



british  
psychological society  
promoting excellence in psychology

~~October 2019~~

The British Psychological Society

Special General Meeting to be held on Thursday 17 February 2022 at 5.00pm

This document is a comparison version of the proposed Rules, showing the changes to the current Rules (tracked)

## The Rules of the Society

# RULES

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# The Rules of the Society

1. (1) These Rules are subject to the Charter and Statutes of The British Psychological Society and shall be read in conjunction with the Charter and Statutes. If any inconsistency exists between these Rules and the Charter and Statutes, the Charter and Statutes shall prevail, ~~shall prevail.~~

(2) (2) No Rule shall have the power to vary any of the powers and responsibilities contained within the Charter and Statutes.

(3) (3) In these Rules words defined in the Charter and Statutes shall have the same meaning.

2. In these Rules the following words have the following meanings:

<del>Terms of Reference of Representative council</del>	<del>Shall mean the terms of reference of the Representative Council</del>
<del>Terms of Reference of Trustees</del>	<del>Shall mean the terms of reference of the Trustees.</del>
<del>schedule of subscriptions</del>	<del>Shall mean the annual schedule which details the subscription rates payable by members at the rates prevailing as of the first of January of each year and published on the Society's website.</del>

## ~~Admission, resignation and expulsion of members~~

3. The application of every candidate for admission as a Member shall be:

(1) ~~Approved by a Committee authorised by the Trustees;~~

(2) ~~Made on a form determined by the Trustees;~~

(3) ~~Accompanied by an undertaking in a form approved by the Trustees signed by the candidate;~~

(4) ~~Accompanied by payment of fees which are appropriate to that grade of Membership.~~

## Admission, resignation and expulsion of members

4.2. Any Member whose subscription remains unpaid at the end of the payment period may, after due fourteen clear days' notice has been sent to ~~their address as shown in the List of Members~~ the Member, be removed from Membership of the Society ~~in accordance with the Member Conduct Rules.~~

5.3. The transfer of a Member to another grade of membership shall not become effective until the appropriate ~~fees~~ fee and ~~subscriptions~~ subscription payable on such transfer have been paid, and if such ~~fees~~ fee and ~~subscriptions~~ subscription remain unpaid at the end of six months

after the date when it was decided that the transfer should be made, the transfer may be rendered void by a resolution of a ~~Committee~~committee authorised by the Trustees. No transfer shall be made in the case of a Member payment of whose annual subscription is in arrears.

6. —Any Member may resign from the Society by ~~depositing at the office of giving notice in Writing to~~ the Society ~~a notice in writing signed by them~~ stating their wish to resign.



~~7.4.~~ Any Member who shall resign or be expelled from the Society, or shall otherwise cease to be a Member of the Society, shall forthwith return to the office of the Society all such books, papers or other property of the Society, or for which the Society is responsible, as they may have in their possession, or as may have been entrusted to them, and they shall remain liable for the payment of all moneys due from them at the date of their resignation, expulsion or cessation of ~~Membership~~membership.

~~8.—No transfer shall be made in the case of a Member payment of whose annual subscription is in arrears.~~

~~9.5. (1)~~ Any Member considering themselves qualified and wishing to be awarded the title of either Associate Fellow or Fellow shall make an application to the ~~Honorary General Secretary~~Chief Executive in the form determined by the ~~Board of~~ Trustees.

~~(2)6.~~ Associate Fellows of the Society, in addition to meeting the requirements of Statute ~~8,~~ shall satisfy ~~one of the following requirements~~9, must:

~~a. (i) be eligible for full membership of one of the Society's Divisions; and~~

~~(ii) have demonstrate to the satisfaction of the Trustees been successfully engaged and in accordance with criteria set by the Trustees that they have given significant service to the professional application of a specialised knowledge of psychology for an aggregate of at least two calendar years full-time, or for an aggregate of such a period part-time as the Trustees shall consider equivalent to two calendar years full-time; or~~

~~b. (i) possess a research qualification in psychology, awarded by an authority recognised by the Trustees; Society and~~

~~(ii)(1) have made a notable contribution to the satisfaction of the Trustees since first being eligible for Graduate Membership pursued research or otherwise engaged in the application, discovery, development or dissemination of a specialised knowledge of Psychology for an aggregate of at least four calendar years full-time, or for an aggregate of such a period part-time as the Trustees shall consider equivalent to four calendar years full-time; or work of the Society; or~~

~~c. by the publication of works of a psychological nature or the exercise of specialised psychological knowledge or otherwise satisfy the Trustees that they have achieved standards or made contributions not less than those implied in (b)(i) or (b)(ii) above.~~

~~(3) Applicants for Associate Fellowship shall, at the time of a significant contribution to the development or application, be engaged in work of a psychological nature either full-time or part-time to the satisfaction of the~~

~~(2) Trustees. The Trustees may waive this requirement in such cases as they at of psychology in their absolute discretion think fit. context in accordance with criteria set by the Trustees.~~

~~10.7. (1)~~ Fellows of the Society, in addition to meeting the requirements of Statute ~~9,~~ shall ~~10,~~ shall satisfy the Trustees that they have made a sustained contribution to the development, application or reputation of psychology in accordance with criteria set by the Trustees.

~~a. either be an Associate Fellow or satisfy the Board of Trustees that they possess the requirements for Associate Fellowship; and~~

~~b. satisfy the Board of Trustees that they have the following additional higher qualifications:~~

(i) ~~has been engaged in work of a psychological nature (other than undergraduate training) for a total period of at least ten years; and~~

- ~~(ii) possesses an advanced knowledge of psychology in at least one of its fields; and~~
- ~~(iii) has made an outstanding contribution to the advancement or dissemination of psychological knowledge or practice either by their own research, teaching, publications or public service, or by organising and developing the work of others.~~

~~11.8.~~ An applicant for admission as an Affiliate holding a qualification that makes them eligible for Membership shall not be eligible to be a Subscriberan Affiliate. Any existing SubscriberAffiliate who becomes eligible for Membership shall forthwith notify the Honorary General SecretaryChief Executive of that fact and on becoming so eligible shall cease to be a Subscriberan Affiliate.

## Notices

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### Notices

~~12.9.~~ Notices to Members or any other person entitled to receive such notice may be given by email, post or by means of the Society's website (provided, in the latter case, that all relevant persons are alerted to the fact that, in a particular case or cases, or all cases, notice will be given by this means) and may be included with, or be part of, a publication of the Society.

~~13.10.~~ Where any document or information is sent by or to the Society:

- (1) By email, it is deemed to have been received on the same day that it was sent;
- (2) By means of website, it is deemed to have been received when the material was first made available on the website;
- (3) By post, it is deemed to have been received 48 hours (including Saturdays, Sundays and Public Holidays) after it was posted.

~~14.11.~~ Every Member shall ~~from time to time~~ notify the Society of their email address and postal address, and shall notify the Society whenever they change their email address and or postal address.

## Subscriptions

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### Subscriptions and fees

~~15.~~ Each Member shall pay an annual subscription in accordance with the rates approved by the Trustees, adopting a method of payment approved by the Society as available to Members (which shall include the opportunity to pay by instalments) PROVIDED THAT no annual increase in core subscription fees may exceed the increase in the Retail Prices Index (as

~~12.~~ determined on 1 September of the year prior to the subscription year) plus 3 per cent without a membership ballot.

~~16.13.~~ Each SubscriberAffiliate shall pay to the Society an annual subscription as determined by the ~~Board of~~ Trustees.

~~17.14.~~ (1) Fees payable on transfer to a higher grade of ~~Membership~~membership or on award of a title shall be determined by the ~~Board of~~Trustees from time to time.

(2) There shall be no fees charged for transfer to Honorary Membership or the award of the titles Honorary Fellow or Honorary Life Member.

~~18.15.~~ The Trustees shall determine the cost of purchase of journals and other goods and services to Members and ~~Subscribers~~Affiliates.

~~19.16.~~ (1) Members who have been Members of the Society for at least thirty years and are not in employment of any kind, shall on application and in a form determined by the Trustees, be exempt from further payment of subscriptions and fees and be entitled to continue to receive without further payment those Journals to which they have subscribed for the five years immediately prior to their availing themselves of this privilege. Members so exempt shall retain all the rights and privileges of Membership.

(2) Members who have been Members for less than thirty years, and who have retired, and are no longer in paid employment of any kind, shall be entitled, on application in a form approved by the Trustees, to a reduction in subscriptions and fees to the level of a recent Graduate Member.

~~20.17.~~ A ~~Committee authorised by the~~The Trustees ~~to do so~~ may in any special case waive, reduce or remit any payment, transfer fee or annual subscription, or the arrears of annual subscriptions, of any Member or ~~Subscriber~~Affiliate.

## ~~The Board of Trustees and Representative Council~~

~~21. (1) The Representatives of Member Networks of the Society shall be appointed to the Representative Council by the respective Member Network Committee concerned, and shall retire at the Annual General Meeting next following their appointment.~~

~~(2) There shall be one representative from each Member Network.~~

## The Senate

~~22. The Representative Council shall have the power to co-opt up to six Members to attend and participate in meetings of the Representative Council. All such co-opted members of the Representative Council shall retire at the end of the first meeting of the Representative Council following the Annual General Meeting following their appointment.~~

~~23. The Representative Council shall appoint annually and by secret ballot a Chair Elect from amongst its members at its first meeting following the Annual General Meeting. The Chair Elect in the following year will become Chair and the following year will become Vice Chair.~~

~~(1) Nominations for the Chair Elect must be in writing, supported by two proposers who are members of the Representative Council and signed by the person nominated.~~

~~(2) The Chair of the Representative Council will automatically become an observer at meetings of the Board of Trustees.~~

~~24. (1) The Representative Council, at its first meeting following the Annual General Meeting, shall elect for a three year term of office at least two and up to five of its members to serve as co-opted members of the Board of Trustees.~~

~~(2) Nominations for these posts must be in writing, supported by two proposers who are members of the Representative Council and signed by the persons nominated.~~

~~25.18.~~ The Terms of Reference of the ~~Representative Council~~ Senate shall be approved from time to time by the Trustees. No changes to the Terms of Reference of the ~~Representative Council~~ Senate shall be made until the ~~Representative Council~~ Senate has had a formal ~~an~~ opportunity to review and be consulted upon the suggested changes. Should the ~~Representative Council~~ Senate by resolution oppose the changes suggested by the Trustees, then the suggested changes shall be put to a General Meeting of the Society. The decision of the General Meeting shall be final.

~~26.~~ Any proposed changes to the Terms of Reference of the Trustees shall be passed to the next meeting of the Representative Council for their view, comment and advice. Any and all proposed changes to the Terms of Reference of the Trustees shall be formally put to a Society General Meeting. The decision of the Society General Meeting regarding any proposed changes to the Terms of Reference of the Trustees shall be final and binding.

## Branches

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## Branches

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~~27.19.~~ (1) A proposal ~~to explore support among membership~~ for the formation of a new Branch shall require the support of ~~at least twenty Fellows, Associate Fellows or Chartered~~ forty Members, ~~and living in the area specified in the proposal, which~~ shall be made by them in ~~writing~~ Writing to the Trustees giving reasons for the proposal.

(2) If the proposal ~~to form a Branch~~ is approved by the Trustees, notice of the proposal shall be given to Members living in the geographical area specified ~~and a resolution shall be put to a General Meeting of Members to approve the formation of the Branch.~~

~~(3) If ten per cent or more of the Members living in the area specified in the proposal, including not fewer than ten Fellows or Associate Fellows, shall indicate their wish to form a Branch, a detailed proposal shall be presented to the Trustees for consideration.~~

~~(4) If the Trustees agree to the formation of a new Branch, then a resolution will be put to a General Meeting of Members.~~

~~28.20.~~ The ~~First Meeting~~ first meeting of a Branch, formation of which has been approved by the Society in a General Meeting, shall be convened by the ~~Honorary General Secretary.~~ Notice of the ~~Chief Executive.~~ ~~Notice of the meeting shall be given to all Members resident in the area. The Chair, and committee of the Branch shall be nominated and elected by the Members at the first meeting.~~

~~Meeting shall be given to all Members resident in the area. The Chair, Honorary Secretary (or Honorary Secretary Treasurer) and Committee of the Branch shall be nominated, elected and appointed by this First Meeting.~~

~~29.21.~~ Each Member resident in the geographical area of a Branch shall be entitled to receive notice of its ~~activities and regular~~ meetings.

~~30.22.~~ If at any time it is desired to vary the boundary of any Branch or Branches, a meeting of the Branch or Branches concerned shall be called for the purpose of considering a resolution to vary the boundaries of the Branch or Branches as the case may be. Resolutions passed at any such ~~Meeting~~ meeting shall be reported by the Branch ~~Honorary Secretary or Honorary Secretaries~~ committee concerned to the next meeting of the

Trustees, and if approved by the Trustees, the resolutions shall immediately take effect.

~~31.23.~~ (1) A proposal to close a Branch shall be made in writing to the Trustees and shall require the support of at least ~~twenty Fellows and Associate Fellows, of forty Members~~ or a ~~Resolution~~resolution of a ~~General Meeting~~general meeting of the Branch concerned. The Trustees will ~~make and~~ consider such a proposal if the number of members of the Committee of the Branch falls below five.

(2) If the proposal is approved by the Trustees, a ~~General Meeting~~general meeting of the Branch shall be convened by the ~~Honorary General Secretary~~Chief Executive.

(3) If the meeting supports the proposal, or there is no quorum, the Branch shall be closed forthwith.

(4) If the meeting does not support the proposal, it shall be put to a General Meeting of the Society and that decision shall be final and binding.

~~32-24.~~ (1) The Trustees shall grant to each Branch permission to incur such expenditure as may be necessary for the work of the Branch, the amount of such expenditure to be determined by the Trustees on an annual basis following the submission by the Branch of a business plan outlining the activities and expenditure requirements of the Branch.

~~(2) The Branch Committee shall be responsible for providing the Trustees with annual estimates and for the keeping of a proper account of such expenditure and shall furnish such accounts as the Trustees shall require.~~

~~33-25.~~ A Branch shall have Rules, and it shall be the duty of the Committee of a newly formed Branch to prepare Rules for the Branch. All such Rules rules that shall be subject to the Charter, Statutes and Rules of the Society. ~~To have effect, any Branch Rule shall have been approved at a Meeting of the Branch called for the purpose~~ and shall have been approved by the Trustees.

~~34-26.~~ Each Branch shall present an Annual Report, ~~to be contained within the Annual Report of the Society, and~~ annual report to be made available to all Members.

## Sections

### Sections

~~35-27.~~ (1) The proposal to form a new Section shall require the support of at least twenty Fellows, Associate Fellows or Chartered Members and shall be made by them in writing ~~Writing~~ to the Trustees giving reasons for the proposal and stating the aims and purposes intended for the Section proposed.

(2) If approved by the Trustees, notice of the proposal shall be given to Members of the Society, who shall be invited to notify the Trustees of their wish to become Members of the Section if formed.

(3) If the Trustees shall find that one per cent, or more, of the Members recorded in the Annual Report ~~annual report~~ presented by the Trustees at the last Annual General Meeting desire to become members of the Section, ~~including not fewer than ten Fellows or Associate Fellows, shall so notify the Trustees,~~ the proposal that the Section be formed shall be put to the vote at a General Meeting of the Society called for that purpose.

~~36-28.~~ (1) The First Meeting ~~first meeting~~ of a Section, formation of which has been approved by the Society in General Meeting, shall be convened by the Honorary General Secretary ~~Chief Executive~~. Notice of the meeting shall be given to all Members, and any Member wishing to become a Member ~~member~~ of the new Section shall be entitled to attend. The Chair, Honorary Secretary (or Honorary Secretary-Treasurer) ~~chair~~ and Committee ~~committee~~ of the Section shall be nominated, and elected ~~and appointed by this First Meeting~~ the Members at the first meeting

~~37.(2)(1)~~ Membership of a Section shall be confined to Members of the Society. The first Membersmembers of a new Section shall be those Members of the Society ~~who shall attend the First Meeting of the Section together with any Member who, though not present at the First Meeting, shall have given notice in writing to the Honorary General Secretary of their desire to become a Member of the Section prior to the First Meeting.~~

~~(2)(3)~~ To become a Member of a Section after the ~~First Meeting~~first meeting of the Section, a Member shall apply for admission ~~to the Section as is hereinafter provided through the Society's~~ application process.

~~(3)(4)~~ A person not already a Member of the Society may stand for admission as a member of a Section at the same time that they stand for admission as a Member of the Society, but such a candidate shall not be deemed admitted as a member of the Section unless they are admitted as both a Member ~~of~~ the Society and a member of the Section.

~~38.~~ A candidate for admission to membership of a Section shall apply to the Honorary Secretary of the Section concerned stating their qualifications. ~~If the Section Committee, at a meeting of the Section Committee, shall approve the application, they shall admit the applicant and it shall be the duty of the Section Honorary Secretary to inform the Honorary General Secretary of the names of the candidates so elected. The application shall be in a form as the Trustees shall from time to time determine.~~

~~39.~~ In every case where a Section Committee shall not admit a candidate, it shall be the duty of the Section Honorary Secretary to report the name of the candidate to the next meeting of the Trustees together with a statement of the grounds on which the Section Committee has withheld admission, whereupon the Trustees shall decide whether the candidate shall be admitted. ~~The decision of the Trustees shall be final.~~

~~40.~~29. If the membership of a Section shall fall below fifty, ~~or if the number of Fellows or Associate Fellows who are members of the Section shall fall below ten, a General Meeting~~ a general meeting of the Section shall be held to consider abolition of the Section.

~~41.~~30. (1) If at any time it is desired to abolish any Section or Sections, to subdivide any Section or Sections, or to amalgamate two or more Sections, a ~~Meeting~~meeting of the Section or Sections concerned shall be called for the purpose of considering a resolution to abolish or to subdivide or to amalgamate the Section or Sections as the case may be.

(2) Resolutions passed, at any such meeting, shall be reported by the Section ~~Honorary Secretary or Honorary Secretaries~~Committee concerned to the next ~~Meeting~~meeting of the Trustees, and, if approved by the Trustees, the resolutions shall immediately take effect. But should the Trustees formally express disapproval of any or all of the said resolutions, these resolutions shall be considered by a General Meeting of the Society. The decision of this ~~Meeting~~meeting shall be final and binding.

~~42.~~31. The Trustees shall grant to each Section permission to incur such expenditure and expenses as may be necessary for the work of the Section, ~~the amount of such expenditure to be determined by the Trustees on an annual basis following the submission by the Section of a business plan outlining the activities and expenditure requirements of the Section.~~ No Section may incur expenditure and expenses beyond the estimated level of income for that Section or any reserves that the Section may have accrued. ~~The Section Committee shall be responsible for keeping proper accounts of all~~

~~monies expended and shall provide to the Trustees such financial information as may be required in order that proper Annual Accounts can be prepared and audited., unless permission is sought for their use under the criteria determined by the Trustees.~~

~~43.32.~~ Subject to the approval of the Trustees, a Section may, by resolution at a ~~General Meeting~~general meeting of the Section properly convened and held, impose or vary a fee payable in respect of membership of the Section. Any imposition or change of fee shall be submitted for approval by the Trustees by ~~31st August~~30<sup>th</sup> April of the year previous to that in which the imposed or changed fee will operate.

~~44.33.~~ A Section shall have ~~Rules, and it shall be the duty of the Committee of a newly formed Section to prepare Rules for the Section. All such Rules~~rules that shall be subject to the Charter, Statutes and Rules of the Society. ~~To have effect, any Section Rule shall have been approved at a Meeting of the Section called for the purpose~~ and shall have been approved by the Trustees.

~~45.34.~~ Each Section shall present an ~~Annual Report, to be contained within the Annual Report of the Society, and~~annual report to be made available to all Members.

## **Divisions**

### **Divisions**

~~46.35.~~ (1) The proposal to form a new Division must be made by at least twenty ~~Fellows, Associate Fellows or Chartered Members~~members, themselves possessing the proposed qualifications for membership of the Division, and shall be made by them in writing to the Trustees, giving reasons for the proposal and stating the aims and purposes intended for the proposed Division and the qualifications to be required of members of the Division.

(2) If approved by the Trustees, notice of the proposal, together with a statement of the qualifications to be required, shall be given to Members of the Society. Members who believe themselves to be qualified and wish to become members of the Division if formed shall be invited to notify the Trustees, stating their qualifications.

~~(3)36.~~ If the Trustees shall find that one per cent or more of the Members recorded in the ~~Annual Report~~annual report presented by the Trustees at the last Annual General Meeting desire to become members of the Division and are qualified, the proposal that the new Division be formed shall be put to the vote at a General Meeting of the Society called for that purpose.  
~~that purpose.~~

~~47.37.~~ The ~~First Meeting~~first meeting of a Division, formation of which has been approved by the Society in General Meeting, shall be convened by the ~~Honorary General Secretary~~Chief Executive. Notice of the meeting shall be given to those Members who have applied to become ~~Members~~members of the Division and have been found to be suitably qualified ~~by the Trustees~~. The ~~Chair, Honorary Secretary (or Honorary Secretary-Treasurer)~~chair, and ~~Committee~~committee of the Division shall be nominated, ~~and~~ elected ~~and appointed by this First Meeting~~by the members at the first meeting.

#### **After the First Meeting**

~~38.~~ ~~To become a member of a new Division, any after the first meeting of the Division, a Member considering themselves qualified and wishing shall apply for admission to become that Division through the Society's application process.~~

~~48.39.~~ A person not already a Member of the ~~Division~~ shall apply to the ~~Honorary Secretary of the Division~~ stating their qualifications. ~~If the Society may stand for admission as a member of a Division Committee, at a meeting of the Division Committee, at the same time that they stand for admission as a Member of the Society, but such a candidate shall approve the application, they shall admit the~~

applicant and it shall not be deemed admitted as a member of the Division unless they are admitted as both a Member of the Society and a member of the Division, the application for which will require proof of qualification.

the duty of the Division Honorary Secretary to inform the Honorary General Secretary of the names of the candidates so admitted.

~~49.~~ In every case where a Division Committee shall not admit an applicant it shall be the duty of the Division Secretary to report the name of the applicant to the next meeting of the Trustees, together with a statement of the grounds on which admission has been withheld, whereupon the Trustees shall decide whether the applicant shall be admitted and the decision of the Trustees shall be final and binding.

~~50.~~40. If the membership of a Division shall fall below fifty, a ~~General Meeting~~general meeting of the Division shall be held to consider abolition of the Division.

~~51.~~41. (1) If at any time it is desired to abolish any Division or Divisions, to subdivide any Division, or to amalgamate two or more Divisions, a ~~Meeting~~meeting of the Division or Divisions concerned shall be called for the purpose of considering a resolution to abolish or to subdivide, or to amalgamate the Division or Divisions as the case may be.

(2) Resolutions passed at any such meeting shall be reported by the Division ~~Honorary Secretary or Honorary Secretaries~~Committee concerned to the next ~~Meeting~~meeting of the Trustees, and, if approved by the Trustees, the resolutions shall immediately take effect. But should the Trustees formally express disapproval of any or all of the said resolutions, these resolutions shall be considered by a General Meeting of the Society. The decision of this ~~Meeting~~meeting shall be final and binding.

~~52.~~42. The Trustees shall grant to each Division permission to incur such expenditure and expenses as may be necessary for the work of the Division, ~~the amount of such expenditure to be determined by the Trustees on an annual basis following the submission by the Division of a business plan outlining the activities and expenditure requirements of the Division.~~ No Division may incur expenditure and expenses beyond the estimated level of income for that Division or any reserves that the Division may have accrued. ~~The Division Committee shall be responsible for keeping proper accounts of all monies expended and shall provide to the Trustees such financial information as may be required in order that proper Annual Accounts can be prepared and audited, unless permission is sought for their use under the criteria determined by the Trustees.~~

~~53.~~ Subject to the approval of the Trustees, a Division may, by resolution at a ~~General Meeting~~general meeting of the Division properly convened and held, impose or vary a fee payable in respect of membership of the Division. Any imposition or change of fee shall be submitted for approval

~~43.~~ by the Trustees, by ~~31st August~~30th April of the year previous to that in which the imposed or changed fee will operate.

~~54.~~44. A Division shall have ~~Rules~~rules, and it shall be the duty of the Committee of a newly formed Division to prepare ~~Rules~~rules for the Division. All such ~~Rules~~rules shall be subject to the Charter, Statutes and Rules of the Society, and shall be in a form approved by the Trustees. The ~~Rules~~rules of a Division may provide for the establishment and conduct of ~~Groups~~groups of ~~Members~~members of the Division in particular places, and of other forms of organisation of ~~Members~~members of the Division. To have effect, any Division ~~Rule~~rule shall have been approved at a ~~Meeting~~meeting of the Division called for the purpose and shall have been approved by the Trustees

~~55.~~45. Each Division shall present an ~~Annual Report~~annual report, to be contained within the Society's ~~Annual Report~~annual report and made available to all Members.

## Special Groups

### Special Groups

~~56.~~ (1) The proposal to form a new Special Group must be made by at least twenty ~~Fellows, Associate Fellows or Chartered Members~~ members themselves working in the field concerned, and shall be made by them in ~~writing~~ Writing to the Trustees, giving reasons for the proposal and stating the aims and purposes intended for the proposed Special Group and the qualifications to be required of ~~Members~~ members of the Special Group.

~~(2)~~ 46. If approved by the Trustees, notice of the proposal, together with a statement of the qualifications to be required, shall be given to Members of the Society. Members who believe themselves to be qualified and wish to become ~~Members~~ members of the Special Group if formed shall be invited to notify the Trustees, stating their qualifications.

~~(3)~~ (2) If the Trustees shall find that one per cent or more of the Members recorded in the ~~Annual Report~~ annual report presented by the Trustees at the last Annual General Meeting desire to become members of the Special Group and are qualified, the proposal that the new Special Group be formed shall be put to the vote at a General Meeting of the Society called for that purpose.

~~57.~~ 47. The ~~First Meeting~~ first meeting of a Special Group, formation of which has been approved by the Society in General Meeting, shall be convened by the ~~Honorary General Secretary~~ Chief Executive. Notice of the meeting shall be given to those Members who have applied to become ~~Members~~ members of the Special Group and have been found to be suitably qualified by the Trustees. ~~The Chair, Honorary Secretary (or Honorary Secretary-Treasurer)~~ The chair and Committee ~~committee~~ of the Special Group shall be nominated, ~~and~~ and elected ~~and appointed~~ by this First Meeting ~~the members at the first meeting~~.

~~48.~~ After the ~~First Meeting~~ first meeting of a new Special Group, any Member considering themselves qualified and wishing to become a ~~Member~~ member of the Special Group ~~shall apply as set out in Rule 49.~~

~~49.~~ To become a member of a Special Group after the first meeting of the Division, a Member shall apply for admission to the Honorary Secretary of the Special Group stating their qualifications. ~~If the that~~ Special Group ~~Committee, at a meeting of the through the Society's application process.~~

~~58.~~ 50. A person not already a Member of the Society may stand for admission as a member of a Special Group ~~Committee, at the same time that they stand for admission as a Member of the Society, but such a candidate shall approve the application they shall admit~~ not be deemed admitted as a member of the Special Group unless they are admitted as both a Member of the Society and a member of the Special Group.

~~the applicant and it shall be the duty of the Special Group Honorary Secretary to inform the Honorary General Secretary of the names of the candidates so admitted.~~

~~59.~~ In every case where a Special Group Committee shall not admit an applicant, it shall be the duty of the Special Group Secretary to report the name of the applicant to the next meeting of the Trustees, together with a statement of the grounds on which admission has been withheld, whereupon the Trustees shall decide whether the applicant shall be admitted and the decision of the Trustees shall be final and binding.

~~60.51.~~ If the membership of a Special Group shall fall below fifty, a ~~General Meeting~~general meeting of the Special Group shall be held to consider abolition of the Special Group.

~~61.52.~~ (1) If at any time it is desired to abolish any Special Group or Special Groups, to subdivide any Special Group, or to amalgamate two or more Special Groups, a ~~Meeting~~meeting of the Special Group or Special Groups concerned shall be called for the purpose of considering a resolution to abolish, or to subdivide, or to amalgamate the Special Group or Special Groups as the case may be.

(2) Resolutions passed at any such meeting shall be reported by the Special Group ~~Honorary Secretary or Honorary Secretaries~~Committee concerned to the next ~~Meeting~~meeting of the Trustees, and,

if approved by the Trustees, the resolutions shall immediately take effect. But should the Trustees formally express disapproval of any or all of the said resolutions, these resolutions shall be considered by a General Meeting of the Society. The decision of the General Meeting shall be final and binding.

~~resolutions shall be considered by a General Meeting of the Society. The decision of this Meeting shall be final and binding.~~

62.53. (1) If at any time it is desired to redesignate a Special Group as a Division, a ~~General Meeting~~general meeting of the Special Group concerned shall be called for the purpose of considering a resolution to redesignate the Special Group and to approve revised qualifications for new members wishing to join the Special Group once it is redesignated as a Division.

(2) Resolutions passed at any such meetings shall be reported by the Special Group ~~Honorary Secretary concerned~~Committee to the ~~next meeting of the~~ Trustees and, if approved by the Trustees, the resolution that the Special Group concerned be redesignated a Division, with revised qualifications for new members wishing to join the redesignated Division, shall be put to the vote at a General Meeting of the Society called for the purpose.

~~(3)~~(2) If the resolution to redesignate a Special Group as a Division is approved by the Society in General Meeting, the members of the former Special Group shall become the members of the redesignated Division, and the ~~Chair, Honorary Secretary (or Honorary Secretary-Treasurer)~~chair, and Committee of the Special Group shall become ~~the Chair, Honorary Secretary (or Honorary Secretary-Treasurer)~~Chair and Committee of the redesignated Division, whereafter the ~~provisions of Rule 54~~Rules relating to Divisions shall apply.

63.54. The Trustees shall grant to each Special Group, permission to incur such expenditure and expenses as may be necessary for the work of the Special Group, the amount of such expenditure to be determined by the Trustees on an annual basis following the submission by the Special Group of a business plan outlining the activities and expenditure requirements of the Special Group. No Special Group may incur expenditure and expenses beyond the estimated level of income for that Special Group or any reserves that the Special Group may have accrued, unless permission is sought for their use under the criteria determined by the Trustees.

~~any reserves that the Special Group may have accrued. The Special Group Committee shall be responsible for keeping proper accounts of all monies expended and shall provide to the Trustees such financial information as may be required in order that proper Annual Accounts can be prepared and audited.~~

64.55. Subject to the approval of the Trustees, a Special Group may, by resolution at a ~~General Meeting~~general meeting of the Special Group properly convened and held, impose or vary a fee payable in respect of membership of the Special Group. Any imposition or change of fee shall be submitted for approval by the Trustees, by ~~31 August~~30<sup>th</sup> April of the year previous to that in which the imposed or changed fee will operate.

65.56. A Special Group shall have ~~Rules~~rules, and it shall be the duty of the Committee of a newly formed Special Group to prepare ~~Rules~~rules for the Special Group. All such ~~Rules~~rules shall be subject to the Charter, Statutes and Rules of the Society, and shall be in a form approved by the Trustees. The rules of a Special Group may provide for the establishment and conduct of groups of members of the Special Group in particular places, and of other forms of organisation of members of the Special Group. To have effect, any Special Group rule shall have been approved at a meeting of the Special Group called for the purpose and shall have been approved by the Trustees.

66.57. Each Special Group shall present an ~~Annual Report~~annual report, to be contained within the Society's ~~Annual Report~~annual report and made available to all Members.

## ~~Honorary Appointments~~

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### Honorary Appointments

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~~67.58.~~ The Trustees may appoint their own members, or ~~other~~ Members of the Society, or such other persons as the Trustees deem fit, to such other positions within the Society as the Trustees may from time to time decide to establish, ~~tenure of and may remove~~ any such ~~position being determined by the Trustees~~ person from any such role at any time.

Editors

### Decision-making by Trustees

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#### 59. Trustees to take decisions collectively

- (1) Any decision of the Journals Trustees must be either:
  - (a) by decision of a majority of the Society shall be Members of the Society Trustees present and shall be appointed by voting at a quorate Trustees' meeting (subject to Rule 64); or
  - (b) a decision taken in accordance with Rule 65.

#### 60. Calling a Trustees' meeting

- (1) The Chair may (and the Chair must at the Committee duly authorised by request of any three Trustees) call a Trustees' meeting.
- (2) A Trustees' meeting must be called by at least seven clear days' notice unless either:
  - (a) all the Trustees for a term agree; or
  - (b) urgent circumstances require shorter notice.
- (3) Notice of Trustees' meetings must be given to each Trustee.
- (4) Every notice calling a Trustees' meeting must specify:
  - (a) the day and time of the meeting;
  - (b) the place where all the Trustees may physically attend the meeting (if any);
  - (c) if it is anticipated that Trustees participating in the meeting will not exceeding six years. Such an appointment having been held shall not be renewable in the same place, how it is proposed that they should communicate with each other during the six years next meeting.
- (5) Notice of Trustees' meetings need not be in Writing.
- (6) Notice of Trustees' meetings may be sent to an email address provided by the Trustee for the purpose.

#### 61. Participation in Trustees' meetings

- (1) Subject to the Statutes, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
  - (a) the meeting has been called and takes place in accordance with these Rules; and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing, electronic facilities and/or electronic platforms).
- (2) In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other. For the avoidance of doubt, a Trustee participating in a meeting via telephone or other communication in accordance with Rule 61(1)(b) shall be treated as

being present in person at the meeting for all purposes (including, without limitation, for the purposes of any provisions of the Rules relating to the quorum for the meeting).

- (3) If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **62. Quorum for Trustees' meetings**

- (1) At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than two, and unless otherwise fixed it is one-third of the total number of Trustees or five Trustees (whichever is greater).
- (3) If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to appoint further Trustees.

## **63. Chairing of Trustees' meetings**

The Chair, if any, or in their absence, the President, or in their absence the President-Elect, or in their absence, another Trustee nominated by the Trustees present shall preside as chair of each Trustees' meeting.

## **64. Casting vote**

- (1) If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote they may have.
- (2) Rule 64(1) does not apply if, in accordance with these Rules, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **65. Decisions without a meeting**

- (1) A decision is taken in accordance with this Rule when a 75% majority of all of the Trustees who are eligible to vote on the matter indicate to each other by any means (including without limitation by electronic means, such as by email or by telephone) that they share a common view on a matter.
- (2) Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by a Trustee or to which a Trustee has otherwise indicated agreement in Writing.
- ~~68-~~(3) A decision which is made in accordance with this Rule shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following- conditions are complied with:

- (a) approval from Trustees must be received by one person being either such person as all the Trustees have nominated in advance for that purpose or such other person as volunteers if necessary (the "Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;
- (b) following receipt of responses from the eligible Trustees, the Recipient must communicate to all of the Trustees (by any means) whether the resolution has been formally approved by a 75% majority of the Trustees in accordance with this Rule;
- (c) the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
- (d) the Recipient must prepare a minute of the decision.

## **66. Conflicts of interest**

### **Declaration of interests**

- (1) A Trustee must declare the nature and extent of:
  - (a) any direct or indirect interest which they have in a proposed transaction or arrangement with the Society; and
  - (b) any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of the Society or their duties to the Society.

### **Participation in decision-making**

- (2) If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Society, they are entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.
- (3) If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Society, they may participate in the decision-making process and may be counted in the quorum and vote unless:
  - (a) the decision could result in the Trustee or any person who is Connected with them receiving a benefit other than:
    - (i) any benefit received in his, her or its capacity as a beneficiary of the Society and which is available generally to the beneficiaries of the Society;
    - (ii) the payment of premiums in respect of indemnity insurance effected in accordance with Article 4(12) of the Charter;
    - (iii) payment under the indemnity set out at Article 16 of the Charter; and
    - (iv) reimbursement of expenses; or
  - (b) a majority of the other Trustees participating in the decision-making process decide to the contrary; in which case they must comply with Rule 66(4).
- (4) If a Trustee with a conflict of interest or conflict of duties is required to comply with this Rule 66(4), they must:
  - (a) take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;
  - (b) not be counted in the quorum for that part of the process; and
  - (c) withdraw during the vote and have no vote on the matter.

### **Continuing duties to the Society**

- (5) Where a Trustee has a conflict of interest or conflict of duties and the Trustee has complied with their obligations under this Rule 66 in respect of that conflict:
  - (a) the Trustee shall not be in breach of their duties to the Society by withholding confidential

information from the Society if to disclose it would result in a breach of any other duty or obligation of confidence owed by the Trustee; and

- (b) the Trustee shall not be accountable to the Society for any benefit expressly permitted under the Charter and Statutes which the Trustee or any person Connected with the Trustee derives from any matter or from any office, employment or position.

**67. Register of Trustees' interests**

The Trustees must ensure a register of Trustees' interests is kept.

**68. Validity of Trustee actions**

All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in their appointment or that the Trustee was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

**69. Trustees' discretion to make further rules**

Subject to the Charter, Statutes and these Rules, the Trustees may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded.



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