

The Charter of Incorporation

Elizabeth the Second by the Grace of God of Great Britain and Northern Ireland and of Her other Realms and Territories Queen Head of the Commonwealth Defender of the Faith:

To all whom these Presents shall come Greeting:

Whereas the unincorporated Association commonly known as The Association for Science Education has petitioned Us for a Charter of Incorporation.

And whereas we are minded to comply with the prayer of such Petition:

NOW THEREFORE WE by virtue of Our Royal Prerogative in that behalf and of all others powers enabling Us so to do of Our special grace certain knowledge and mere motion do hereby for Us Our Heirs and Successors will grant, direct, appoint and declare as follows:

The Association for Science Education

- 1 The persons now members of the said Association and all such persons as may hereafter become members of the Body Corporate or Corporation hereby constituted pursuant to or by virtue of the powers granted by these Presents and their successors shall for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one Body Corporate and Politic by the name of The Association for Science Education (hereinafter referred to as The Association) and by the same name shall have perpetual succession and a Common Seal with power to break alter and make anew the said Seal from time to time at their will and pleasure and by the same name shall and may sue and be sued in all Courts and in all manner of actions and suits and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

Objects and powers of the Association for Science Education

- 2 The objects and purposes for which The Association is hereby constituted are the promotion of education by the following means:
 - (a) by improving the teaching of science and
 - (b) by providing an authoritative medium through which opinions of teachers of science may be expressed on educational matters and
 - (c) by affording means of communication among all persons and bodies of persons concerned with the teaching of science in particular and with education in general.
- 3 The Association may promote its said objects by:
 - (a) holding general and other meetings and
 - (b) publishing journals and any other literature including literature in electronic formats concerned with the teaching of science and ancillary matters and
 - (c) establishing and maintaining a centre or centres of administration and of information on all or any aspects of science education and
 - (d) registering those applicants who so qualify as Chartered Science Teachers and allowing them the use of appropriate postnominals and
 - (e) co-operating under licence with the Science Council or any successor body in the maintenance of the Chartered Science Teacher Section of the Register of Chartered Scientists or subject to the approval of the Privy Council, maintaining the Association's own Register of Chartered Science Teachers in the event of the cessation of such licence *and*

- (f) developing and applying a code of professional conduct for Registrants and providing an enquiry and disciplinary process in respect of those against whom complaints may be laid and
 - (g) removing from the Register those Registrants against whom any complaints about their professional conduct are proved and
 - (h) providing a right of appeal to the President of the Association against any decisions of the Council in respect of refusal to register (although only for process and not for the substantive decision) and in respect of disciplinary matters both only at the discretion of the Council and
 - (i) adopting and applying a code on diversity to ensure access for all qualified individuals especially ones from under-represented groups and
 - (j) such other means as the Association may from time to time determine and which shall be consistent with the charitable objects of the Association.
- 4 The income and property of The Association shall be applied solely towards the promotion of the objects of The Association. The Association shall not carry on any trade or business or engage in any transaction with a view to the pecuniary gain or profit of the members thereof. In particular The Association shall not act as a Trade Union and shall not pursue any of the following objects:
- (i) the regulation of the relations between employers and employees or between employees and employees or employers and employers or
 - (ii) the imposing of restrictive conditions on the conduct of any trade business or profession or
 - (iii) the provision of other pecuniary benefits for members.
- 5 The members of The Association shall not have any personal claim on any property of The Association and no portion of the income or property of The Association shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to persons who at any time are or have been members of The Association or to any of them provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or employee of The Association in return for any services rendered to The Association.

Matters in respect of real and personal property

- 6.1 We do also hereby for Us Our Heirs and Successors license authorise and for ever hereafter enable the Body hereby incorporated or any persons or person on its behalf to acquire for the purposes of The Association any lands tenements or hereditaments or any interest in any lands tenements or hereditaments whatsoever and to hold the same in perpetuity or otherwise and from time to time (subject to all such consents as are by law required) to grant demise alienate or otherwise dispose of the same or any part thereof.
- 6.2 And We do also hereby for Us Our Heirs and Successors give and grant our licence to any person and any Body Politic or Corporate to assure in perpetuity or otherwise or to demise or devise to or for the benefit of The Association any lands tenements or hereditaments whatsoever or any interest in any lands tenements or hereditaments within Our United Kingdom of Great Britain and Northern Ireland.
- 7 The property and moneys of the existing Association including any property and moneys held on behalf of or in trust for the existing Association by any person or persons or body politic or corporate and including the Association's subsidiary Science Education Services Ltd. shall from the date of these Presents become and be deemed to be the property and moneys of The Association and shall as soon as may be formally transferred to The Association or such person or persons on its behalf as the By-laws may prescribe.
- 8 In the investment of moneys belonging to or held by The Association and applicable for the general purposes of The Association The Association shall seek such advice as it

may see fit and shall take into account the law relating to charitable investment applicable at the time of such investment. Subject as aforesaid no liability shall attach to any officer, employee or member of The Association in respect of any loss or depreciation of any investment so made as aforesaid and any investment may be varied from time to time at the discretion of The Association.

Membership and qualifications

- 9 There shall be such classes of members of The Association with such rights including voting rights privileges and obligations as the By-laws of The Association (hereinafter referred to as the By-laws) or the Rules of the Association (hereinafter referred to as the Rules) for the time being shall provide.
- 10 The qualifications method and terms of admission privileges and obligations including liability to expulsion or suspension of members of each of the classes respectively shall be such as the By-laws or the Rules for the time being shall direct. The power of election of persons seeking admission to any class of membership shall be vested in the Council (as hereinafter defined) whose responsibility it shall be to decide whether they have or have not fulfilled such conditions as are applicable to their case.

Meetings

- 11 The meetings of The Association shall be held at such times and for such purposes and shall observe such procedures as may be prescribed by or under the By-laws or the Rules.

Governance

- 12 There shall be a Council of The Association consisting of such number of members with such qualifications and to be elected or constituted as such members of Council in such manner and to hold office for such period and on such terms to seek re-election and otherwise as the By-laws or the Rules for the time being shall direct.
- 13 The first Council members after incorporation shall be those who have been elected to serve on the Council for the period during which incorporation shall take place. They shall respectively hold office as such until due election and coming into office of their successors in accordance with the By-laws and the Rules.
- 14 The direction and management of the Association and its affairs and business shall be vested in the Council subject to the provisions of these Presents and to the By-laws and to the Rules. The business of the Council shall be conducted in such manner as the Council may from time to time prescribe.
- 15 The Association shall have such Officers with such functions tenure and terms of office as the By-laws and the Rules may prescribe and such other officers and employees as the Council may from time to time appoint.
- 16 The Association in General Meeting held with due notice and otherwise in accordance with the By-laws and the Rules may make and from time to time revoke amend or add to the By-laws or the Rules as required for the regulation government and advantage of The Association its members and property and for the furtherance of the objects and purposes of The Association. Provided that no such By-Law revocation amendment or addition shall be repugnant to this Our Charter or to the Laws and Statutes of Our Realm and provided also that no such By-Law revocation amendment or addition shall take effect until the same has been allowed by the Lords of Our Privy Council of which allowance a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
- 17 The first By-laws and Rules to be made under these Presents shall be those made by the Voters of The Association and the By-laws shall be annexed hereto.
- 18 The Council may by a resolution in that behalf passed at any meeting by not less than two-thirds of the members of Council present and voting (being an absolute majority of the whole numbers of the members of the Council) and confirmed at an Extraordinary

General Meeting of The Association duly convened and held not less than one month or more than four months after the date of such meeting of the Council by not less than two-thirds of those present and voting alter amend or add to these Presents and such alterations amendment or additions shall when allowed by Us in Council become effectual so that these Presents shall thenceforward continue and operate as though they had been originally granted and made accordingly. This provision shall apply to these Presents as altered amended or added to in a manner aforesaid.

Winding Up

19 If the Association is wound up any property of the Association whatsoever which remains after the satisfaction of all debts and liabilities shall be paid or transferred to such other institution or institutions having exclusively charitable objects the same as or similar to those of the Association as the Association may by resolution of the meeting which resolves that the Association be wound up appoint or if no such institution can be found then to such other exclusively charitable object or objects as the Association may by such resolution as aforesaid appoint.

Conclusion

20 And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good firm valid and effectual according to the true intent and meaning of the same and shall be taken construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of The Association any mis-recital non-recital omission defect imperfection matter or thing whatsoever notwithstanding.

In Witness whereof We have caused Our Letters to be made Patent.

Witness Ourselves at Westminster this of Our Reign

By Warrant under the Queen's Sign Manual.

BY-LAWS

Definitions and Construction

1 In these By-laws:

(a) Each of the following expressions has where the context admits the meaning set against it:-

Expression	Meaning
The Association	The Association for Science Education constituted by Royal Charter
The Quality and Audit Committee	That Committee which shall be constituted independently of Council and shall report to the members in a General Meeting on the Council's stewardship of The Association's resources.
The Rules	The Rules of The Association annexed to these By-laws from time to time.
The Council	The Council of The Association as from time to time established under the Rules.
General Meeting	Any meeting of The Association other than a meeting for the purposes of professional development activity
The Chief Executive	The person appointed by the Council in accordance with the Rules to execute the business of The Association and whether or not known by that title.

(b) The headings appearing in these Presents and the Rules have been inserted for convenience only and shall not affect the interpretation or effect thereof.

The Quality and Audit Committee

2 There shall at all times be a Quality and Audit Committee whose purpose shall be to monitor the Council's management of the Association's resources and to report accordingly to the members in a General Meeting. The Committee shall have power to require the production of such information by the Council its Officers and the employees as the Committee shall consider necessary.

3 The Committee shall comprise not less than three nor more than five Members of the Association who shall not be members of Council save for the Council Representative. The power of appointing new or additional members of the Committee shall be vested in the members in a General Meeting save that Council shall exercise the power to appoint one of its members to the Committee as the Council Representative. In addition the Committee shall have power to co-opt up to two persons each year to serve on the Committee for that year who are not necessarily Members and whose expertise is

considered to be of value to the Committee. Such co-opted members of the Committee shall be advisers without voting rights.

- 4 No persons shall become members of the Quality and Audit Committee whether on the first or any subsequent occasion unless and until they signify their willingness to act as such by signing a written declaration to the effect that they accept that Office and are willing so to act.
- 5 No member of the Quality and Audit Committee shall hold Office as such for more than nine consecutive years. Any member may retire from Office earlier by giving one month's written notice to the Council of intention to do so, but any member who has held such Office for nine consecutive years shall then cease to hold Office whether or not notice has been given.
- 6 Any of the members may be removed by resolution of the Association passed in accordance with the Rules at a General Meeting of the Association.
- 7 Every matter falling to be determined by the Quality and Audit Committee shall be determined by a majority of the members present and voting on the question. In case of equality of votes the Chair of the meeting shall have a casting vote whether or not the Chair has previously voted on the same question but no member shall in any other circumstance give more than one vote. There shall be a quorum when three members (excluding co-opted members) are present in person at a meeting.

Registration as a charity

- 8 The members of the Council shall act on behalf of the Association as trustees for the purposes of registration of the Association as a charity with the Charity Commission for England and Wales and with the Office of the Scottish Charity Regulator as a charity. Furthermore, nothing in the Charter and these Bylaws shall authorise an application of the property of the charity for purposes which are not charitable in accordance with the Charities Act 2006 and the Charities and Trustee Investment (Scotland) Act 2005.

Register of Chartered Science Teachers

- 9 (a) The Association shall appoint annually a Registration Board which shall be responsible for recommending to Council:
 - the development and application of criteria for admission to the Register (based upon initial graduate qualifications expertise and experience appropriate to the role and status of good teachers of science and the commitments to undertake continuing professional development and to abide by a code of professional conduct) and
 - the acceptance or rejection of those applying for admission to the Register and
 - the decisions following its investigation of all complaints about Registrants and where appropriate
 - the decisions of the Disciplinary Committee.
- (b) The Registration Board shall comprise members of the Association who shall represent as far as possible all levels of and subjects within science teaching. The Board shall meet as often as maybe.
- (c) The Association shall appoint a Disciplinary Committee to hear at the request of the Registration Board evidence of complaints against Registrants and any explanations given by such Registrants and shall then make recommendations to the Board.

(d) The Disciplinary Committee shall comprise members of the Association who shall not be members of the Registration Board. The Association may also appoint two independent (non-Association) members. It may further appoint a legal advisor to give advice in respect of law and procedure but who shall not have a vote on the decisions about the cases under consideration.

Statement of Authority

10 A written statement purporting to be signed by the Chief Executive of the Association as to who are the Council members for the time being shall be conclusive evidence in favour of any person dealing with the Council that the persons named as the Council members in the statement are members of the Council for the time being.

Alteration to Rules

11 The Rules may be altered by any resolution carried in accordance with the Rules (including any provisions thereof relating to postal votes) at a General Meeting of the Association summoned and held in accordance with the Rules provided that such an alteration shall be invalid and of no force or effect in so far as it is:

- (i) inconsistent with the Royal Charter and By-laws, or
- (ii) prejudicial to the charitable status of The Association.