

THE BIOCHEMICAL SOCIETY
MEMORANDUM and ARTICLES OF ASSOCIATION

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THE BIOCHEMICAL SOCIETY

A Company (No. 892796) limited by guarantee and not having a share capital

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**Memorandum of Association
Of
The Biochemical Society**

A company incorporated on 25 November 1966 under the Companies Act 1948 as a company limited by guarantee and not having a share capital

1. The name of the company (hereinafter called 'the Society') is THE BIOCHEMICAL SOCIETY.
2. The registered office of the Society will be situate in England.
3. The 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 of the Society 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 of the Society and between the members of the Society 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 of the Society 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 this Memorandum of Association.
- (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 of the Society 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 of the Society 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 company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors of the Society 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 company.
- (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 of the Society) 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 this Memorandum of Association 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 of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisation of employers.

4. 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 this Memorandum of Association 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 of the Society and no director or member of the Society 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 Management Committee for any services rendered to the Society;
 - (b) of interest on money lent by any director or member of the Society 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 of the Society 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 of the Society;
 - (d) of fees, remuneration or other benefit in money or money's worth to anyth company of which a trustee may be member holding not more than 1/100 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 of the Society 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 company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors of the Society 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 company.

6. The liability of the members is limited.

7. Every member of the Society undertakes to contribute such amount as may be required not exceeding £1 to the assets of the Society in the event of the Society being wound up whilst he or she is a member or within one year after he or she ceases to be a member for payment of the debts and liabilities of the Society accrued before he or she 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.

8. 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 of the Society, 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, 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 this Memorandum of Association. Each such society, association, institution, federation, partnership or body shall be nominated by the directors of the Society and approved by the members of the Society 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.

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

DEFINITIONS AND INTERPRETATION

1. In these Articles the words and expressions in the first column below shall bear the meaning set opposite to them respectively in the second column, if not inconsistent with the subject or context:

Word or expression	Meaning
Act	means the Companies Act 1985 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.
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 45.
Chairman	means the chairman of the Executive Committee from time to time.
Chief Executive	means the employee of the Society appointed by or on behalf of the Executive Committee to fulfil the role of Chief Executive of the Society.

Committee	means an advisory committee from time to time established by the Executive Committee in accordance with Article 51 to provide advice and support to the Executive Committee in relation to any purpose or exercise any power of the Executive Committee duly delegated to it.
Council	The advisory council for the time being of the Society.
Director	means a director of the Society. Directors are also the charity trustees of the Society as defined by Section 97(1) of the Charities Act (1993).
Editorial Board	means the committee established by the directors of Portland Press Limited with respect to the editorship, control and organisation of the contents of The Biochemical Journal published periodically by Portland Press Limited on behalf of the Society.
Electronic Communication	means the same as in the Electronic Communications Act 2000.
Executive Committee	means the board of directors of the Society.
Honorary Officers	means, together, the following officers of the Executive Committee: the Honorary Meetings Secretary; the Honorary Membership Secretary; and the Honorary Treasurer; and "Honorary Officer" means such one of them as the context shall require.
ICSA Guidelines	means the statements of Recommended Best Practice in the memorandum headed "Electronic Communications with Shareholders" published by the Institute of Chartered Secretaries and Administrators in December 2000 and any modification or replacement for the time being and from time to time in force.
Member	means a member of the Society.
Objects	means the objects of the Society as set out in the memorandum of association of the Society from time to time.

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| 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 Director appointed to be the president of the Society, from time to time pursuant to Article 15, in his capacity as President. |
| Treasurer Elect | means the Honorary Treasurer elect of the Society, appointed from time to time in accordance with Article 31. |
| United Kingdom | means Great Britain and Northern Ireland. |
| Vice Chairman | means the vice chairman of the Executive Committee from time to time. |
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 Executive Committee may approve.

MEMBERS

6. 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 Executive Committee.
7. There shall be no limit to the number of persons who the Executive Committee may admit as Members.
8. The provisions of Sections 352 and 353 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.
9. The Society shall have such categories of Members as the Executive Committee shall consider appropriate and the Executive Committee 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.
10. 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.
11. 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.
12. Subject to the proviso set out in Article 45, the provisions of Articles 6 to 11 (inclusive) may be supplemented, clarified and supported by By-laws.

RETIREMENT OF MEMBERS

13. 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 Executive Committee, 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 Executive Committee 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 Executive Committee. The approval of the relevant resolution of the Executive Committee 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, the Executive Committee

or any Committee in the capacity as its authorised representative shall forthwith resign from and vacate such office.

ORGANISATION

14. The Society shall have a President, a Council and an Executive Committee, 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 Executive Committee from time to time pursuant to Article 51.

THE PRESIDENT

15. The President shall be appointed by the Council in accordance with the provisions of Article 16. No person who is not a Member or a duly authorised representative of a Member shall be eligible for election or appointment as President.
16. The President shall be elected to serve in such office for a term of three years commencing on the day of the meeting of the Council at which he is duly appointed to that office and such term shall be renewable by the Council for a maximum of one further year. 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.
17. 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. The President shall preside over the general meetings of the Members and over all meetings of the Council and shall call such meetings of the Council (in addition to the prescribed meetings) as may be requested by at least five members of the Council in accordance with Article 22. The President shall also be appointed as 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 Executive Committee following such date of appointment.

THE COUNCIL

18. The responsibility and function of the Council shall be to discuss and debate matters raised with the Council by or on behalf of Members or the Executive Committee or with the Society by any other person which concern the Society and to advise the Executive Committee in relation to such matters. Subject to the provisions of the Articles, the Council may regulate its proceedings as the members of the Council think fit.
19. The Council shall consist of the following persons:
- (a) the Directors;
 - (b) representatives of the Society's scientific groupings as elected pursuant to By-laws;
 - (c) regional representatives of the Society as elected pursuant to the By-laws; and
 - (d) subject to Article 20, six representatives of the Members directly elected by the Members (or, as the case may be, the Council) to serve as members of the Council in accordance with the provisions of Articles 37 to 43 (inclusive); and
 - (e) such additional members of the Council as may be appointed from time to time pursuant to Article 21(d).

Only Members or duly authorised representatives of Members shall be eligible for election or appointment as a member of the Council.

20. Each of the representatives of the Members referred to in Article 19(d) shall be elected to serve as members of the Council for a term of three years commencing on the relevant date as referred to in Article 43. On the expiry of such three-year term, each such member of the Council shall cease to be, and shall vacate his office as, a member of the Council except in the event that he shall be entitled to remain as a member of the Council in some other capacity or office. Upon his ceasing to be a member of the Council in accordance with this Article 20, a Member shall not be eligible for re-election to the office referred to in Article 19(d) until a further period of one calendar year shall have elapsed.
21. The Council shall have the following powers:
- (a) to establish, maintain under review and update as and when appropriate, general guidelines on behalf of the Society with respect to biochemistry and the cellular and molecular life sciences, such guidelines to be considered and, where appropriate, followed by the Executive Committee in the performance of its duties;

- (b) to require the Executive Committee to report at each meeting of the Council on the state of the corporate, administrative and business affairs of the Society.
- (c) to make the following appointments:
 - (i) the President, such appointment to be made in accordance with Articles 15 and 16;
 - (ii) the Chairman, such appointment to be made in accordance with Article 29;
 - (iii) the Vice Chairman, such appointment to be made in accordance with Article 30;
 - (iv) with the advice of the Editorial Board and in consultation with the directors of Portland Press Limited, to appoint the chairman of the Editorial Board and to determine the term of office of such person;
 - (v) with the advice of the Executive Committee and in consultation with the directors of Portland Press Limited, to appoint the chairman of the board of directors of Portland Press Limited and to determine the term of office of such person;
 - (vi) subject to their consenting so to act, to appoint two members of the Council (being two of the Members appointed to serve as members of the Council pursuant to Article 19(d)) as Directors and members of the Executive Committee; and
 - (vii) any appointments of office assigned to it by the By-laws;
- (d) to appoint any Member or authorised representative of a Member who is willing to act to be a member of the Council, or to fulfil any office on the Council, either to fill a vacancy or as an additional Council member provided that the appointment does not cause the number of Council members to exceed any number fixed by or in accordance with the Articles as the maximum number of Council members from time to time and provided further that at, at any given time, there shall not be more than three members of the Council appointed to such office pursuant to this Article. A member of the Council so appointed shall hold such office only until the appointments to which the next occurring election procedure conducted pursuant to Articles 37 to 43 (inclusive) relates shall take effect and shall not be taken into account in determining those members of the Council who are to retire by rotation at such time. If not re-appointed as a member of the Council pursuant to such election procedure, he shall thereupon cease to be, and shall vacate his office, a member of the Council; and

- (e) to nominate one Member or the authorised representative of a Member from time to time for election, pursuant to the election procedure set out in Articles 37 to 43 (inclusive), to each of those offices of the Society set out in Article 38.
- 22. The Council shall meet together at least twice a year. The President (or in his absence a Member elected by the Members present) shall preside at all meetings of the Council throughout the duration of his term of office. The President shall also convene a meeting of the Council if requested to do so by five or more members of the Council. Any such meeting shall be convened on not less than thirty days' notice in writing to all members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to receive notices of meetings of the Council.
- 23. The quorum for the transaction of business of the Council shall be eleven Council members.
- 24. Questions arising at any Council meeting shall be decided by a majority of votes. In cases of an equality of votes the President shall have a second or casting vote in addition to any other vote he may have.

THE EXECUTIVE COMMITTEE

- 25. Subject to the provisions of the Act, the memorandum of association of the Society, 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 such memorandum or 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.
- 26. The funds, capital, property and surpluses of the Society shall be under the control of the Executive Committee 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.
- 27. The Executive Committee shall consist of the following persons (each of who shall be a Director):
 - (a) the President;
 - (b) the Chairman;
 - (c) the Vice Chairman;
 - (d) an Honorary Treasurer;
 - (e) an Honorary Membership Secretary;

- (f) an Honorary Meetings Secretary;
 - (g) the chairman of the Editorial Board;
 - (h) the chairman of the board of directors of Portland Press Limited;
 - (i) two of the six Members for the time being and from time to time elected to the Council pursuant to Article 19(d); and
 - (j) such Committee chairmen as may be specified in the By-laws.
28. The appointments referred to in the preceding Article shall be made in the following manner:
- (a) the President shall be appointed in accordance with the provisions of Articles 15 and 16;
 - (b) the Chairman shall be appointed by the Council in accordance with Articles 21(c)(ii) and 29;
 - (c) the Vice Chairman shall be appointed by the Council in accordance with Articles 21(c)(iii) and 30;
 - (d) each of the Honorary Treasurer, Honorary Meetings Secretary and Honorary Membership Secretary shall be elected by the Members in accordance with the provisions of Articles 37 to 43 (inclusive);
 - (e) the chairman of the Editorial Board shall be elected in accordance with the provisions of Article 21(c)(iv);
 - (f) the chairman of the board of directors of Portland Press Limited shall be elected in accordance with the provisions of Article 21(c)(v);
 - (g) two of the six members of the Council elected to the Council pursuant to Article 19(d) shall be selected at the discretion of the Council and, if willing so to act, appointed by the Council as members of the Executive Committee pursuant to Article 21(c)(vi). Each such member of the Executive Committee, upon his ceasing to be a Council member, shall also cease to be, and shall vacate his office as, a member of the Executive Committee except in the event that he shall be entitled to remain as a member of the Executive Committee in some other capacity or office; and
 - (h) if it is specified in the relevant By-laws that the chairman of a Committee shall be entitled, by virtue of that office, to be a member of the Executive Committee, such person, if willing so to act, shall be duly appointed as a member of the Executive Committee at the next occurring meeting of the Executive Committee following his appointment as chairman of such Committee or by a resolution in writing of the members of the Executive

Committee passed in accordance with Article 55. Upon his ceasing to be chairman of such Committee, such person shall cease to be, and shall vacate his office as, a member of the Executive Committee except in the event that he shall be entitled to remain as a member of the Executive Committee in some other capacity or office.

29. The Chairman shall be nominated to serve in such office for a term of three years and his appointment shall take effect immediately on the preceding Chairman ceasing to hold such office. On the expiration of such three year term, or in the event the Chairman shall resign from, or otherwise vacate, such office before the expiration of such term, the Chairman shall thereupon also cease to be, and shall vacate his offices as, a Director, a member of the Council and a member of the Executive Committee respectively and shall be ineligible for a re-nomination to the office of Chairman until a period of three years shall have elapsed. In the event that the Chairman shall cease to hold office as Chairman for any reason (including, without limitation, due to expiration of his term of office), and the Vice Chairman is not able or willing at that time to accept office as Chairman, the Council may appoint any other Member or authorised representative of a Member, who is willing so to act, as Chairman, either on a temporary basis until the Vice Chairman is able and willing to undertake the office of Chairman or for a three-year term in accordance with the foregoing provisions of this Article.
30. The Vice Chairman shall be appointed to serve in such office until such time as the office of Chairman shall be vacated, whether due to expiration of term of office, resignation or any other reason. Upon the office of Chairman being so vacated, the Vice Chairman shall, by virtue of that office and, if willing so to act, be entitled to assume the office of Chairman in accordance with the provisions of Article 29 and such assumption of office shall be duly ratified and confirmed at the next occurring meeting of the Executive Committee.
31. In addition to the persons referred to in Article 27, there shall be a Treasurer Elect of the Society who will be elected from time to time in accordance with Articles 37 to 43 (inclusive). The Treasurer Elect shall be appointed to serve in such office until such time as the office of Honorary Treasurer shall be vacated, whether due to expiration of term of office, resignation or any other reason. Upon the office of Honorary Treasurer being so vacated, the Treasurer Elect shall, by virtue of that office and if willing so to act, be entitled to assume the office of Honorary Treasurer and such assumption of office shall be duly ratified and confirmed at the next occurring meeting of the Executive Committee. The Treasurer Elect will not be a member of the Executive Committee but shall have the right to receive notice of, attend and speak at, all meetings of the Executive Committee provided that the Treasurer Elect shall not count in the quorum of any such meeting nor shall he be entitled to a vote on any question or matter before the Executive Committee.
32. Without prejudice to the generality of Articles 25 and 26, the Executive Committee shall have power:

- (a) at its discretion, to invite any Member who is not a Director to attend, or to nominate an authorised representative to attend, meetings of the Executive Committee and address the Executive Committee 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 Executive Committee;
 - (b) to seek the advice of the Committees and to decide the composition and terms of reference of the Committees;
 - (c) to incorporate and establish subsidiaries of the Society for any purpose considered by the Executive Committee to be in the interests of the Society, subject to the approval of the Council; and
 - (d) to approve, authorise and make the payment on behalf of the Society of any honoraria, remuneration, funding, grant, bursary or subsidy of any kind to any Member, Director, member of the Council, President, 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 clause 4 of the memorandum of association of the Society and Article 44, and provided that all and any such payments are reported to the Council at the next occurring meeting of the Council.
33. Subject to the provisions of these Articles, the Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they see fit. The Chairman, the Vice Chairman or, in the absence of both, a Director elected by the Directors present shall preside at their meetings. The Chief Executive shall also convene a meeting of the Directors if requested to do so by three or more Directors. Any such meeting shall be convened on not less than thirty days' notice in writing to all Directors. A Director who is absent from the United Kingdom shall not be entitled to receive notices of meetings of the Executive Committee.
34. The quorum for the transaction of business of the Executive Committee shall be five Directors.
35. Questions arising at any meeting shall be decided by a majority of votes. In cases of an equality of votes the Chairman of the meeting shall have a second or casting vote in addition to any other vote he may have.

ELECTION PROCEDURE FOR OFFICERS APPOINTED BY THE MEMBERS

36. The officers of the Society listed in the first column below shall be appointed to such offices respectively in accordance with the provisions of Articles 37 to 43 (inclusive) and, once duly appointed, may serve continuously in such office for the maximum period set out as referred to opposite them respectively in the second column:

Honorary Treasurer Five years.

Treasurer Elect One year.

Honorary Meetings Secretary Five years.

Honorary Membership Secretary Five years.

The Members elected to the Council Three years.
by virtue of Article 19(d)

37. In **February** each year, the Chief Executive **shall cause to be distributed** to all Members details of vacancies in those offices of the Society listed in Article 36 for the period commencing on 1st January of the **following** year. Such notice shall include an invitation to the Members to, if they so wish, nominate any Member for election to any such vacant office provided no such Member is ineligible for election pursuant to any provision of these Articles. Nominations must be supported by a minimum of three Members and be received by the Chief Executive, **or his nominee**, (together, in each case, with the names of the Members supporting the nomination) not later than 31st March in the year in which the elections for such offices are to be held.
38. In accordance with Article 21(e), the Council shall have the power to nominate one Member as a candidate for each and any vacancy amongst the offices of, the Honorary Officers, and the six representatives of the Members appointed to the Council as referred to in Article 19(d).
39. If, by the 31st March deadline referred to in Article 37, the Chief Executive has received only one nomination for appointment to a vacant office of the Society, the Member nominated shall be declared duly elected without a ballot. If the number of nominations with respect to a vacant office exceeds one, the appointment shall be decided by a ballot and the Chief Executive shall **cause to be issued** (by electronic communication or otherwise) a ballot paper to each Member by the **30th June**. This shall contain the names of those

members nominated for election and instructions on how Members should cast their vote and return the ballot papers to the Chief Executive **or his/her nominee**. In any event, ballot papers must be received not later than **30th August** of the year in which the elections are to be held.

40. In the event that, after the counting of votes duly cast is completed, an equality of votes is found to exist between any persons to whom the ballot relates and the addition of one vote would entitle any of such persons to be declared duly elected to the office of the Society to which the ballot relates, the Chief Executive shall forthwith decide between such persons by lot, and shall proceed as if the person on whom the lot falls had received an additional vote.
41. The person receiving the highest number of votes in any such ballot (or, as the case may be, the person on whom the lot falls as referred to in Article 40) shall, subject to his consenting to act, be declared duly elected.
42. With respect to the appointment to the Council of those representatives of the Members referred to in Article 19(d), in the event that, by the 31st March deadline referred to in Article 37, the Chief Executive shall not have received a sufficient number of valid nominations to replace all of the Council members due to retire from such offices pursuant to Article 20, the Council shall be entitled, on behalf of the Members, to appoint such of Members who are willing to act to such offices on the Council. Such appointments shall take effect from the date on which the appointments to which the election procedure relates take effect and until those members of the Council so appointed shall retire from such office pursuant to Article 20.
43. The result of all elections and all appointments will be notified to the Members **before December 15th of the year preceding their period of office**, (either by **postal or** electronic communication or by publication of the results in the house journal or magazine of the Society) and the appointments will take effect from the following 1st January.

ADMINISTRATION

44. None of the President, the Directors or the members of the Council 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 or member of the Council shall vote at any meeting of the Executive Committee or the Council (as the case may be) on a question relating to the payment to him of any such remuneration or to the amount thereof (c) the number of members of the Council or Executive Committee in receipt of such honoraria shall not at any time exceed 12. Without prejudice to the foregoing provisions of this Article, the President, Directors and members of the Council may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Council, the Executive Committee or any Committee or general meetings of the Society or otherwise in connection with the discharge of their duties of office.

45. The Executive Committee 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 to adopt, make, alter or revoke Bye-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 Bye-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 Executive Committee, the Council 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 or the memorandum of association of the Society and any By-laws established under and pursuant to this Article, the terms of these Articles or (as the case may be) the memorandum of association shall prevail.

- 46. 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.
- 47. No person shall be disqualified from being or becoming the President or a member of the Executive Committee or the Council by reason of his attaining or having attained the age of seventy years or any other age.
- 48. The office of Director or member of the Council shall be vacated by a person:
 - (a) if he comes bankrupt or he makes any arrangement or composition with his creditors generally;
 - (b) 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;

- (c) if he, or (as the case may be) the Member of whom he is the authorised representative on the Executive Committee or the Council, ceases to be a Member;
- (d) if by notice in writing to the Society he resigns his office;
- (e) in the case of a Director, 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), and in any and each such case he shall also vacate any office held by him as President and/or as a member of the Council;
- (f) if he is removed from office by notice in writing served upon him, signed by (in the case of removal from office as a Director) all his co-Directors or (in the case of removal from office as a member of the Council) all his co-members of the Council;
- (g) in the case of a Director, if he is absent from three successive meetings of the Executive Committee without leave, unless prevented by illness, unavoidable accident or other cause which may seem to the other Directors to be sufficient and the Executive Committee resolves that his office as a Director should be vacated; or
- (h) 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 13 and where applicable, nothing in this Article 48 shall cause or require any Director or member of the Council who vacates any such office in consequence of and pursuant to this Article to resign as a Member.

49. The Society may from time to time in general meeting increase or reduce the number of members of either or both of the Executive Committee and the Council 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.

50. A meeting of the Council or (as the case may be) the Executive Committee 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 or (as the case may be) the Executive Committee generally.
51. The Executive Committee may delegate any of its powers to Committees consisting of such Directors, or of such Members or the authorised representatives of such Members, as it thinks fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it from time to time by the Executive Committee and any applicable By-laws. The Directors may also delegate to any Director or to the Chief Executive any of their powers as they consider desirable to be exercised by him. Any delegation of power referred to in the foregoing sentences of this Article may be made subject to any conditions the Executive Committee may impose and may be revoked or altered by a resolution of the Executive Committee to that effect at any time. Subject to any such conditions, the proceedings of a Committee with two or more members must be governed by the Articles and By-laws regulating the proceedings of the Executive Committee, so far as they are capable of applying.
52. All acts done by any meeting of the Executive Committee or of any Committee, or by any person duly authorised by the Executive Committee 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 Executive Committee, 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.
53. The Chief Executive shall cause proper minutes to be made of all appointments of officers made by the Executive Committee and the Council and of the proceedings of all Council meetings and meeting of the Executive 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.

54. A meeting of the Executive Committee or (as the case may be) the Council 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 Executive Committee or (as the case may be) the Council 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.
55. A resolution in writing or otherwise contained in an electronic communication, signed or approved by all the members of the Executive Committee or (as the case may be) the Council entitled to receive notice of, and vote at, a meeting of the Executive Committee or (as the case may be) the Council will be as valid and effective as if it had been passed at a meeting of the members of the Executive Committee or (as the case may be) the Council duly convened and held. The resolution may consist of several documents in the same terms each signed by one or more members of the Executive Committee or (as the case may be) the Council.
56. Any business of the Executive Committee or Council may be conducted by electronic communication.

GENERAL MEETINGS

57. 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 Executive Committee 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.
58. All general meetings of the Members, other than Annual General Meetings, shall be called Extraordinary General Meetings.

59. The Executive Committee may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on requisition duly made pursuant to Section 368 of the Act or by not less than fifty Members of the Society (in which event the provisions of Section 368 of the Act shall apply as if such requisitions had been made thereunder). Any such Extraordinary General Meeting shall be convened for a date not later than twenty eight days after the date of the notice convening the meeting.
60. Twenty one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a special resolution, and fourteen days' notice in writing at least of every other general meeting of the Members (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 in the case of meetings other than Annual General Meetings, 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 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.
61. 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

62. All business transacted at an Extraordinary General Meeting, and all business transacted at an Annual General Meeting, shall be deemed special business, with the exception, in the case of the Annual General Meeting, of the consideration by the Members of the income and expenditure account and balance sheet of the Society, the reports of the Executive Committee and of the Auditors, the report of the Honorary Treasurer, the election of members of the Council and Executive Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
63. 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.

64. 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 Executive Committee 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.
65. 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 Chairman of the Executive 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 Executive Committee, or if no such member be present, or if all the members of the Executive Committee 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.
66. 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.

67. 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 three 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.

68. 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.

69. Subject to Article 70, if a poll is demanded in any manner as referred to in Article 67, 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.

70. 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.

71. 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.

72. 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.
73. A resolution in writing or otherwise contained in an electronic communication signed by or on behalf of all the Members entitled to receive notice of and to attend and vote at a general meeting of the Members, or by their duly appointed representatives, proxies or attorneys, will, subject to the provisions of the Act, be as valid and effective as if it had been passed at a general meeting of the Members properly convened and held whether such resolution would otherwise be required to be passed as a special, extraordinary or elective resolution. Any such resolution may be contained in one document, or in several documents in the same terms, each signed by one or more of the Members or their representatives, proxies or attorneys.

VOTES OF MEMBERS

74. Save as otherwise provided in these Articles, every Member shall have one vote.
75. 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.
76. No objection shall be raised to the qualification of any voter at a general meeting of the Society except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at any such meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
77. On a poll demanded in accordance with Article 67, votes may be given either personally, by authorised representative or by proxy. A Member may not appoint more than one proxy to take part in a poll. On a show of hands a Member present only by proxy shall have no vote. A proxy must himself be a Member.
78. The instrument appointing a proxy shall be in writing or contained in an electronic communication and signed or executed by the appointor or on its behalf by its authorised signatory or attorney duly appointed and authorised in writing and, save in the case of

any other form determined or approved by the Executive Committee, shall be in the following form or as near thereto as the circumstances will admit:

(a) in the case of a Member who is an individual:

"I,

of

being a member of The Biochemical Society

hereby appoint

of

or failing him

of

to attend and as my proxy vote for me and on my behalf at the *Annual or Extraordinary, or Adjourned, as the case may be* General Meeting of the Society of the day of and at any adjournment thereof.

In respect of the following Resolutions(s) my proxy is hereby instructed to vote as shown by "X" below

RESOLUTION	VOTES	
	For	Against

Ordinary/Special Resolution No. 1

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

Dated:

Signature:

Address:"; or

(b) in the case of any other Member:

"name of Member Organisation whose registered office/principal place of business is at *address of registered office/principal place of business*, being a member of The Biochemical Society,

hereby appoints

of

or failing him

of

to attend and as its proxy vote for it and on behalf at the *Annual or Extraordinary, or Adjourned, as the case may be* General Meeting of the Society of the day of and at any adjournment thereof.

In respect of the following Resolution(s) its proxy is hereby instructed to vote as shown by "X" below

RESOLUTION

VOTES

For Against

Ordinary/Special Resolution No. 1

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

Dated:

insert appropriate form of execution".

79. The appointment of a proxy and any authority under which it is signed or executed, or a copy of that authority certified notarially, or in some other way approved by the Executive Committee may:

(a) in the case of an instrument in writing, be deposited at the registered office of the Society, or at another place within the United Kingdom specified by the notice convening the meeting, or in any instrument of proxy sent out by the Society in relation to the meeting, not less than forty eight hours 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 contained in an electronic communication, where an address has been specified by the Society for the purpose of receiving a proxy by electronic communications:

(i) in the notice convening the meeting, or

- (ii) in any instrument of proxy sent out by the Society in relation to the meeting, or
- (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Society in relation to the meeting,

be received at such address not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

- (c) in the case of a poll taken more than forty eight hours after it is demanded, be deposited or received as stated above after the poll has been demanded and not less than twenty four hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken immediately but is taken not more than forty eight hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting or to the Chief Executive or to any Director or deposited or received as stated above after the poll has been demanded but not less than twenty four hours before the time appointed for the taking of the poll;

and an appointment of proxy which is not deposited, delivered or received in the manner permitted above will be invalid.

80. A vote given in accordance with the terms of instrument of proxy, or a demand for a poll by a duly appointed proxy, shall be valid notwithstanding the previous death or insanity of the principal or revocation or determination of the proxy or of the authority under which the proxy was signed or executed or the previous revocation or determination of the authority of the person voting or demanding a poll, provided that no intimation in writing of the death, insanity, revocation or determination as aforesaid shall have been received at the registered office of the Society before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

THE SEAL

81. 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.
82. The Directors shall provide for the safe custody of every seal which the Society may have.
83. 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).
84. 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.
85. 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.
86. 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 the Chief Executive or by at least two Directors or by such other person or persons as may be authorised by the Directors for that purpose.

ACCOUNTS

87. The Executive Committee 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.

88. 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 Executive Committee during normal office hours and on reasonable notice in advance to be provided in writing to the Chief Executive.
89. The Executive Committee 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 Executive Committee, and no Member (not being a member of the Executive Committee) 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 Executive Committee or by the Society in general meeting.
90. At each Annual General Meeting the Executive Committee 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 Executive Committee 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 Part VII 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 93 to 100 (inclusive).

AUDIT

91. 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.
92. The Auditors shall be appointed and their duties regulated in accordance with Chapter V of Part XI of the Act, the Members of the Executive Committee being treated as the directors of the Society for the purposes of such Chapter.

NOTICE

93. A notice or other document may be given or sent by the Society to any Member or Director either:
 - (a) personally; or
 - (b) by sending it by pre-paid post;

to his registered address within the United Kingdom or to any other address within the United Kingdom supplied by him to the Society for the giving or sending of notices and documents to him; or
 - (c) subject to his consenting to the giving or sending of that notice or other document by electronic communications, by giving or sending it using electronic communications to an address for the time being notified to the Society by the Member or Director for that purpose.
94. A Member or Director who (having no registered address in the United Kingdom) has not supplied to the Society an address within the United Kingdom for the service of notices shall not be entitled to receive any notice or other document from the Society except to the extent that the Society intends to give or deliver a notice or other document using electronic communications and the member has consented to the same and he has notified the Society of an address for that purpose pursuant to Article 93(c).
95. A notice or other document given or sent by post will be deemed to have been given or delivered upon the day following that on which the notice or document is posted. Proof that an envelope containing a notice or other document was properly addressed, prepaid

and posted shall be conclusive evidence that the notice or other document was given or delivered.

96. A notice or other document given or sent by electronic communication will be deemed to have been given:
- (a) at the expiration of forty eight hours after the time it was sent and proof that it was sent in accordance with the ICSA Guidelines shall be conclusive evidence that the notice or document was given or delivered;
 - (b) in the case of a notice or other document in electronic format, such as CD-ROM or audiotape, sent by post, upon the day following that on which the notice is posted and proof that an envelope containing the notice or document was properly addressed, prepaid and posted shall be conclusive evidence that the notice or document was given or delivered.
97. Where a notice or other document to be given to a Member or Director using electronic communications has failed to be transmitted (or, in the case of a telephone call, has failed to connect) after two attempts then, without prejudice to Article 61, that failure shall not invalidate any meeting or other proceeding to which the notice or other document relates. As soon as practicable and, in any event, within forty eight hours of the original attempt (or within twenty four hours of the original attempt if it was made by telephone) a duplicate of the relevant notice or document shall be sent through the post to the Member or Director to his last known postal address.
98. A Member present, either in person, by its authorised representative or by proxy, at any general meeting of the Members shall be deemed to have received notice of such meeting and, where requisite, of the purposes for which such meeting was called or convened.
99. A notice may be given by the Society to the persons authorised in the administration, management and/or settlement of the estate, property and affairs of a Member or Director in consequence of the death, bankruptcy, mental disorder or other illness or mental or physical incapacity whatsoever by sending or delivering such notice, in any manner authorised by these Articles for the giving of notice to a Member or Director, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or receiver or curator basis of the Member or Director or by any like or other appropriate description given the circumstances, at the address, if any, supplied for that purpose by the persons claiming to be so entitled. Until such an address has been

supplied, a notice may be given in any manner in which it might have been given if the death, bankruptcy, mental disorder, illness or incapacity of the Member or Director had not occurred, including, where applicable, but without limitation, by the use of electronic communications.

100. Except as otherwise provided in these Articles, all notices to be given pursuant to these Articles must be in writing with the exception only of any notice calling a meeting of the Executive Committee (and even then except in the case of a meeting of the Executive Committee convened by the Chief Executive at the request of three or more Directors in accordance with Article 33, in which case such notice shall be given in writing).

TRANSITIONAL POWERS

101. 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 Articles 15, 19, 27 and 31) 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.
102. Notwithstanding the provisions of these Articles, the persons occupying those offices of the Society referred to in Articles 19, 27 and 31 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

103. Clause 8 of the memorandum of association of the Society, relating to the winding up and dissolution of the Society, shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

104. Subject to the provisions of Section 310 of the Act, but without affecting any indemnity to which he may otherwise be entitled, every Director and or other officer for the time being of the Society (other than the Auditors) shall be indemnified out of the assets of the Society against all Losses properly incurred by him in, about, on account of, or in

- connection with, the execution and discharge of the duties of his office and in which judgment is given in his favour, or in which he is acquitted, or in connection with any application in which relief is granted to him by a court of law or judicial or arbitral tribunal of competent jurisdiction.
105. The Executive Committee 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 104.
 106. For the purposes of Articles 104 and 105, "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.