

## **Notice of Extraordinary General Meeting of the Biochemical Society**

Notice is hereby given under the Companies Act 2006 of an Extraordinary General Meeting of the Biochemical Society to be held as an online meeting at 12 noon on Monday 21 March 2022.

The business to be discussed at the meeting will cover the following:

1. Members will be asked to vote on the following **special resolutions** to amend the Articles of Association of the Biochemical Society to:
  - i) extend the maximum term of office for the role of Honorary Treasurer from five years to eight years;
  - ii) extend the maximum term of office for the role of Early Career Member Representative from three years to six years;
  - iii) extend the maximum term of office for the role of Local Ambassador Representative from three years to six years;
  - iv) to ratify the resolutions passed at the AGM on Thursday 22 July 2021 to extend the terms in office for Frank Sargent as Honorary Treasurer and Dominika Gruszka as Early Career Researcher Representative.

### **Special Resolution 1**

*IT IS HEREBY RESOLVED by way of special resolution that the Articles of Association of the Biochemical Society be amended as shown in the draft Articles of Association attached to this notice as Appendix One.*

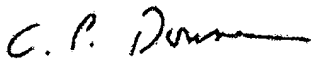
### **Special Resolution 2**

*IT IS HEREBY RESOLVED by way of special resolution to confirm and ratify the ordinary resolutions passed at the AGM on Thursday 22 July 2021 to extend the terms in office of Frank Sargent as Honorary Treasurer and Dominika Gruszka as Early Career Researcher Representative.*

2. Members will be consulted on the amendments to the Audit Committee Terms of Reference.
3. Members will receive formal notification of the finalised Annual Report and Accounts for 2020.

The date of this notice is Monday 28 February 2022.

**By order of the Board of Directors**



**Professor Sir Pete Downes  
President**



The registered office of the Biochemical Society is First Floor, 10 Queen Street Place, London EC4R 1BE. Company number: 00892796 and Charity number: 253894.

Note: Under Section 324 of the Companies Act 2006, a member of the Biochemical Society entitled to attend and vote at the meeting convened by this notice is entitled to appoint a proxy to attend, speak and vote in his / her place. A proxy need not be a member of the Biochemical Society. Members wishing to appoint a proxy should contact the Biochemical Society on 020 3922 0818 or by email to [sarah.jenner@biochemistry.org](mailto:sarah.jenner@biochemistry.org).

**THE BIOCHEMICAL SOCIETY  
ARTICLES OF ASSOCIATION**

Adopted at the Extraordinary General Meeting on  
21 March 2022

A Company (No. 00892796) limited by guarantee and not having a share capital  
Registered in England and Wales

First Floor, 10 Queen Street Place, London EC4R 1BE  
Telephone: 02038802793  
E-mail: [info@biochemistry.org](mailto:info@biochemistry.org)  
<http://www.biochemistry.org>

## **Articles of Association of The Biochemical Society (the "Society")**

### **DEFINITIONS AND INTERPRETATION**

1 In these Articles, if not inconsistent with the subject or context:

“Act” means the Companies Act 2006 but so that any reference shall be deemed to include a reference to any statutory modification or re-enactment of that Act for the time being and from time to time in force.

“Address” means, in relation to an electronic communication, any number or address used for the purposes of that communication.

“Articles” means these articles of association as duly amended or altered from time to time.

“Audit Committee” means the audit committee of the Society, established by the Council of Trustees in accordance with Article 25.

“Auditors” means the duly appointed auditors of the Society from time to time.

“By-laws” means any rules or by-laws of the Society for the time being and from time to time established and adopted under and pursuant to Article 39.

“Committee” has the meaning given in Article 25.

“Conference Committee” means the conference committee of the Society, established by the Council of Trustees in accordance with Article 25.

“Council of Trustees” means the board of Directors of the Society, as described in further detail in Articles 22 to 33 (inclusive).

“Director” means a director of the Society. Directors are also charity trustees of the Society as defined by section 97(1) the Charities Act 1993.

“Editorial Board” means the committee established by the directors of Portland Press Limited with respect to the editorship of the contents of journals owned by the Biochemical Society and published periodically by Portland Press Limited on behalf of the Society.

“electronic communication” means any communication made in “electronic form” as defined in the Act.

“Executive Management Committee” means the executive management committee of the Society, established by the Council of Trustees in accordance with Article 25.

“Finance Committee” means the finance committee of the Society, established by the Council of Trustees in accordance with Article 25.

“Member” means a member of the Society admitted in accordance with these Articles.

“Objects” means the objects of the Society as set out in Article 16.

“Portland Press Limited” means Portland Press Limited, a private company limited by shares incorporated in England and Wales and registered with company number 02453983 and being a wholly owned subsidiary of the Society.

“President” means the president of the Society, as described in further detail in Articles 19 to 21 (inclusive).

“Theme Panel” means a sub-committee of the Conference Committee, established to address a specific theme or area of the Society's scientific remit.

“Trustees Annual Report” means the statutory report and annual accounts of the Society.

- 2 In these Articles, unless stated otherwise or where the context requires otherwise, any reference to:
  - (a) the masculine, feminine or neuter gender respectively includes the other genders;
  - (b) the singular includes the plural (and vice versa);
  - (c) a person includes any individual, partnership (whether of limited liability or otherwise), firm, company, corporation, government, state or agency of state, federation, society, association or any other body of persons or associations, whether corporate or unincorporated, or legal entity, wherever and however incorporated or established.
- 3 Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings when used in these Articles.
- 4 Headings used in these Articles are inserted for convenience only and shall not affect construction.
- 5 Where pursuant to any provision of these Articles any notice, appointment of proxy or other document contained in an electronic communication is required to be signed or executed by or on behalf of any person, that signature or execution shall include the affixation by or on behalf of that person of an electronic signature (as defined in the Electronic Communications Act 2000) in such form as the Council of Trustees may approve.

## **MEMBERS**

- 6     The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Society in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:
  - (a)     payment of the Society's debts and liabilities contracted before he ceases to be a Member;
  - (b)     payment of the costs, charges and expenses of winding up; and
  - (c)     adjustment of the rights of the contributories among themselves.
- 7     The subscribers to the memorandum of association of the Society and such other persons as shall be admitted to membership in accordance with the provisions hereinafter contained in these Articles or in the By-laws or in any previous articles of association of the Society shall be Members. No person shall be admitted as a Member unless his application for membership is duly approved by or on behalf of the Council of Trustees.
- 8     There shall be no limit to the number of persons who the Council of Trustees may admit as Members.
- 9     The provisions of Sections 113, 114, 121, and 128 of the Act shall be observed by the Society and every Member of the Society shall either sign a written consent to become a Member or sign the register of Members on becoming a Member or (as the case may be and in either case) procure that its duly authorised signatory shall sign the same.
- 10    The Society shall have such categories of Members as the Council of Trustees shall consider appropriate and the Council of Trustees shall determine into which category of membership each Member shall be designated. The rights, privileges and conditions of membership of the Members in each such category shall be stipulated in the By-laws.
- 11    The acceptance by each Member of membership of the Society shall be deemed to imply an agreement by each such Member to be bound by the Articles, the By-laws and all other regulations of the Society from time to time in force.
- 12    Persons who are in any way interested in or concerned with biochemistry, molecular or cellular biology, whether in a professional, academic or amateur capacity, shall be eligible for admission to membership of the Society and registration as Members.
- 13    Subject to the proviso set out in Article 39, the provisions of Articles 7 to 12 (inclusive) may be supplemented, clarified and supported by By-laws.

## **RETIREMENT OF MEMBERS**

- 14 A Member will cease to be a Member:
- (a) if he resigns by giving notice to the Society;
  - (b) if an individual, upon his death, or if he becomes of unsound mind, or is convicted of any indictable offence for which he is sentenced to a term of imprisonment;
  - (c) if any subscription or membership fee due to the Society remains outstanding after two written requests for payment have been issued to such Member by the Society following the due date for payment (the second of such requests not to be issued by the Society within one calendar month of the first);
  - (d) (except in the case of a Director) if he is removed from the membership in accordance with any provision of the By-laws; or
  - (e) if, in the opinion of the Council of Trustees, the interests of the Society require that his membership be terminated provided that, if requested by or on behalf of the Member in question, the resolution of the Council of Trustees to terminate his membership shall be referred to the Members in general meeting for approval. At such meeting the Member in question, or the appointed representative thereof, shall be given an opportunity and speak on his own behalf (or, in the case of an appointed representative, on behalf of the Member he represents) but shall not be entitled to a vote on any resolution of the Members in connection with the relevant resolution of the Council of Trustees. The approval of the relevant resolution of the Council of Trustees shall require to be given by not less than two thirds of the Members present, either in person, by authorised representative or by proxy, and entitled to vote on such resolution.

No Member is entitled to any refund of subscription or membership fee on his ceasing to be a Member for any reason. Membership of the Society is not transferable. In relation to a Member which is a partnership, firm, body corporate, federation, society, association, or other form of legal entity other than an individual and notwithstanding any other provision in the Articles, upon such Member ceasing to be a Member for any reason it shall procure that all persons holding any office on the Council of Trustees, the Executive Management Committee or any other Committee in the capacity as its authorised representative shall forthwith resign from and vacate such office.

## **ORGANISATION**

- 15 The Society shall have a President and a Council of Trustees, the respective responsibilities and duties of which shall be as set out or referred to in these Articles. Committees may be established and dissolved by the Council of

Trustees from time to time pursuant to Article 25. In particular, the Society shall have an Executive Management Committee, the composition, responsibilities and duties of which shall be as set out or referred to in the By-laws and/or the relevant terms of reference determined by the Council of Trustees.

## **OBJECTS AND POWERS**

- 16 The objects ("**Objects**") for which the Society is established are to promote the science of biochemistry and the cellular and molecular life sciences in general.

In furtherance of the above Object but not otherwise the Society shall have power:

- (a) To afford the Members opportunities for the interchange of opinions and for the discussion and/or debate of matters relating to research connected with biochemistry and the cellular and molecular life sciences; the teaching of biochemistry and the cellular and molecular life sciences and any matter of research, education or policy affecting the life sciences in any part of the world and to promote liaison and dialogue between Members and between the Members and other persons and organisations with respect to any of the purposes aforesaid.
- (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 biochemistry, 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, alter and improve any buildings or erections necessary or convenient for the work of the Society.
- (d) Subject to such consents as may be required by law 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 set up, establish, support, undertake or execute any charitable trusts, associations or institutions which may lawfully be undertaken by the Society and may be conducive to these Objects.
- (f) Subject to such consents as may be required by law 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 purpose in or upon such investments, securities or property as the

Directors or the Members may think 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 in these Articles.

- (h) To invest the moneys of the Society in shares of a private company or companies limited by shares or in any society, association, institution, federation, organization, partnership (whether of limited liability or otherwise) or other body of persons, whether corporate or unincorporated, in any country or territory.
- (i) To set up, establish and/or support or aid or participate in the setting up, establishment and/or support of any charitable association, institution, federation or other partnership (whether of limited liability or otherwise) or body of persons or organisations, whether corporate or unincorporated, and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or any such association, institution, federation or body of persons or organisations or calculated to further the Objects of the Society.
- (j) To set up, establish, support and maintain, or procure the setting up, establishment, support and maintenance of, contributory or non-contributory pension or superannuation funds or schemes for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, federation, society, club, other establishment or fund, the support of which may, in the opinion of the Society, be calculated directly or indirectly to benefit the Society in the attainment of these Objects or any of them or any such persons, or which may be connected with any place where the Society carries on its activities; to set up, institute and maintain any profit-sharing scheme for the benefit of such persons; and to lend money to any such persons or to trustees on behalf of such persons to enable any such funds or schemes to be set up, established and/or maintained; the said "persons" referred to are any individuals who are or were at any time in the employment or service of the Society or its predecessors or of any company which is or has been the holding company or a subsidiary of the Society or of the Society's holding company or who are or were at any time Directors or officers of the Society or of such other company as aforesaid, and the spouses, widows, widowers, families, relatives or dependants of any such persons provided that such persons shall not include Members in their capacity as Members.
- (k) To co-operate with other institutions, organisations, federations, charities, voluntary bodies and statutory authorities or persons, in each case whether corporate or unincorporated, operating in furtherance of any or all of these Objects or similar charitable purposes and to exchange information and advice with them.



- (l) To make grants or loans of money and to give guarantees and indemnities on any terms; and to support and subscribe to any charitable or public object.
- (m) To provide indemnity insurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Society: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as Directors.
- (n) To amalgamate with or support any other charity, society, federation, organisation, partnership (whether of limited liability or otherwise), company or undertaking whose objects may (in the opinion of the Directors) advantageously be combined with these Objects.
- (o) To sell or otherwise dispose of the whole or any part of the business or property of the Society, either together or in parts or portions, and to accept anything of value in return.
- (p) To do all or any of the things or matters permitted by these Articles in any part of the world, and as principal, agent, contractor or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (q) To do all such things as are incidental or necessary to the attainment of the above Objects or any of them.

Provided that the Objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisation of employers.

- 17 The income, capital and property of the Society shall be applied solely towards the promotion of the Objects of the Society as set forth in these Articles and no part thereof shall be paid or transferred, directly or indirectly, whether by way of dividend, bonus or otherwise howsoever by way of profit, to Members and no Director or Member shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society provided that nothing herein shall prevent any payment by the Society:

- (a) of reasonable and proper remuneration to any Member, officer or servant of the Society not being a member of its Council of Trustees for any services rendered to the Society;

- (b) of interest on money lent by any Director or Member at a reasonable and proper rate per annum not exceeding two per cent less than the base lending rate prescribed for the time being by a clearing bank selected by the Directors or three per cent, whichever is the greater;
- (c) of reasonable and proper rent for premises let to the Society by any Director or Member;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may be member holding not more than  $\frac{1}{100}$ <sup>th</sup> part of the issued capital of the Society;
- (e) of reasonable out-of-pocket expenses to any Director, Member, officer, employee or servant of the Society; and
- (f) of any premium in respect of indemnity insurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Society: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as Directors of the Society.

18 The registered office of the Society will be situated in England.

### **THE PRESIDENT**

- 19 The President shall be appointed in accordance with the provisions of Articles 34 to 37 (inclusive). No person who is not a Member or a duly authorised representative of a Member shall be eligible for election or appointment as President.
- 20 The President shall be elected to serve in such office for a maximum term of five years in accordance with the provisions of Articles 34 to 37 (inclusive). Once the approved period of continuous tenure of office as President has been completed, the President shall cease to be, and shall vacate his office as, President and shall be ineligible for re-election as President until a further period of one calendar year shall have elapsed.
- 21 The President is entrusted to promote and pursue the aims of the Society with both the government of the United Kingdom and external bodies and shall have the power to involve himself in all aspects of the Society's activities. Subject to the provisions of these Articles, the President shall preside over the general

meetings of the Members and over all meetings of the Council of Trustees and shall call such meetings of the Council of Trustees (in addition to the prescribed meetings) as may be requested by at least five members of the Council of Trustees in accordance with Article 31. The person appointed as President shall be a Director and, if he is not already a Director at the date on which his appointment as President takes effect, then he shall be appointed as a Director on that date and such appointment shall, if necessary, be duly ratified and confirmed at the next occurring meeting of the Council of Trustees following such date of appointment.

## **THE COUNCIL OF TRUSTEES**

- 22 The board of Directors of the Society shall be called the Council of Trustees.
- 23 Subject to the provisions of the Act, these Articles and any directions given by special resolution, the business and affairs of the Society will be managed by the Directors who may exercise all the powers of the Society. No alteration of the Articles and no such direction will invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The Directors shall also be the charity trustees of the Society within the meaning of Section 97(1) of the Charities Act 1993.
- 24 The funds, capital, property and surpluses of the Society shall be under the control of the Council of Trustees, who shall have power to expend, invest, distribute or in any way deal with the same for the promotion of the Objects as they think fit.
- 25 The Council of Trustees may delegate any of the powers which are conferred on it under these Articles:
- (a) to such person or to such committee (consisting of one or more Directors or non-Directors);
  - (b) by such means (including by power of attorney);
  - (c) to such extent;
  - (d) in relation to such matters or territories; and
  - (e) on such terms and conditions,

as they shall decide, including (but not limited) to the Executive Management Committee, the Finance Committee, the Audit Committee, and any other committee ("**Committee**") established from time to time by the Council of Trustees in accordance with these Articles. The Council of Trustees shall determine the composition and terms of reference for each Committee. Subject to any conditions imposed by the Council of Trustees, the proceedings of a Committee with two or more members must be governed by the Articles and By-laws regulating the proceedings of the Council of Trustees, so far as they are capable of applying.

- 26 Subject to Article 27, the Council of Trustees shall consist of the following persons (each of whom shall be a Director), to the extent that they have been appointed from time to time in accordance with Articles 34 and 37 (inclusive):
- (a) President;
  - (b) chairman of the Executive Management Committee;
  - (c) Honorary Treasurer;
  - (d) Honorary Meetings Secretary;
  - (e) Honorary Policy Officer;
  - (f) the chairman of each Committee;
  - (g) the chairman of each Theme Panel;
  - (h) the chairman of the board of directors of Portland Press Ltd;
  - (i) the Local Ambassador Representative;
  - (j) one Student/Early Career Member Representative; and
  - (k) such Members (up to a maximum of two) as are deemed to be required by the Audit Committee in accordance with its terms of reference (as determined by the Council of Trustees from time to time).
- 27 There shall be no maximum number of Directors, but the minimum number of Directors shall be seven, including at all times persons appointed to the following roles: President; chairman of the Executive Management Committee; Honorary Treasurer; Honorary Meetings Secretary; Honorary Policy Office; and chairman of the board of directors of Portland Press Ltd.
- 28 Where the total number of Directors is less than seven or does not include persons appointed to the roles set out in Article 27, the continuing Directors may act only for the purpose of filling vacancies (including by way of the appointment of an interim officer pursuant to Article 37) such that Article 27 is complied with or for the purposes of holding general meetings.
- 29 Without prejudice to the generality of Articles 23, 24 and 25, the Council of Trustees shall have the power to:
- (a) establish and evaluate the overall scientific and organisational strategy of the Society (including in relation to policy, education, meetings, and publishing);
  - (b) establish (in collaboration with the directors of Portland Press Ltd) and evaluate the key organisational aims and objectives of Portland Press Ltd;

- (c) review and evaluate reports provided by the Executive Management Committee regarding the operation and management of the Society;
- (d) review and evaluate reports provided by the Committees regarding the activities of such Committees;
- (e) review and approve recommendations made by the Executive Management Committee;
- (f) receive and approve budgets, accounts and financial reports under recommendation from the Finance Committee;
- (g) receive and approve audit reports (including the Trustees Annual Report) in co-ordination with the Audit Committee;
- (h) review and approve officer and Committee terms of reference, standard governance policies and procedures recommended by the Executive Management Committee (or amendments thereto);
- (i) at its discretion, invite any Member who is not a Director to attend, or to nominate an authorised representative to attend, meetings of the Council of Trustees and address the Council of Trustees when any matter of particular relevance to such Member is being discussed provided that no such Member or representative shall count in the quorum of any such meeting nor shall he be entitled to a vote on any question or matter before the Council of Trustees;
- (j) incorporate and establish subsidiaries of the Society for any purpose considered by the Council of Trustees to be in the interests of the Society; and
- (k) approve, authorise and make payment on behalf of the Society of any honoraria, remuneration, funding, grant, bursary or subsidy of any kind to any Member, Director, Committee or member thereof, regional representative of the Society or any of the Society's scientific groupings or representatives thereof, subject in all cases to the provisions of Articles 17 and 38.

30 Subject to the provisions of the Articles, the Council of Trustees may regulate its proceedings as the Directors think fit.

31 The Council of Trustees shall meet together on at least three occasions in each calendar year. The President throughout the duration of his term of office (or in his absence a member of the Council of Trustees elected by those members of the Council of Trustees present and eligible to vote at the relevant meeting) shall preside as chairman at each meeting of the Council of Trustees. The President shall also convene a meeting of the Council of Trustees if requested to do so by five or more Directors. Any such meeting shall be convened on not less than thirty days' notice in writing to all members of the Council of Trustees. A member

of the Council of Trustees who is absent from the United Kingdom shall not be entitled to receive notices of meetings of the Council of Trustees.

- 32 The quorum for the transaction of business of the Council of Trustees shall be five Directors, save that where the number of directors in office is less than five the Directors may act for the purposes specified in Article 28.
- 33 Questions arising at any meeting of the Council of Trustees shall be decided by a majority of votes. In cases of an equality of votes the President (or other member of the Council of Trustees presiding as chairman of the relevant meeting in accordance with Article 31) shall have a second or casting vote in addition to any other vote he may have.

### **APPOINTMENT OF DIRECTORS**

- 34 The Directors listed in the first column below shall be appointed in accordance with the provisions of Articles 35 to 37 (inclusive) and, once duly appointed, may serve continuously in such office for such period as the Council of Trustees shall determine, subject to the minimum and maximum periods set out in the second column below:

<b>Role</b>	<b>Term</b>
President	Max. 5 years
Chair of the Executive Management Committee	Max. 5 years
Honorary Treasurer	Max. 8 years
Honorary Meetings Secretary	Max. 5 years
Honorary Policy Officer	Max. 5 years
Chairmen of the sub-committees of the Council of Trustees	Max. 5 years

Chairmen of Theme Panels	Min. 3 years / Max. 7 years
Chairman of Portland Press Ltd board of directors	Min. 5 years / Max. 10 years
Local Ambassador Representative	Max. 6 years
Student/Early Career Member Representative	Max. 6 years
Balance Members (if required, as determined by the Audit Committee)	Max. 3 years

- 35 Subject to Article 37, appointment of the various Directors set out in Article 34 shall be by way of election by the Members or by way of appointment by the Council of Trustees (without election) where the nominee is unopposed for the relevant role (or where the Council of Trustees determines that there is only one suitable nominee), with details of anticipated vacancies (including details of any positions held by interim officers who are to be replaced) being notified to the Members at each Annual General Meeting. The process for nominations and elections shall be determined by the Council of Trustees (as set out in the By-laws or any relevant Committee terms of reference) and shall conclude no later than the next Annual General Meeting.
- 36 Once elected, each Director shall take office on such date as shall be determined by the Council of Trustees, such date to be no later than twelve months from the date of election.
- 37 In the event that there are no nominations for a particular Director vacancy, or an officer resigns or is removed from office before his replacement has been appointed (or there is a vacancy for any other reason), the Council of Trustees may appoint an interim officer. Such interim officer shall serve as a Director until he is replaced (or nominated and elected to office himself) by way of election in accordance with Article 35.

## ADMINISTRATION

- 38 None of the Directors shall be entitled to any remuneration by virtue of such office but remuneration may be paid by the Society to them in respect of services provided by them in connection with the editing or preparation of the Society's own journals or publications or otherwise relating thereto provided that: (a) the

amount of any such remuneration does not exceed the amount of any payment which would be payable by the Society to a third party for the provision to the Society of similar services; and (b) no Director shall vote at any meeting of the Council of Trustees on a question relating to the payment to him of any such remuneration or to the amount thereof (c) the number of Directors in receipt of such honoraria shall not at any time exceed 16. Without prejudice to the foregoing provisions of this Article, the Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Council of Trustees, the Executive Management Committee or any Committee or general meetings of the Society or otherwise in connection with the discharge of their duties of office.

39 The Council of Trustees shall have the power to adopt and make, alter or revoke By-laws for any purpose that they shall deem necessary, expedient or convenient from time to time for the proper, effective and efficient operation, conduct and management of the Society or the furtherance of the Objects. It is expressly declared that, without prejudice to the powers of the Council of Trustees to adopt, make, alter or revoke By-laws on any matter pursuant to the foregoing sentence of this Article, the following shall (without limitation) be deemed to be matters which may be governed or regulated by By-laws within the meaning of this Article:

- (a) the admission and classification of Members and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;
- (b) the rights and privileges to be accorded to, and the qualifications, restrictions and conditions imposed on Members;
- (c) the conduct of Members in relation to one another, and to the Society's servants;
- (d) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
- (e) the establishment of rules governing and regulating the Committees and any other group formed in connection with the various branches of the Society's activities, including (without limitation) the appointment, removal, qualification, disqualification, duties, functions, powers, obligations and privileges of the members of such Committees or other groups;
- (f) the procedure at general meetings of the Members and/or meetings of the Council of Trustees, Executive Management Committee or the Committees in so far as such procedure is not regulated by these Articles; and



- (g) generally, all such matters as are commonly the subject matter of company rules or by-laws,

provided that if there is a conflict between the terms of these Articles and any By-laws established under and pursuant to this Article, the terms of these Articles shall prevail.

- 40 The Directors shall adopt and use such means as they think fit (including, without limitation, the use of electronic communications) to bring to the notice of the Members all By-laws and all amendments thereto. Without prejudice to the foregoing sentence, the By-laws shall be binding on all Members and no Member shall be absolved of compliance with the By-laws by reason of his not having received a copy of the same, or of any amendments thereto, or otherwise having no notice of them.
- 41 No person shall be disqualified from being or becoming the President, a Director or a member of the Executive Management Committee or any other Committee by reason of his attaining or having attained the age of seventy years or any other age.
- 42 The office of Director shall be vacated by a person:
- (a) at the end of his term in office as determined in accordance with Articles 34 or 37;
  - (a) with respect to the Local Ambassador Representative only, at such time as he or she ceases to be a "Local Ambassador" pursuant to the rules of the Local Ambassador Scheme published on the Society's website from time to time;
  - (b) with respect to the Student/Early Career Member Representative, at such time as his or her category or membership of the Society ceases to be classed as "Undergraduate", "Postgraduate" or "Early Career" (as defined by the admission requirements specified on the Society's website and as amended from time to time);
  - (c) if he becomes bankrupt or he makes any arrangement or composition with his creditors generally;
  - (d) if he is, or may be, suffering from mental disorder and either:
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
    - (ii) an order is made, by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder, for his detention or for the appointment of a receiver,

curator bonis or other person to exercise powers with respect to his property or affairs;

- (e) if he, or (as the case may be) the Member of whom he is the authorised representative on the Council of Trustees, ceases to be a Member;
- (f) if by notice in writing to the Society he resigns his office;
- (g) if he ceases to be a Director by virtue of any provision of the Act, or he becomes prohibited by law from being a company director or he becomes disqualified from acting as a trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (h) if he is removed from office by notice in writing served upon him, signed by all his co-Directors;
- (i) if he is absent from three successive meetings of the Council of Trustees without leave, unless prevented by illness, unavoidable accident or other cause which may seem to the other Directors to be sufficient and the Council of Trustees resolves that his office as a Director should be vacated; or
- (j) if he is convicted of an indictable offence for which he is sentenced to a term of imprisonment,

provided that, without prejudice to any of the provisions of Article 14 and where applicable, nothing in this Article 42 shall cause or require any Director who vacates any such office in consequence of and pursuant to this Article to resign as a Member.

- 43 The Society may from time to time in general meeting increase or reduce the number of members of the Council of Trustees and determine in what rotation such increased or reduced number shall retire from office, and may make the appointments necessary for effecting any such increase.
- 44 A meeting of the Council of Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles or the By-laws for the time being vested in the Council of Trustees generally.
- 45 All acts done by any meeting of the Council of Trustees or of any Committee, or by any person duly authorised by the Council of Trustees to act on behalf of the Society, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any member of the Council of Trustees, or Committee, or such duly authorised person, or that they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be valid as if every such person had been duly appointed and was qualified or had continued in office and had been entitled to vote or undertake such act.

- 46 The President shall cause proper minutes to be made of the proceedings of all Council of Trustees meetings and meetings of the Executive Management Committee and all Committees and all business transacted at such meetings, and any such minutes of any meetings, if purporting to be signed by the chairman of such meetings, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 47 A meeting of the Council of Trustees may, subject to notice of it having been given or dispensed with in accordance with these Articles, be for all purposes deemed to be held when the members of the same are in communication by telephone, television or some other audio visual medium or by internet or other on-line communications medium with the other members of the same and all of those members agree to treat the meeting as properly held, provided that the number of the said members participating in the communication constitutes a quorum of the Council of Trustees as stipulated by these Articles. A resolution made by a majority of the said members in pursuance of this Article will be as valid as it would have been if made by them at an actual meeting duly convened and held.
- 48 A resolution in writing or otherwise contained in an electronic communication, signed or approved by all the members of the Council of Trustees entitled to receive notice of, and vote at, a meeting of the Council of Trustees will be as valid and effective as if it had been passed at a meeting of the members of the Council of Trustees duly convened and held. The resolution may consist of several documents in the same terms each signed by one or more members of the Council of Trustees.
- 49 Any business of the Council of Trustees may be conducted by electronic communication.

### **CONFLICTS OF INTEREST**

- 50 Whenever a Director has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Directors, or a committee of the Directors or in any transaction or arrangement with the Society (whether proposed or already entered into), the Director concerned shall:
- 50.1.1 declare an interest at or before any discussion on the item;
  - 50.1.2 withdraw from any discussion on the item save to the extent that he is invited expressly to contribute information;
  - 50.1.3 not be counted in the quorum for the part of any meeting and any vote devoted to that item; and

- 50.1.4      withdraw during the vote and have no vote on the item.
- 51      Articles 50.1.2 to 50.1.4 shall not apply where the matter to be discussed is in respect of a policy of insurance as authorised in these Articles.
- 52      If a conflict of interests arises for a Director, which may but need not be 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, then, on the matter being proposed to the Directors, the unconflicted Directors as relevant may authorise the conflict of interests (the **authorised conflict**) subject to the conditions in Article 53.
- 53      A conflict of interests may only be authorised under Article 52 if:
- 53.1.1      the unconflicted Directors consider it is in the interests of the Society to do so in the circumstances applying;
- 53.1.2      the procedures of Article 50 are followed in respect of the authorised conflict; and
- 53.1.3      Article 17 is complied with in respect of any direct or indirect benefit to the conflicted Director which may arise from the authorised conflict.
- 54      Where a conflict is authorised in accordance with Articles 52 and 53 above, the unconflicted Directors, as they consider appropriate in the interests of the Society, may set out any express terms of the authorisation, which may, but need not, include authorising the conflicted Director:
- 54.1.1      to disclose information confidential to the Society to a third party;  
or
- 54.1.2      to refrain from taking any step required to remove the conflict,
- and may impose conditions on the authorisation.

## **GENERAL MEETINGS**

- 55      The Society shall hold a general meeting of the Members in each calendar year as its Annual General Meeting at such time and in such place as may be determined by the Council of Trustees provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Society holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

- 56 The Council of Trustees may whenever they think fit convene a general meeting, and general meetings shall also be convened on requisition duly made pursuant to Section 303 - 305 of the Act or by not less than fifty Members of the Society (in which event the provisions of Sections 303 - 305 of the Act shall apply as if such requisitions had been made thereunder). Any such general meeting shall be convened for a date not later than twenty eight days after the date of the notice convening the meeting.
- 57 Twenty one days' notice in writing at the least of every general meeting (exclusive in every case both of the day on which it is served or deemed to be served in accordance with the Articles and of the day on which it is given) shall be given; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act a meeting may be convened by such notice as those Members may think fit. Subject to the provisions of these Articles, the notice shall be given to all Members, all Directors and to the Auditors and shall specify the place, the day and the hour of the meeting, the general nature of the business to be transacted and, in the case of the Annual General Meeting, shall specify the meeting as such.
- 58 The accidental omission to give notice of a meeting to, or the non-receipt of such notice, by any person entitled to receive notice thereof shall not invalidate the proceedings of, or any resolution passed at, that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 59 No business shall be transacted by any general meeting of the Members unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten Members present, whether in person, by duly authorised representative, or by proxy, and entitled to vote upon the business to be transacted at the meeting shall be a quorum.
- 60 If within half an hour after the time appointed for the holding of a general meeting of the Members a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such other day and such other time and place as the Council of Trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present, whether in person, by duly authorised representative, or by proxy, shall be a quorum.
- 61 The President shall preside as chairman at every general meeting of the Members, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Chair of the Executive Management Committee shall preside but if at any meeting he shall not be present within fifteen minutes after the time appointed for the holding of the same or shall be unwilling to preside the Members present shall choose another member of the Council of Trustees, or if no such member be present, or if all the

members of the Council of Trustees present decline to take that chair, they shall choose some other Member or authorised representative of a Member who shall be present to preside as chairman of the meeting for the purpose of the meeting only.

62 The chairman of a general meeting of the Members may (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, in the following circumstances:

- (a) with the consent of a meeting at which a quorum is present;
- (b) where in his unfettered judgement it is impossible for all the Members present to take part in the debate and to vote;
- (c) in the event of his considering that disorder is occurring.

No business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a general meeting of the Members is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjourned meeting, or of the business to be transacted at an adjourned meeting.

63 At any general meeting of the Members a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands, a poll is demanded by:

- (i) the chairman of the meeting; or
- (ii) at least five Members present in person, by their authorised representative or by proxy, or
- (iii) by those Members present in person, by their authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting,

and, unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Society, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

64 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting. A demand so withdrawn will not be taken to have invalidated the result of a show of hands declared before the demand for the poll was made.

- 65 Subject to Article 66, if a poll is demanded in any manner as referred to in Article 63, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct (which may or may not include the appointment of scrutineers who need not themselves be Members or representatives of Members), and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 66 A poll may not be demanded in the case of a vote on the election of a chairman of a general meeting of the Members or on any question of adjournment of any such meeting.
- 67 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 68 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote in addition to any other vote he may have.

#### **WRITTEN RESOLUTIONS**

- 69 Save for a resolution to remove a Director before the expiration of his period of office or to remove an auditor before the expiration of his term of office, any resolution of the Members may be proposed and passed as a written resolution in accordance with the Act.
- 70 Any resolution of the Members for which the Act does not specify whether it is to be passed as an Ordinary Resolution or a Special Resolution, shall be passed by a simple majority of the Members.
- 71 A written resolution shall lapse if it is not passed before the end of 28 days beginning with the date on which the resolution is circulated in accordance with the Act.

#### **VOTES OF MEMBERS**

- 72 Save as otherwise provided in these Articles, every Member shall have one vote.
- 73 Save as otherwise provided in these Articles, no Member other than a Member duly registered and who shall have paid every subscription and other sum (if any) which shall be due to and payable to the Society in respect of his membership, shall be entitled to vote on any question either personally, by its authorised representative or by proxy, or as a proxy for another Member, at any general meeting of the Members.

- 74 A Member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Society.
- 75 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- (a) states the name and address of the Member appointing the proxy;
  - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Council of Trustees may determine; and
  - (d) is delivered to the Society in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 76 The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. In default of any other form of proxy notice being specified, the following form may be used:

"The Biochemical Society

.....

I/We, ....., of ....., being a member/members of the above-named company, hereby appoint ..... of ....., or failing him, [..... of .....] [the Chairman of the meeting], as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the company to be held on [date], and at any adjournment thereof.

Signed on [insert date]"

- 77 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. In default of any other form of proxy notice being specified, the following form may be used for this purpose:

"The Biochemical Society

.....

I/We, ....., of ....., being a member/members of the above-named company, hereby appoint ..... of ....., or failing him [..... of .....] [the Chairman of the meeting], as my/our proxy to vote in my/our name[s] and on my/our behalf at the [annual]



general meeting of the company, to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 \*for \*against [\*vote withheld] [\*discretionary]

Resolution No. 2 \*for \*against [\*vote withheld] [\*discretionary].

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on [insert date]”.

78 Unless a proxy notice indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

79 Proxy notices may:

- (a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than 48 hours (not counting any part of a day that is not a working day) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of an appointment in electronic form, where an address has been specified for the purpose of receiving documents in electronic form:
  - (a) in the notice convening the meeting, or
  - (b) in any instrument of proxy sent out by the Society in relation to the meeting, or
  - (c) in any invitation in electronic form to appoint a proxy issued by the Society in relation to the meeting,

be received at such address not less than 48 hours before (not counting any part of a day that is not a working day) the time for holding the meeting or adjourned meeting at which the person named in the proxy notice proposes to vote;

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before (not counting any part of a day that is not a working day) the time appointed for the taking of the poll; or
- (d) in the case of a poll which is not taken forthwith but taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Director;

and a proxy notice which is not deposited, delivered or received in a manner so permitted shall be invalid.

- 80 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.
- 81 An appointment under a proxy notice 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.
- 82 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 83 Subject to Article 82, on a vote on a resolution on a show of hands at a meeting,
  - (a) every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote, save that a proxy has one vote for and one vote against the resolution if:
    - (i) the proxy has been duly appointed by more than one member entitled to vote on the resolution, and
    - (ii) the proxy has been instructed by one or more members to vote for the resolution and by one or more other of those members to vote against it.
- 84 Subject to Article 82, on a vote on a resolution on a poll taken at a meeting all or any of the voting rights of a Member may be exercised by one or more duly appointed proxies;
- 85 Where a Member appoints more than one proxy, the exercise by the Member and/or his proxies taken together shall not give more extensive voting rights to that Member than could be exercised by the Member in person.
- 86 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 chairman whose decision shall be final and conclusive.

### **THE SEAL**

- 87 The Society may exercise the powers conferred by the Act with regard to having official seals and those powers shall be vested in the Directors to exercise for and on behalf of the Society.
- 88 The Directors shall provide for the safe custody of every seal which the Society may have.
- 89 A seal shall be used only by the authority of the Directors or a duly authorised Committee but that authority may consist of an instruction or approval given by letter or electronic communication by a majority of the Directors or of the members of such a duly authorised Committee (as the case may be).
- 90 The Directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.
- 91 Unless otherwise decided by the Directors, every instrument to which a seal is applied shall be signed by at least one Director and the secretary of the Society or by at least two Directors.
- 92 Documents and instruments signed or executed in the name of the Society need not be sealed with the seal but may be signed on behalf of the Society by at least one Director and the secretary of the Society or by at least two Directors or by such other person or persons as may be authorised by the Directors for that purpose.

### **ACCOUNTS**

- 93 The Council of Trustees shall cause proper books of accounts to be kept with respect to:
- (a) all sums of money received, expended, invested or donated by the Society and the matters in respect of which such receipt and expenditure take place;
  - (b) all sales and purchases of goods and property by the Society, and
  - (c) the assets and liabilities of the Society.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.

- 94 The books of account shall be kept at the registered office of the Society, and shall be open to the inspection of the members of the Council of Trustees during normal office hours and on reasonable notice in advance to be provided in writing to the President.
- 95 The Council of Trustees shall from time to time determine whether, and to what extent and at what times and places and under what conditions or regulations, the accounting records and other books or documents of the Society or any of them shall be open to the inspection of Members not being members of the Council of Trustees, and no Member (not being a member of the Council of Trustees) shall have any right of inspecting any account book or document of the Society except as conferred by statute or authorized by ordinary resolution of the Council of Trustees or by the Society in general meeting.
- 96 At each Annual General Meeting the Council of Trustees shall lay before the Society a proper income and expenditure account for the period since the last preceding accounts of the Society (or in the case of the first accounts since the incorporation of the Society) made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council of Trustees and the Auditors, and copies of such accounts, balance sheet and reports (all of which shall be framed and prepared in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the relevant Annual General Meeting, subject to the applicable provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notice of general meetings of all Members in the manner in which notices are directed to be served pursuant to Articles 56 to 58 (inclusive).

## **AUDIT**

- 97 Once at least in every year the financial statements of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by the Auditors.
- 98 The Auditors shall be appointed and their duties regulated in accordance with Chapter 2 of Part 16 of the Act.

## MEANS OF COMMUNICATION

- 99 Subject to the Articles, the Society may deliver a notice or other document to a Member:
- (a) by delivering it by hand to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
  - (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
  - (c) by fax to a fax number notified by the Member in writing;
  - (d) in electronic form to an address notified by the Member in writing;
  - (e) by a website, the address of which shall be notified to the Member in writing; or
  - (f) by advertisement in at least two national newspapers.
- 100 This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 101 If a notice or document:
- (a) is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
  - (b) is sent by post or other delivery service in accordance with Article 99(b) above it is treated as being delivered 72 hours after it was posted, provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:
    - (i) properly addressed; and
    - (ii) put into the postal system or given to delivery agents with postage or delivery paid.
  - (c) is sent by fax, providing that the Society can show that it was sent to the fax number provided by the Member, it is treated as being delivered at the time it was sent.
  - (d) is sent in electronic form, providing that the Society can show that it was sent to the electronic address provided by the Member, it is treated as being delivered at the time it was sent.
  - (e) is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient

received (or is deemed to have received) notice of the fact that the material was available on the website.

- 102 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

### **TRANSITIONAL POWERS**

- 103 All officers of the Society and any Committees appointed or constituted at the date of adoption of these Articles (including, where applicable and without limitation, those officers referred to in Article 26) shall continue in office and be lawfully empowered, constituted and authorised to carry out their respective duties and exercise their respective powers as heretofore until such time as they have been duly elected or constituted in accordance with the provisions of these Articles.
- 104 Notwithstanding the provisions of these Articles, the persons occupying those offices of the Society referred to in Article 103 as at the date of the adoption of these Articles by the Society shall be entitled to serve continuously in office for the same period as would have been the case under the former articles of association of the Society.

### **DISSOLUTION**

- 105 If upon the winding up or dissolution of the Society there remains, after the payment or satisfaction of all debts and liabilities of the Society, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to one or more than one society, charitable association, institution, federation or other partnership (whether of limited liability or otherwise) or body of persons or organizations, whether corporate or unincorporated, in each case having objects similar to the objects of the Society as set out in Article 16, and which, in its constitution or governing instruments, restricts the distribution of its income, capital, property, profits and surpluses among its Members to an extent at least as restrictive as is imposed on the Society by virtue of these Articles. Each such society, association, institution, federation, partnership or body shall be nominated by the Directors and approved by the Members at or before such winding up or dissolution. If the Directors are unable to identify any such society, association, institution, federation, partnership or body then they may pay or transfer the surplus of the Society to any charity or charities.

## INDEMNITY

- 106 Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director or other officer of the Society (other than any person (whether an officer or not) engaged by the Society as auditor) shall be indemnified out of the assets of the Society against all 'Losses' incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.
- 107 The Council of Trustees may, at its discretion, and on such terms as it thinks fit, purchase and maintain for the Society or for any Director or other officer, other than the Auditors, insurance against any Losses which might by virtue of any rule of law attach to such Director or other officer in relation to any negligence, default, breach of duty or breach of trust in relation to the Society or its business or affairs or to any subsidiary of the Society and against all such Losses as mentioned in Article 108.
- 108 For the purposes of Articles 106 and 107, "Losses" means, and in respect of any matter, event or circumstance shall be deemed to include, (as the case may be) all demands, claims, actions, proceedings, damages, payments, losses, costs, charges, expenses or other liabilities whatsoever.