



Special Resolution: Articles of Association

1. Special Resolution

The Council of the Microbiology Society puts to its members the following special resolution for vote at the Annual General Meeting on 7 October 2024:

It is resolved by way of special resolution that the draft Articles of Association attached be adopted as the Articles of Association of the Society in place of the existing Articles of Association of the Society.

2. List of appendices

The following documents are appended:

- 3.1 Proposed Articles of Association (FOR APPROVAL)
- 3.2 Bye-Laws (FOR INFORMATION)
- 3.3 Existing Articles of Association (FOR INFORMATION)
- 3.4 Transitional Provisions (FOR APPROVAL)

3. Summary of changes to the Articles of Association

The Microbiology Society's governing constitution is a set of Articles of Association which were adopted in 1972 and have subsequently been subject to piecemeal amendments.

Most of the changes in the Articles that are currently proposed will have little impact on the day-to-day administration of the Society, but they are necessary because parts of the current document are becoming outdated and some sections require adapting to reflect modern charity law.

The principal change in the proposals relates to the composition of the Society's governing board, which since 1962 has been known as the Council. The Society's legal incorporation is as a limited company. It is also a registered charity. Council members are both Company Directors and Charity Trustees, and consequently carry two sets of legal responsibilities.

In discussion with the Charity Commission and expert legal advice, Council has identified three important concerns:

1. The growth in the complexity and range of the Society's activities has for understandable reasons led to a significant increase in the size of Council and it has now become too large to operate optimally in discharging its full range of duties. The number appreciably exceeds the suggested normal range in the Charity Governance Code, which is endorsed by the Charity Commission, and decision-making can be difficult. In addition, because of the difficulty of finding meeting dates that can accommodate everyone, individuals are increasingly finding themselves legally responsible for important decisions that they did not participate in making.

2. The substantial growth in legal responsibilities in recent years in data protection, money laundering, pensions legislation, safeguarding, anti-bribery rules and numerous other areas means either (a) that legally-important matters must be dealt with in a relatively perfunctory manner or (b) that the valuable and limited time and effort of committed microbiologists who join Council to contribute to the community is being diverted into areas in which they have little expertise and interest.
3. Although the Society has been extremely successful in recruiting external experts to assist it on the Audit, Risk & Evaluation Committee and the Finance Committee, the governing Council lacks expertise in areas that have become key to its success and will increasingly be so in the future, such as fundraising and the publishing industry. This cannot be addressed under the current Articles, which preclude any non-members from serving on Council.

To address these concerns, the revised Articles will replace the existing Council structure with two bodies:

1. A smaller Board of Directors and Trustees, which will include the three Executive Officers (President, General Secretary and Treasurer) and three members elected by the Advisory Council, plus up to three external experts.
2. An Advisory Council, the membership of which will mirror the current Council (save for the addition of the chair or co-chairs of the Members Panel) and will continue to be elected and appointed in the same way as at present; the members of the Advisory Council will not bear legal responsibilities of being Company Directors or Charity Trustees.

The Board of Directors and Trustees (referred to simply as “the Trustees” in the proposed new Articles) will continue to be responsible for the legal duties. Importantly, the Board will necessarily contain a majority of members of the Society, so important decisions will always be taken primarily from the view of the microbiology community, but the Board can include expertise beyond that of the microbiology community. Like the current Council, Trustees can serve for two terms of three years before having a break of three years. However, a new long-stop maximum term of office has been introduced so that no Trustee can serve for more than 18 years in total. This allows people to join the board at different times in their career, but also ensures appropriate board refreshment. This longstop has not been introduced for the Advisory Council, where term limits remain the same as for the current Council.

The Advisory Council will be responsible for discussions about the Society’s core activities and programmes such as journals and conferences. The Advisory Council must be consulted by the Trustees on important issues, including those specified in the documents. Importantly, the Advisory Council will have the right to advise the Trustees on any matter it considers appropriate. The papers for the AGM also include draft Byelaws that provide more detail about how the Advisory Council will be appointed and removed and which are based on our current provisions for Council.

In charity law, certain categories of changes to a registered charity’s constitution require the formal approval of the Charity Commission before they can be put to the members. The necessary approval was granted by the Commission on 21 August 2024.

In company law, changes of this nature must be passed as a Special Resolution, which means that 75% of those who vote must be in favour.

If the Special Resolution is passed, the new Articles of Association will come into effect immediately, but there is also a short document of transitional provisions, which specifies that the smaller Trustee board and Advisory Council will start on 1 January 2025. The transitional provisions set out how we will deal with the period between the AGM on 7 October 2024 and the start of the new system on 1 January 2025, and they provide mechanisms for resolving any unforeseen questions that might arise in implementing the changes.

The Companies Act 2006
Company Limited by Guarantee without Share Capital

Articles of Association
of
Microbiology Society

Company Number: 01039582

The Companies Act 2006

Company Limited by Guarantee without Share Capital

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The Companies Act 2006

Company Limited by Guarantee without Share Capital

Articles of Association of Microbiology Society

PART I - CHARITABLE STATUS AND CAPACITY

PURPOSES AND POWERS

1. Purposes

The object for which the Society is established is to advance the art and science of microbiology.

2. Powers

The Society has power to do anything which helps to promote its purposes. For the avoidance of doubt (and without limit) it may:

Scientific activities

- 2.1 Conduct and hold or assist in the conducting and holding of meetings for the purpose of making demonstrations or exhibitions of experiments, apparatus or specimens, and for the purpose of making communications, printed, oral or digital, relating to microbiology, and to publish reports, journals or other publications either in its own name or jointly with other persons as the Society may from time to time determine;

Manage its finances

- 2.2 raise funds;
- 2.3 borrow money (including, without limit, for the purposes of investment or raising funds);
- 2.4 accept or disclaim gifts (of money and/or other property);
- 2.5 lend money and give credit to, take security for such loans or credit, and guarantee or give security for the performance of contracts by, any person or company;
- 2.6 invest money not immediately required for its purposes in or upon any investments, securities, or property;
- 2.7 set aside funds for particular reasons, or as reserves;

- 2.8 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 2.9 give guarantees or other security for the repayment of money borrowed, for a grant, or for the discharge of an obligation (but only in accordance with the restrictions in the Charities Act 2011); and

Manage its property affairs

- 2.10 dispose of, or deal with, all or any of its property (but only in accordance with the restrictions in the Charities Act 2011);
- 2.11 acquire or rent property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 2.12 arrange for investments or other property of the Society to be held in the name of a nominee or nominees (and pay any reasonable fee for this);
- 2.13 impose (revocable or irrevocable) restrictions on the use of any property of the Society, including (without limitation) by creating permanent endowment;
- 2.14 incorporate and acquire subsidiary companies; and
- 2.15 insure the property of the Society against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Society;

Work with other organisations

- 2.16 establish and support (or aid in the establishment and support of) any other organisations, execute charitable trusts and subscribe, lend or guarantee money or property for charitable purposes included within the Society's purposes;
- 2.17 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limit any charitable trust, including a charitable trust of permanent endowment property held for any of the charitable purposes included in the Society's purposes);
- 2.18 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them; and
- 2.19 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;

Manage its day-to-day operations

- 2.20 subject to Article 4 (Limitation on private benefit):
 - 2.20.1 engage and remunerate staff and advisers;
 - 2.20.2 make reasonable provision for the payment of pensions and other benefits to or on behalf of employees and their spouses and dependants; and
 - 2.20.3 enter into compromise and settlement arrangements with them;
- 2.21 alone or with other organisations, seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake; and
- 2.22 provide indemnity insurance for:
 - 2.22.1 the Trustees, in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011; and
 - 2.22.2 officers who are not Trustees, subject to such conditions as the Trustees shall determine.

3. Application of property

- 3.1 If the Society is registered with the Office of the Scottish Charity Regulator, nothing in these Articles shall authorise an application of property of the Society for purposes which are not charitable in accordance with s.7 of the Charities and Trustee Investment (Scotland) Act 2005.

LIMITATION ON PRIVATE BENEFIT

4. Limitation on private benefit

The general rule

- 4.1 The Society's income and property may only be applied to promote its purposes.
- 4.2 In light of the Society's charitable status:
 - 4.2.1 no part of its income or property may be paid or transferred to any of the Society's members, whether directly or indirectly, by way of dividend, bonus or otherwise by way of profit; and

- 4.2.2 no Trustee, or person connected to them, may:
- (a) sell goods, services or any interest in land to the Society;
 - (b) be employed by, or receive any remuneration from, the Society;
 - (c) buy any goods or services from the Society on terms preferential to those applicable to members of the public; or
 - (d) receive any other financial benefit from the Society (that is, a benefit, direct or indirect, which is either money or has a monetary value);

except as set out in Article 4.3.

Exceptions to the general rule

- 4.3 Article 4.2 does not prohibit:
- 4.3.1 an Authorised Benefit;
 - 4.3.2 a benefit to a person in their capacity as a beneficiary of the Society;
 - 4.3.3 the payment of reasonable expenses properly incurred by a Trustee or Connected person when acting on behalf of the Society; or
 - 4.3.4 any other payment, benefit or action which is authorised by the court or the Charity Commission (or where the Commission has confirmed that its authority is not required).

Authorised Benefits

- 4.4 The following are Authorised Benefits:
- 4.4.1 A member, Trustee or Connected person may receive:
 - (a) reasonable and proper remuneration for any goods or services supplied to the Society (so long as, once this Article 4.4.1(a) has been relied upon, only a minority of Trustees will be receiving (or will be Connected to a person who is receiving) remuneration from the Society that is authorised by this Article 4.4.1(a)), and only in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011;
 - (b) reasonable and proper rent for premises let to the Society; and/or
 - (c) a reasonable and proper rate of interest on money lent to the Society.

4.4.2 Additionally:

- (a) the Society may pay reasonable and proper premiums in respect of indemnity insurance, as permitted under Article 2.22; and
- (b) a Trustee or other officer of the Society may receive payment under an indemnity from the Society in accordance with the indemnity provisions set out at Article 6.

Application to subsidiary companies

4.5 In Articles 4.3 and 4.4, a reference to the Society should be interpreted as including any Subsidiary Company of the Society (in which case, cross-references in Article 4.4.2 to particular Articles should instead be interpreted as referring to the equivalent articles (if any) in the governing document of that Subsidiary Company). (For the avoidance of doubt, the effect of this Article 4.5 is that only a minority of Trustees may receive (or may be Connected to a person who is receiving) remuneration from the Society or any Subsidiary Company by virtue of Article 4.4.1(a) at any time, meaning that any relevant remuneration paid by a Subsidiary Company to a Trustee (or Connected person) must be taken into account when determining how many Trustees fall within the scope of Article 4.4.1(a) at any time.)

Authorised benefits: additional terms

4.6 Where a benefit is to be received from the Society (rather than a Subsidiary Company), Article 4.4.1(a):

4.6.1 does not permit Trustees to be employed by the Society; and

4.6.2 does not permit a Trustee to be paid for acting as a charity trustee.

4.7 Article 16 (Conflicts) applies where benefits are to be received under this Article.

4.8 If the Society is registered with the Office of the Scottish Charity Regulator, the additional requirements under s.67 of the Charities and Trustee Investment (Scotland) Act 2005 must be complied with.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

The liability of members is limited. Each member agrees, if the Society is wound up while they are a member (or within one year after they cease to be a member), to pay up to £1 towards:

5.1 payment of the Society's debts and liabilities contracted before they ceased to be a member;

5.2 payment of the costs, charges and expenses of winding up; and

5.3 adjustment of the rights of the contributors among themselves.

6. **Indemnity**

6.1 Subject to the provisions of the Companies Acts every Trustee or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability or negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

WINDING UP

7. **Winding up**

7.1 If on a 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 Society, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Article 4 hereof, such charitable institutions or institutions to be determined by the members of the Society at or before the time of dissolution, and if an so far as effect cannot be given to such provision, then to some other charitable object.

7.2 Throughout these Articles a 'charitable purpose' is a purpose that is regarded as charitable both in the law of England and Wales and in the law of Scotland, and the term 'charitable' is to be interpreted in accordance with both the law of England and Wales and the law of Scotland.

PART II – TRUSTEES

THE ROLE OF THE TRUSTEES

8. Management of the Society's business

8.1 Unless the Articles provide otherwise, the Trustees are responsible for managing the Society's business. When doing so, they may exercise all the powers of the Society.

8.2 The Trustees shall constitute an Advisory Council in accordance with Part III of these Articles and the allocation of responsibility between the Trustees and the Advisory Council shall be set out in Bye-Laws.

9. Ability to delegate

9.1 Unless the Articles provide otherwise, the Trustees may delegate:

9.1.1 any of their powers or functions to any committee; and

9.1.2 the implementation of their decisions, or the day-to-day management of the Society's affairs, to any person or committee.

9.2 The Trustees may delegate by such means; to such an extent; in relation to such matters or territories; and on such terms and conditions as they think appropriate. They may allow those to whom a responsibility has been delegated to delegate further; and may change or terminate the delegation arrangements at any time.

Delegating to a committee

9.3 When delegating to a committee, the Trustees must confirm:

9.3.1 the composition of that committee (although they may permit the committee to co-opt its own additional members, up to a specified number);

9.3.2 how the committee will report regularly to the Trustees; and

9.3.3 any other rules relating to the functioning of the committee.

9.4 No committee shall knowingly incur expenditure or liability on behalf of the Society except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

Delegating investment management

- 9.5 The Trustees may delegate the management of investments to a Financial Expert or Financial Experts provided that:
- 9.5.1 the investment policy is set down in writing for the Financial Expert or Financial Experts by the Trustees;
 - 9.5.2 timely reports of all transactions are provided to the Trustees;
 - 9.5.3 the performance of the investments is reviewed regularly with the Trustees;
 - 9.5.4 the Trustees are entitled to cancel the delegation arrangement at any time;
 - 9.5.5 the investment policy and the delegation arrangements are reviewed regularly;
 - 9.5.6 all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance; and
 - 9.5.7 the Financial Expert or Financial Experts must not do anything outside the powers of the Trustees.

Appointing agents

- 9.6 The Trustees may (by power of attorney or otherwise) appoint any person to be the agent of the Society for such purposes and on such conditions as they decide.

10. Chair

The President shall be the Chair of the Trustees unless they decline. If the President declines, then the Trustees may appoint another Executive Officer to be the Chair of the Trustees and may at any time remove them from that office

11. Rules

The Trustees may from time to time make, repeal or alter such rules as they think fit as to the management of the Society and its affairs, including (without limitation) the conduct of meetings (including any arrangements for Remote Attendance); codes of conduct for members or trustees; the payment of subscriptions; and the duties of officers and employees of the Society. The rules shall be binding on all members of the Society. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.

HOW TRUSTEES MAKE DECISIONS

12. **The Trustees must take decisions collectively**

Any decision of the Trustees must be either:

- 12.1 a decision of a majority of the Trustees present and voting at a quorate Trustees' meeting (subject to the casting vote described in Article 14.5); or
- 12.2 a decision without a meeting taken in accordance with Article 15.

13. **Calling a Trustees' meeting**

- 13.1 The Chair. President or any two Trustees may call a Trustees' meeting or instruct the Secretary (if any) to do so.
- 13.2 A Trustees' meeting must be called by at least seven Clear Days' notice unless all the Trustees agree otherwise, or urgent circumstances require shorter notice. The person scheduling the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many Trustees as practicable are likely to be available to participate.
- 13.3 Notice of Trustees' meetings must be given to each Trustee by such means as the Trustees decide. Such notice does not need to be in writing, but must specify:
 - 13.3.1 the day and time of the meeting;
 - 13.3.2 the place where all the Trustees may physically attend the meeting (if there is to be such a place);
 - 13.3.3 the general nature of the business to be considered at the meeting; and
 - 13.3.4 if it is anticipated that Trustees participating in the meeting will not be in the same physical place, how it is proposed that they should communicate with each other during the meeting.

14. **Procedure for Trustees' meetings**

Quorum

- 14.1 The Trustees cannot conduct any business at a Trustees' meeting unless a quorum is participating. However, if the total number of Trustees for the time being is less than the quorum required, the Trustees may still act to appoint further Trustees, or call a general meeting to enable the members to do so.
- 14.2 The quorum is three Trustees including at least one Executive Officer.

Virtual / hybrid meetings are acceptable

- 14.3 Meetings do not need to take place in one physical place. Trustees participate in (and form part of the quorum in relation to) a Trustees' meeting, or part of a Trustees' meeting, when they can contemporaneously communicate with each other by any means. If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Chair and casting vote

- 14.4 The Chair, if any, or in their absence another Trustee nominated by the Trustees present, shall preside as chair of each Trustees' meeting.
- 14.5 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, and the chair of the meeting is eligible to vote at the meeting, they will have a casting vote in addition to any other vote they may have.

15. Decisions without a meeting

- 15.1 A decision is taken in accordance with this Article 15 when the majority of the Trustees indicate by any means that they share a common view on a matter.
- 15.2 A decision which is made in accordance with this Article 15 shall be as valid and effectual as if it had been passed at a meeting duly convened and held provided:
- 15.2.1 the Chair or Secretary (if any) or any other person authorised by the Trustees to put the proposed decision to the Trustees (the "Facilitator") has taken reasonable steps to notify all Trustees of the proposed decision; and
- 15.2.2 a majority of the Trustees have indicated to the Facilitator that they approve the proposed decision.
- 15.3 Following receipt of responses from a majority of the Trustees, the Facilitator must communicate to all of the Trustees (by any means) whether the decision has been formally approved by the Trustees in accordance with Article 15.2.

16. Conflicts

Declaration of interests

- 16.1 A Trustee must declare the nature and extent of:
- 16.1.1 any direct or indirect interest which they have in a proposed transaction or arrangement with the Society; and

- 16.1.2 any duty, or any direct or indirect interest, which they have which conflicts or may conflict with the interests of the Society or their duties to the Society.

Involvement in decision-making

- 16.2 A Trustee's entitlement to participate in decision-making in relation to a matter depends on whether:

- 16.2.1 their situation could reasonably be regarded as likely to give rise to a conflict of interest or duties in respect of the Society a "**Potential Conflict Situation**" or

- 16.2.2 this is not the case - a "**No Conflict Situation**".

Any uncertainty about whether a situation is a Potential Conflict Situation or a No Conflict Situation in relation to a matter shall be decided by a majority decision of the other Trustees taking part in the relevant decision.

- 16.3 A Trustee in a No Conflict Situation can participate in the decision-making process, be counted in the quorum and vote in relation to the relevant matter.

- 16.4 A Trustee in a Potential Conflict Situation can participate in the decision-making process, be counted in the quorum and vote in relation to the relevant matter, unless:

- 16.4.1 a majority of the other Trustees taking part in the relevant decision decide otherwise;

- 16.4.2 the decision could result in the Trustee or any person who is Connected with them receiving a benefit, in which case Article 16.5 applies to the decision or

- 16.4.3 the following benefits are not counted for the purposes of this:

- (a) any benefit received by any person in their capacity as a beneficiary of the Society - see Article 4.3.2- which is available generally to the beneficiaries of the Society;
- (b) the payment of premiums in respect of indemnity insurance - see Article 4.4.2(a)
- (c) payment under the indemnity in Article 6
- (d) reimbursement of expenses -see Article 4.3.3 or
- (e) any benefit authorised by the court or the Charity Commission under Article 4.3.4, so long as any conditions accompanying that authorisation are complied with.

- 16.5 If this Article 16.5 applies, the relevant Trustee must:
- 16.5.1 take part in the relevant decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;
 - 16.5.2 not be counted in the quorum for that part of the process; and
 - 16.5.3 withdraw during the vote if applicable and have no vote on the matter.

Continuing duties to the Society

- 16.6 Where a Trustee or person Connected with them has a conflict of interest or conflict of duties and the Trustee has complied with their obligations under these Articles in respect of that conflict:
- 16.6.1 the Trustee shall not be in breach of their duties to the Society by withholding confidential information from the Society if to disclose it would result in a breach of any other duty or obligation of confidence owed by them; and
 - 16.6.2 the Trustee shall not be accountable to the Society for any benefit expressly permitted under these Articles which they or any person Connected with them derives from any matter or from any office, employment or position.

17. Validity of Trustee actions

All acts done by a person acting as a Trustee shall be valid, notwithstanding that it is afterwards discovered that there was a defect in their appointment, or that they were disqualified from holding office or had vacated office, or that they were not entitled to vote on the matter in question.

APPOINTMENT AND RETIREMENT, ETC. OF TRUSTEES

18. Number of Trustees

The Society shall seek to ensure that there are always at least six Trustees in post. Should the number of Trustees fall below six the Trustees may continue to operate whilst arranging the appointment, co-option or election of further Trustees.

19. Appointment and retirement of Trustees

- 19.1 The Trustees shall comprise:
 - 19.1.1 The President, Treasurer and General Secretary (together the “Executive Officers”);
 - 19.1.2 Three Elected Trustees;

- 19.1.3 Up to three Co-opted Trustees.
- 19.2 The Executive Officers and Elected Trustees must be members of the Society. The Co-opted Trustees can, but need not be members of the Society.
- 19.3 Trustees may (on condition they would not be disqualified further to Articles 19.8 or 20) be appointed or elected as follows:
- 19.3.1 The Executive Officers and Elected Trustees shall be elected by the Advisory Council, provided that members of the Society must be given the opportunity to nominate candidates. The procedure for nominations and elections shall be agreed by the General Secretary and may without limitation include selection by a nomination panel and/or online voting. For the avoidance of doubt, a serving Elected Trustee may seek election as an Executive Officer; and
- 19.3.2 The Co-opted Trustees shall be appointed, by a decision of the Trustees, provided the Trustees have first consulted with the Advisory Council.
- 19.4 A casual vacancy amongst the Executive Officers or Elected Trustees, may at the discretion of the Trustees be filled by the Advisory Council electing a replacement member to fill the role.

Terms of office

Elected Trustees and Executive Officers

- 19.5 For Elected Trustees and Executive Officers:
- 19.5.1 Following their election by the Advisory Council, the results shall be announced at the annual general meeting or next appropriate communication to the members and they shall take office as a Trustee on the following 1 January;
- 19.5.2 may serve for three year terms;
- 19.5.3 subject to Article 19.8, they will be eligible for re-election for a second consecutive term of three years; and
- 19.5.4 once these time periods have elapsed, the Trustee must take a break from office and will not be eligible for re-election until three years have passed.

Trustees appointed to fill casual vacancies

- 19.6 If a Trustee is elected to fill a casual vacancy (Article 19.4) they will serve until the 1 January after they are elected. Subject to Article 19.8, they will be eligible for election in accordance with Article 19.3.1

Co-opted trustees

- 19.7 If a Trustee is co-opted in accordance with Article 19.3.2:
- 19.7.1 they will serve until the third 1 January following their appointment;
- 19.7.2 after their first term in office subject to Article 19.8, they will be eligible for co-option again by the Trustees for a second consecutive term of office; and
- 19.7.3 once these time periods have elapsed, the Trustee concerned must take a break from office for three years.

Long-stop

- 19.8 A Trustee who has served for six consecutive years (regardless of the means of appointment, election or co-option) is ineligible for re-appointment, re-election or co-option for a further term, until they have taken a break for the periods specified in Article 19.5.4 and 19.7.3.
- 19.9 A Trustee who has served for 18 years as a Trustee must retire and is not eligible for reappointment.

Minimum age

- 19.10 No one may be appointed as a Trustee unless they have reached the age of 18 years.

Transitional provisions

- 19.11 Articles 18 and 19 are subject to any transitional provisions approved when these Articles were adopted in 2024.

20. Disqualification and removal of Trustees

A Trustee ceases to hold office if:

- 20.1 they cease to be a director, or become prohibited from being a director or charity trustee, by law;
- 20.2 the Trustees reasonably believe that the Trustee has become mentally incapable of managing their own affairs and they resolve to remove the Trustee from office;

- 20.3 they notify the Society in writing that they are resigning from office, and any period of time specified in such notice has passed (but only if at least a quorum of Trustees will remain in office when such resignation has taken effect);
- 20.4 they fail to attend three consecutive meetings of the Trustees and the Trustees resolve that they be removed for this reason;
- 20.5 if they are an Elected Trustee or an Executive Officer and they cease to be a member of the Society; or
- 20.6 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that the Trustee is removed from office. Such a resolution shall not be passed unless the Trustee has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances underlying the proposal, and has been afforded a reasonable opportunity of either (at their option) being heard by or making written representations to the Trustees.

PART III – ADVISORY COUNCIL

ROLE AND COMPOSITION OF THE ADVISORY COUNCIL

21. **Role of the Advisory Council**

The Advisory Council shall exercise the powers given to them in these Articles and have the role and responsibilities set out in the Bye-Laws.

22. **Composition, appointment and removal of the members of the Advisory Council**

The Bye-Laws shall set out the composition of the Advisory Council and the procedure for appointing and removing the members of the Advisory Council.

23. **Bye-Laws**

The Bye-Laws setting out the provisions relating to the Advisory Council can be amended by the Trustees, having first consulted with the Advisory Council.

PART IV – MEMBERS

BECOMING AND CEASING TO BE A MEMBER

24. **Becoming a member**

24.1 The Society shall have the following categories of members who are members of the Society for the purpose of the Companies Acts and have a vote at general meetings:

24.1.1 Full members;

24.1.2 Full Concessionary members;

24.1.3 Student members;

24.1.4 Honorary members; and

24.1.5 Any other categories agreed by the Trustees in accordance with Article 26.1.

24.2 The Trustees may admit members, or establish a procedure for their admission.

24.3 No person may become a member of the Society unless:

24.3.1 they have applied for membership; and

24.3.2 the Trustees have either approved the application or established a procedure by which the application is approved.

24.4 The Trustees may from time to time prescribe criteria for membership.

24.5 The Trustees may in their absolute discretion decline to accept any person as a member (whether or not they meet any criteria prescribed under Article 24.4), and do not need to give reasons for this.

Subscriptions

24.6 The Trustees may at their discretion levy subscriptions on members of the Society at such rate or rates as they shall decide provided that any increase in subscriptions above 10% per annum must first be approved by the Advisory Council. A former member remains liable for any unpaid subscriptions accrued while they were a member of the Society.

25. **Ending membership**

25.1 Membership is not transferable.

- 25.2 A person shall cease to be a member if:
- 25.2.1 they die;
 - 25.2.2 they become an employee of the Society;
 - 25.2.3 they give at least seven days' written notice to the Society that they intend to withdraw from membership, and that period of notice has elapsed;
 - 25.2.4 any subscription or other sum payable by the member to the Society is not paid on the due date and remains unpaid seven days after notice served on the member by the Society informing them that they will be removed from membership if it is not paid. The Trustees may re-admit to membership any person removed from membership on this ground on them paying such reasonable sum as the Trustees may decide;
 - 25.2.5 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the member be removed from membership on the ground that it is in the best interests of the Society that their membership is terminated. Such a resolution may not be passed unless the member has been given at least 21 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees.

26. **Categories of membership and associate members**

- 26.1 The Trustees may create categories of membership with different subscriptions or benefits. Subject to Article 24.6, the Trustees may alter such benefits and subscriptions at any time. They may not alter voting rights. To the extent that any class rights (as defined in the Companies Acts) are created under this Article, those rights can be varied by special resolution of the members (without the need for separate consents from the members of affected classes).
- 26.2 The Trustees may establish one or more categories of associate membership. Associate members are not members of the Society for the purposes of the Articles or the Companies Acts but may have such rights and obligations (and may be liable for any such subscriptions) as the Trustees decide from time to time. The Trustees may admit and remove any associate members in accordance with any rules that they make.

ORGANISATION OF GENERAL MEETINGS

27. Annual general meetings

27.1 Subject to Article 39, the Society must hold an annual general meeting once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next.

27.2 The annual general meeting shall be held in accordance with such arrangements as are made by the Trustees.

28. General meetings

28.1 The Trustees may call a general meeting at any time.

28.2 The Trustees must call a general meeting if required to do so by the members under the Companies Acts.

29. Notice of general meetings

Length of notice

29.1 All general meetings must be called by either:

29.1.1 at least 21 Clear Days' notice for an annual general meeting and at least 14 Clear Days' notice for any other general meeting; or

29.1.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

Contents of notice

29.2 A notice calling a general meeting must specify the following information, insofar as required by the Companies Acts:

29.2.1 the day, time and place of the meeting; and

29.2.2 the general nature of the business to be transacted.

29.3 If a special resolution is to be proposed, the notice must include the full text of the proposed resolution and specify that it is proposed as a special resolution.

29.4 In every notice calling a meeting of the Society there must appear with reasonable prominence a statement informing the member of their rights to appoint another person as their proxy at a meeting of the Society.

29.5 If the Society gives an electronic address in a notice calling a meeting, it will be deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by Electronic Means to that address (subject to any conditions or limitations specified in the notice).

Service of notice

29.6 Notice of general meetings must be given to every member, to the Trustees and to the auditors of the Society.

30. Attendance and speaking at general meetings

30.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

30.2 A person is able to exercise the right to vote at a general meeting when:

30.2.1 that person is able to vote on any resolutions put to the vote at the meeting; and

30.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

30.3 In determining attendance at a general meeting, it is irrelevant whether any two or more members attending it are in the same physical location as each other.

30.4 Two or more persons who are not in the same physical location as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

30.5 The Trustees may make such lawful arrangements as they see fit in respect of physical attendance and/or Remote Attendance at a general meeting. The entitlement of any person to attend and participate in a general meeting shall be subject to such arrangements.

30.6 When the Trustees have made arrangements to facilitate Remote Attendance:

30.6.1 the provisions of the Articles shall be treated as modified to permit such arrangements and in particular:

- (a) a person attending a general meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of the Articles, including without limitation the provisions of the Articles relating to the quorum for the meeting and rights to vote at the meeting, unless the Articles expressly provide to the contrary; and
 - (b) references in these Articles to the place of a general meeting shall be treated as references to the place specified as such in the notice of general meeting;
- 30.6.2 the Trustees must ensure that the notice of the meeting includes details of the arrangements for Remote Attendance, and any relevant restrictions, in addition to any other information required by the Companies Acts;
- 30.6.3 the arrangements must specify:
- (a) how those attending by Remote Attendance may communicate with the meeting, for example by using an electronic platform to communicate with the chair and/or others attending the meeting in writing;
 - (b) how those attending by Remote Attendance may vote;
- 30.6.4 Insofar as not disapplied by any arrangements made under Article 30.5:
- (a) the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Trustees, who must give the members as much notice as practicable of the change;
 - (b) in the event of technical failure or other technical issues during the meeting (including, for example, difficulties in establishing whether the meeting is quorate) the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting if in their view this is necessary or expedient for the efficient conduct of the meeting;
 - (c) under no circumstances shall the inability of one or more persons (being entitled to do so) to access, or continue to access, the technology being used for Remote Attendance at the meeting (despite adequate technology being made available by the Society) affect the validity of the meeting or any business conducted at the meeting, provided a quorum is present at the meeting.
31. **Quorum for general meetings**
- 31.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

- 31.2 The quorum shall be ten members present in person or by proxy and entitled to vote on the business to be transacted (on condition that at least two individuals must be in attendance).
- 31.3 If both a member and their proxy are present at a general meeting, only the member shall be counted in the quorum.
- 31.4 If a quorum is not present within half an hour from the time appointed for the meeting; (or such longer time as is decided by the chair of the meeting) or a quorum ceases to be present during the meeting:
- 31.4.1 where the meeting has been called by requisition of the members under the Companies Acts, it shall be dissolved; or
- 31.4.2 otherwise, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place (and with such arrangements for Remote Attendance (if any)) as the Trustees may decide, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.
32. **Chairing general meetings**
- 32.1 The President (if any) or in their absence some other Trustee nominated by the Trustees shall preside as chair of every general meeting.
- 32.2 If neither the President nor any Trustee nominated in accordance with Article 32.1 is present within 15 minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to chair the meeting and, if there is only one Trustee present and willing to act, they shall be chair of the meeting.
- 32.3 Failing this, the members present in person or by proxy, and entitled to vote must choose one of the members present to be chair of the meeting. For the avoidance of doubt, a proxy holder cannot be appointed to chair the meeting unless they are also a member.
33. **Attendance and speaking by Trustees and non-members**
- 33.1 Trustees may attend and speak at general meetings, whether or not they are members.
- 33.2 The chair of the meeting may permit other persons who are not members of the Society (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

34. **Adjournment**

34.1 The chair of the meeting may adjourn a general meeting at which a quorum is present:

34.1.1 with the consent of the meeting;

34.1.2 in the event of technical failure under Article 30.6.4(b); or

34.1.3 if it appears to the chair that adjournment is necessary to protect the safety of any person attending the meeting or to ensure the business of the meeting is conducted in an orderly manner.

34.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

34.3 When adjourning a general meeting, the chair of the meeting must:

34.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and

34.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

34.4 If the meeting is to continue more than 14 days after it was adjourned, the Society must give at least 7 Clear Days' notice of it:

34.4.1 to the same persons to whom notice of the Society's general meetings is required to be given; and

34.4.2 containing the same information which such notice is required to contain.

34.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

35. **Voting at general meetings**

35.1 A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

Voting rights

35.2 Where a vote is carried out by a show of hands, the following persons have one vote each:

35.2.1 each member present in person; and

35.2.2 (subject to Article 38.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution;

provided that if a person attending the meeting falls within both of the above categories, they are not entitled to cast more than one vote but shall instead have a maximum of one vote.

35.3 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

35.3.1 every member present in person; and

35.3.2 every member present by proxy (subject to Article 38.3).

35.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.

Saving provisions

35.5 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chair of the meeting whose decision is final.

35.6 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

35.6.1 has or has not been passed; or

35.6.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 45 is also conclusive evidence of that fact without such proof.

36. **Poll voting: further provisions**

Process for demanding a poll

36.1 A poll on a resolution may be demanded:

36.1.1 in advance of the general meeting where it is to be put to the vote; or

- 36.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 36.2 A poll may be demanded by:
- 36.2.1 the chair of the meeting;
 - 36.2.2 the Trustees;
 - 36.2.3 two or more persons having the right to vote on the resolution;
 - 36.2.4 any person who holds two or more votes; or
 - 36.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 36.3 A demand for a poll may be withdrawn, if the poll has not yet been taken, and with the consent of the chair of the meeting.

Procedure on a poll

- 36.4 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.
- 36.5 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- 36.6 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.
- 36.7 A poll to elect a chair of the meeting, or concerning the adjournment of the meeting, must be taken immediately. Other polls must be taken within 30 days of their being demanded. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 36.8 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.
- 36.9 In any other case, at least seven days' notice must be given specifying the time and place at which the poll is to be taken.

37. **Proxies**

Power to appoint

37.1 A member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and speak and vote at a meeting of the Society. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

37.2 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:

37.2.1 states the name and address of the member appointing the proxy;

37.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

37.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may decide; and

37.2.4 is delivered to the Society in accordance with the Articles and any instructions included with the notice of the general meeting to which they relate.

37.3 The Society may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.

37.4 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.

37.5 Unless a Proxy Notice indicates otherwise, it must be treated as:

37.5.1 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

37.5.2 appointing that person as a proxy in relation to any adjournment or postponement of the general meeting to which it relates as well as the meeting itself.

38. **Delivery of Proxy Notices**

38.1 A Proxy Notice may be delivered (including by electronic means) in accordance with any instructions included with the notice of general meeting to which it relates. It must be received by the Society in accordance with the following timing requirements:

<p>(a) Where the proxy appointment relates to a poll, which is not to be taken at the meeting, but is to be taken 48 hours or less after it was demanded.</p>	<p>The Proxy Notice must be:</p> <ol style="list-style-type: none"> 1. delivered in accordance with paragraph (c) below; or 2. given to the chair, Secretary or any Trustee at the meeting (including an adjourned or postponed meeting) at which the poll was demanded.
<p>(b) Where the proxy appointment relates to a poll, which is to be taken more than 48 hours after it was demanded.</p>	<p>The Proxy Notice must be received 24 hours before the time appointed for taking the poll.</p>
<p>(c) In all other circumstances.</p>	<p>The Proxy Notice must be received 48 hours before the meeting, adjourned meeting or postponed meeting to which it relates.</p>

38.2 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48-hour and 24-hour periods referred to in this Article 38.

38.3 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 Society by or on behalf of that person.

38.4 The appointment of a proxy may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given. It must be delivered before the start of the meeting or adjourned meeting to which it relates; or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

38.5 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 appointer's behalf.

39. Power to delay or postpone general meetings

39.1 The Trustees may suspend the requirement to hold an annual general meeting within the time limits specified in Article 27.1 for a particular calendar year, if they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and security of attendees or the wider public, or to comply with law or government guidance. Such a decision must be kept under regular review and communicated to members. Insofar as required in light of the delay, they must make appropriate arrangements to deal with any

business usually dealt with at the meeting (including to make suitable and reasonable arrangements for Trustee retirements and appointments, which when resolved upon and communicated to the members shall be binding in place of the arrangements in Article 19).

- 39.2 The Trustees may postpone a general meeting if, after the notice of meeting (or adjourned meeting) is sent, but before the meeting (or adjourned meeting) is held, they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and security of attendees or the wider public, or to comply with law or government guidance. The Trustees must then provide such notice of the date, time and place (and any Remote Attendance details) of the postponed meeting and any such other information as they shall determine. No business shall be dealt with by the postponed meeting that could not have been dealt with if it had not been postponed.

40. **Amendments to resolutions**

- 40.1 An ordinary resolution to be proposed at a general meeting may be amended by a further ordinary resolution if:

40.1.1 notice of the proposed amendment is given to the Society in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and

40.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

- 40.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

40.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

40.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- 40.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

41. **Written resolutions**

The Society may deal with business by written resolution in accordance with the Companies Acts and the Articles.

PART V - ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

42. Communications by the Society

General rule

42.1 The Society may send or supply any documents, notices, information or other material to members or Trustees in the manner indicated in the first column below. They will be deemed received at the time specified in the second column below. This Article is subject to Article 42.2.

Method	Deemed delivery
(a) By hand	The day it was delivered.
(b) By post, in a prepaid envelope addressed to the recipient;	48 hours after posting, excluding any part of a day that is a Saturday, Sunday or Public Holiday.
(c) By electronic means;	The day it was sent.
(d) By making it available on a website; or	The day it was made available or (if later) the day the recipient was notified (or is deemed notified) that it was so available.
(e) By other means authorised by the articles and the Companies Acts.	In accordance with any provisions in the relevant article or the Companies Acts.

Exceptions

42.2 The following exceptions apply:

42.2.1 where the Companies Act 2006 requires it, the requirements in that Act for the Society to gain a person's consent (or deemed consent) must be complied with before method (c), (d) or (as applicable) (e) is used (or before relevant material is sent in electronic form by other means);

42.2.2 insofar as the communication falls within the scope of the Companies Act 2006, the Society must have gained the Trustee's prior agreement for the deemed delivery provisions listed above (rather than those prescribed by the Companies Act 2006) to take effect. A Trustee may agree with the Society that notices or documents concerning Trustee decision-making

can be sent to them in a particular way (whether or not listed above); and that they may be deemed delivered sooner than would otherwise be the case under this Article;

42.2.3 a member present in person or by proxy at a meeting of the Society shall be deemed to have received notice of the meeting and the purposes for which it was called;

42.2.4 a member who does not register a postal address within the United Kingdom with the Society shall not be entitled to receive any notice from the Society by methods (a) or (b) but shall be entitled to receive any notice by methods (c), (d) or (e) (subject to Article 42.2.1 above) (and the Society may provide such a member with any notice by methods (a) or (b), in its discretion and subject to these Articles and the Companies Acts); and

42.2.5 where any document or material has been sent or supplied by the Society by electronic means and the Society receives notice that the message is undeliverable:

(a) if the material has been sent to a member or Trustee and is notice of a general meeting of the Society, the Society is under no obligation to send a hard copy of the material to their postal address as shown in the Society's register of members or Trustees, but may in its discretion choose to do so;

(b) in all other cases, the Society shall send a hard copy of the material to the member's postal address (within the United Kingdom) as shown in the Society's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person within the United Kingdom (if any); and

(c) the date of service or delivery of the material shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

43. **Secretary**

A Secretary may be appointed by the Trustees on such terms as they see fit and may be removed by them. If there is no Secretary, the Trustees may make appropriate alternative arrangements.

44. **Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

45. **Minutes**

45.1 The Trustees must ensure minutes are made:

45.1.1 of all appointments of officers made by the Trustees;

45.1.2 of all resolutions of the Society and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and

45.1.3 of all proceedings at meetings of the Society and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Society, be sufficient evidence of the proceedings.

46. **Records and accounts**

46.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

46.1.1 annual reports;

46.1.2 annual statements of account; and

46.1.3 annual returns or confirmation statements.

46.2 Except as provided by law or authorised by the Trustees or an ordinary resolution of the Society, no person is entitled to inspect any of the Society's accounting or other records or documents merely by virtue of being a member.

47. **Interpretation**

These Articles should be read and interpreted in accordance with Schedule 1.

48. **Exclusion of model articles**

The relevant model articles for a company limited by guarantee are expressly excluded.

Schedule 1 - Interpretation – Defined Terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1.1 “Address”	includes a postal or physical address and a number or address used for the purposes of sending or receiving documents or information by electronic means;
1.2 “Advisory Council”	the Council constituted in accordance with Part III of these Articles;
1.3 “Articles”	the Society’s articles of association;
1.4 “Chair”	has the meaning given in Article 10;
1.5 “Clear Days”	in relation to the period of a notice, that 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;
1.6 “Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Society;
1.7 “Connected”	means in respect of a Trustee: (a) the Trustee’s parent, child, sibling, grandparent or grandchild; (b) the spouse or civil partner of the Trustee or another person described in paragraph (a); (c) a person carrying on business in partnership with the Trustee, or a person described in paragraph (a) or (b); (d) an institution controlled by the Trustee and/or one or more person(s) described in paragraph (a), (b) or (c); or (e) a body corporate in which the Trustee and/or one or more person(s) described in paragraph (a), (b) or (c) have a substantial interest.

	Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition;	
1.8	“Co-opted Trustee”	the Trustees referred to in Article 19.1.2
1.9	“Elected Trustees”	the Trustees referred to in Article 19.1.2;
1.10	“electronic form” and “electronic means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.11	“Executive Officers”	the President, General Secretary and Treasurer;
1.12	“Financial Expert”	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
1.13	“General Secretary”	the Trustee appointed as General Secretary in accordance with the Articles;
1.14	“hard copy” and “hard copy form”	have the meanings respectively given to them in the Companies Act 2006;
1.15	“purposes”	mean the charitable objects (or purposes) of the Society;
1.16	“President”	the Trustee appointed as the President in accordance with the Articles;
1.17	“Proxy Notice”	has the meaning given in Article 37;
1.18	“Public Holiday”	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
1.19	“Remote Attendance”	means remote attendance at a general meeting by such means as are approved by the Trustees in accordance with Article 30.5;
1.20	“Secretary”	the secretary of the Society (if any);

1.21	“Society”	Microbiology Society
1.22	“Subsidiary Company”	any company in which the Society holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company; and
1.23	“Treasurer”	the Trustee appointed as the Treasurer in accordance with the Articles;
1.24	“Trustee”	a director of the Society, and includes any person occupying the position of director, by whatever name called including the Executive Officers, Co-opted and Elected Trustees.

2. Unless the context requires, references to “writing” and “document” should be interpreted (without limitation) as allowing for the transmission of information in electronic form. A reference to a “document” includes summons, notice, order or other legal process.
3. Subject to paragraph 4 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
4. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Society.

Microbiology Society Bye-Laws Advisory Council

1. Introduction and Background

- 1.1 The Microbiology Society (“the Society”) is a charitable company limited by guarantee (registered company number 1039582) it is also registered as a charity in England and Wales (registered number 264017) and in Scotland (registered number SC039250).
- 1.2 The Society’s charitable purpose is to advance the art and science of microbiology.
- 1.3 The Trustees of the Society (“the Trustees”) are responsible for everything the Society does.
- 1.4 The Advisory Council is elected by the Members to support the Society and the Trustees with the scientific activities of the Society, to ensure they meet the needs of the members and deliver wider public benefit.
- 1.5 These Bye-Laws are made in accordance with Article 23 of the Society’s Articles of Association. They can be amended by the Trustees who must first consult the Advisory Council before adopting any changes.
- 1.6 The Articles of Association of the Society take precedence over these Bye-Laws.

2. Role and Responsibilities of the Advisory Council

- 2.1 The Advisory Council shall advise the Trustees on any matters encompassed within Article 2.1 of the Society's Articles of Association. In particular, it shall advise the Trustees on the format and content of scientific conferences; the nature and criteria for the Society's grants programmes and other professional development activities; the publication of reports, journals or other communications in any format; the Society's efforts to influence public policy and its engagement with professional communities outside the discipline of microbiology; the annual budget of the Society; and any other matters on which in the Advisory Council's opinion and at its absolute discretion, the interests of the members of the Society or the advancement of microbiology would be best served by the Trustees considering such advice.
- 2.2 In fulfilling its duties, the Advisory Council shall ensure that the business of the Committees of Advisory Council is presented to the Trustees in a coordinated and timely manner.

3. **Advisory Council Composition**

3.1 The number of Advisory Council Members shall be not less than eight.

3.2 The Advisory Council shall comprise:

3.2.1 The President, Treasurer and General Secretary of the Society who must be members of the Society;

3.2.2 Chairs of the Committees of Advisory Council provided they are also members of the Society;

3.2.3 Up to six Elected Members who must be members of the Society;

3.2.4 Up to three Co-opted Members who could, but need not be, members of the Society; and

3.2.5 Any other Trustees, who are members of the Society, but are not otherwise on the Advisory Council may attend meetings of the Advisory Council but may not vote.

4. **Appointment and retirement of the Advisory Council Members**

President, Treasurer and General Secretary

4.1 The President, Treasurer and General Secretary shall be appointed in accordance with the provisions of the Society's Articles of Association.

Chairs of Committees

4.2 The Chairs of the Committees of the Advisory Council will be deemed automatically appointed as Members of the Advisory Council by virtue of being a Chair of a Committee of the Advisory Council. The process for appointment and terms of office of such Chairs shall be agreed between the Advisory Council and Trustees from time to time.

4.3 Where a Committee of the Advisory Council has co-chairs each will have a vote.

4.4 The Committees of the Advisory Council are:

4.4.1 Building Communities Committee,

4.4.2 Impact and Influence Committee,

4.4.3 Sustainability Committee,

4.4.4 Early Career Forum Executive Committee, and

4.4.5 Members Panel.

Elected Members of the Advisory Council

4.5 Elected members of the Advisory Council shall be elected by the membership of the Society and the procedure for election shall be as determined by the Trustees from time to time. The results of elections of Elected Members of the Advisory Council shall be announced at each annual general meeting of the Society, or in the next communication to Members of the Society. Terms of office for Elected Members of the Advisory Council shall be from a date determined by the Trustees, or, if not otherwise determined, from the 1st January following such announcement.

4.6 Except as provided in clause 4.7, Elected Members of the Advisory Council shall serve for up to three years, unless a different period is determined by the Advisory Council. At the end of this period they shall retire from office and not be eligible for re-election for three years, save where decided by the Advisory Council.

4.7 If an Elected Member of the Advisory Council resigns or otherwise ceases to be a Member of the Advisory Council before the completion of their normal term of office, the vacancy shall be filled at the discretion of the Advisory Council. The person so appointed by the Advisory Council shall serve on the Advisory Council for the remainder of the term of office of the Elected Member of the Advisory Council whose vacancy they fill. Any person appointed under this clause to serve on the Advisory Council for one year or less shall be eligible for immediate re-election as a Member of the Advisory Council; otherwise they shall not be eligible for re-election until three years have elapsed from their retirement save where decided by the Advisory Council.

Co-opted Members of the Advisory Council

4.8 The Advisory Council shall have power from time to time to co-opt not more than three additional people (qualified for nomination as determined by the Advisory Council) as Co-opted Members of the Advisory Council if there is in the Advisory Council's absolute discretion a need on the Advisory Council for persons with those particular characteristics, skills or experience. Co-opted Members of the Advisory Council shall serve for up to three years and must then step down and cannot be reappointed for three years.

5. Disqualification and removal of the Advisory Council Members

5.1 An Advisory Council Member shall cease to be a Member of the Advisory Council if they:

5.1.1 cease to hold the office of President, Treasurer, General Secretary or Chair of a Committee of the Advisory Council;

- 5.1.2 the Trustees reasonably believe that they have become mentally incapable of managing their own affairs and they resolve to remove the person from office;
- 5.1.3 they notify the Society in writing that they are resigning from office, and any period of time specified in the notice has passed (but only if at least seven Advisory Council Members will remain in office when the notice of resignation is to take effect);
- 5.1.4 are absent without the permission of the Advisory Council from all their meetings held within a period of twelve months and the Advisory Council resolve that their office be vacated;
- 5.1.5 if having been a member of the Society when they took office they cease to be a member of the Society for whatever reason; or
- 5.1.6 are removed by a resolution of the Advisory Council or the Trustees having first given the individual 28 days to make representation to the Advisory Council or the Trustees (as appropriate).

6. Advisory Council Members' expenses and interests

- 6.1 The Advisory Council Members may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Advisory Council or committees of the Advisory Council or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.
- 6.2 Except to the extent permitted by Article 4 of the Articles (which shall apply to Advisory Council Members as if they were a Trustee), no Advisory Council Member shall take or hold any interest in property belonging to the Society or receive remuneration.
- 6.3 An Advisory Council Member must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. An Advisory Council Member must absent themselves from any discussions of the Advisory Council Members in which it is possible that a conflict will arise between their duty to act solely in the interests of the Society and any personal interest (including but not limited to and personal financial interest).

7. Proceedings of the Advisory Council

- 7.1 Subject to the provisions of the Articles, the Advisory Council may regulate its proceedings as it thinks fit. An Advisory Council Member may, and the General Secretary at the request of an Advisory Council Member shall, call a meeting of the

Advisory Council. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.

- 7.2 The quorum for the transaction of the business of the Advisory Council may be fixed by the Advisory Council but shall not be less than seven.
- 7.3 The Advisory Council may act notwithstanding any vacancies in its number, but, if the number of the Advisory Council Members is less than the number fixed as the quorum, the continuing Advisory Council Members or Advisory Council Member may act only for the purpose of filling a vacancy.
- 7.4 The President shall be Chair of the Advisory Council. If the President does not wish to take on the role of Chair of the Advisory Council then the Advisory Council may appoint another Executive Officer to be the Chair of its meetings and may at any time remove them from that office. Unless they are unwilling to do so, the Executive Officer so appointed shall preside at every meeting of the Advisory Council at which they are present. But if there is no Executive Officer holding that office, or if the Executive Officer holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Advisory Council Members present may appoint one of their number to be Chair of the meeting.
- 7.5 The Advisory Council may appoint one or more sub-committees or working groups consisting of three or more persons for the purpose of making any inquiry or supervising or performing any function nor duty which in the opinion of the Advisory Council would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be adequately and promptly reported to the Advisory Council, and the Advisory Council shall have oversight and decision-making powers in relation to any matters reported to it. The Advisory Council will determine who will be the Chair of any such sub-committee or working group.
- 7.6 All acts done by a meeting of the Advisory Council or sub-committee of the Advisory Council shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Advisory Council Member or that any Advisory Council Members were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be an Advisory Council Member and had been entitled to vote.
- 7.7 A resolution, approved in writing or in electronic form, by at least a majority of the Advisory Council Members or Committee of the Advisory Council entitled to vote thereon, shall be as valid and effective as if it had been passed at a meeting of the Advisory Council . Such a resolution may consist of several documents in the same

form, each signed by one or more Advisory Council Member or may be agreed by email or other electronic means.

7.8 The Advisory Council may not incur any expenditure outside of the annual budget agreed with the Trustees, without the prior agreement of the Trustees. Given the Trustees responsibilities in relation to the operation of the Society, in the case of a disagreement over the budget the Trustees shall have the final decision.

7.9 The Advisory Council may not enter into contracts or otherwise incur expenditure on behalf of the Society unless this is a budgeted expense and approved by the Treasurer.

7.10 The secretary of the Advisory Council shall be the Chief Executive Officer as appointed from time to time, or if the Chief Executive is unable to act in this role, then another member of staff shall act in this role if and for so long as appointed to do so by the President.

8. **Minutes**

8.1 The Advisory Council shall keep minutes permanently and securely:

8.1.1 Of all appointments made by the Advisory Council; and

8.1.2 Of all proceedings and all business transacted at meetings of the Advisory Council (or its sub-committees), including the names of those present at each such meeting; and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

8.1.3 Minutes of the Advisory Council meetings shall be made available to the Trustees.

9. **Notices**

A Member present in person at any meeting of the Advisory Council shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

10. **Policies and Statements**

The Advisory Council shall comply with the policies of the Society and may when appropriate make statements on behalf of the Society with the prior agreement of the Trustees.

Articles of Association

THE COMPANIES ACTS 1985 TO 2006:

Company Limited by Guarantee and not having a Share Capital

(Adopted by way of special resolution dated 7 September 2017)

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Part One

1. Interpretation

In these Articles:

“**the Acts**” means the Companies Act 1985 - 2006 including any statutory modification or re-enactment thereof for the time being in force

“**the Articles**” means these Articles of Association of the Society;

“**clear days**” in relation to the period of a notice means the 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 Council**” means the Council of Management of the Society;

“**Council Member**” means a member of the Council;

“**Committee of the Council**” means the Communications Committee, Finance Committee, Professional Development Committee, Policy Committee, Publishing Committee, Scientific Conferences Committee and any other Committee which the Council designates as a “Committee of the Council”

“**Full Member**” means a Full Member of the Society, as defined by the Council from time to time;

“**Full Concessionary Member**” means a Full Concessionary Member of the Society, as defined by the Council from time to time;

“**Honorary Member**” means an Honorary Member of the Society, as defined by the Council from time to time;

“**Affiliate Member**” means an Affiliate Member of the Society, as defined by the Council from time to time;

“**office**” means the registered office of the Society;

“**Post Graduate Student Member**” means a Post Graduate Student Member of the Society, as defined by the Council from time to time;

“**Undergraduate Student Member**” means an Undergraduate Student Member of the Society, as defined by the Council from time to time;

“**the Society**” means the Microbiology Society;

“**the United Kingdom**” means Great Britain and Northern Ireland;

“**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 in electronic form or otherwise.

Subject as aforesaid, words or expressions contained in the Articles shall, unless the context requires otherwise, bear the same meaning as in the Acts.

2. Members

- 2.1 The subscribers to the Memorandum of Association, and such other persons as are admitted to membership, shall be Members of the Society. Save as provided by this Article 2 no person shall be admitted a member of the Society unless their application for membership is approved by the Council.
- 2.2 Membership categories, rules for admission to membership and associated costs shall be determined by the Council and submitted annually at the AGM and subsequently published on the Society’s website.
- 2.3 Every Member other than an Honorary Member or an Affiliate Member shall pay an annual subscription, due in advance, on dates to be decided by the Council. A Member who has been given notice that their subscription is in arrears shall cease to be a Member on notice from the Council to that effect.
- 2.4 A Member can be removed from membership by a resolution of the Council that it is in the best interests of the Society that their membership is terminated. A resolution to remove a Member from membership may only be passed if:
 - 2.4.1 the Member has been given at least twenty-one days’ notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed; and
 - 2.4.2 the Member or, at the option of the Member, the Member’s representative (who need not be a Member of the Society) has been allowed to make representations to the meeting.
- 2.5 Unless the Council or the Society in general meeting shall make other provision, the Council may in its absolute discretion permit any member of the Society to retire, provided that after such retirement the number of Members is not less than eight.

2A Privacy Policy (Members)

Introduction

- 2A.1 This privacy policy in this Article 2A (and which reflects the privacy policy set out in the Application Form), sets out the basis on which any personal data the Society collects from a Member, or that a Member provides to the Society, in connection with, or pursuant to, that Member’s application and/or membership, will be processed by the Society. This policy is without prejudice to any other privacy terms which may apply to a Member from time to time when using the Society’s website.

2A.2 For the purposes of the policy contained in this article 2A:

‘Data Protection Legislation’ means, the Data Protection Act 1998, as amended, extended, re-enacted, or replaced from time to time, and to the extent applicable to the collection and processing of personal data by the Society;

‘Member’ shall be construed as including, where the context permits, any person who applies to become a Member by submitting an Application Form to the Society but is not yet admitted as a Member.

Data Controller

2A.3 The Society is the data controller for the purpose of Data Protection Legislation. The Society is a charity registered in England and Wales (Charity Number 264017), a charity registered in Scotland (Charity Number SC039250) and a company limited by guarantee, registered in England (Company Number 1039582).

Personal Data, Consent and Processing

2A.4 The personal data the Society collects from a Member, as requested by the Society’s membership application form (**‘Application Form’**), includes a Member’s title, name, gender, date of birth, qualifications, home and work address and contact details, credit card details or bank details, mailing address, where a Member is currently employed, that Member’s job title, areas of interest/expertise and any other information requested in the Application Form.

2A.5 By completing and submitting an Application Form, the relevant Member consents to the Society collecting, processing and using that Member’s personal data as provided by that Member in the Application Form, for the following purposes:

2A.5.1 providing that Member with the benefits of membership and any goods and services ordered;

2A.5.2 processing payments, billing, and notifying that Member of their membership renewal;

2A.5.3 sending that Member any communication and/or documentation which they are entitled to receive from time to time, in their capacity as a member, pursuant to any legal or contractual requirement imposed on the Society from time to time, including without limitation, notices of general meetings (including Annual General Meetings) and all supporting documentation in connection with any general meeting.

2A.6 To the extent that a Member, by ticking the relevant boxes in the Application Form, consents to the same, that a Member’s personal data as provided by that Member in the Application Form, (or in the case of Article 2A.6.3, the personal data identified in Article 2A.6.3) will be collected, processed and used by the Society for the following purposes:

2A.6.1 providing that Member with information on products and services that are included in regular mailings of *Microbiology Today*;

2A.6.2 providing that Member with email alerts about the Society’s activities;

2A.6.3 the Society publishing that Member’s name, location and professional interests (and only that personal data) in the Society’s member directory and disclosing that

personal data with other Members, and giving all Members, who have provided their consent to the same, the opportunity to send a message to one another via the Society's website.

Withholding and Withdrawing Consent

2A.7 Subject to Article 2A.8 below, a Member may at any time:

2A.7.1 by emailing the Society at info@microbiologysociety.org or by writing to the Society at Charles Darwin House, 12 Roger Street, London, WC1N 2JU (and specifying clearly what that Member wants the Society to do) withdraw their consent to any or all of the types of processing described in Article 2A.5 and/or Article 2A.6 above, and/or request that the Society permanently delete any or all of that Member's personal data held by the Society;

2A.7.2 by using the Society's online members' area, withdraw their consent to all of the types of processing described in Article 2A.5 and Article 2A.6 above.

2A.8 If a Member exercises their rights under Article 2A.7, the Society shall not be obliged to delete or to cease to process a Member's personal data, and may continue to keep and process a Member's personal data, to the extent that the Society is obliged or authorised to keep and process such personal data by law or to comply with any legal commitment imposed on the Society from time to time.

Disclosure

2A.9 For as long as, and to the extent that, the Society is permitted to keep and process a Member's personal data, that Member's consent as provided in the Application Form means that the Society will have the right to share:

2A.9.1 that Member's personal data with the Society's business partners, suppliers and sub-contractors for the performance of any contract the Society enters into with them or that Member;

2A.9.2 that Member's personal data, as identified in Article 2A.6.3, with our other Members;

2A.10 The Society will disclose a Member's personal data to third parties if the Society is under a duty to disclose or share that personal data in order to comply with any legal obligation. This includes exchanging information with other companies and organisations for the purposes of fraud protection, credit risk reduction and any other legal requirement imposed on the Society to disclose personal data about that Member, or about Members generally.

Geographical Scope

2A.11 The Society will not transfer, store or process the personal data that it collects from a Member at a destination outside the European Economic Area.

Duration

2A.12 Subject to Article 2A.13, the Society will keep and process a Member's personal data throughout that person's membership application process, and for as long as that person remains a Member, but subject to that Member's rights under Article 2A.7, and subject to the Society's rights under Article 2A.8.

2A.13 Any payment details the Society holds for a Member will only be kept for as long as required to process the payment for which they were provided, following which, such personal data will be deleted.

Right to Access or Correct Personal Data

2A.14 A Member may request electronic or hard copies of the personal information the Society holds about that Member, by emailing the Society at info@microbiologysociety.org or by writing to the Society at Charles Darwin House, 12 Roger Street, London, WC1N 2JU. A Member has the right to request this information in a structured portable electronic format. The Society may, where it is permitted by law to do so, charge a fee for providing copies of such personal data. If the information the Society holds about a Member is inaccurate, incomplete or out-dated, that Member should inform the Society and provide the corrected or updated information by emailing the Society at info@microbiologysociety.org or by writing to the Society at Charles Darwin House, 12 Roger Street, London, WC1N 2JU, or alternatively, that Member can visit the Society's online members' area, in order to view and correct its personal data itself (or such of that Member's personal data as the Society holds at that time).

3. General meetings

- 3.1 The Society shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next. The annual general meeting shall be held at such times and places as the Council shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 3.2 Only Full, Full Concessionary, Post Graduate Student and Honorary Members may vote at general meetings of the Society, but all Members shall receive notice of, and be entitled to attend and speak at all general meetings of the Society.
- 3.3 The Council may call general meetings and, on the requisition of Members pursuant to the provisions of the Acts, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

4. Notice of general meetings

- 4.1 All annual general meetings shall be called by at least twenty one clear days' notice and any other general meeting may be called by at least fourteen clear days' notice, provided that an annual general meeting or other general meeting may be held on shorter notice if it is so agreed by not less than ninety percent of Members entitled to attend and vote.
- 4.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and confirm the proxy rights of Members. In the case of an annual general meeting, the notice shall specify the meeting as such.
- 4.3 In this regulation, "address" in relation to electronic communications, includes any number or address used for the purpose of such communications.

The Society may give any notice to a Member either:

- 4.3.1 personally; or

- 4.3.2 by sending it by post in a prepaid envelope addressed to the Member at their address;
or
- 4.3.3 by leaving it at the address of the Member; or
- 4.3.4 by giving it in electronic form to the Member's address; or
- 4.3.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website.

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 or Ireland shall not be entitled to receive any notice from the Society.

- 4.4 The notice shall be given to all the Members and to the auditors.
- 4.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

5. Proceedings at general meetings and votes of members

- 5.1 No business shall be transacted at any meeting unless a quorum is present. Seven persons entitled to vote upon the business to be transacted shall constitute a quorum.
- 5.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting 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 Council may determine.
- 5.3 The President of the Council or in their absence some other Council Member nominated by the Council shall preside as Chair of the meeting, but if neither the President nor such other Council Member (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Council Members present shall elect one of their number to be Chair and, if there is only one Council Member present and willing to act, they shall be Chair.
- 5.4 If no Council Member is willing to act as Chair, or if no Council Member is present within fifteen minutes after the time appointed for holding the meeting, the meeting shall stand adjourned to such time and place as the Council may determine.
- 5.5 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 adjournment not taken place.
- 5.6 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. Otherwise it shall not be necessary to give any such notice.
- 5.7 Subject to Article 5.8 and Article 5.15, every Full, Full Concessionary, Post Graduate Student and Honorary Member shall have one vote.

- 5.8 No Member shall be entitled to vote at any general meeting unless all moneys then payable that Member to the Society have been paid.
- 5.9 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 Chair whose decision shall be final and conclusive.
- 5.10 Any paper submitted to a general meeting which has been developed and agreed by the Council shall be deemed to have been proposed and seconded by the members of the Council. Otherwise, any Full, Full Concessionary, Post Graduate Student or Honorary Member may submit a resolution in writing to the Chair of the Council for a general meeting up to 21 days in advance of its date and this shall be submitted by the Society to the general meeting for consideration.
- 5.11 A resolution put to the vote of a meeting shall be decided on by 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 Acts, a poll may be demanded:
- 5.11.1 by the Chair; or
 - 5.11.2 by at least three Full, Full Concessionary, Post Graduate Student or Honorary Members having the right to vote at the meeting; or
 - 5.11.3 by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 5.12 Unless a poll is duly demanded, a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, 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.
- 5.13 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 5.14 A poll shall be taken as the Chair directs and they may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 5.15 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote they may have.
- 5.16 A poll demanded on the election of a Chair 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 Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is 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.
- 5.17 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 other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

6. The Council

- 6.1 The number of Council Members shall be not less than eight but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 6.2 The executive offices of the Council shall be determined by the Council from time to time but, unless otherwise determined will include a President, Treasurer and General Secretary who will be the Executive Officers of the Council.
- 6.3 The Council Members shall be directors of the Society and shall be the Charity Trustees in respect of the Society for the purposes of the Charities Act 1993.

7. Powers of the Council

- 7.1 Subject to the provisions of the Acts and the Articles and to any directions given by special resolution, the business of the Society shall be managed by the Council who may exercise all the powers of the Society. No alteration of the Articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article 7 shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council.
- 7.2 In addition to all powers hereby expressly conferred upon it and without detracting from the generality of their powers under the Articles the Council shall have the following powers, namely:
 - 7.2.1 to expend the funds of the Society in such manner as it shall consider most beneficial for the achievement of the objects and to invest in the name of the Society such part of the funds as it may see fit and to direct the same or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Society;
 - 7.2.2 to take over the whole or any part which may lawfully be taken over by the Society of the real and personal property belonging to and to undertake all or any of the liabilities of the unincorporated society known as the Society for General Microbiology;
 - 7.2.3 to enter into contracts on behalf of the Society;
 - 7.2.4 to delegate the powers specified in the Articles to such investment advisers as the Council shall consider appropriate, subject always to the conditions set out in Part Two of the Articles.

8. Appointment and retirement of the Council Members

- 8.1 Except as provided in Article 9, the Chairs of the Committees of the Council will be deemed automatically appointed as Members of the Council by virtue of being a Chair of a Committee of the Council. The process for appointment and terms of office of such Chairs shall be determined by the Council from time to time.

- 8.2 Elected Members of the Council shall be elected by the membership and the procedure for election shall be as determined by the Council from time to time. The results of elections of Elected Members of the Council shall be announced at each Annual General Meeting, or in the next communication to Members of the Society. Terms of office for Elected Members of the Council shall be from a date determined by the Council, or, if not otherwise determined by the Council, from the 1st January following such announcement.
- 8.3 Except as provided in Article 9, Elected Members of the Council shall serve for up to three years, unless a different period is determined by the Council. At the end of this period they shall retire from office and not be eligible for re-election for 3 years, save where decided by the Council.
- 8.4 If an Elected Member of the Council resigns or otherwise ceases to be a Member of the Council before the completion of their normal term of office, the vacancy shall be filled at the discretion of the Council. The person so elected shall serve on the Council for the remainder of the term of office of the Elected Member of the Council whose vacancy they fill. Any person elected under this Article 8.4 to serve on the Council for 1 year or less shall be eligible for immediate re-election as a Member of the Council; otherwise they shall not be eligible for re-election until 3 years have elapsed from their retirement save where decided by the Council.
- 8.5 The Council shall have power from time to time to co-opt not more than three additional persons (qualified for nomination as determined by the Council) as Members of the Council if there is in the Council's absolute discretion a need on the Council for persons with those particular characteristics, skills or experience.

9. Disqualification and removal of the Council Members

- 9.1 A Council Member shall cease be a Member of the Council if they:
- 9.1.1 cease to be a director of the Society by virtue of any provision in the Acts or are 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 that provision);
 - 9.1.2 become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
 - 9.1.3 resigns their office by notice to the Society (but only if at least seven Council Members will remain in office when the notice of resignation is to take effect); or
 - 9.1.4 are absent without the permission of the Council from all their meetings held within a period of six months and the Council resolve that their office be vacated;
 - 9.1.5 cease to be a Member of the Society for whatever reason.

10. Council Members' expenses and interests

- 10.1 The Council Members may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Council or committees of the Council or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.
- 10.2 Except to the extent permitted by Clause 4 of Part Two of the Articles, no Council Member

shall take or hold any interest in property belonging to the Society or receive remuneration.

- 10.3 A Council Member must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A Council Member must absent themselves from any discussions of the Council Members in which it is possible that a conflict will arise between their duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

11. Conflicts of interests and conflicts of loyalties

- 11.1 If a conflict of interests arises for a Council Member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Council Members may authorise such a conflict of interests where the following conditions apply:

11.1.1 the conflicted Council Member is absent from the part of the Council Meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

11.1.2 the conflicted Council Member does not vote on any such matter and is not to be counted when considering whether a quorum of Council Members is present at the meeting; and

11.1.3 the unconflicted Council Members consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying.

- 11.2 In Article 11.1 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Council Member or to a connected person. In the case of conflicts of interest which do involve a direct or indirect benefit of any nature to a Council Member or to a connected person, Charity Commission authorisation would be required.

- 11.3 In Article 11.2 '**connected person**' means:

11.3.1 a child, parent, grandchild, grandparent, or sibling of the Council Member;

11.3.2 the spouse or civil partner of the Council Member or of any person falling within Article 11.3.1 above;

11.3.3 a person carrying on business in partnership with the Council Member or with any person falling within Articles 11.3.1 or 11.3.2 above;

11.3.4 an institution which is controlled –

(i) by the Council Member or any connected person falling within any of Articles 11.3.1, 11.3.2 or 11.3.3 above; or

(ii) by two or more persons falling within Article 11.3.4(i) above, when taken together; or

11.3.5 a body corporate in which –

- (i) the Council Member or any connected person falling within any of Articles 11.3.1, 11.3.2 or 11.3.3 above has a substantial interest; or
- (ii) two or more persons falling within Article 11.3.5(i) above who, when taken together, have a substantial interest.

11.4 Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in Article 11.3.

12. Proceedings of the Council

12.1 Subject to the provisions of the Articles, the Council may regulate its proceedings as it thinks fit. A Council Member may, and the General Secretary at the request of a Council Member shall, call a meeting of the Council. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.

12.2 The quorum for the transaction of the business of the Council may be fixed by the Council but shall not be less than seven.

12.3 The Council may act notwithstanding any vacancies in its number, but, if the number of the Council Members is less than the number fixed as the quorum, the continuing Council Members or Council Member may act only for the purpose of filling vacancies or of calling a general meeting.

12.4 The Council may appoint a Council Member to be the Chair of its meetings and may at any time remove them from that office. Unless they are unwilling to do so, the Council Member so appointed shall preside at every meeting of the Council at which they are present. But if there is no Council Member holding that office, or if the Council Member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Council Members present may appoint one of their number to be Chair of the meeting.

12.5 The Council may appoint one or more sub-committees or working groups consisting of three or more persons of whom a majority shall be Council Members for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be adequately and promptly reported to the Council, and the Council shall have oversight and decision-making powers in relation to any matters reported to it. The Council will determine who will be the Chair of any such sub-committee or working group.

12.6 All acts done by a meeting of the Council, a Committee of the Council or sub-committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member or that any Council Members were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member and had been entitled to vote.

12.7 A resolution, approved in writing or in electronic form, by at least a majority of the Council Members or Committee of the Council entitled to vote thereon, shall be as valid and effective as if it had been passed at a meeting of the Council or (as the case may be) a Committee of the Council duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Council Member.

- 12.8 Any bank account in which any part of the assets of the Society is deposited shall be operated by the Council and shall indicate the name of the Society.
- 12.9 The company secretary of the Society for the purposes of the Acts shall be the Chief Executive Officer as appointed from time to time, or if the Chief Executive is unable to act in this role, then another member of staff shall act in this role if and for so long as appointed to do so by the President.

13. Minutes

- 13.1 The Council shall keep minutes permanently and securely:
- 13.1.1 of all appointments made by the Council; and
 - 13.1.2 of all proceedings and all business transacted at meetings of the Society, of the Council (or its sub-committees) and of Committees of the Council, including the names of the trustees present at each such meeting; and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

14. Council Signatures

The Council may determine from time to time who shall sign documents on behalf of the Society and unless otherwise so determined, or otherwise required by law, such documents may be signed by two Members of the Council of which one will be an Executive Officer.

15. Accounts

Accounts shall be prepared in accordance with the provisions of Part VII of the Companies Act 2006.

16. Annual Report

The Council shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

17. Annual Return

The Council shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

18. Notices

A Member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

19. Indemnity

Subject to the provisions of the Acts every Council Member or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

20. Policies and Statements

The Council may from time to time make, alter, add to, revise or repeal such Policies and Statements as it may deem necessary or expedient or convenient. These Policies and Statements do not form part of the Articles.

Part Two

Following revisions in the Companies Act 2006, the following provisions (as further amended by a special resolution dated 7 September 2017) are transposed from the:

Memorandum of Association of the MICROBIOLOGY SOCIETY

1. The name of the Company (hereinafter called “**the Society**”) is the “MICROBIOLOGY SOCIETY.”
2. The registered office of the Society will be situate in England.
3. The object for which the Society is established is to advance the art and science of microbiology and in furtherance thereof but not otherwise the Society shall have power: -
 - (A) To take over the whole or any part which may lawfully be taken over by the Society of the real and personal property belonging to and to undertake all or any of the liabilities of the unincorporated society known as the Microbiology Society.
 - (B) To conduct and hold or assist in the conducting and holding of meetings for the purpose of making demonstrations or exhibitions of experiments, apparatus or specimens, and for the purpose of making communications, printed or oral, relating to microbiology, and to publish such reports, journals or other publications either in its own name or jointly with other persons as the society may from time to time determine.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society.
 - (D) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its objects.
 - (E) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may be conducive to its object.
 - (F) To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.
 - (G) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
 - (H) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objects.
 - (I) To do all such other things as are necessary to the attainment of the above object.

Provided that:-

- (i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The Society shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Society would make it a Trade Union.
 - (iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.
4. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the object of the Society as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Society.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Society; but so that no member of the Council of Management or Governing Body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society, provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.
6. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of

the rights of the contributories among themselves, such amount as may be required not exceeding £1.

7. 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 Society, but shall be given or transferred to some other institution or institutions having charitable objects similar to the object of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of clause 4 hereof, such charitable institution or institutions to be determined by the members of the Society 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.
8. Throughout this Memorandum of Association a 'charitable purpose' is a purpose that is regarded as charitable both in the law of England and Wales and in the law of Scotland, and the term 'charitable' is to be interpreted in accordance both with the law of England and Wales and the law of Scotland.

Transitional Provisions

Microbiology Society (“the Society”)

Company Number: 01039582

Registered as a charity in England and Wales 264017 and in Scotland SC039250.

1. Background

- 1.1 The members are asked to adopt updated Articles of Association at the AGM on 7 October 2024. These provide for the current larger Council of Trustees (“**the Existing Larger Council**”) to become an advisory body called the “**Advisory Council**”. The new Articles also provide for a smaller group of Trustees (“**the New Trustees**”)
- 1.2 The following provisions set out the transitional steps to achieve the new structure if the new Articles are adopted.

2. Transitional Provisions

2.1 *Existing trustees stay in post until 1 January 2025*

- 2.2 For the period from the 2024 AGM to 1 January 2025 the Existing Larger Council members shall remain as the trustees of the Society.

2.3 *Election of first Elected Trustees*

- 2.4 Prior to 1 January 2025 the first three Elected Trustees¹ shall be elected as follows:

- 2.4.1 The following individuals shall be eligible for election as Elected Trustees:

- (a) Members of the Existing Larger Council, provided their term in office is not due to terminate on 31 December 2024;
- (b) Individuals who are to be members of the Advisory Council from 1 January 2025

- 2.4.2 People who are eligible for election as an Elected Trustee may nominate themselves as candidates.

¹ As referred to in Article 19.1.2

2.4.3 A ballot will then be taken to choose from those nominated and the following individuals shall each have one vote:

- (a) Members of the Existing Larger Council;
- (b) Individuals who are to be members of the Advisory Council from 1 January 2025; and
- (c) Any co-chair of the Members Panel who does not fit into either of the above categories.

2.4.4 In the event of a tied vote the candidate shall be chosen by lot.

2.4.5 The timings, procedure and oversight of the nomination and ballot process shall be agreed by the Executive Officers.

2.4.6 The terms in office and maximum terms in office for each of the first Elected Trustee shall be agreed by the current Executive Officers prior to 1 January 2025.

2.5 ***Co-option of first Co-opted Trustees²***

2.5.1 The selection process for Co-opted Trustees may start after the Articles are adopted and shall be agreed by Executive Officers. If the appointment is made prior to 1 January 2025 then the appointment shall be approved by the cohort of voters listed in clause 2.4.3. If the co-option is made on or after 1 January 2025 then the terms of the Articles shall apply. The terms in office and maximum terms in office for each of the first Co-opted Trustees shall be agreed by the Executive Officers in post at the time of their co-option.

2.6 ***New Trustees take office 1 January 2025***

2.7 The following Trustees shall take or remain in office on 1 January 2025 and their deemed term in office for the purposes of calculating their longstop date in accordance with Articles 19.8 and 19.9 are set out below:

Role	Name	Term details
President	Gordon Dougan	1 January 2025 – 31 December 2027

² As referred to in Article 19.1.3

General Secretary	Karen Robinson	1 January 2023- 31 December 2025
Treasurer	John Sinclair	1 January 2024 – 31 December 2026
3 Elected Trustees	Elected as set out in Paragraph 2.3	Decided as set out in paragraph 2.4.6
Up to 3 Co-Opted Trustees	Co-opted as set out in paragraph 2.5	As set out in the Articles of Association.

2.8 *Advisory Council takes office 1 January 2025*

2.9 The following people shall form the first Advisory Council from 1 January 2025 with the following terms:

Role	Name	Term details/ex officio³
President	Gordon Dougan	Ex officio
General Secretary	Karen Robinson	Ex officio
Treasurer	John Sinclair	Ex officio
Chairs and Co-Chairs of Committees of the Advisory Board as set out in Byelaw 4.2-4.4	The individuals in post in these roles on 1 January 2025	Ex officio
Elected Members of the Advisory Council	Justine Rudkin	1 Jan 2025-31 Dec 2027
	Arindam Mitra	1 Jan 2025-31 Dec 2027
	Gerald Barry	1 Jan 2025-31 Dec 2027

³ Ex officio means that they hold office for as long as they hold the relevant role. The terms in office for chairs of committees are set out in the relevant terms of reference for that committee. When a person ceases to be a chair of the relevant committee then they will automatically cease to be on the Advisory Council and their successor will take their place.

	Alan McNally	1 Jan 2023-31 Dec 2025
	Sheila Patrick	1 Jan 2024 – 31 Dec 2026
	Lorena Fernandez- Martinez	1 Jan 2024 - 31 Dec 2026
	George Salmond	1 Jan 2024 – 31 Dec 2026

- 2.10 Should there be any meetings of the Existing Larger Council before 1 January 2025 then the co-chairs of the Members Panel may attend, but may not vote on any trustee resolutions.
3. Any queries, disputes or issues concerning the application or interpretation of these transitional provisions shall be decided by the Executive Officers in post when the query arises and their decision shall be final.