



Company Number: 1039582

COMPANIES ACTS 2006  
SPECIAL RESOLUTION  
OF  
MICROBIOLOGY SOCIETY ("Company")  
(passed on 7 September 2017)

At an Annual General Meeting duly convened and held at Charles Darwin House, 12 Roger Street, London, WC1N 2JU, UK on 7 September 2017 the following resolution was duly passed as a Special Resolution:

**IT IS RESOLVED THAT** the draft articles of association produced to the meeting, and for identification purposes attached hereto, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

A handwritten signature in black ink, appearing to read 'Neil A. R. Lewis', written in a cursive style.

Chair

Dated .....7 September..... 2017

THURSDAY



A16      \*A6FFTP5D\*      #427  
21/09/2017  
COMPANIES HOUSE

## Articles of Association

### THE COMPANIES ACTS 1985 TO 2006:

#### Company Limited by Guarantee and not having a Share Capital

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

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# Part One

## 1. Interpretation

In these Articles:

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

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

**“clear days”** in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

**“the Council”** means the Council of Management of the Society;

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

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

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

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

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

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

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

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

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

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

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

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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

## **2. Members**

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

## **2A Privacy Policy (Members)**

### Introduction

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

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

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

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

#### Data Controller

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

#### Personal Data, Consent and Processing

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

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

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

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

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

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

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

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

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

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

#### Withholding and Withdrawing Consent

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

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

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

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

#### Disclosure

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

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

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

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

#### Geographical Scope

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

#### Duration

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

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

#### Right to Access or Correct Personal Data

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

### **3. General meetings**

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

### **4. Notice of general meetings**

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

The Society may give any notice to a Member either:

- 4.3.1 personally; or

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

A Member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom or Ireland shall not be entitled to receive any notice from the Society.

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

## **5. Proceedings at general meetings and votes of members**

- 5.1 No business shall be transacted at any meeting unless a quorum is present. Seven persons entitled to vote upon the business to be transacted shall constitute a quorum.
- 5.2 *If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council may determine.*
- 5.3 The President of the Council or in their absence some other Council Member nominated by the Council shall preside as Chair of the meeting, but if neither the President nor such other Council Member (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Council Members present shall elect one of their number to be Chair and, if there is only one Council Member present and willing to act, they shall be Chair.
- 5.4 If no Council Member is willing to act as Chair, or if no Council Member is present within fifteen minutes after the time appointed for holding the meeting, the meeting shall stand adjourned to such time and place as the Council may determine.
- 5.5 The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place.
- 5.6 When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 5.7 Subject to Article 5.8 and Article 5.15, every Full, Full Concessionary, Post Graduate Student and Honorary Member shall have one vote.



- 5.8 No Member shall be entitled to vote at any general meeting unless all moneys then payable that Member to the Society have been paid.
- 5.9 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.
- 5.10 Any paper submitted to a general meeting which has been developed and agreed by the Council shall be deemed to have been proposed and seconded by the members of the Council. Otherwise, any Full, Full Concessionary, Post Graduate Student or Honorary Member may submit a resolution in writing to the Chair of the Council for a general meeting up to 21 days in advance of its date and this shall be submitted by the Society to the general meeting for consideration.
- 5.11 A resolution put to the vote of a meeting shall be decided on by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Acts, a poll may be demanded:
- 5.11.1 by the Chair; or
  - 5.11.2 by at least three Full, Full Concessionary, Post Graduate Student or Honorary Members having the right to vote at the meeting; or
  - 5.11.3 by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 5.12 Unless a poll is duly demanded, a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 5.13 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 5.14 A poll shall be taken as the Chair directs and they may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 5.15 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote they may have.
- 5.16 A poll demanded on the election of a Chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. *The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.* If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

5.17 No notice need be given of a poll not taken immediately if the time and place at which it is to

be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

## **6. The Council**

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

## **7. Powers of the Council**

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

## **8. Appointment and retirement of the Council Members**

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

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

## **9. Disqualification and removal of the Council Members**

- 9.1 A Council Member shall cease be a Member of the Council if they:
- 9.1.1 cease to be a director of the Society by virtue of any provision in the Acts or are disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
  - 9.1.2 become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
  - 9.1.3 resigns their office by notice to the Society (but only if at least seven Council Members will remain in office when the notice of resignation is to take effect); or
  - 9.1.4 are absent without the permission of the Council from all their meetings held within a period of six months and the Council resolve that their office be vacated;
  - 9.1.5 cease to be a Member of the Society for whatever reason.

## **10. Council Members' expenses and interests**

- 10.1 The Council Members may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Council or committees of the Council or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

- 10.2 Except to the extent permitted by Clause 4 of Part Two of the Articles, no Council Member

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

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

## 11. Conflicts of interests and conflicts of loyalties

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

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

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

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

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

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

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

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

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

11.3.4 an institution which is controlled –

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

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

11.3.5 a body corporate in which –

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

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

## **12. Proceedings of the Council**

- 12.1 Subject to the provisions of the Articles, the Council may regulate its proceedings as it thinks fit. A Council Member may, and the General Secretary at the request of a Council Member shall, call a meeting of the Council. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.
- 12.2 The quorum for the transaction of the business of the Council may be fixed by the Council but shall not be less than seven.
- 12.3 The Council may act notwithstanding any vacancies in its number, but, if the number of the Council Members is less than the number fixed as the quorum, the continuing Council Members or Council Member may act only for the purpose of filling vacancies or of calling a general meeting.
- 12.4 The Council may appoint a Council Member to be the Chair of its meetings and may at any time remove them from that office. Unless they are unwilling to do so, the Council Member so appointed shall preside at every meeting of the Council at which they are present. But if there is no Council Member holding that office, or if the Council Member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Council Members present may appoint one of their number to be Chair of the meeting.
- 12.5 The Council may appoint one or more sub-committees or working groups consisting of three or more persons of whom a majority shall be Council Members for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be adequately and promptly reported to the Council, and the Council shall have oversight and decision-making powers in relation to any matters reported to it. The Council will determine who will be the Chair of any such sub-committee or working group.
- 12.6 All acts done by a meeting of the Council, a Committee of the Council or sub-committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member or that any Council Members were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member and had been entitled to vote.
- 12.7 A resolution, approved in writing or in electronic form, by at least a majority of the Council Members or Committee of the Council entitled to vote thereon, shall be as valid and effective as if it had been passed at a meeting of the Council or (as the case may be) a Committee of the Council duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Council Member.

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

### **13. Minutes**

- 13.1 The Council shall keep minutes permanently and securely:

13.1.1 of all appointments made by the Council; and

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

### **14. Council Signatures**

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

### **15. Accounts**

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

### **16. Annual Report**

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

### **17. Annual Return**

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

### **18. Notices**

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

## **19. Indemnity**

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

## **20. Policies and Statements**

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

## Part Two

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

### *Memorandum of Association* of the MICROBIOLOGY SOCIETY

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



Provided that:-

- (i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
  - (ii) The Society shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Society would make it a Trade Union.
  - (iii) In case the Society shall take or hold any property subject to the jurisdiction of the *Charity Commissioners for England and Wales or Secretary of State for Education and Science*, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the *Charity Commissioners or the Secretary of State for Education and Science* over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.
4. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the object of the Society as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Society.
- Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Society; but so that no member of the Council of Management or Governing Body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society, provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.
5. The liability of the members is limited.
6. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of

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

7. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having charitable objects similar to the object of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of clause 4 hereof, such charitable institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.
8. Throughout this Memorandum of Association a 'charitable purpose' is a purpose that is regarded as charitable both in the law of England and Wales and in the law of Scotland, and the term 'charitable' is to be interpreted in accordance both with the law of England and Wales and the law of Scotland.