



CYMDEITHAS DDYSGEDIG CYMRU THE LEARNED SOCIETY OF WALES

LSW Regulations

(Approved by Council, January 2025)

1. Governance

1.1 The Society shall be governed by a Council comprising:

- i. Officers of the Society
- ii. Elected Members
- iii. Co-opted Members

1.2 Officers, Elected and Co-opted Members are collectively referred to as “members of Council”.

1.3 All members of Council shall be Trustees of the Society.

1.4 The Powers and Duties of the Council shall be as defined in the Royal Charter and Bye-laws.

2. The Officers of the Society

2.1 The Society shall have five Officers:

- i. a President.
- ii. two Vice-Presidents; one from the broad category of Science, Technology, Mathematics and Medicine and one from the broad category of Humanities, Arts and Social Sciences.
- iii. a Treasurer.
- iv. a General Secretary.

2.2 The Powers and Duties of the Officers shall be as defined in these Regulations.

3. The Council

3.1 The Council shall comprise the following members:

- i. the President.
- ii. the two Vice-Presidents.
- iii. the Treasurer.
- iv. the General Secretary.
- v. Elected Members; no more than fifteen Fellows of the Society elected by the Fellowship.
- vi. Co-opted Members; no more than two Fellows of the Society may be co-opted by the Council.
- vii. The total membership of the Council shall be no fewer than ten persons.

3.2 So as to ensure a representative balance of expertise and gender amongst the members on the Council:

- i. no more than two-thirds of the Council shall ordinarily be from the broad category of Science, Technology, Mathematics and Medicine.
- ii. no more than two-thirds of the Council shall ordinarily be from the broad category of Arts, Humanities and Social Sciences.
- iii. Fellows admitted in the ICAP category should ordinarily be represented by at least one of their number on Council.
- iv. the proportion of women on Council should ordinarily be no less than the proportion of women within the Fellowship.

3.3 The Council shall maintain, publish and keep under review a Code of Conduct for Council Members. The Code of Conduct shall include provisions for securing that the governance of the Society and the proceedings of the Council are conducted in accordance with the law, with integrity and in an accountable manner. Each member of the Council shall adhere to the Code of Conduct.

3.4 The tenure of the Council members should ordinarily be time limited to a period of three consecutive terms, amounting to a maximum of nine years in total.

4. The President and Chair of Council

4.1. The President shall ordinarily preside at meetings of the Council and at the Annual General Meeting and shall Chair the meetings of the Council.

4.2. The Terms of Office of the President shall be determined as follows:

- i. the President shall serve a term of Office of up to three Society Years (as defined in accordance with these Regulations); the term of Office for the

President shall commence at the close of the Annual General Meeting at which their election was announced.

- ii. the President may seek re-election for a second term of up to three Society Years; the President having served two terms shall not be eligible for re-election for a further consecutive term.
- iii. the President shall cease to be a member of Council in any of the circumstances outlined in the Royal Charter and Bye-laws; in such event, the President shall also relinquish or be removed from the Office of President.

4.3 The Nomination and Election of the President shall be determined as follows:

- i. the President shall be elected by the Fellows of the Society from amongst their number.
- ii. the Governance Oversight Committee, excluding the President and including the Chief Executive, shall invite and shall assess suggestions by Fellows for the election of a President to succeed a President whose term of office has expired; the Council will consider the recommendations and put forward the most suitable candidate(s) for election.
- iii. the election shall be by a ballot of all Fellows; ballot forms shall be sent in paper or electronic format to Fellows not less than four weeks before the relevant Annual General Meeting at which the election result is to be announced.
- iv. ballot forms must be returned within twenty-one days from the date of issuing to Fellows.
- v. two Fellows, who shall not be members of Council, shall be nominated by the General Secretary to serve as Scrutineers for the election; in order to be elected the candidate must receive the support of a simple majority of those Fellows who return ballot papers by the due date; the Scrutineers only shall examine and count the votes, in the presence of the Clerk, to whom they shall hand their report; the Clerk shall then report the result of the election to the General Secretary; subsequently, the successful Candidate shall be informed that they have been elected as President and Chair of Council of the Society; the Clerk shall also inform all the Fellows of the election result and shall arrange for the result to be announced publicly; the result of the election shall also be announced during the next Annual General Meeting.
- vi in the absence of the Clerk the Chief Executive shall carry out the functions of the Clerk.

4.4 The Replacement or Removal of the President shall be determined as follows:

- i. if during their term of office a President dies or resigns, the Council shall convene timeously to instigate proceedings to elect a replacement within not less than six months, in accordance with the provisions of these Regulations; until the new President has been elected, the Council shall appoint one of the Vice-Presidents to serve as acting President.
- ii. if a President, in the considered opinion of the Council, proves themselves to be

unsuitable, or incapable of fulfilling the duties of the post, or otherwise do anything to the damage, detriment or dishonour of the Society, they may be removed from office.

- iii. if, after due deliberation, a majority of the Council considers that the removal of the President from office is in the best interests of the Society, the General Secretary shall convene a General Meeting of the Society to decide upon this matter.
- iv. the Council shall decide which of its members shall present the case for removal of the President and which of its members shall Chair the General Meeting.
- v. at the General Meeting, the person presenting the case for removal of the President shall explain to the Fellows present why, in the opinion of the Council, the President should be removed from office; the President, if they disagree with this intention, shall be given a period of time of not more than thirty minutes in which to explain to the Fellows present why they should not be removed from office.
- vi. the Fellows present at the General Meeting shall then proceed to vote by secret ballot to determine whether or not the President should be removed from office; in the event that two-thirds of the Fellows present have voted for the removal of the President, the Chair of the meeting shall pronounce him or her removed from office with these words:

“I do, by the authority and in the name of The Learned Society of Wales, declare [the President’s name] to be no longer the President thereof.”

- vii. the General Meeting shall then proceed to elect one of the Vice-Presidents to the post of acting President, on a simple majority basis.
- viii. the acting President shall then serve until a new President is elected under these Regulations.

5. The Vice-Presidents

5.1 The Vice-Presidents’ duties shall be to discharge the duties of the President in their absence and to undertake such other duties as the President or Council may from time to time determine. One of these Vice-Presidents shall ordinarily be from the broad category of Arts, Humanities and Social Sciences; the other Vice-President shall ordinarily be from the broad category of Science, Technology, Mathematics and Medicine.

5.2. The Terms of Office of a Vice-President shall be determined as follows:

- i. the Vice-Presidents shall serve a term of Office of up to three Society Years as defined in accordance with these Regulations; the term of Office for a Vice-President shall commence at the close of the Annual General Meeting at which their election was announced.
- ii. a Vice-President may seek re-election for a second term of up to three Society

Years.

- iii. a Vice-President having served two terms shall not be eligible for re-election for a further consecutive term.
- iv. a Vice-President shall cease to be a member of Council in the event of the occurrence of any of the circumstances outlined in the Royal Charter and Bye-laws; in such event, the Vice-President shall also relinquish or be removed from the Office of Vice-President.

5.3 The Election of the Vice-Presidents shall be determined as follows:

- i. The two Vice-Presidents shall be elected by the members of the Society from amongst their number in accordance with the Royal Charter and Bye-laws.
- ii. Fellows wishing to be elected shall apply in writing, the application papers being issued to all Fellows not less than twelve weeks before the Annual General Meeting at which the election result is to be announced. In addition to the application papers, Fellows shall be informed, in relation to the current Vice-Presidents whose terms of office is due to end, whether they are offering themselves for re-election and a record of attendance at Council.
- iii. Fellows shall then make their applications not less than six weeks before the election result is to be announced; each application will include a statement in support of the Fellow's candidature.
- iv. The Council shall determine whether the applications are suitable for appointment when the number of applications received equals the number of vacancies. If more valid applications are received than there are positions available, the Council shall determine whether those applications are suitable for an election to take place.
- v. the election shall be by a ballot of all Fellows; ballot forms shall be sent to Fellows in paper or electronic format not less than four weeks before the relevant Annual General Meeting at which the election result is to be announced.
- vi. in addition to the ballot forms, the Clerk shall provide the Fellows with the following:
 - a. the list of candidates being presented for consideration, together with information about each applicant.
- vii. ballot forms must be returned within twenty-one days from the date of issuing to Fellows.
- viii. Scrutineers for this election shall be provided for in accordance with these Regulations.
- ix. two Fellows, who shall not be members of Council, shall be nominated by the President to serve as Scrutineers for the election; the Scrutineers only shall examine and count the votes, in the presence of the Clerk, to whom they shall hand their report; the result of the election shall be announced at the Annual General Meeting; thereafter, the Clerk shall inform all Fellows of the election result.
- x. in the absence of the Clerk the Chief Executive shall carry out the functions of the Clerk.

5.4 The Replacement or Removal of a Vice-President shall be determined as follows:

- i. if during their term of office a Vice President dies, resigns or otherwise in the considered opinion of the Council becomes incapacitated and/or unable to fulfil their duties, the Council shall choose a replacement, in accordance with these Regulations.
- ii. if a Vice-President, in the considered opinion of the Council, proves to be unsuitable, or incapable of fulfilling the duties of the post, or otherwise do anything to the damage, detriment or dishonour of the Society, they may be removed from office; the Council shall not remove a Vice-President from office until they have been given a reasonable opportunity of being heard by the Council.
- iii. if, after due deliberation, a majority of the members of Council considers that this course of action is in the best interests of the Society, the President shall convene a General Meeting of the Society to decide upon this matter.
- iv. at the General Meeting, the President shall present to Fellows the reason why in the opinion of the Council, a Vice-President should be removed from office; if a Vice-President disagrees with this intention, they shall be given a period of time of not more than thirty minutes in which to explain to the Fellows present why they should not be removed from office.
- v. the Fellows present at the General Meeting shall then proceed to vote by secret ballot to determine whether or not a Vice-President should be removed from office; in the event that two-thirds of the Fellows present have voted for the removal of a Vice-President, the President shall pronounce them removed from office with these words:

“I do, by the authority and in the name of The Learned Society of Wales, declare [the name of the Vice-President] to be no longer a Vice-President thereof”.

- vi. Council may appoint one of its number to serve as Acting Vice-President until a new Vice-President can be elected in accordance with these Regulations.
- vii. a new Vice-President shall then be elected in accordance with these Regulations.

6. The Treasurer

6.1 The Treasurer shall be responsible to the Council for the proper care and oversight of the Society's financial affairs.

6.2. The Terms of Office of the Treasurer shall be determined as follows:

- i. the Treasurer shall serve a term of Office of up to three Society Years as defined in accordance with these Regulations; the term of Office for the Treasurer shall commence at the close of the Annual General Meeting at which their election was

announced.

- ii. the Treasurer may seek re-election for a second term of up to three Society Years.
- iii. the Treasurer having served two terms shall not be eligible for re-election for a further consecutive term.
- iv. the Treasurer shall cease to be a member of Council in the event of the occurrence of any of the circumstances outlined in the Royal Charter and Bye-laws; in such event, the Treasurer shall also relinquish or be removed from the Office of Treasurer.

6.3 The Election of the Treasurer shall be determined as follows:

- i. The Treasurer shall be elected by the Fellows of the Society from amongst their number.
- ii. Fellows wishing to be elected shall apply in writing, the application papers being issued to all Fellows not less than twelve weeks before the Annual General Meeting at which the election result is to be announced. In addition to the application papers, Fellows shall be informed, in relation to the current treasurer whose term of office is due to end, whether they are offering themselves for re-election and a record of attendance at Council and Finance Committee meetings.
- iii. Fellows shall then make their applications not less than six weeks before the election result is to be announced; each application will include a statement in support of the Fellow's candidature.
- iv. Council shall determine if the applications are suitable for appointment when the number of applications received is the same as the number of vacancies, if more valid applications are received than the number of positions available, an election will take place.
- v. the election shall be by a ballot of all Fellows; ballot forms shall be sent to Fellows in paper or electronic format not less than four weeks before the relevant Annual General Meeting at which the election result is to be announced.
- vi. in addition to the ballot forms, the Clerk shall provide the Fellows with the following:
 - the list of candidates being presented for consideration, together with information about each applicant.
- vii. ballot forms must be returned within twenty-one days from the date of issuing to Fellows.
- viii. Scrutineers for this election shall be provided for in accordance with these Regulations.
- ix. two Fellows, who shall not be members of Council, shall be nominated by the President to serve as Scrutineers for the election; the Scrutineers only shall examine and count the votes, in the presence of the Clerk, to whom they shall hand their report; the result of the election shall be announced at the Annual General Meeting; thereafter, the Clerk shall inform all Fellows of the election result.
- x. in the absence of the Clerk the Chief Executive shall carry out the functions of the

Clerk.

6.4 The Replacement or Removal of the Treasurer shall be determined as follows:

- i. if during their term of office the Treasurer dies, resigns or otherwise in the considered opinion of the Council becomes incapacitated and/or unable to fulfil their duties, the Council shall choose a replacement, in accordance with these Regulations.
- ii. if the Treasurer, in the considered opinion of the Council, proves to be unsuitable, or incapable of fulfilling the duties of the post, or otherwise do anything to the damage, detriment or dishonour of the Society, they may be removed from office; the Council shall not remove the Treasurer from office until they have been given a reasonable opportunity of being heard by the Council.
- iii. if, after due deliberation, a majority of the members of Council considers that this course of action is in the best interests of the Society, the President shall convene a General Meeting of the Society to decide upon this matter.
- iv. at the General Meeting, the President shall present to Fellows the reason why in the opinion of the Council, the Treasurer should be removed from office; if the Treasurer disagrees with this intention, they shall be given a period of time of not more than thirty minutes in which to explain to the Fellows present why they should not be removed from office.
- v. the Fellows present at the General Meeting shall then proceed to vote by secret ballot to determine whether or not the Treasurer should be removed from office; in the event that two-thirds of the Fellows present have voted for the removal of the Treasurer, the President shall pronounce them removed from office with these words:

"I do, by the authority and in the name of The Learned Society of Wales, declare [the name of the Treasurer] to be no longer the Treasurer thereof."

- vi. Council may appoint one of its number to serve as Acting Treasurer until a new Treasurer can be elected in accordance with these Regulations.
- vii. a new Treasurer shall then be elected in accordance with these Regulations.

7. The General Secretary

7.1 The General Secretary shall be responsible to the Council for the general conduct of the Society's business, excepting that which relates to finance. They shall present to the Annual General Meeting such reports as may be required to inform Fellows of the business of the Council. They may attend all meetings of the Society.

7.2 The Terms of Office of the General Secretary shall be determined as follows:

- i. the General Secretary shall serve a term of Office of up to three Society Years as defined in accordance with these Regulations; the term of Office for the General

Secretary shall commence at the close of the Annual General Meeting at which their election was announced.

- ii. the General Secretary may seek re-election for a second term of up to three Society Years.
- iii. the General Secretary having served two terms shall not be eligible for re-election for a further consecutive term.
- iv. the General Secretary shall cease to be a member of Council in the event of the occurrence of any of the circumstances outlined in the Royal Charter and Bye-laws; in such event, the General Secretary shall also relinquish or be removed from the Office of General Secretary.

7.3 The Election of the General Secretary shall be determined as follows:

- i. The General Secretary shall be elected by the Fellows of the Society from amongst their number.
- ii. Fellows wishing to be elected shall apply in writing, the application papers being issued to all Fellows not less than twelve weeks before the Annual General Meeting at which the election result is to be announced. In addition to the application papers, Fellows shall be informed, in relation to the current General Secretary whose term of office is due to end, whether they are offering themselves for re-election and a record of attendance at Council.
- iii. Fellows shall then make their applications not less than six weeks before the election result is to be announced; each application will include a statement in support of the Fellow's candidature.
- iv. The Council shall determine whether the applications are suitable for appointment when the number of applications received equals the number of vacancies. If more valid applications are received than there are positions available, the Council shall determine whether those applications are suitable for an election to take place.
- v. the election shall be by a ballot of all Fellows; ballot forms shall be sent to Fellows in paper or electronic format not less than four weeks before the relevant Annual General Meeting at which the election result is to be announced.
- vi. in addition to the ballot forms, the Clerk shall provide the Fellows with the following:
 - the list of candidates being presented for consideration, together with information about each applicant.
- vii. ballot forms must be returned within twenty-one days from the date of issuing to Fellows.
- viii. Scrutineers for this election shall be provided for in accordance with these Regulations.
- ix. two Fellows, who shall not be members of Council, shall be nominated by the President to serve as Scrutineers for the election; the Scrutineers only shall examine and count the votes, in the presence of the Clerk, to whom they shall hand their report; the result of the election shall be announced at the Annual General Meeting; thereafter, the Clerk shall inform all Fellows of the election result.
- x. in the absence of the Clerk the Chief Executive shall carry out the functions of the

Clerk.

7.4 The Replacement or Removal of the General Secretary shall be determined as follows:

- i. if during their term of office the General Secretary dies, resigns or otherwise in the considered opinion of the Council becomes incapacitated and/or unable to fulfil their duties, the Council shall choose a replacement, in accordance with these Regulations.
- ii. if the General Secretary, in the considered opinion of the Council, proves to be unsuitable, or incapable of fulfilling the duties of the post, or otherwise do anything to the damage, detriment or dishonour of the Society, they may be removed from office; the Council shall not remove the General Secretary from office until they have been given a reasonable opportunity of being heard by the Council.
- iii. if, after due deliberation, a majority of the members of Council considers that this course of action is in the best interests of the Society, the President shall convene a General Meeting of the Society to decide upon this matter.
- iv. at the General Meeting, the President shall present to Fellows the reason why in the opinion of the Council, the General Secretary should be removed from office; if the General Secretary disagrees with this intention, they shall be given a period of time of not more than thirty minutes in which to explain to the Fellows present why they should not be removed from office.
- v. the Fellows present at the General Meeting shall then proceed to vote by secret ballot to determine whether or not the General Secretary should be removed from office; in the event that two-thirds of the Fellows present have voted for the removal of the General Secretary, the President shall pronounce them removed from office with these words:

"I do, by the authority and in the name of The Learned Society of Wales, declare [the name of the General Secretary] to be no longer the General Secretary thereof."

- vi. Council may appoint one of its number to serve as Acting General Secretary until a new General Secretary can be elected in accordance with these Regulations.
- vii. a new General Secretary shall then be elected in accordance with these Regulations.

8. Elected Members of Council

8.1 The Terms of Office of Elected Members of Council shall be determined as follows:

- i. except as provided for in these Regulations, the term of Office for Elected Members of Council shall ordinarily be three Society Years.
- ii. Elected Members of Council shall be eligible for re-election for a second term
- iii. Elected Members having served two terms shall not be eligible for re-election for

- a further term until at least one Society Year has elapsed.
- iv. the term of Office for new Elected Members of Council shall commence at the close of the Annual General Meeting at which their election was announced.
 - v. Please refer to clause 3.4 for the maximum time period.

8.2 The Election of Elected Members of Council shall be determined as follows:

- i. Members of Council shall be elected by the Fellows of the Society from amongst their number.
- ii. Fellows wishing to be elected shall apply in writing, the application papers being issued to all Fellows not less than twelve weeks before the Annual General Meeting at which the election result is to be announced. In addition to the application papers, Fellows shall be informed, in relation to each current Elected Member of Council whose term of office is due to end, whether they are offering themselves for re-election and a record of attendance at Council meetings.
- iii. Fellows shall then make their applications not less than six weeks before the election result is to be announced; each application will include a statement in support of the Fellow's candidature.
- iv. The Council shall determine whether the applications are suitable for appointment when the number of applications received equals the number of vacancies. If more valid applications are received than there are positions available, the Council shall determine whether those applications are suitable for an election to take place.
- v. the election shall be by a ballot of all Fellows; ballot forms shall be sent to Fellows in paper or electronic format not less than four weeks before the relevant Annual General Meeting at which the election result is to be announced.
- vi. in addition to the ballot forms, the Clerk shall provide the Fellows with the following:
 - the number and nature of the vacancies to be filled by the election.
 - the list of candidates being presented for consideration, together with information about each applicant.
- vii. ballot forms must be returned within twenty-one days from the date of issuing to Fellows.
- viii. Scrutineers for this election shall be provided for in accordance with these Regulations.
- ix. two Fellows, who shall not be members of Council, shall be nominated by the President to serve as Scrutineers for the election; the Scrutineers only shall examine and count the votes, in the presence of the Clerk, to whom they shall hand their report; the result of the election shall be announced at the Annual General Meeting; thereafter, the Clerk shall inform all Fellows of the election result.
- x. in the absence of the Clerk the Chief Executive shall carry out the functions of the Clerk.

8.3 The Replacement or Removal of an Elected Member of Council shall be

determined as follows:

- i. an Elected Member of Council shall cease to be a member of Council in the event of the occurrence of any of the circumstances outlined in the Royal Charter and Bye-laws.
- ii. if during their term of office an Elected Member of Council dies, resigns or otherwise in the considered opinion of the Council becomes incapacitated and/or unable to fulfil their duties, the Council shall choose a replacement, in accordance with these Regulations.
- iii. if an Elected Member of Council, in the considered opinion of the Council, proves to be unsuitable, or incapable of fulfilling the duties of the post, or otherwise do something to the damage, detriment or dishonour of the Society, they may be removed from office; the Council shall not remove an Elected Member of Council from office until they have been given a reasonable opportunity of being heard by the Council.
- iv. if, after due deliberation, a majority of the members of Council considers that this course of action is in the best interests of the Society, the President shall convene a General Meeting of the Society to decide upon this matter.
- v. at the General Meeting, the President shall present to Fellows the reason why in the opinion of the Council, the Elected Member of Council should be removed from office; if the Elected Member of Council disagrees with this intention, they shall be given a period of time of not more than thirty minutes in which to explain to the Fellows present why they should not be removed from office.
- vi. the Fellows present at the General Meeting shall then proceed to vote by secret ballot to determine whether or not the Elected Member of Council should be removed from office; in the event that two-thirds of the Fellows present have voted for the removal of the Elected Member of Council, the President shall pronounce them removed from office with these words:

“I do, by the authority and in the name of The Learned Society of Wales, declare [the name of the Elected Council Member] to be no longer a member of the Council thereof”.

- vii. new Elected Members of Council may then be elected in accordance with these Regulations.

9. Co-opted Members of Council

- 9.1 Council shall have the authority to co-opt up to two additional Fellows to serve on the Council.
- 9.2 Except for the method of their appointment, these Co-opted Members of Council shall be subject to the same terms and conditions as Elected Members of Council, as defined in these Regulations.

10. Elected Members of Governance Committees

10.1 The following provisions apply to Committees established under the terms of the Society's Bye-laws, where those Committees' terms of reference designate them as Governance Committees.

10.2 The Terms of Office of Elected Members of Governance Committees shall be determined as follows:

- i. Except as provided for in these Regulations, the term of Office for Elected Members of Governance Committees shall ordinarily be three Society Years.
- ii. Elected Members of Governance Committees shall be eligible for re-election for a second term.
- iii. Elected Members having served two terms shall not be eligible for re-election for a further term until at least one Society Year has elapsed.
- iv. the term of Office for new Elected Members of Governance Committees shall ordinarily commence at the end of the Annual General Meeting in the year following their election.

10.3 The Election of Elected Members of Governance Committees shall be determined as follows:

- i. Members of Governance Committees shall be elected by the Fellows of the Society from amongst their number.
- ii. Fellows wishing to be elected shall apply in writing, the application papers being issued to all Fellows not less than twelve weeks before the Annual General Meeting when the election result is to be announced. In addition to the application papers, Fellows shall be informed, in relation to each current Elected Member of Governance Committees whose term of office is due to end, whether they are offering themselves for re-election and a record of attendance at committee meetings.
- iii. Fellows shall then make their applications not less than six weeks before the election result is to be announced; each application will include a statement in support of the Fellow's candidature.
- iv. The Council shall determine whether the applications are suitable for appointment when the number of applications received equals the number of vacancies. If more valid applications are received than there are positions available, the Council shall determine whether those applications are suitable for an election to take place.
- v. the election shall be by a ballot of all Fellows; ballot forms shall be sent in paper or electronic format to Fellows not less than four weeks before the 1st December when the election result is to be announced
- vi. in addition to the ballot forms, the Clerk shall provide the Fellows with the following:
 - the number and nature of the vacancies to be filled by the election

- the list of candidates being presented for consideration, together with information about each applicant
- vii. ballot forms must be returned within twenty-one days from the date of issuing to Fellows.
- viii. Scrutineers for this election shall be provided for in accordance with these Regulations.
- ix. two Fellows, who shall not be members of Council, shall be nominated by the President to serve as Scrutineers for the election; the Scrutineers only shall examine and count the votes, in the presence of the Clerk, to whom they shall hand their report; the result of the election shall be announced at the Annual General Meeting; thereafter, the Clerk shall inform all Fellows of the election result.
- x. in the absence of the Clerk the Chief Executive shall carry out the functions of the Clerk.

10.4 The Replacement or Removal of an Elected Member of Governance Committees shall be determined as follows:

- i. an Elected Member of a governance committee shall cease to be a member of Council in the event of the occurrence of any of the circumstances outlined in the Royal Charter and Bye-laws.
- ii. if during their term of office an Elected Member of a Governance Committee dies, resigns or otherwise in the considered opinion of a Governance Committee becomes incapacitated and/or unable to fulfil their duties, the Committee shall choose a replacement, in accordance with these Regulations.
- iii. if an Elected Member of a Governance Committee, in the considered opinion of the Committee, proves to be unsuitable, or incapable of fulfilling the duties of the post, or otherwise do something to the damage, detriment or dishonour of the Society, they may be removed from office; Governance Committees shall not remove an Elected Member of the Committee from office until they have been given a reasonable opportunity of being heard by the Committee.
- iv. if, after due deliberation, a majority of the members of the Committee considers that this course of action is in the best interests of the Society, the Chair shall convene a Meeting of the Society's Council to decide upon this matter.
- v. at the Meeting, the Chair shall present to Council the reason why in the opinion of the Committee, the Elected Member of the Committee should be removed from office; if the Elected Member of Committee disagrees with this intention, they shall be given a period of time of not more than thirty minutes in which to explain to the Council members present why they should not be removed from office.
- vi. the members of Council present at the Meeting shall then proceed to vote by secret ballot to determine whether or not the Elected Member of the Committee should be removed from office; in the event that two-thirds of the Council members present have voted for the removal of the Elected Member of the Committee, the President will inform them that they are no longer a member of

- the Committee.
- vii. new Elected Members of the Committee may then be elected in accordance with these Regulations.

11. Co-opted Members of Governance Committees

- 11.1 Governance Committees shall have the authority to co-opt up to two additional Fellows to serve on the Committee.
- 11.2 Except for the method of their appointment, these Co-opted Members of the Committee shall be subject to the same terms and conditions as Elected Members of the Committee, as defined in these Regulations.

12. Fellows

- 12.1 Fellows are the members of The Learned Society of Wales, as defined by the Royal Charter and Bye-laws. A person shall cease to be a Fellow in the event of any of the circumstances outlined in these Regulations.

- 12.2 The privileges of being a Fellow of the Society shall be defined as follows:

- i. Fellows shall be entitled to refer to themselves as Fellows of The Learned Society of Wales and shall, further to this, be entitled to use the letters FLSW after their names.
- ii. Fellows shall be entitled to vote in elections for the Presidency and the Elected Members of Council of the Society, as well as in elections for admitting further Fellows into the Society.
- iii. Fellows shall be entitled to attend the Annual General Meeting of the Society, in addition to any other General Meetings that may be held.
- iv. Fellows shall be entitled to vote in the Annual General Meeting of the Society, in addition to in any other General Meetings that may be held
- v. Fellows shall be entitled to attend any lectures, conferences or symposia that the Society may organise; the Society shall reserve the right to charge a fee for attendance at these, if appropriate.

- 12.3 A Fellow, who after application made by the Treasurer, fails to pay any contribution due by them, shall be reported by the Treasurer to the Council, and, if the Council sees fit, shall be declared no longer a Fellow.

12.4 Nomination and election of Fellows

- i. other than in exceptional circumstances as may be defined by the Council, the nomination and election of Fellows shall be in accordance with procedures as defined in these Regulations; the Council shall maintain a Register of all Fellows.
- ii. the number of Fellows to be elected in any one Society Year may be determined by the Council at the Special meeting in March. In the absence of such a

- determination, there shall be no cap.
- iii. in order to be nominated for consideration for election as a Fellow, each Candidate for admission to the Society shall be proposed by a Fellow (the Lead Proposer) and supported by a further Fellow (the Seconding Proposer); each nomination shall be in the format specified by Council and shall contain the information required for consideration of the nomination; should a Candidate be unsuccessful in the election process, they are entitled to receive feedback and advice upon request from the appropriate Vice-President. The nominee's proposer may be invited to consider submitting an updated nomination for the following year.
 - iv. the Fellow who signs the nomination form as Lead Proposer shall be responsible for securing the consent of the Candidate to the submission of the nomination; the Lead Proposer shall undertake to provide, and if necessary update, the information required for consideration of the nomination.
 - v. Fellows shall be given at least 5 weeks' notice of the date for the closure of nominations for Fellowship, and this date shall be not later than twenty-six weeks before the date of the Annual General Meeting.
 - vi. the Council shall establish such Scrutiny Committees as it may consider to be appropriate to consider valid nominations received by the closing date; the nominations shall be apportioned between the Scrutiny Committees whose members shall be provided with relevant details from the alphabetical list and copies of the relevant nomination forms; each Scrutiny Committee shall determine those Candidates which it regards as meeting the criteria for election and draw up a list of recommended Candidates; each Scrutiny Committee shall pass its list of recommended Candidates to the Vice-Presidents who shall in turn draw up their list of recommended Candidates which they shall submit to the Council for its consideration not later than eight weeks before the date of the Annual General Meeting.
 - vii. the Council shall consider the recommendations of the Vice-Presidents and shall draw up a final approved list of Candidates for election
 - viii. the final approved list shall be issued to current Fellows not later than six weeks before the Annual General Meeting.
 - ix. the election of new Fellows shall be conducted by ballot of all current Fellows; only Candidates recommended by the Council shall be eligible for election.
 - x. at the earliest opportunity following the closing date for nominations, two Fellows, who shall not be members of Council, shall be nominated by the President for appointment as Scrutineers for the election; the Scrutineers only shall examine and count the votes, in the presence of the Clerk, to whom they shall hand their report; in order to be elected, candidates must receive the support of a simple majority of those Fellows who vote by the due date; the Clerk shall then report the result of the election to the President; subsequently, each successful Candidate shall be informed that they have been elected as a Fellow of the Society; the Clerk shall also inform all the Fellows of the names of newly elected Fellows and shall arrange for the result to be announced publicly; Fellowship shall take effect from the date on which the public announcement is

made.

- xi. in the absence of the Clerk the Chief Executive shall carry out the functions of the Clerk.

12.5. Procedure for admitting new Fellows into the Society:

- i. each new Fellow, after their election and upon the announcement thereof, shall be deemed to be admitted to the privileges of Fellowship as defined in these Regulations; each new Fellow shall be invited to attend such meeting as may be determined by the President, in order to be welcomed and formally admitted to Fellowship of the Society; at such meeting the new Fellow shall be introduced to the President or, in their absence, a Vice-President, who shall address him or her in these words:

“In the name and by the authority of The Learned Society of Wales, I admit you a Fellow thereof”

- ii. thereafter they shall sign the Roll of Fellows, thereby affirming that “As an elected Fellow of the Learned Society of Wales, I undertake to do all within my power to uphold the purposes and good name of the Society”; in exceptional circumstances, the President may authorise other arrangements for the formal admission of a new Fellow.

12.6 Each Fellow shall pay an admission fee and a subscription for the first full Society Year following their election. Except as Council may decide otherwise on an individual basis, each Fellow shall continue to pay an annual subscription at the beginning of each session so long as they remain a Fellow. The annual subscription and admission fee shall be such sums as may be fixed by Council for the time being.

12.7 A Fellow may, after resigning or being removed from the Fellowship, apply to be readmitted to the Fellowship. Council will have discretion to decide whether the Fellow may be reinstated immediately, may be reinstated pending election by the Fellowship, or may not be reinstated.

12.8 The Society shall maintain a Register of Fellows.

13. Honorary Fellows

13.1. Honorary Fellows may be from any nation, background or field of expertise, as long as they can be demonstrated to have:

- Made a truly outstanding contribution to the world of learning
- Established a world-class reputation and status in their field.

13.2 The role and responsibilities of Honorary Fellows relative to those of Fellows shall be as defined in the Royal Charter and Bye-laws.

13.3 The privileges of being an Honorary Fellow of the Society shall be defined as follows:

- i. Honorary Fellows shall be entitled to refer to themselves as Honorary Fellows of The Learned Society of Wales and shall, further to this, be entitled to use the letters HonFLSW after their names.
- ii. Honorary Fellows shall be entitled to attend the Annual General Meeting of the Society, in addition to any other General Meetings that may be held, but shall not be entitled to vote during such meetings.
- iii. Honorary Fellows shall be entitled to attend any lectures, conferences or symposia that the Society may organise; the Society shall reserve the right to charge a fee for attendance at these, if appropriate.

13.4. Nomination and election of Honorary Fellows

- i. other than in exceptional circumstances as may be defined by the Council, the nomination and election of Honorary Fellows shall be in accordance with procedures defined in these Regulations.
- ii. other than in exceptional circumstances as may be defined by the Council, not more than two Honorary Fellows may be elected to the Society in any one Society Year.
- iii. in order to be nominated for consideration for election as an Honorary Fellow, each Candidate for admission to the Society shall be proposed by a Fellow (the Lead Proposer) and supported by a further two Fellows (the Seconding Proposers); each nomination shall be in the format specified by Council and shall contain the information required for consideration of the nomination;
- iv. Fellows shall be given at least 5 week-notice of the date for the closure of nominations for Fellowship, and this date shall be not later than twenty-six weeks before the date of the Annual General Meeting.
- v. The Chief Executive shall be responsible for securing the consent of the Candidate to the submission of the nomination; the Proposer shall undertake to provide, and if necessary update, the information required for consideration of the nomination.
- vi. Nominees whose certificates of recommendation are valid (in that they fulfil the stipulations set out in these Regulations) at the closing date shall be scrutinised by the Fellowship Committee with reference to the Scrutiny Committees; the Fellowship Committee will then present a list of proposed nominee to Council for discussion.
- vii. at the November meeting, the Council shall consider valid certificates of recommendation received by the closing date and agree if a full nomination should be sought for the nominee.
- viii. when full nomination forms have been received, Council shall determine those Candidates which it regards as being suitable for election and produce a list of Honorary Fellows to be presented on the Fellowship ballot; not later than eight

- weeks before the date of the Annual General Meeting.
- x. other than in exceptional circumstances as may be defined by the Council, the number of Candidates included on the final approved list shall not exceed two and shall be issued to the Fellows not later than six weeks before the Annual General Meeting.
 - xi. the election of Honorary Fellows shall be conducted by ballot of Fellows; only Candidates recommended by the Council shall be eligible for election.
 - xii. at the earliest opportunity following the closing date for nominations, two Fellows, who shall not be members of Council, shall be nominated by the President for appointment as Scrutineers for the election; the Scrutineers only shall examine and count the votes, in the presence of the Clerk, to whom they shall hand their report; in order to be elected, candidates must receive the support of a simple majority of those Fellows who vote by the due date; the Clerk shall then report the result of the election to the President; subsequently, each successful Candidate shall be informed that they have been elected as a Fellow of the Society; the Clerk shall also inform all the Fellows of the names of newly elected Fellows and shall arrange for the result to be announced publicly; Fellowship shall take effect from the date on which the public announcement is made.
 - xiii. in the absence of the Clerk the Chief Executive shall carry out the functions of the Clerk.

13.5. Procedure for admitting new Honorary Fellows into the Society:

- i. each new Honorary Fellow, after their election and upon the announcement thereof, shall be deemed to be admitted to the privileges of Fellowship as defined in these Regulations; each new Honorary Fellow shall be invited to attend such meeting as may be determined by the President, in order to be welcomed and formally admitted to Honorary Fellowship of the Society; at such meeting the new Honorary Fellow shall be introduced to the President or, in their absence, a Vice-President as provided for in these Regulations, who shall address them in these words:

“In the name and by the authority of The Learned Society of Wales, I admit you an Honorary Fellow thereof”.

- ii. thereafter they shall sign the Roll of Fellows, thereby affirming that “As an elected Honorary Fellow of the Learned Society of Wales, I undertake to do all within my power to uphold the purposes and good name of the Society”; in exceptional circumstances, the President may authorise other arrangements for the formal admission of a new Honorary Fellow.

11.6 The Society shall maintain a Register of all Honorary Fellows.

14. Alleged Misconduct of Fellows

- 14.1 The Council will maintain a policy for dealing with serious complaints or allegations against Fellows.
- 14.2 The policy will outline a procedure for investigating all such complaints or allegations. It will outline a range of sanctions that may be applied if an investigation should confirm that a Fellow's behaviour was such as to be injurious to the Society's character, interests or reputation. In the most serious cases, the sanction may be the removal of a Fellow. If removed, that person will no longer be entitled to use the designatory letters FLSW (or HonFLSW, if an Honorary Fellow); their name will be removed from the register of Fellows; and they will forfeit any other position or entitlement provided to them by the Society.

15. Affiliates

15.1 Definition of Affiliates:

- i. the Council shall have the power to make provision for persons and/or organisations who are not Fellows to be made Affiliates of the Society, in accordance with the Royal Charter and Bye-laws.
- ii. Affiliates shall be those persons or organisations affiliated to the Society having the privileges prescribed in these Regulations but not being Fellows or Honorary Fellows and not having the right to attend General Meetings or have a vote in the elections of Fellows, Honorary Fellows, the President or Elected Members of the Council of the Society.
- iii. there shall be two categories of Affiliates: Individual Affiliates and Corporate Affiliates.

15.2. An Individual Affiliate shall be any individual who has a connection to or an interest in Wales who:

- i. completes an application form
- ii. is deemed to be a suitable Affiliate in the opinion of the Council
- iii. pays such annual subscription as may be specified by Council
- iv. is registered as an Affiliate by the Society

15.3 An Individual Affiliate shall be entitled to receive such publications and to receive notice of and attend such events of the Society as may be specified by the Council from time to time. The Society shall reserve the right to charge a fee for attendance at these, if appropriate.

15.4. A Corporate Affiliate shall be any institution or organisation with a connection to or an interest in Wales which:

- i. completes an application form

- ii. is deemed to be a suitable Affiliate in the opinion of the Council
- iii. pays such annual subscription as may be specified by Council
- iv. is registered as an Affiliate by the Society

15.5 A Corporate Affiliate shall be entitled to receive such publications and to receive notice of and send representatives, whose number shall be specified by the Council, to attend such events of the Society as may be specified by the Council from time to time. The Society shall reserve the right to charge a fee for attendance at these, if appropriate.

15.6 The Society shall maintain a Register of all Affiliates.

15.7. Termination of Affiliate status

- i. an Affiliate who has not paid the annual subscription within sixty days of being sent an invoice shall be reported by the Treasurer to the Council, and, if the Council sees fit, shall be declared no longer an Affiliate; an Affiliate may be restored to the Register of Affiliates on payment of any outstanding subscription
- ii. the Council shall have power by resolution to terminate the affiliate status of an Affiliate in such circumstances, at such time and in such manner as the Council shall in its absolute discretion think fit; in any such case, the Council shall have power to reimburse all or such part of the subscription paid by the Affiliate concerned for the current Society Year as it shall in its absolute discretion think fit

16. Proceedings of the Council

16.1 Ordinary meetings of the Council

- i. ordinary meetings of the Council shall ordinarily be held at least three times a year, at such times and places as the Council may determine
- ii. Council member should be prepared to attend additional meetings should the business of the Society require them to do so
- iii. preliminary notice of each ordinary meeting shall be sent by the Clerk to all members of the Council at least four weeks before the date of such meeting; a further notice setting out the business to be transacted at the meeting shall be despatched by the Clerk to all members of the Council not later than the sixth working day before the meeting

16.2 Special meetings of the Council

- i. a special meeting of the Council may be convened by the President on receipt of a request by at least six members of the Council stating the purpose for which the meeting is proposed
- ii. a special meeting held at the request of members of the Council shall be

- convened so as to be held within four weeks of the receipt of notice by the Clerk; preliminary notice of a special meeting shall be sent to all members of the Council not less than two weeks before the meeting
- iii. at any special meeting the business shall be restricted to that of which notice has been given and such business as is declared by the President to arise directly out of that business
- 16.3 The quorum for a meeting of Council shall be the lesser of eight Council members or one third (or the next higher whole number) of the Council members. In the absence of a quorum no business shall be transacted other than the adjournment of the meeting.
- 16.4 The manner of summoning an adjourned meeting, and the period of notice to be given, shall be at the discretion of the President.
- 16.5 Any Member wishing to bring forward business at a meeting of the Council shall give written notice to the Clerk not less than five working days before the date of the meeting. Papers other than those circulated to members of the Council by the Clerk shall not be considered by the Council, save with the permission of the President.
- 16.6 The business of ordinary meetings shall include:
- i. when necessary, appointment of a Chair, in accordance with the Royal Charter and Bye-laws
 - ii. confirmation of the minutes of the preceding meeting
 - iii. matters arising out of the minutes
 - iv. matters for consideration and/or decision
 - v. matters of report
 - vi. when necessary, any other business; if members of the Council wish to raise any other business, they shall give prior notice before the start of the meeting; whether this matter shall be discussed in the meeting shall be at the discretion of the Chair of the meeting
 - vii. the Council, or the Chair of the meeting at their discretion, may resolve to vary the order in which business is taken
 - viii. matters of report shall not ordinarily be discussed by Council but any member of the Council may request discussion of an item which has been included under "matters of report"; any such request shall be provided to the Clerk, to arrive by noon on the last working day previous to the meeting
 - ix. the Council shall have the power to make such Regulations as it deems necessary for the further governance and administration of its meetings as appropriate
- 16.7 A Council Member shall declare any pecuniary, personal or family interest in any matter under discussion and shall take no part in the consideration of any such matter in which they have any such interest and shall not vote thereon and shall (unless invited to remain) withdraw during the course of discussion, other than

where proposals for the insurance of members of the Council against liabilities are being discussed. If necessary, the President and Chair of Council or in their absence or where the matter relates to the interests of the President and Chair of Council, a Vice-President shall determine whether or not there is a conflict of interest for any Council Member at a particular time. In the case that the interests of the President and Chair of Council are to be considered and no Vice-President is present, a Chair or Vice-Chair of a Committee of the Council who is also a member of Council shall determine the matter. In the case that the interests of a Vice-President are to be considered and neither the President and Chair of Council nor any other Vice-President is present, a Chair or Vice-Chair of a Committee of the Council who is also a member of Council shall determine the matter.

- 16.8 The Society shall maintain a Register of Interests for all members of Council, governance Committees and staff.

17. Annual General Meetings

- 17.1 The Annual General Meeting of the Society shall be held each year on a date and time and at a place in Wales to be determined by the Council. Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. The period of time from one Annual General Meeting of the Society to the next shall be defined as one Society Year.
- 17.2 Appropriate notice for the Annual General Meetings shall be given to all Fellows and Auditors/Independent Financial Examiners, in accordance with the provisions of the Royal Charter and Bye-laws.
- 17.3 Notice of the Annual General Meeting shall be despatched by the Clerk to the Fellows no later than five weeks before the date of the meeting.
- 17.4 Only Fellows, Honorary Fellows, relevant staff of the Society and the Auditors Independent Examiners shall be permitted to be present during the Annual General Meeting, except by the approval of a two-thirds majority of the Fellows present and voting.
- 17.5 The quorum for the Annual General Meeting shall be the lesser of twenty or one third (or the next higher whole number) of the members, who shall be present in person or by proxy.
- 17.6 The business of the Annual General Meeting shall be:
- i. when necessary, the appointment of a Chair, in accordance with the Royal Charter and Bye-laws.
 - ii. the announcement of the election of new Fellows and Honorary Fellows.

- iii. the announcement of the election of Officers of the Society and Elected and Co-opted Members of Council for the ensuing Society Year.
 - iv. the presentation and adoption of the Audited Statement of Accounts for the year ended the previous 31st day of July and associated reports.
 - v. the announcement of the date of the next Annual General Meeting.
 - vi. any other business which has been specified in the notice of the meeting including any matter properly raised in the opinion of the President by one or more individual Fellows and notified to the Clerk not less than forty days prior to the date of the meeting.
 - vii. the announcement of the names of any Fellows who have died since the preceding Annual General Meeting.
- 17.7 In accordance with the provisions of the Royal Charter and Bye-laws, with the exception of the following matters, all business transacted at the Annual General Meeting shall be deemed special (which shall require the approval of the Fellows present by the passing of a Special Resolution):
- i. consideration of the income and expenditure account, balance sheet, reports of the Council and the Auditors
 - ii. elections
 - iii. the announcement of the results of elections
- 17.8 All matters shall be decided by a simple majority. In the case of a tie, the President (or, in their absence, the Chair of the meeting) shall have a casting vote.
- 17.9 All Fellows shall have the right when addressing the Annual General Meeting to speak either in Welsh or English. The Clerk shall arrange for simultaneous translation facilities to be provided during Annual General Meetings.

18. General Meetings of the Society

- 18.1 A General Meeting of the Society may be called at any time by direction of the President, the Council, or, on a requisition to the Council, notified by not fewer than ten Fellows. Such meeting shall be convened as soon as practicable, the date and hour thereof to be determined by the Council, who shall give not less than seven days' notice when such meeting is summoned; no other business shall be transacted.
- 18.2 Appropriate notice for General Meetings shall be given to all Fellows, in accordance with the provisions of the Royal Charter and Bye-laws.
- 18.3 Only Fellows and relevant staff of the Society shall be permitted to be present during a meeting arranged under these Regulations, except by the approval of a two-thirds majority of the Fellows present and voting.
- 18.4 The quorum for the General Meeting shall be the lesser of twenty or one third

(or the next higher whole number) of the members, who shall be present in person or by proxy.

18.5 Proceedings at General Meetings shall be carried out in accordance with the Royal Charter and Bye-laws.

18.6 All business transacted at a General Meeting shall be deemed special (which shall require the approval of the Fellows by the passing of a Special Resolution).

18.7 All Fellows shall have the right when addressing a General Meeting to speak either in Welsh or English. The Clerk shall arrange for simultaneous translation facilities to be provided during General Meetings.

19. Accounting arrangements and financial procedures

19.1 The Society shall maintain proper accounting records which disclose with reasonable accuracy at any time the financial position of the charity and enable them to ensure that the financial statements comply with the Charities Act 2022, the Charity (Accounts and Reports) Regulations 2008 and the provisions of the trust deed/constitution.

19.2 The Society are responsible for safeguarding the assets of the charity and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

19.3 The Society shall keep full records of all financial transactions and shall produce such financial reports that are necessary to demonstrate proper accounting procedures and proper use of funds.

20. Audit requirements and procedures

20.1 The accounts of the Society shall be audited annually by auditors or independent examiners who shall be appointed by the Council.