



**The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital
Articles of Association
Of**

Society for Applied Microbiology

Company number: 06462427 Registered charity number: 1123044

(as adopted by special resolution passed at an Annual General Meeting held on 10 July 2019)

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THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF Society for Applied Microbiology

1. NAME

1.1. The name of the company is the **Society for Applied Microbiology** (the “**Society**”).

2. DEFINITIONS AND INTERPRETATIONS

2.1. References to an Act of Parliament are references to that act as amended or re-enacted from time to time and to any subordinate legislation made under it.

2.2. In these Articles expressions not otherwise defined which are defined in the Act have the same meaning.

2.3. In these Articles the singular includes the plural and vice versa.

2.4. In these Articles:

“ Act ”	means the Companies Acts as defined in section 2 of the Companies Act 2006, in so far as they apply to the Society;
“ Address ”	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Society;
“ AGM ”	means an annual general meeting of the Society;
“ these Articles ”	means these Articles of association;
“ Board ” or “ Board of trustees ”	means, collectively, the people who are the trustees of the Society;
“ the Charities Act ”	means the Charities Act 2011;
“ Charity trustee ”	has the meaning prescribed by section 177 of the Charities Act;
“ Circulation Date ”	has the meaning prescribed by section 290 of the Act;
“ Clear Day ”	in relation to the period of notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
“ the Commission ”	means the Charity Commission for England and Wales or any body which replaces it;
“ Conflicted trustee ”	means a trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted trustee or a Connected Person

	stands to receive a benefit from the Society, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Society;
“Connected Person”	means, in relation to a trustee, a person connected with a director within the meaning of the Act or a person connected with a Society trustee or a trustee for a charity within the meaning of the Charities Act;
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
“EGM”	means an extraordinary general meeting of the Society;
“Electronic Form” and “Electronic Means”	have the meanings respectively prescribed to them in the Act;
“executed”	includes any mode of execution;
“Executive Committee”	Means the Board of trustees
“Financial Expert”	means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
“firm”	includes Limited Liability Partnership;
“Hard Copy Form”	has the meaning prescribed by the Companies Act 2006;
“indemnity insurance”	means insurance against personal liability incurred by any trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts to a criminal offence or the trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
“material benefit”	means a benefit, direct or indirect, which may not be financial but has monetary value
“Member” and “Membership”	refer to company Membership of the Society;
“month”	means calendar month;
“Objects”	“Objects” means the objects of the Society as defined in Article 4;
“Rules”	means the rules of the Society made pursuant to Article 12.4;
“Taxable Trading”	means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;
“trustee”	means a director of the Society and “trustees” means the directors;
“written” or “in writing”	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied, without limitation by, Hard Copy Form, Electronic Means or otherwise; and
“year”	means calendar year.

3. REGISTERED OFFICE

3.1. The registered office of the Society is in England and Wales.

4. OBJECTS

4.1. The objects for which the Society is established are to advance for the benefit of the public the science of microbiology, in its application to the environment, human and animal health, agriculture and industry (the "**Objects**").

4.2. This Article 4 may be amended by special resolution but only with the prior written consent of the Charity Commission.

5. POWERS

The Society has the following powers, which may be exercised only in promoting the Objects:

- 5.1. to hold, promote or support conferences, seminars, meetings, symposia, demonstrations and lectures, both in the UK and worldwide, which may be held and conducted by such suitable Electronic Means as the trustees decide;
- 5.2. to arrange for the publication and dissemination of the records and reports of the proceedings of the Society, or associated activities, in the form of books, pamphlets and bulletins or any other form of record which would promote the purposes of the Society;
- 5.3. to encourage the study and understanding of the subject of and the application of microbiology and/or associated activities by provision of grants or scholarships or other financial assistance to any charitable organisations, societies, associations, companies or persons undertaking such studies, both in the UK and worldwide;
- 5.4. to encourage the study and understanding of the subject of and the application of microbiology and/or associated activities by providing advice and informed opinion on educational policy, and access to educational activities;
- 5.5. to promote the use and uptake of research and knowledge in public and political forums so as to influence policy and practice by providing advice and informed opinion on the application of microbiology and how applied microbiology in, both in the UK and worldwide;
- 5.6. to provide advice;
- 5.7. to carry out research and to publish and distribute the useful results;
- 5.8. to provide, publish or distribute information;
- 5.9. to advertise in such manner as the trustees decide is expedient;
- 5.10. to co-operate with other bodies and to exchange information and advice with them;
- 5.11. to support, administer or set up other charities, both in the UK and worldwide;
- 5.12. to establish charitable trusts for any particular purposes of the Society and to act as trustee of any charity or special charitable trust whether established by the Society or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Society and may be conducive to its Objects;
- 5.13. to accept gifts and to raise funds and in its discretion to disclaim any particular contribution;
- 5.14. to receive and administer bequests and donations;
- 5.15. to borrow money and give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act) including entering into any related derivative arrangement, but only where the derivative arrangement is:
 - 5.15.1. ancillary to the transaction;
 - 5.15.2. an integral part of managing the Society's debt entered into in order to manage risk association with the transaction; and
 - 5.15.3. not a purely speculative transaction;
- 5.16. to acquire or hire property of any kind, and to alter and maintain any such property as may be required from time to time;

- 5.17. to sell, lease or otherwise dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 5.18. to make grants or loans of money and to give guarantees provided that where any payment is made to the treasurer or other proper official of a charity the receipt of such treasurer or official shall be a complete discharge to the trustees;
- 5.19. to set aside funds for special purposes or as reserves against future expenditure but only in accordance with a written policy about reserves;
- 5.20. deposit or invest in funds in any manner (but to invest only after obtaining such advice from a Financial Expert as the trustees consider necessary and having regard to the suitability of investments and the need for diversification) provided that the Society shall have power to retain any investments donated to it;
- 5.21. delegate the management of investments to a Financial Expert, but only on terms that:
 - 5.21.1. the investment policy is set down in writing for the Financial Expert by the trustees;
 - 5.21.2. timely reports of all transactions are provided to the trustees;
 - 5.21.3. the performance of the investments is reviewed regularly with the trustees;
 - 5.21.4. the trustees are entitled to cancel the delegation arrangement at any time;
 - 5.21.5. the investment policy and the delegation arrangement are reviewed at least once a year;
 - 5.21.6. all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the trustees on receipt; and
 - 5.21.7. the Financial Expert must not do anything outside the powers of the trustees;
- 5.22. to arrange for investments or other property of the Society to be held in the name of a nominee company acting under the direction of the trustees or controlled by a Financial Expert acting under their instructions and to pay any reasonable fee required;
- 5.23. to deposit documents and physical assets with a company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;
- 5.24. to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
- 5.25. to provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act;
- 5.26. subject to Article 6 to employ paid or unpaid agents staff or advisers;
- 5.27. to enter into contracts to provide services to or on behalf of other bodies;
- 5.28. to establish, hold shares in, or acquire subsidiary companies, other companies or entities and to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity for any of the Objects;
- 5.29. to operate nationally and internationally; and
- 5.30. to do anything else within the law which promotes, helps to promote or is conducive or incidental to the promotion of the Objects.

6. BENEFITS AND CONFLICTS FOR MEMBERS AND TRUSTEES

- 6.1. The trustees must apply the income and the capital of the Society (subject to any trusts on which it is held) in furthering the Object. However:
 - 6.1.1. Members who are not trustees may be employed by or enter into contracts with the Society and receive reasonable payment for goods or services supplied;
 - 6.1.2. Members (including trustees) may be paid interest at a reasonable rate on money lent to the Charity;
 - 6.1.3. Members (including trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity; and
 - 6.1.4. Members (including trustees) may receive charitable benefits (such as, in particular, grants) in their personal capacity.

- 6.2. A trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Society except:
 - 6.2.1. mentioned in clauses 5.25 (indemnity insurance), 6.1.2 (interest), 6.1.3 (rent), 6.1.4 (charitable benefits);
 - 6.2.2. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in managing and directing the Society;
 - 6.2.3. an indemnity in respect of any liabilities properly incurred in managing and directing the Society (including the costs of a successful defence to criminal proceedings);
 - 6.2.4. payment to any company in which a trustee has no interest other than a shareholding which is not greater than one per cent;
 - 6.2.5. trustees may be paid an honorarium of such reasonable amount (if any) as the Charity Commission may from time to time approve in respect of their services in that capacity; and
 - 6.2.6. in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 6.3. Subject to Article 6.4, a trustee or a connected person may enter into a contract with the Society to supply goods or services in return for a payment or other material benefit if:
 - 6.3.1. the goods or services are actually required by the Society;
 - 6.3.2. the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the trustees in accordance with the procedure in clause 6.6, and
 - 6.3.3. no more than one half of the trustees have an interest in such a contract in any financial year.
- 6.4. A trustee may not provide services as an Editor or Associate Editor of the Journals of the Society or any similar publication of the Society unless, subject always to the provisions of the Charities Act, this is unanimously agreed by members of the Executive Committee.
- 6.5. A trustee may not be an employee of the Society.
- 6.6. Whenever a trustee has a personal interest in a matter to be discussed at a meeting of the trustees or a Council Committee, the trustee concerned must:
 - 6.6.1. declare an interest at the meeting or at the meeting before discussion begins on the matter;
 - 6.6.2. withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 6.6.3. not be counted in the quorum for that part of the meeting; and
 - 6.6.4. withdraw during the vote and have no vote on the matter.
- 6.7. This clause may not be amended without the written consent of the Charity Commission in advance.

7. MEMBERSHIP

- 7.1. The Society must maintain a register of the Members in accordance with the Act.
- 7.2. The subscribers to the Memorandum of Association and such other persons as the trustees shall admit to Membership shall be Members of the company.
- 7.3. Membership of the Society is open to any individual or organisation interested in promoting the Objects who:
 - 7.3.1. applies to the Charity in the form required by the trustees;
 - 7.3.2. provides information or evidence as the trustees may require
 - 7.3.3. is approved by the trustees; and
 - 7.3.4. signs the register of Members or consents in writing to become a Member either personally or (in the case of an organisation) through an authorised representative.
- 7.4. The trustees shall have absolute discretion to accept or reject any application and need not give their reasons for doing so.

- 7.5. Members of the Society agree to receive Documents by Electronic Means, at the addresses provided for that purpose in their application form, or at such other address as the Member shall provide to the Society from time to time.
- 7.6. The trustees may establish different classes of Membership, prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 7.7. Membership is terminated if the Member concerned:
 - 7.7.1. gives written notice of resignation to the Society;
 - 7.7.2. dies or, if it is an organisation, ceases to exist;
 - 7.7.3. is more than twelve months in arrears in paying the relevant subscription, if any (but in such a case the Member may be reinstated on payment of the amount due); or
 - 7.7.4. is removed from Membership by resolution of the trustees on the grounds that in their reasonable opinion the Member's continued Membership is harmful to the Society; the trustees may only pass such a resolution after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within fourteen Clear Days after receiving notice.
- 7.8. Membership of the Society is not transferable.
- 7.9. Any corporate organisation that is a Member of the Society may nominate any person to act as its duly authorised representative at any meeting of the Society by resolution of its directors or other governing body provided that:
 - 7.9.1. the organisation must give written notice to the Society of the name of its representative; the nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society; the nominee may continue to represent the organisation until written notice to the contrary is received by the Society; and
 - 7.9.2. any notice given to the Society will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked; the Society shall not be required to consider whether the nominee has been properly appointed by the organisation.
- 7.10. Any unincorporated organisation that wishes to be a Member of the Society may nominate any person to act as its duly authorised representative at any meeting of the Society, provided that:
 - 7.10.1. the organisation must give written notice to the Society of the name of its representative; the nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society; the nominee may continue to represent the organisation until written notice to the contrary is received by the Society;
 - 7.10.2. any notice given to the Society will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked; the Society shall not be required to consider whether the nominee has been properly appointed by the organisation; and
 - 7.10.3. the duly authorised representative of an unincorporated organisation shall be entered in the register of Members as the Member, with the name of the unincorporated organisation which they represent noted next to them.

8. LIABILITY OF MEMBERS AND GUARANTEE

- 8.1. The liability of Members is limited to a sum not exceeding £1, being the amount that each Member undertakes to contribute to the assets of the Society in the event of its being wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member for:
 - 8.1.1. payment of those debts and liabilities of the Society incurred before he, she or it ceased to be a Member;
 - 8.1.2. payment of the costs, charges and expenses of winding up the Society; and
 - 8.1.3. the adjustment of rights of contributors among themselves.

9. GENERAL MEETINGS OF MEMBERS

9.1. Attendance

- 9.1.1. Members are entitled to attend general meetings.
- 9.1.2. A trustee shall be entitled to attend and speak at any general meeting.
- 9.1.3. Nothing in these Articles is to be taken to preclude the holding and conducting of a general meeting by such suitable Electronic Means as the trustees may decide which provide for all Members who are not present together at the same place to be able to communicate with all the other participants simultaneously, to speak and to vote during the general meeting.

9.2. Notice

- 9.2.1. A general meeting may be called at any time by the trustees and must be called on a request from at least five per cent of the Members having the right to vote at general meetings of the Society if the request is issued in accordance with the Act.
- 9.2.2. Subject to Article 9.2.3, general meetings are called on at least fourteen clear days' notice, specifying:
 - (a) the time, date and place of the meeting;
 - (b) the general nature of the business to be transacted;
 - (c) the terms of any proposed special resolution; and
 - (d) notifying Members of their right to appoint a proxy under Section 324 of the Act.
- 9.2.3. A general meeting may be called by shorter notice if 90% of the Members entitled to vote upon the business to be transacted agree.
- 9.2.4. Notice of general meetings shall be given to every Member and trustee, and to the Society's auditors.
- 9.2.5. The proceedings at a general meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

9.3. Quorum

- 9.3.1. No business shall be transacted at any meeting unless a quorum is present. There is a quorum at a general meeting if the number of Members present in person, represented by proxies or by any other duly authorised representative, is at least 15 Members.
- 9.3.2. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
- 9.3.3. If at a general meeting adjourned pursuant to Article 9.3.2 a quorum is not present or ceases to be present, then the Member or Members present in person or by proxy and any other duly authorised representatives shall constitute the quorum for that meeting.

9.4. Chairperson of the Meeting

- 9.4.1. Subject to the provisions of this Article 9.4, the President shall preside as chair at every general meeting. If there is no such person, or if he/she is unable or unwilling to do so, or is not present within fifteen minutes of the time appointed for the meeting, then the Chair shall be chosen according to the procedure set out in the Society's Rules
- 9.4.2. If no trustee is willing to act as chairperson, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present in person or by proxy or by duly authorised representatives and entitled to vote shall choose one of their number to be chairperson.

9.5. Adjournment

9.5.1. The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. If the meeting is adjourned for less than fourteen days it shall not be necessary to give any such notice.

9.6. Voting (General)

9.6.1. Except where otherwise provided by the Articles or the Act, every issue is decided by an ordinary resolution.

9.6.2. Except for the chairperson of the meeting, who has a second or casting vote, on a show of hands or a poll every Member who is present in person or is present by a duly authorised representative, shall have one vote, unless the duly authorised representative is also a Member in their own right entitled to vote in which case they shall be entitled to a vote as a Member and as an authorised representative of a Member.

9.6.3. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental incapacity may vote, whether on a show of hands or on a poll, by his or her deputy, registered attorney, curator bonis or other person authorised in that behalf appointed by that court, and any such deputy, registered attorney, curator bonis or other person may, on a show of hands or on a poll, vote by proxy. Evidence to the satisfaction of the trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the Society's registered office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than forty eight hours (excluding public holidays and weekends) before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

9.6.4. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson, whose decision shall be final and conclusive.

9.7. Poll Voting

9.7.1. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the chairperson;
- (b) by at least five Members having the right to vote at the meeting; or
- (c) by a Member or Members representing not less than ten per cent of the total voting rights of all the Members having the right to vote at the meeting,

and a demand by a person as the duly authorised representative of a Member (being an organisation) shall be the same as a demand by the Member.

9.7.2. Unless a poll is duly demanded, a declaration by the chairperson that a resolution has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 9.7.3. A demand for a poll may be withdrawn if the poll has not yet been taken; and the chairperson consents to the withdrawal. A demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 9.7.4. A poll shall be taken as the chairperson directs, and he or she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 9.7.5. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairperson directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 9.7.6. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

9.8. Content of proxy notices

- 9.8.1. Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which –
- (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
 - (d) is delivered to the Society in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 9.8.2. The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 9.8.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 9.8.4. Unless a proxy notice indicates otherwise, it must be treated as –
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

9.9. Delivery of proxy notices

- 9.9.1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.
- 9.9.2. An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 9.9.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 9.9.4. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who

executed it to execute it on the appointor's behalf.

9.10. **Electronic Voting**

9.10.1. The Society may allow Members to vote at a general meeting by such suitable Electronic Means and according to such procedure as the trustees shall decide and set out in the Rules ("**Electronic Voting**").

9.11. **Written Resolutions**

Subject to the provisions of the Act:

9.11.1. a resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

- (a) a copy of the proposed resolution has been sent to every eligible member;
- (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and
- (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

9.11.2. A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

9.11.3. In the case of a member that is an organisation, its authorised representative may signify its agreement.

9.11.4. A Members' resolution under the Act removing a trustee or an auditor before the expiration of his or her term of office may not be passed by a written resolution.

9.12. **Annual General Meetings (AGMs)**

9.12.1. The Society must hold an AGM in every year, which all Members are entitled to attend.

9.12.2. At an AGM the Members:

- (a) receive the accounts of the Society for the previous financial year;
- (b) receive the trustees' report on the Society's activities since the previous AGM;
- (c) accept the retirement of those trustees who wish to retire or who are retiring because their term has expired ;
- (d) appoint independent examiners or auditors for the Society;
- (e) discuss and determine any issues of policy put before them by the trustees; and
- (f) deal with any other business put before them by the trustees.

10. **THE TRUSTEES**

10.1. The trustees shall manage the business of the charity and may exercise all the powers of the charity subject to the Charities Act, the Act, the Articles or any special resolution.

10.2. No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

10.3. Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

10.4. **Number of trustees**

10.4.1. The minimum number of trustees shall be five and the maximum number shall be fourteen.

10.5. Composition of the Executive Committee

10.5.1. The Executive Committee shall consist of:

- (a) No more than six Honorary Officers, whose title and role shall be from time to time established by the Executive Committee and described in the Society's Rules; and
- (b) General trustees, of whom one shall be an Early Career scientist, as defined in the Society's Rules.

10.6. Appointments and terms of office of trustees

10.6.1. Subject to Articles 10.4.1 and Article 10.6.2 trustees shall be elected or appointed:

- (a) by election of the Voting Members, such elections to be held in accordance with the Rules (and the Honorary Officers shall always be elected by the Voting Members, subject to Article (b));
- (b) by appointment of the trustees to fill a temporary vacancy, such appointments to be made in accordance with the Rules; in the case of any Honorary Officer except the Vice-President or the President, this shall be until the third AGM following the appointment; in the case of the Vice-President, the President and any trustee who is not an Honorary Officer, this shall be until the first AGM following the appointment; or
- (c) by appointment of the trustees to ensure the appropriate balance of skills and experience on the Executive Committee provided that the number of trustee appointments made by provisions of this Article shall not exceed one.

10.6.2. No one shall be elected or appointed as a trustee if:

- (a) he or she is under 16 years of age;
- (b) he or she is not a Member of the Society;
- (c) any of Articles 10.9.2(a), 10.9.2(b), or 10.9.2(d) apply; or
- (d) he or she has not indicated in writing to the Society that they are willing to be appointed.

10.7. A technical defect in the appointment of a trustee of which the trustees are unaware at the time does not invalidate decisions taken at a meeting of the trustees.

10.8. A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the trustees

10.9. Retirement of trustees

10.9.1. Subject to Articles 10.9.2, trustees who are elected by the Members in accordance with Article 10.6.1(a) or appointed by trustees in accordance with Article 10.6.1(c) shall hold office for the period ending with the third AGM after their election or appointment (a "**Term**"), save that:

- (a) the Vice-President's term of office shall be from the date of his/her appointment or election until the President's term of office ends; at this point, the Vice-President shall take up the office of President, unless he/she was appointed to the role of Vice-President under Article 10.6.1(b); in this case, the voting Members shall vote on whether or not to elect him/her to the role of President and the office of trustee;
- (b) the President shall hold office until the second AGM after the date on which he/she takes office as President, unless he/she was elected to this office under Article 10.6.1(b); in this case, he/she shall hold office until the first AGM after he/she takes office as President;
- (c) the term of office of any elected or appointed trustee (including Honorary Officers) may be extended by up to a year, by a majority decision of the trustees that the circumstances are exceptional and that the term should be extended;

- (d) an elected trustee shall be eligible for re-election for one more Term after their term of office has expired, save that any elected trustee shall be eligible to stand for election as an Honorary Officer in relation to any Honorary Office which they have not previously held;
 - (e) a trustee appointed in accordance with Article 10.6.1(c) may be appointed for a further term of three years by majority decision of the rest of the trustees;
 - (f) after a trustee's second term of office has expired, they may not stand for re-election by voting Members until a year after the date on which the second term expired, unless voting Members elect the person to the post of Honorary Officer under Article (d); and
 - (g) any Honorary Officer who resigns from the Honorary Officer post they hold shall also resign from the office of trustee.
- 10.9.2. A trustee's term of office automatically terminates if:
- (a) he or she ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (b) he or she is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - (c) he or she ceases to be a member of the charity;
 - (d) he or she, in the written opinion given to the company of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (e) he or she resigns as a trustee by notice to the charity (but only if at least five trustees will remain in office when the notice of resignation is to take effect);
 - (f) he or she is absent without the permission of the trustees from two consecutive Executive Committee meetings unless trustees resolve that his or her office should not be vacated;
 - (g) the trustees resolve by majority decision that his or her office should be vacated. The trustees may only pass such a resolution after notifying the trustee in writing and considering the matter in the light of any written representations which the trustee concerned puts forward within fourteen clear days after receiving notice; or
 - (h) subject to the provisions of the Act, Members resolve that his or office should be vacated

11. PROCEEDINGS OF TRUSTEES

- 11.1. The trustees must hold at least three meetings each year.
- 11.2. On request of a trustee the Secretary shall summon a meeting of the Executive Committee by reasonable notice sent to each trustee specifying the place, day and hour of the meeting and the business to be discussed.
- 11.3. A quorum at a meeting of the trustees is four trustees, excluding any Conflicted trustee who has not been authorised to participate in discussions or a vote in accordance with the procedure set out in section 175 of the Act.
- 11.4. A meeting of the trustees may be held either in person or by suitable Electronic Means agreed by the trustees in which all participants may communicate with all the other participants simultaneously.
- 11.5. The President or (if the President is unable or unwilling to do so) some other trustee chosen by the trustees present presides at each meeting.
- 11.6. Every issue may be determined by a simple majority of the votes cast at a meeting but a resolution in writing agreed by three-quarters of the trustees, rounded up to the nearest whole number (other than any Conflicted trustee who has not been authorised to vote in accordance with the procedure set out in section 175 of the Act) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document, and will be treated as passed on the

date of the last signature provided that it is within the period of 28 days beginning with the circulation date.

- 11.7. Except for the chairperson of the meeting, who has a second or casting vote, every trustee has one vote on each issue.
- 11.8. A procedural defect of which the trustees are unaware at the time does not invalidate decisions taken at a meeting.

12. POWERS OF TRUSTEES

The trustees have the following powers in the administration of the Society in their capacity as trustees:

- 12.1. to invite observers to attend meetings of the trustees, and to pay their reasonable expenses out of the Society's funds; for the avoidance of doubt, such observers are not trustees and shall not count towards the quorum for a meeting, shall not have any power to vote on a matter and shall leave the meeting when the trustees vote on a matter;
- 12.2. to delegate any of their functions to committees consisting of such individuals as the chair of the committee shall decide in accordance with the Rules; all proceedings of committees must be reported promptly to the trustees; the trustees may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the trustees; and
 - (c) revoke or alter a delegation;
- 12.3. to delegate the day to day management of the affairs of the Society in accordance with the directions of the trustees to any person, by such means, to such an extent, in relation to such matters and on such terms and conditions (including the payment of a salary) as they think fit;
- 12.4. to make reasonable and proper Rules not inconsistent with these Articles, the Charities Act and the Act as they may deem necessary or expedient for the proper conduct and management of the Society; such Rules may regulate the following matters but are not restricted to them:
- 12.4.1. the admission of Members (including the admission of organisations to Membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - 12.4.2. the conduct of Members in relation to one another and to the Society's employees and volunteers;
 - 12.4.3. the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
 - 12.4.4. the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Act or these Articles;
 - 12.4.5. the procedures to assist the resolution of disputes within the Society;
 - 12.4.6. the exercise of any powers of the Society which are not reserved to the Members;
 - 12.4.7. generally, all such matters as are commonly the subject matter of company rules;
 - 12.4.8. Provided that:
 - (a) the Society in general meeting shall have the power to alter, add to or repeal the Rules
 - (b) the trustees shall adopt such means as they think sufficient to bring the Rules and bye laws to the notice of the Members;
 - (c) no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles
 - 12.4.9. The Rules shall be binding on all Members

13. RECORDS & ACCOUNTS

- 13.1. The trustees must comply with the requirements of the Act and of the Charities Act as to keeping financial records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 13.1.1. annual reports;
 - 13.1.2. annual returns; and
 - 13.1.3. annual statements of account.
- 13.2. The trustees must keep records of:
 - 13.2.1. all proceedings at general meetings;
 - 13.2.2. all proceedings at meetings of the trustees;
 - 13.2.3. all reports of committees; and
 - 13.2.4. all professional advice obtained.
- 13.3. Accounting records relating to the Society must be made available for inspection by any trustee at any reasonable time during normal office hours and may be made available for inspection by Members who are not trustees if the trustees so decide.
- 13.4. A copy of the Society's latest available statement of account must be supplied on request to any trustee or Member, or to any other person who makes a written request and pays the Society's reasonable costs, within two months.

14. MEANS OF COMMUNICATION TO BE USED

(In this Article "Document" includes without limitation a notice or other information, except where expressly excluded).

- 14.1. Any Document to be given to or by any person pursuant to these Articles must be in writing and sent or supplied in Hard Copy Form or Electronic Form, or (in the case of communications by the Society) by making it available on a website, to an address for the time being notified for that purpose to the person giving the Document.
- 14.2. A Document may only be given in Electronic Form where the recipient has agreed (specifically or generally) that the document or information may be sent in that form, and this agreement has not been revoked.
- 14.3. A Document may only be given by being made available on a website if the recipient has agreed (specifically or generally) that the document or information may be sent in that form, or if the recipient is deemed to have agreed in accordance with the Act.
- 14.4. The Society may deliver a Document to a Member:
 - 14.4.1. by delivering it by hand to the postal address recorded for the Member on the register;
 - 14.4.2. by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the postal address recorded for the Member on the register;
 - 14.4.3. by fax to a fax number notified by the Member in writing;
 - 14.4.4. by electronic mail to an address notified by the Member in writing; or
 - 14.4.5. by a website, the address of which shall be notified to the Member in writing.

This Article does not affect any provision in any relevant legislation or these Articles requiring notices or documents to be delivered in a particular way.

- 14.5. If a Document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
- 14.6. If a Document is sent by post or other delivery service not referred to below, it is treated as being delivered:
 - 14.6.1. forty eight hours after it was posted, if first class post was used; or
 - 14.6.2. seventy two hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved that a Document was delivered by post or other delivery service by showing that the envelope containing the Document was:

- 14.6.3. properly addressed; and
- 14.6.4. put into the post system or given to delivery agents with postage or delivery paid.

- 14.7. If a Document is sent by fax, it is treated as being delivered forty eight hours after the time it was sent.
- 14.8. If a Document is sent by electronic mail, it is treated as being delivered by midnight on the day that it is sent.
- 14.9. If a Document is sent by a website (in the case of communications by the Society), it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 14.10. If a Document is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.
- 14.11. A certificate issued by an authorised representative of the Company shall be conclusive proof that a Document was sent or delivered by the Company in accordance with this Article 14.
- 14.12. A technical defect in the giving of notice of which the trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 14.13. A Member present in person or by a duly authorised representative of an organisation at any general meeting of the Society shall be deemed to have received notice of the meeting, and where necessary of the purpose for which it was called.
- 14.14. A Member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.

15. EXCLUSION OF MODEL ARTICLES

Any model Articles for a company limited by guarantee that may exist (including those constituting Schedule 2 to the Companies (Model Articles) Regulations 2008 are hereby expressly excluded.

16. INDEMNITY

- 16.1. The Society shall indemnify every trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Society.
- 16.2. In this Article a “trustee” means any trustee or former trustee of the Society.
- 16.3. The Society may indemnify an auditor against any liability incurred by him or her:
 - 16.3.1. in defending proceedings (whether civil or criminal) in which judgement is given in his or her favour or he or she is acquitted; or
 - 16.3.2. in connection with an application under section 1157 of the Act (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

17. WINDING UP OR DISSOLUTION

If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects of the Company, and which shall prohibit the distribution of its

or their income and property to an extent at least as great as is imposed on the Society under or by virtue of Article 6 hereof, such institutions or institution to be determined by Members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some other charitable object.