



At the Court at Buckingham Palace

THE 14th DAY OF JUNE 2017

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

Her Majesty in Council has allowed the amendment to the Charter of The Society of Biology as set out in the Schedule to this Order.

A handwritten signature in black ink, appearing to read "Nicholas Jones", written over a horizontal line.

SCHEDULE

AMENDMENT TO THE CHARTER OF THE SOCIETY OF BIOLOGY

In Article 1, *delete* the heading 'The Society of Biology' and *substitute* 'The Royal Society of Biology'.

ROYAL 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 TO WHOM THESE PRESENTS SHALL COME, GREETING!

Whereas an humble Petition has been presented unto Us by the President and two Vice-Presidents of the unincorporated Association established in the year of our Lord One thousand nine hundred and fifty known as the "Institute of Biology" (hereinafter called "the former Association") praying that We should constitute a Corporation incorporated by Our Royal Charter to acquire and take over the assets now vested in the Company incorporated in the year of Our Lord One thousand nine hundred and fifty-one under the Companies Act, 1948 as a company limited by guarantee and not having a share capital and known as the "Institute of Biology Corporation Limited" (hereinafter called "the Corporation"), effective control over which is exercised by the former Association, and to carry on the activities of the former Association in succession thereto and with such provisions as should seem to Us right and suitable:

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:

THE ROYAL SOCIETY OF BIOLOGY

1. (i) The Institute of Biology resolved in 2009 to merge with the Biosciences Federation which was an incorporated charitable company (hereinafter referred to as the Company) and to consider applications from such other appropriate organisations as may wish to join, and the merged organisation (hereinafter referred to as the Society) has agreed to amend the Royal Charter of incorporation of the Institute of Biology to provide incorporation for the Society.

(ii) The Arms and Crest granted and assigned unto the Institute of Biology by Letters Patent under the hands and Seals of Garter, Clarenceux and Norroy and Ulster Kings of Arms bearing the date 15 07 2009 shall be transferred unto the Society on the date on which this Our Charter shall take effect, and We do hereby give and grant unto the Society our Royal Licence and Authority that it may thenceforth bear and use the said Armorial Bearings according to the Laws of Arms, the said transfer being first recorded in our College of Arms, otherwise this Our Licence and Permission to be void and of none effect.

THE OBJECTS

2. The objects of the Society shall be to advance for the public benefit the science and practice of biology, to advance education and research therein and to regulate, co-ordinate and encourage the study of biology and its application. In this our Charter and the Bylaws the expressions 'biology' and 'bioscience' shall include all aspects of the science and the sciences of living matter.

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THE POWERS

3. In furtherance of its objects (but not further or otherwise and only to the extent to which the same may lawfully be exercised by a body having exclusively charitable objects) the Society shall, subject to this Our Charter and the Bylaws, have the following powers:-
- (a) to establish and maintain appropriate standards of education and experience for persons engaged in biology or its application;
 - (b) to hold and/or to supervise assessments and to award certificates, diplomas, prizes, bursaries or scholarships either alone or jointly with other educational or professional bodies;
 - (c) to enable and encourage all persons engaged in or interested in biology or its application to meet and correspond in order to facilitate the exchange of ideas and information on the science, practice and teaching of biology and its application;
 - (d) in such forms as may be, including electronic form, to prepare, edit, print, publish, issue, acquire, and circulate books, papers, periodicals, circulars and other literary work or films, photographs or other visual aids or recordings treating of or bearing upon biology and its application to trade or industry and to translate, compile, collect, publish, lend and sell and to secure or contribute to the translation, compilation, collection and publication by other bodies or persons of any such literature, information and statistics held to disseminate information on biology and its application by means of the reading of papers, delivering lectures, organizing conferences, seminars or other forms of meeting, giving advice, promoting, organizing, taking part in or assisting in promoting or organizing exhibitions, demonstrations or experiments which may advance any of the objects of the Society;
 - (e) to found, aid, maintain, and endow bursaries or scholarships for the instruction and support of persons engaged in biology and its application and to employ and remunerate instructors or other staff or supervisors for such persons as may be deemed expedient and to retain or apply skilled, professional or technical advisers or other workers in connection with the objects of the Society and to pay such fees or remuneration as may be deemed expedient therefor and to use the funds of the Society in the employment of persons of learning or skill as may be required to undertake the objects of the Society;
 - (f) to collect, index and publish electronically or otherwise information on any or all aspects of biology and its application, and the teaching thereof, and the application to industry or educational organisations of such information and to support any library or other collections of information deemed expedient for the fulfilment of those objects;
 - (g) to create and maintain a Register of Chartered Practitioners in Biology, whether separately or in association with one or more other organisations, and to establish such conditions of registration as may be desirable.
 - (h) to promote, establish and support standards of professional skill and conduct and of responsibility for the welfare of the public and the environment;

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- (i) to act as an advisory body in matters relating to education, research, and to the training of those engaged in biology or its application;
- (j) to confer, consult, maintain contact and co-operate with any other scientific, professional or technical institution, institute, society or association or other body, whether incorporated or unincorporated with a view to the pursuit and promotion of common interests in biology and its application, and to represent the profession of biologist both nationally and internationally;
- (k) to maintain a Register of members;
- (l) to procure that the Society be active and recognised in any part of the world;
- (m) to make arrangements for the carrying on of the work of the Society and for such purpose to engage and provide in whole or in part for the salaries, and pensions for employees;
- (n) to undertake and execute any charitable trusts which may be lawfully undertaken and may further its objects;
- (o) to establish and support or aid in the establishment and support of any charitable association or institutions having objects similar to those of the Society and to subscribe or guarantee money for charitable purposes being purposes calculated to further its objects;
- (p) to enter into, and to give effect to, agreements or arrangements of any kind with, or to, other institutions whose objects are not repugnant to this Our Charter whereby:-
 - (i) activities may be carried on in co-operation;
 - (ii) any such institution may be or become recognised for any purpose by the Society;
 - (iii) any such institution may be or become incorporated in, federated or affiliated to or associated with the Society, or if such institution shall be established for charitable purposes only but not otherwise, the Society may become affiliated to or associated with any such institution provided that no such incorporation or federation shall take place without the consent of the Lords of Our Most Honourable Privy Council, of which consent a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence;
- (q) to do such other acts (including the promotion of legislation in any Parliament, and the creation of any subsidiary incorporated companies), whether incidental to the powers aforesaid or not, as may be requisite in order to further the objects of the Society.

Provided that:

- (i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commission for England and

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Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of the Society shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as it would have been if this Our Charter had not been granted, and such grant shall not diminish or impair any control or authority exercisable by the courts of law or the Charity Commission over the Council but it shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated by this Our Charter.

MATTERS RELATING TO PROPERTY

4. The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in this Our Charter and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Society and no member of the Council shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society. Provided that nothing herein shall prevent any payment in good faith by the Society:
 - (a) of reasonable and proper remuneration to any member, officer or employee of the Society who is not a Trustee for any services, rendered to the Society;
 - (b) of interest on money lent by any member of the Society at a rate per annum not exceeding 2 per centum less than the minimum lending rate for the time being prescribed by the Bank of England or 3 per centum, whichever is the greater;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Society;
 - (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Council of the Society may also be a member not holding more than 1/100th part of the capital; and
 - (e) to any member of the Council of out-of-pocket expenses.

5. So far as the law from time to time allows, the Society may:
 - (a) purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges in any part of the world necessary or convenient for the promotion of the objects of the Society and to construct, maintain and alter any buildings or erections necessary, convenient or fitted for the work of the Society;
 - (b) sell, let mortgage, dispose of or turn to account all or any of the property or assets of the Society;
 - (c) administer the affairs and property of the Society in all respects without any restrictions whatsoever and in the same manner as an individual may manage his or her own affairs and property and, in particular: -

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- (i) take over and acquire all the property and assets of the Society and former company (and other organisations which become part of the Society) and may assume the obligations of these bodies and may do all such acts and things as may be incidental thereto
- (ii) demand and receive fees subscriptions and other charges;
- (iii) seek and accept donations and legacies;
- (iv) borrow moneys whether on the security of any or all of the property of the Society or without security;
- (v) invest the funds of the Society not immediately required for its purposes in such manner as may be prescribed by the Bylaws; and to accept obligations and liabilities.

THE CHARTER

6. The Society in General Meeting may at any time amend or add to this Our Charter by a Special Resolution in that behalf and such amendment or addition shall when allowed by Us, Our Heirs and Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as amended or added to Provided always that no addition or amendment shall be made to this Our Charter which would cause the Society to cease to be a charity at law. This Article shall apply to this Our Charter as amended or added to in manner aforesaid.

THE COUNCIL

7. There shall be a Council of the Society (hereinafter referred to as "the Council") consisting of such number of members of the Society with such qualifications and to be elected or constituted in such manner and to hold office for such period and on such terms generally as may be prescribed by or in accordance with the By-laws and regulations.

THE BYLAWS

8. The Bylaws may, subject to the provisions of this Our Charter, govern such matters as the Society may deem fit in respect to or for the governance of the Society and the promotion of the objects of this Our Charter.
9. The Society in General Meeting may, by Special Resolution in that behalf, make such Bylaws adding to, amending or repealing the Bylaws for the time being in force as shall seem necessary to them for the furtherance of the objects of the Society; but no Bylaws so made shall take effect until the same shall have been approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence and provided always that no amendment shall be made to the Bylaws which would cause the Society to cease to be a charity at law.
10. The Bylaws may direct that any matter which pursuant to this Our Charter might be prescribed or regulated in the Bylaws may be further prescribed or regulated by Regulations, provided that any such further prescription or regulation shall not be

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repugnant to the provisions of this Our Charter or the Bylaws. Regulations may be added to, repealed or varied solely by decision of the Council of the Society.

SURRENDER OF THE CHARTER

11. It shall be lawful for the Society with the sanction of a Special Resolution to determine to surrender this Our Charter subject to the sanction of Us, Our Heirs and Successors in Council and upon such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Society in such manner as shall be determined by such Special Resolution or in default of such determination as the Council may direct having due regard to the liabilities of the Society for the time being. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Society under or by virtue of this Our Charter, such institution or institutions to be determined by the Council of the Society, at or before the time of dissolution, and if and in so far as effect cannot be given to such provision, then to some other charitable object.
12. For the purposes of this Our Charter a "Special Resolution" means a resolution passed at a General Meeting of the members of the Society convened and held in accordance with the Bylaws and Regulations and passed by not less than three-fourths of the Members present and voting.
13. In any case of conflict, the provisions of this Our Charter shall prevail over those of the Bylaws and Regulations and the provisions of the Bylaws shall prevail over those of the Regulations.
14. Our Royal Will and Pleasure is that this Our Charter shall ever be construed benevolently and in every case most favourably to the Institute and the promotion of the objects of this Our Charter.

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

WITNESS Ourselves at Westminster the tenth day of April in the twenty-eighth year of Our Reign.

BY WARRANT Under the Queen's Sign Manual