



**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

Index to Articles of Association of Microbiology Society

CONTENTS

PART I - CHARITABLE STATUS AND CAPACITY	1
PURPOSES AND POWERS.....	1
1. Purposes.....	1
2. Powers	1
3. Application of property	3
LIMITATION ON PRIVATE BENEFIT	3
4. Limitation on private benefit	3
LIMITATION OF LIABILITY AND INDEMNITY	5
5. Liability of members	5
6. Indemnity.....	6
WINDING UP.....	6
7. Winding up.....	6
PART II – TRUSTEES	7
THE ROLE OF THE TRUSTEES	7
8. Management of the Society’s business	7
9. Ability to delegate.....	7
10. Chair.....	8
11. Rules	8
HOW TRUSTEES MAKE DECISIONS	9
12. The Trustees must take decisions collectively.....	9
13. Calling a Trustees’ meeting	9
14. Procedure for Trustees’ meetings	9
15. Decisions without a meeting	10
16. Conflicts	10
17. Validity of Trustee actions	12
APPOINTMENT AND RETIREMENT, ETC. OF TRUSTEES	12
18. Number of Trustees.....	12
19. Appointment and retirement of Trustees	12

20.	Disqualification and removal of Trustees.....	14
PART III – ADVISORY COUNCIL		16
21.	Role of the Advisory Council.....	16
22.	Composition, appointment and removal of the members of the Advisory Council.....	16
23.	Bye-Laws	16
PART IV – MEMBERS		17
BECOMING AND CEASING TO BE A MEMBER.....		17
24.	Becoming a member	17
25.	Ending membership	17
26.	Categories of membership and associate members	18
ORGANISATION OF GENERAL MEETINGS		19
27.	Annual general meetings.....	19
28.	General meetings.....	19
29.	Notice of general meetings.....	19
30.	Attendance and speaking at general meetings	20
31.	Quorum for general meetings.....	21
32.	Chairing general meetings	22
33.	Attendance and speaking by Trustees and non-members	22
34.	Adjournment	23
35.	Voting at general meetings.....	23
36.	Poll voting: further provisions	24
37.	Proxies.....	25
38.	Delivery of Proxy Notices	26
39.	Power to delay or postpone general meetings.....	27
40.	Amendments to resolutions	28
41.	Written resolutions	28
PART V - ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS		29
42.	Communications by the Society.....	29
43.	Secretary	30
44.	Irregularities	30
45.	Minutes	31
46.	Records and accounts.....	31
47.	Interpretation	31

48.	Exclusion of model articles	31
	Schedule 1 - Interpretation – Defined Terms	32

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:

(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.	The Proxy Notice must be: <ul style="list-style-type: none">1. delivered in accordance with paragraph (c) below; or2. given to the chair, Secretary or any Trustee at the meeting (including an adjourned or postponed meeting) at which the poll was demanded.
--	--

(b) Where the proxy appointment relates to a poll, which is to be taken more than 48 hours after it was demanded.	The Proxy Notice must be received 24 hours before the time appointed for taking the poll.
(c) In all other circumstances.	The Proxy Notice must be received 48 hours before the meeting, adjourned meeting or postponed meeting to which it relates.

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.