe.ac.uk)

# SOCIETY FOR RESEARCH INTO HIGHER EDUCATION

## BYE-LAWS

*NOTE The Society for Research into Higher Education {the Society} was formed in 1965 and established under a Memorandum and Articles of Association signed on 31<sup>st</sup> December 1965 and registered on 4<sup>th</sup> January 1966.*

*Changes and Revisions were made to the original Memorandum and Articles of Association in 2020 to create a single Articles of Association document. These changes were submitted to the Charities Commission on 31<sup>st</sup> March 2020 and formally approved by the Charities Commission on 21<sup>st</sup> April 2020.*

*The Articles of Association were presented to the Society AGM on 18th November 2020 and formally adopted at this meeting. The Articles of Association are supported by these Bye-Laws, formally adopted by the Governing Council on 4<sup>th</sup> March 2021. The Articles and the Bye-Laws together form the governing documents of the Society.*

*The Society is governed by the terms enshrined in these documents, as amended by special resolution from time to time. The Bye-Laws of the Society establish a series of operating procedures for the good management and governance of the Society. The Bye-Laws are made by the Governing Council of the Society, formed from elected and co-opted members of the Society, and can be amended by formal resolution of the Governing Council.*

### **The Articles of Association contain the following regulations in relation to the formation of the Society Bye-Laws**

**The Articles of Association have legally binding effect. The Bye-Laws are an instrument of Governing Council and may be altered or amended at any time by resolution of Governing Council. The Bye-laws must not contradict or contravene any provisions in the Articles. A major difficulty for the Society over the years has been the development of a Constitution which has at times been in contradiction to the Articles. Maintaining Bye-Laws which do not aim to make provisions where the Articles are clear on process and procedures avoids this conflict.**

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## **1. Introduction to Bye-Laws**

1.1 The Trustees shall have the power from time to time to make, repeal or amend Bye-Laws as to the management of the Society and its affairs. The Bye-Laws shall be binding on all members of the Society. No Bye-Law shall be inconsistent with the Companies Acts, the Articles or any rule of law.

1.2 The Bye-Laws may regulate the following matters but are not restricted to them:

1.2.1 the duties of any officers or employees of the Society;

1.2.2 the admission of members of the Society and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;

1.2.3 the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;

1.2.4 the conduct of business of the Trustees or any committee (including, without limitation, how the Trustees make decisions and how such rules are to be recorded or communicated to Trustees);

1.2.5 the procedure at general meetings;

1.2.6 any of the matters or things within the powers or under the control of the Trustees and;

1.2.7 generally, all such matters as are commonly the subject matter of company rules.

1.3 The members in general meeting have the power to alter, add to or repeal the Bye-Laws.

## **2. Governing Council**

In accordance with good governance guidelines, the Society Trustees have determined that there shall be a Governing Council of the Society, responsible for general oversight of the Society's affairs.

The members of Governing Council are the "Trustees" of the Society and therefore have the duties and responsibilities ascribed to all such "Trustees" under all relevant English Company Law and all relevant requirements of the Charities Commission.

### **2.1 Governing Council: Terms of reference**

Governing Council shall

2.1.1 determine the general character of the Society's activities;

2.1.2 approve the topics of annual and other conferences organised by or in conjunction with the Society;

2.1.3 approve both the academic and the financial relationship between the Society and the publishers of its book imprints and journals;

- 2.1.4 approve the conferment of all and any awards made by the Society which will include all forms of Fellowships and all Prizes as the Society may offer;
- 2.1.5 review and approve on an annual basis the services and benefits to be provided to members and the level of subscriptions to be charged;
- 2.1.6 establish financial procedures to safeguard the assets of the Society, to ensure its viability and the achievement of its aims;
- 2.1.7 approve the Annual Accounts for presentation to the Annual General Meeting and recommend on the appointment of Auditors;
- 2.1.8 appoint, by consensus or majority vote, the President of the Society (if such a role is to be filled), Officers of the Society, and the Chairs and members of committees and groups, as prescribed below;
- 2.1.9 maintain oversight of the conduct of members of the Society, in relation to their conduct to one another, to the Society's employees and volunteers;
- 2.1.10 be responsible for determining that any member is a fit and proper person to remain a member of the Society;
- 2.1.11 where appropriate and necessary, to invoke the procedures for expulsion of a member set out in the Articles of Association;
- 2.1.12 at its discretion undertake such other tasks, consonant with the Society's aims and the Governing Council's legal and financial responsibilities.

## **2.2 Governing Council membership**

The membership of Governing Council shall be up to 16 members, normally comprised of 12 elected members and up to 4 co-opted members. Officers of the Society shall be elected from the serving members of Governing Council. The Officer roles may be changed by resolution of Governing Council but will usually comprise: the Chair of the Society, up to two Vice-Chairs of the Society, the Treasurer, and Ex-Officio Director of the Society.

## **2.3 Governing Council: Elected and co-opted members**

The elected members of Governing Council shall hold office for three years, beginning on January 1<sup>st</sup>.

Elected members may serve for a maximum of three consecutive terms subject to their re-election by the membership, or co-option by Governing Council. Wherever possible, one quarter of the elected members should retire each year. Mid-year vacancies may be filled, at Governing Council's discretion, by co-option until the next Annual General Meeting. Other co-opted members may serve for up to three years. Co-options are renewable up to a maximum of nine consecutive years in total unless otherwise determined by Governing Council. Wherever possible, no elected or co-opted member of Governing Council should serve for over nine consecutive years in total.

## 2.4 Elections to Governing Council

There will be an open call for nominations for election to Governing Council in any year where more than one vacancy arises. The call will set out the skills and experience gaps the Society is seeking to attract and any other specific requirements to achieve good governance such as diversity of representation.

Candidates for election to Governing Council must have been in membership of the Society, normally for a minimum of two years prior to nomination. Nominations must be made by two full members of the Society.

Election to Governing Council shall be by ballot using the Single Transferable Vote<sup>1</sup>. A minimum of fourteen days shall be allowed for nominations and a minimum of ten days for voting. The outcome of the election shall be presented to the Annual General Meeting with a report from Governing Council in relation to achieving and maintaining a balance of skills, experience and equity to serve the Society's needs and meet its legal obligations.

## 2.5 Groups of the Society

Governing Council of the Society may, at its discretion and/or as advised by any of the Committees, authorise the setting up of study groups, interest groups, regional groups, and networks etc. which use the Society's name. It is expected but not required that members of such groups will normally be members of the Society. All such groups must report their activities annually to Governing Council and must account in full to the Governing Council for all income and expenditure. Where such groups wish to appoint a Chair, the appointment must be approved by Governing Council. The Governing Council may, at its discretion, appoint any Chair itself.

## 3. Officers of the Society

**3.1 The Chair of the Society shall be elected by Governing Council from the membership of Governing Council.** The election shall take place before the Annual General Meeting, and the period of office shall be two years, beginning on January 1st. The appointment is renewable for up to a maximum of two further years at the invitation of Governing Council. Self-nominations and cross nominations are not permitted and in the interests of good governance the position is to be held by one individual.

**3.2 Up to two Vice Chairs, and the Treasurer shall be elected by and from the newly-elected Governing Council,** as soon as possible after the Annual General Meeting. The period of office shall be three years, on 1<sup>st</sup> January following the Annual General Meeting. These appointments are renewable up to a maximum of three further years. The appointments of the Chair, Vice Chairs and Treasurer, for preference, should not run concurrently. The position of Vice Chairs and the Treasurer may be extended at the discretion of Governing Council for such time as is necessary to achieve continuity, making use of the process of co-option if the end of an elected term of office has been reached.

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<sup>1</sup> The single transferable vote is a proportional voting system designed to achieve or closely approach proportional representation through voters ranking candidates.

**3.3 Elections for the Officers shall be by ballot.** Candidates shall be nominated by a member of Governing Council and must indicate their willingness to stand for election. A minimum of fourteen days shall be allowed for nominations and a minimum of ten days for voting.

#### **4. Standing Committees of Governing Council**

The Articles of Association make the following provisions for the establishment and running of Standing Committees:

**4.1** In the case of delegation to Committees, the Articles of Association require that:

4.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);

4.1.2 the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;

4.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose;

4.1.4 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit;

4.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Society except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees;

4.1.6 the meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any regulations made by the Trustees.

**4.2** The Members of all the Standing Committee shall hold office for three years, renewable.

**4.3** In order to provide opportunities to refresh the Committee membership the usual maximum term of office will be three consecutive terms of three years, unless there are exceptional circumstances, subject to the approval of Governing Council, such as the need to retain key skills, knowledge or experience.

**4.4** Each Committee should review its membership regularly, and every three years minimum, to ensure there is a sufficient size of membership to undertake the role and work of the Committee and ensure a broad spread of relevant skills, experience and equity in representation.

**4.5** The terms of reference of each Committee should be reviewed annually.

**4.6** All Committees will have in membership a minimum of two Trustees. Each committee may co-opt members to help contribute to and support the work of the Committee, subject to the approval of Governing Council before appointments are confirmed.

**4.7** All Committees should have a Chair and Vice Chair approved by Governing Council, either as proposed by the members of the relevant Committee or appointed by Governing Council. These positions can be held by Trustees or Co-opted members.

## **5. Management and Finance Committee**

### **5.1 Terms of reference**

The Management and Finance Committee shall:

5.1.1 within the overall policies laid down by Governing Council, keep under review and deal with matters affecting the management and finances of the Society;

5.1.2 review the Society's finances usually including but not limited to draft budgets before presentation to Governing Council, the performance of investments, financial risk and risk assessment;

5.1.3 on behalf of Governing Council, to determine, within the Budget agreed by Governing Council, the salary, terms and conditions (and where appropriate severance payments) of the Director;

5.1.4 receive and review the Director's decisions regarding the salaries of the staff and their terms and conditions (and where appropriate severance payments);

5.1.5 review any benefits allocated to the Director;

5.1.6 keep under review membership levels, benefits and services and the income derived from them with a view to enhancement and to advise Governing Council and receive feedback and instructions from Governing Council in regard to matters concerning membership.

### **5.2 Committee membership: Management & Finance**

- Chair of the Society (Chair)
- The Vice-Chair(s) of the Society
- Honorary Treasurer
- Chair of the Publications Committee
- Chair of the Research and Development Committee
- Chair of the Governance and Appointments Committee
- Minimum of two Trustee Members of Governing Council
- Director of the Society

## **6. Governance and Appointments Committee**

### **6.1 Terms of Reference**

The Governance and Appointments Committee shall oversee the governance of the Society and advise Governing Council accordingly. Specifically, the Governance and Appointments Committee shall, on behalf of Governing Council:

6.1.1 keep under review the Society's Articles of Association, taking into account good practice in Charities legislation and updates to other legal frameworks, at least every five years, and make revision recommendations to Governing Council;

6.1.2 review the Bye-Laws of the Society, taking into account good practice in charities legislation and updates to other legal framework every two years, and make revision recommendations to Governing Council;

6.1.3 review and revise the criteria for the nomination of Fellowships and other awards of esteem approved by Governing Council, for approval by Governing Council every two years. This includes, but is not limited to, appointments of a President or Vice Presidents of the Society;

6.1.4 oversee an annual call for the nomination and award of Fellowships and other awards of esteem as approved by Governing Council, for approval by Governing Council;

6.1.5 advise the Governing Council on means of maintaining the profile of Fellows within the Society;

6.1.6 develop procedures for nominations and appointments sought from the Society to any other bodies;

6.1.7 advise on the process of nominations, appointment and election to Governing Council and Standing Committees;

6.1.8 keep an overview of the composition of Governing Council and Standing Committees to ensure the diversity and balance of skills required for good governance.

### **6.2 Committee Membership: Governance & Appointments**

- Chair: Vice Chair of the Society appointed by Governing Council
- Vice Chair approved by Governing Council
- Minimum of two Trustee Members of Governing Council
- Members of the Society invited by the Committee, approved by Governing Council
- Director of the Society

## **7. Research and Development Committee**

### **7.1 Terms of reference**

The Research and Development Committee is responsible for the Society's engagement with developments in research and policy issues throughout the higher education sector internationally and serving the needs and meeting expectation of members in all such matters.



The Committee will keep Governing Council informed on the Society's activities and contribution to the membership and the higher education sector and subject to approval by Governing Council, conduct the following business:

7.1.1 generate, promote and oversee research and development activities conducted by the Society;

7.1.2 offer advice to members of the Society on research and development proposals;

7.1.3 engage with policy issues;

7.1.4 direct and manage all research awards offered by the Society, including the Newer Researchers prize and the SRHE Annual Research Awards.

## **7.2 Conference activities including the Newer Researchers conference**

7.2.1 in partnership with the SRHE Executive Team oversee the development, planning and delivery of the Society's Annual conferences;

7.2.2 explore and develop themes and ideas for annual conferences and recommend to Governing Council conference topics and titles and formats.

## **7.3 Oversee the Society's Networks and Professional Development Programmes (PDPs) including to:**

7.3.1 maintain an overview of the annual programmes for the Networks and PDPs and make recommendations;

7.3.2 maintain oversight of the network convenor groups and make recommendations;

7.3.3 receive and consider proposals for new networks, as advised by the executive team, and put forward proposals to Governing Council on Committee's recommendations;

7.3.4 provide Governing Council with regular reports on the Networks and PDP events with the support of the SRHE Executive team;

7.3.5 ensure the application of the terms of the Society Networks Guidelines and keep these under regular review.

## **7.4 International activities/ outreach opportunities**

7.4.1 develop and oversee international activities/strategies;

7.4.2 develop and sustain links with other Learned Societies and bodies;

7.4.3 engage with policy issues and advise the Society on useful initiatives and engagements;

7.4.4 also undertake any other duties assigned by Governing Council from time to time in accordance with its broad remit.

## **7.5 Committee Membership: Research & Development**

- Committee Chair appointed by Governing Council
- Vice Chair approved by Governing Council
- Minimum of two Trustee Members of Governing Council
- Director of the Society
- Members of the Society, invited by the Committee, approved by Governing Council
- Representatives of the networks, invited by the Committee, approved by Governing Council
- Newer researchers invited by the Committee, approved by Governing Council

## **8. Publications Committee**

### **8.1 Terms of reference**

The Publications Committee shall:

8.1.1 advise Governing Council on the general conditions upon which the Society's publishing operations take place;

8.1.2, formulate, in conjunction with the publishers, a strategy for the Society's book imprints and journals, for approval by Governing Council;

8.1.3 ensure, in conjunction with the editors and publishers, a sufficient and regular flow of high quality monographs, articles, etc.;

8.1.4 recommend to Governing Council the appointment of editors of the Society's journals and of any monograph series that may require an editor;

8.1.5 recommend to Governing Council the appointment of editorial advisory boards;

8.1.6. undertake any other duties assigned by Governing Council in accordance with its broad remit.

### **8.2 Committee membership: Publications**

- Committee Chair appointed by Governing Council
- Vice Chair approved by Governing Council
- Minimum of two Trustee Members of Governing Council
- Members of the Society, invited by the Committee, approved by Governing Council
- The editors of the Society's Journals
- The editor(s) of monograph series
- The Editor SRHE NEWS
- Director of the Society

Society for Research into Higher Education

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