

THE POLITICAL STUDIES ASSOCIATION OF THE UNITED KINGDOM BYE-LAWS

(Adopted by the Executive Committee 25/01/2019 and amended on 19 March 2021)

1. Introduction

These Bye-laws were adopted by the Executive Committee (EC) at a meeting held on 25/01/2019 and amended on 19 March 2021 in accordance with **Article 21** of the Articles of the Company.

2. Definitions

2.1 Expressions defined in the Articles have the same meaning as in these Bye-laws, unless the context otherwise requires.

2.2 References to 'Regulations' are to regulations in these Bye-laws.

3. Members

A. Applications for Membership

3.1 Any person wishing to become a member of the Company must apply using the online membership application form.

3.2 Notwithstanding the different membership application forms on the Political Studies Association (PSA) website, and the different membership subscription levels set by the Executive Committee and made publicly available on the PSA website (or otherwise available on request), members who join the PSA via the Individual Academic Category, Early Career Network (ECN) Category, Retired Category or Unwaged or/Unemployed HE Academic Category shall be Members of the Company and have equal rights as members, including the right to vote at general meetings. Individuals or organisations outside of those four categories, namely individuals in the Schools Category, Wider Public Category and Students Category, are not Members of the Company, and thus do not have the right to vote, for example, at general meetings or in trustee elections.

B. Membership Subscriptions

Authority to set the subscriptions

3.3 The membership subscriptions prescribed by the Executive Committee in accordance with **Article 6.3**, shall be made publicly available on the PSA website (or otherwise available on request), and updated from time to time as the Executive Committee in its absolute discretion sees fit.

3.4 The Executive Committee will review the membership subscription levels from time to time. The Executive Committee may increase the subscription levels as it considers appropriate in the interests of the Company. Any decisions taken in relation to subscription levels shall be recorded in the minutes of the meeting of the Executive Committee.

C. Members' Meetings

Annual Assembly

3.5 The Executive Committee will normally hold an Annual Assembly every year which will serve as the AGM of the association.

3.6 As provided by **Article 7.1** the AGM may be held at such time and place as the Executive Committee shall appoint.

3.7 As provided by **Article 7.2** the business to be conducted at an AGM will be determined by the Executive Committee but may include presentation of draft or final accounts of the Company for consideration by the members.

Annual conference

3.8 The Executive Committee will normally organise an annual conference of the Company to be held on such date and at such place as the Executive Committee shall determine.

4. Executive Committee

A. Benefits to EC Members

4.1 **Article 5** sets out the benefits that may be provided to members of the Company and EC Members.

4.2 Notwithstanding the provisions of **Article 5**, no EC Member (or any person connected to an EC Member) may receive any payment or other material benefit from the Company save where 75% or more of the EC Members present at a meeting where such payment or benefit is proposed have voted in favour of such payment or benefit.

4.3 Where goods or services are supplied to the Company by an EC Member, or person connected to an EC Member, in return for a payment or other material benefit pursuant to **Article 5.3**, the provision of the goods or services must be reviewed annually by the Executive Committee at a meeting held in accordance with the requirements of **Article 12.9** to ensure that such provision continues to be in the best interests of the Company.

4.4 A person 'connected to an EC Member' for the purposes of **Regulations 4.2 and 4.3** includes, but is not limited to, a university department where the EC Member works.

4.5 No individual member of the Executive Committee shall have international travel funded on PSA business more than once every two years. (If an event is co-badged or co-funded by the PSA, then the rule will not necessarily apply.)

B. Composition and appointment of the Executive Committee

4.6 The maximum number of EC Members set in accordance with **Article 11.2** is sixteen and the minimum number of EC Members is six.

4.7 Any elected trustee can serve for up to a total of two elected terms of three years and one year as a co-opted member (Max 6 +1 years) but must then stand down from the Executive Committee for one full term (i.e., three years). Trustees can be co-opted to the executive for a maximum period of one year before having a break of at least one year before undertaking another co-option. A Lay EC Member shall hold office for a term of three years (and may serve for a second term of three years if reappointed), save that a Lay EC Member who serves as Honorary Treasurer under **Regulation 4.13** shall hold office for a term ending on the third Appointments Meeting following his or her appointment as Honorary Treasurer.

Elected EC Members, Honorary Secretary and Honorary Treasurer

4.8 No less than four Months prior to an Appointments Meeting the Members shall be notified in writing of the posts of Elected EC Members, Honorary Secretary and Honorary Treasurer due to fall vacant at that Appointments Meeting and the name and address of the Returning Officer appointed by the Executive Committee to conduct the election.

4.9 No person shall qualify as a nominee for the post of Elected EC Member, Honorary Secretary or Honorary Treasurer unless he or she is eligible for appointment under **Article 11.4** (except in relation to an appointment to the post of Honorary Treasurer made by the Executive Committee under **Regulation 4.13**, in which case the requirement under **Article 11.4** shall not apply) and the following documents have been delivered to the Returning Officer no later than three months prior to the relevant Appointments Meeting:

4.9.1 written notice of his or her nomination signed by two other Members;

4.9.2 written agreement to serve in such office if appointed, signed by the nominated Member; and

4.9.3 particulars of the nominated Member which would, if he or she were so appointed, be required to be included in the register of EC Members.

4.10 The Executive Committee may from time to time set and vary criteria for the post of Honorary Treasurer consistent with the role description at **Regulation 5.1**. The Executive Committee shall determine whether a nominee for the posts of Elected EC Member, Honorary Secretary or Honorary Treasurer is qualified to fulfil the post for which he or she is seeking appointment and, in particular (but without limitation) whether a nominee for the post of Honorary Treasurer satisfies any criteria set under this Regulation.

4.11 If the number of relevant qualified nominees for the posts of Elected EC Member, Honorary Secretary and Honorary Treasurer exceeds the number of vacancies a Members' Ballot shall be conducted for the relevant vacancy or vacancies under **Regulations 4.16-4.18**.

4.12 If the number of relevant qualified nominees for the posts of Elected EC Member, Honorary Secretary and Honorary Treasurer does not exceed the number of vacancies, those nominated, if qualified, shall be appointed at the Appointments Meeting when such vacancy arises. If the number of relevant qualified nominees is less than the number of vacancies the Executive Committee shall also invite Members to put forward further nominations in accordance with such procedure as the Executive Committee shall determine (save in respect of the post of Honorary Treasurer where **Regulation 4.13** shall apply).

4.13 If in the reasonable opinion of the Executive Committee there are no relevant qualified nominees for the post of Honorary Treasurer who met the criteria referred to at **Regulation 4.10**, the Executive Council may appoint a Lay EC Member to serve as Honorary Treasurer in accordance with **Article 11.18**.

Temporary vacancies

4.14 If a post of Elected EC Member, Honorary Secretary or Honorary Treasurer falls vacant other than at an Appointments Meeting the Executive Committee shall fill the vacated office by electing a Member to serve until the next Appointments Meeting whereupon a vacancy for the remainder of the term of office for that post shall arise.

4.15 A Member appointed at an Appointments Meeting to fill a vacancy originally occurring under **Regulation 4.12** shall be appointed for the remainder of the term of office for that post.

Members' Ballots

The procedure for conducting a Members' Ballot (if required) shall be as follows: "Members' Ballot" means a ballot by single transferable vote of the members of the Company for Elected EC Members or a ballot by alternative vote for the positions of Honorary Secretary, Honorary Treasurer

and any by-elections for Elected EC Members. The procedure for conducting a Members' Ballot (if required) shall be as follows:

4.16 No later than six weeks after the closing date for receipt of nominations set pursuant to **Regulation 4.8** information regarding the Members' Ballot shall be made available to Members.

4.17 All voting must be completed no later than two weeks prior to the relevant Appointments Meeting.

4.18 The results of the Members' Ballot shall be announced at the next Appointments Meeting and those elected shall be appointed by the Executive Council to fill relevant vacancies as they arise.

Co-opted EC Members

4.19 The Executive Committee may (but shall not be obliged to) co-opt up to four EC Members in accordance with **Articles 11.3(f) and 11.15**.

4.20 In appointing Co-opted EC Members, the Executive Committee shall have regard both to any particular skills or expertise of the candidate and those that may be required by the Executive Committee.

Lay EC Members

4.21 The Executive Committee may (but shall not be obliged to) appoint up to three Lay EC Members in accordance with **Articles 11.3 and 11.17**. A Lay EC Member may serve as Honorary Treasurer in accordance with **Article 11.18** and **Regulation 4.13**).

4.22 In appointing Lay EC Members, the Executive Committee shall conduct such application process as it may from time to time determine, having regard both to any particular skills or expertise of the candidate and those that may be required by the Executive Committee.

4.23 There is no requirement that a Lay EC Member must be a Member of the Company before appointment, but each Lay EC Member shall become a Member of the Company on appointment. The Membership of a Lay EC Member shall terminate on the ceasing to be a Lay EC Member, unless he or she applies and is approved for Membership in accordance with **Article 6.2**.

Chair and Vice-Chair

4.24 The Executive Committee shall co-opt a Chair and a Vice-Chair in accordance with **Articles 11.6 to 11.8**.

4.25 In appointing the Chair and Vice-Chair, the Executive Committee shall have regard both to any particular skills or expertise of the candidate and those that may be required by the Executive Committee.

4.26 There is no requirement that the Chair or the Vice-Chair must be a Member of the Company before appointment, but each of the Chair and the Vice-Chair shall become a Member of the Company on appointment.

4.27 The call for nominations for Chair and Vice-Chair will be circulated to the PSA membership. A search committee made up of members of the EC, appointed by the Chair, may be established. The search committee will consider the nominations and short-list appropriate candidates. Candidates will be invited to make presentations to the EC. The EC will select the Chair and Vice-Chair by secret ballot using the STV method.

Chair of the Political Studies Association

The Chair of the PSA is the Chair of Trustees and also Chair of the Senior Leadership Team.

Direct Reporting: The Chief Executive Officer reports directly to the Chair.

Transfer of Funds to Chair's Department: The Chair's department should receive an annual payment of £7,500 for the lifetime of the Chair's appointment (three years). This sum will only be paid to academic departments and may only be spent on departmental, teaching or administrative activities.

Role Summary

The role of the Chair is to provide leadership and direction to the board of Trustees. The Chair's aim is to enable the board to fulfil its responsibilities for the overall governance and strategic direction of the PSA. The Chair will ensure that the PSA complies with its governing document, charity law, company law and any other relevant legislation or regulations and to make sure that the PSA pursues its objects as defined in its governing documents. The Chair's role is also to work in partnership with the Chief Executive/senior paid staff member and support the employees, helping them achieve the aims of the PSA; and to optimize the relationship between the board of Trustees and the staff. The Chair acts as a strategic ambassador for the PSA and as a figurehead for the profession. In addition to the general responsibilities of a Trustee, the Chair has a number of tasks specific to their role.

1. Main Responsibilities of the Chair

- Providing leadership for the board of trustees in their role of setting the strategic direction for the PSA in a manner that is in line with the Articles of the Association.
- liaising with other Learned Societies (within and beyond the social sciences and within and beyond the UK).
- planning the annual cycle of board meetings, setting the agendas, chairing and facilitating Executive Committee meetings, monitoring that decisions taken at board meetings are implemented, representing the PSA at appropriate events, working with other trustees to ensure the smooth and efficient running of the organization.
- reviewing and appraising the performance of the Chief Executive / senior paid staff member.
- sitting on appointment panels as required - acting as final stage adjudicator for disciplinary and grievance procedures if required attending and being a member of other committees or working groups when appropriate in role as Chair.

2. Qualities of a Chair

Commitment to the organization; intellectual standing and position within the profession; proven leadership ability; integrity, strategic vision and independent judgement; willingness and ability to devote the necessary time and effort to their duties as Chair and trustee; ability to take decisions for the good of the PSA; good communication skills; tact and diplomacy; -willingness to speak one's mind and listen to the views of others; an ability to work effectively as a member of a team; an understanding of the legal responsibilities and liabilities of a trustee.

Vice-Chair of the Political Studies Association

The Vice-Chair of the PSA is a member of the EC and of the Senior Leadership Team.

Role Summary

The role of the Vice-Chair is to aid the Chair by providing strategic and practical support. The Vice-Chair will fulfil the roles of the Chair in the Chair's absence. The Vice-Chair will take on specific jobs of work as agreed between the Chair and Vice-Chair. The Vice-Chair will be a key member of the Senior Leadership Team and will be fully involved in all of the organisation's major decisions.

1. Main Responsibilities of the Vice-Chair

- Support the Chair in designing strategy and implementing three-year plans.
- Undertake the roles of the Chair in the Chair's absence.
- Undertake specific jobs of work as agreed between the Chair and Vice-Chair.
- Serve on the Senior Leadership Team.
- Provide support to members of the EC regarding their allocated portfolios.
- Review the implementation of the PSA's strategy documents.

2. Qualities of a Vice-Chair

Commitment to the organization; intellectual standing and position within the profession; proven leadership ability; integrity, strategic vision and independent judgement; willingness and ability to devote the necessary time and effort to their duties as Vice-Chair and trustee; ability to take decisions for the good of the PSA; good communication skills; tact and diplomacy; willingness to speak one's mind and listen to the views of others; an ability to work effectively as a member of a team; an understanding of the legal responsibilities and liabilities of a trustee.

5. Honorary Officers

5.1 The Honorary Treasurer shall:

5.1.1 oversee and present budgets, accounts, management accounts and financial statements to the Executive Committee after discussion with the Chief Executive Officer and finance officer, where applicable;

5.1.2 ensure that proper accounts and records are kept, ensuring financial resources are spent and invested in line with the Company's policies, good governance, legal and regulatory requirements;

5.1.3 be instrumental in the development and implementation of financial, reserves and investment policies;

5.1.4 liaise, where applicable, with the Chief Executive Officer, Finance Sub-committee or other appropriate persons responsible for the financial activities of the Company;

5.1.5 lead on issues relating to the Finance portfolio in line with standing orders and terms of reference, and report back to the Executive Committee;

5.1.6 liaise with the Company's auditors or independent examiner, where appropriate;

5.1.7 monitor and advise on the financial viability of the Company after liaising with the Company's auditors;

5.1.8 create sound financial instruments for the control of the Company's assets;

5.1.9 implement and monitor that specific financial controls and systems are in place and are adhered to;

5.1.10 advise on the financial implications of the Company's strategic plan;

5.1.11 liaising with the Honorary Secretary and Chief Executive Officer, where applicable, to ensure that the Company's annual accounts are compliant with the current Charities SORP;

5.1.12 act as a counter-signatory on Company cheques and any applications for funds;

5.1.13 maintain sound financial management of the Company's resources, ensuring expenditure is in line with the Company's objects;

5.1.14 contribute to the fundraising strategy of the Company.

5.2 The Honorary Secretary shall:

5.2.1 ensure that all meetings comply with the requirements of the governing document;

5.2.2 arrange and administer Executive Committee meetings in line with legal, and other regulatory requirements, and in accordance with the governing document in partnership with the Chief Executive Officer;

5.2.3 advise and guide the Executive Committee of any legal and regulatory implications of the Company's strategic plan;

5.2.4 act as the custodian of the governing document, in liaison with the Executive Committee, reviewing its appropriateness and monitoring that the Company's activities reflect the objects set out in the governing document;

5.2.5 act as the holder of statutory registers and books, and other legal and important documents such as insurance policies;

5.2.6 support the Executive Committee in fulfilling their duties and responsibilities, organising induction and ongoing training for EC Members;

5.2.7 ensure that Executive Committee decisions are implemented in accordance with the Company's governing document or other internal operational procedures;

5.2.8 be an initial point of contact for members and any other stakeholders and interested parties;

5.2.9 act as a counter signatory on Company cheques (including any electronic transactions) and any applications for funds, as necessary;

5.2.10 ensure the Company's stationery, including electronic communications (emails, websites etc), orders, invoices, cheques and other relevant documents include all the details required under company law and, if applicable, charity law and/or VAT law;

5.2.11 manage various other functions of the Company, including estates, personnel, finance, pensions, and data protection, as delegated.

5.3 Neither office may be remunerated.

6. Honorary Roles

6.1 **Article 13.1(b)** provides that the Executive Committee may appoint any person to an honorary role on such terms as the Executive Committee see fit.

6.2 The Executive Committee may appoint and shall be entitled to remove a President and a panel of Vice-Presidents to which among others former Chairs of the Company shall be eligible for appointment.

6.3 The Executive Committee shall be entitled to determine the length of appointment of the Vice-Presidents. The length of service of a President shall be three years.

6.4 The President and Vice-Presidents shall assist and act as advisers to the Executive Committee in such manner as may be required by the Executive Committee and shall have no other constitutional function in relation to the Company.

7. Authorised signatories

7.1 All cheques and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time determine; provided that all cheques over £5,000 shall be signed by not less than two authorised signatories one of which shall be an EC Member.

7.2 Notwithstanding the provisions of the Companies Acts, documents or deeds relating to transactions over £5,000 shall be executed by two EC Members.

7.3 For payments over £5,000 made by an officer through the online banking system for which the budget has not already been approved by the EC or the senior leadership team, written approval from at least two members of the SLT (not including the CEO) will be required.

8. Conflicts of interest policy

Background

8.1 Decisions by charity trustees must be influenced only by consideration of the charity's best interests. Accordingly, for transparency and good governance, any other interest of members, trustees and others of certain position within a charity which could be seen as (or which could give rise to) a conflict of interest ought to be disclosed and put to one side. It is therefore regarded as good practice for charities to keep a Register of Trustees' Interests and also to adopt a procedure for dealing with the conflicts of interest (if any) of members and trustees.

8.2 The EC Members have resolved to meet this good practice standard and also to deal with the conflicts of interest of the Company's staff by adopting as the Company's policy the rules set out in this paper.

Conflicts Register

8.3 The Company's Conflicts Register will be kept by the Chief Executive Officer in the form of a loose-leaf file. It will contain the original Conflicts of Interest Statements made pursuant to this policy.

8.4 The Conflicts Register will be available to EC Members, the Company's auditors and such other persons as the Executive Committee shall approve.

Conflicts of Interest Statements

8.5 The following persons shall be required to complete a Conflicts of Interest Statement ("CIS"):

8.5.1 EC Members;

8.5.2 the Chief Executive Officer of the Company;

8.5.3 such other persons as the Executive Committee shall require to complete a CIS.

8.6 Members of the Company shall not be required to complete a CIS unless they fall within one of the categories in **Regulation 8.5** above.

8.7 A person required to complete a CIS shall do so:

8.7.1 within one month of his/her appointment; and

8.7.2 at the end of each financial year of the Company.

General Meetings

8.8 A member of the Company attending a general meeting (i.e., AGM or EGM):

8.8.1 should declare at the beginning of the relevant item of business any matter in which s/he is *personally* interested;

8.8.2 may participate in the debate on the matter only if the majority of members at the meeting agree; and

8.8.3 may not vote on that matter.

Other meetings

8.9 An EC Member or other individual participating (in whatever capacity) in any other meeting:

8.9.1 should declare at the beginning of the relevant item of business any matter in which s/he is interested (or which a member of his or her family is interested);

8.9.2 must withdraw from the meeting whilst that matter is discussed unless expressly invited to remain solely in order to provide information; and

8.9.3 may not vote on or be present during any vote on that matter.

8.10 All decisions involving a conflict of interest will be recorded by the relevant secretary of the meeting and reported in the minutes.

8.11 Independent external moderation may be used where conflicts cannot be resolved through the usual procedures. In the case of grave or repeated conflicts of interest between the Company and an EC Member or other relevant individual, it may be that, in the best interests of the Company, the individual has no option but to resign from his or her position.

Staff

8.12 Conflicts of interests for members of the Company's staff (other than the Chief Executive Officer) will be addressed as part of their contract of employment.