

# **ARTICLES OF ASSOCIATION OF THE SOCIETY OF BIOLOGICAL INORGANIC CHEMISTRY**

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## **Addenda**

SBIC Bylaw Addendum – Nominations Committee 22 February 2007

Addendum - Nominations Committee: Minutes 2014-7.1

Addendum - President's Term: Minutes 2014-7.6

Addendum - Change of Office: Minutes 2014-8

## 1 Interpretation

### 1.1 In these Articles:

"**the Act**" means the Companies Act 1985 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;

"**Council**" means the Council Members as a board;

"**Council Members**" means the directors/trustees of the Society;

"**executed**" includes any mode of execution;

"**the Memorandum**" means the Memorandum of Association of the Society; "the office" means the registered office of the Society;

"**the seal**" means the common seal of the Society (if it has one);

"**Secretary**" means the Secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary;

"**the Society**" means the company intended to be regulated by these Articles; "the United Kingdom" means Great Britain and Northern Ireland.

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

## 2 Members

2.1 The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the Articles shall be members of the Society. No person shall be admitted a member of the Society unless his/her application for membership is approved by the Council Members under the Articles.

2.2 Unless and until the Articles shall otherwise provide the members of the Society shall be divided into categories comprising Members, Student Members and Honorary Members.

2.3 Each applicant for admission to membership of the Society shall sign and send to the Secretary the following declaration:

*"I, the undersigned, do hereby declare that while a member of the Society of Biological Inorganic Chemistry, I shall endeavour to promote the interests and welfare of the Society and shall observe the provisions of its Memorandum and Articles of Association and any regulations made there under and to the best of my ability maintain the dignity of the Society for as long as I shall continue to be a member thereof."*

2.4 Signature of this declaration shall record a member's acquiescence in all rules and regulations of the Society.

2.5 Student membership shall normally be reserved for those persons registered for an appropriate degree and not in receipt of a regular salary.

2.6 (a) The Council may admit to the Society as an Honorary Member any person who is distinguished in the science or profession of Biological Inorganic Chemistry or whom the

Council may consider it desirable to admit as an Honorary Member for any other sufficient reason. The Council shall not delegate its powers under this Article 2.7.

(b) For the valid admission of an Honorary Member, or the revocation of such admission, at least two-thirds of the Members of the Council present and voting must give affirmative votes.

(c) The total number of Honorary Members shall not at any time exceed 5% of the total membership (excluding Honorary Members).

- 2.7 The qualifications, method and terms of admission, privilege and obligations including liability to expulsion or suspension of members shall be such as the Council may prescribe.
- 2.8 The Council Members shall alone have power to determine conclusively respecting each person proposed for or seeking admission to any category of membership or seeking transfer from one category of membership to another of the Society whether or not such conditions as are applicable have been fulfilled.
- 2.9 Subject to the Articles, the Council Members may in their absolute discretion permit any member of the Society to retire, provided that after such retirement the number of members is not less than two.
- 2.10 Membership of the Society entitles an individual to receive the Journal of the Society at no additional charge, together with other benefits as determined by the Council.
- 2.11 Any individual who has personally subscribed to the official journal of the Society, if personally interested, may apply for admission to membership of the Society. Such applications are subject to the conditions and procedures of this Article 2 and no additional membership subscription will be required.
- 2.12 Notwithstanding the above, the Council may, without requiring individual applications or sponsors, approve the admission to the Society of individuals who are members of any body having objects similar in whole or in part to those of the Society, provided that a resolution approving the general terms of such admission shall have been passed at a General Meeting of the Society.
- 2.13 Except in special circumstances determined by the Council, the resignation of a Member or Student Member shall be accepted only after payment of all monies due from him/her to the Society. Any person whose resignation as Member, or Student Member has been accepted may be readmitted, subject to him/her agreeing to comply with such conditions as the Council may impose.
- 2.14 Unless otherwise determined by the Council, any Member, or Student Member who, at the thirtieth day of November in any year has not paid the annual subscription having been applied for and with no reason satisfactory to the Council having been assigned for non-payment, shall cease to be a Member, or Student Member of the Society. Nevertheless, the Council shall consider an application for readmission from any such person and may, if thought fit, readmit him/her as a Member, or Student Member on payment of the arrears of the individual subscription or such portion thereof as the Council may determine provided that the Council may at its discretion waive payment of such arrears of subscription.
- 2.15 The Council may expel from the Society, or suspend from membership for a period not exceeding two years any member who is:
  - (a) found guilty of any criminal offence involving fraud or dishonesty; or
  - (b) committed to prison for any other criminal offence; or
  - (c) shown to have flagrantly or persistently failed to observe these Articles; or

- (d) held by the Council to have acted in a manner detrimental to the welfare of the Society.
- 2.16 Every member shall have the right:
- (a) to be present and to vote at all General Meetings;
  - (b) to propose applications for admission as Honorary Members, or Student Members;
  - (c) to propose or support the nomination of candidates for election as Officers and Members of the Council;
  - (d) to be a candidate for election as an Officer or Member of the Council, subject to nomination in accordance with the relevant provisions of these Articles.
- 2.17 (a) Any member who is a bona fide student, a retiree, or otherwise not in receipt of a regular salary may be supplied with copies of the publications of the Society without charge or at a reduced charge, as may be determined by the Council. Honorary Members may at the discretion of the Council receive the publications of the Society without charge.
- (b) Every member shall also be entitled to use the facilities of the Society under such regulations as the Council may make from time to time, provided that such facilities shall not be used for any purpose considered by the Council to be inconsistent with the objectives of the Society.
- 2.18 The Society may admit Associates who would not have the rights accorded by Articles 2.16 and 2.17(a) and would not be entitled to receive the Journal of the Society at no additional charge but would be eligible to receive other benefits as determined by the Council.
- 2.19 The amount of the annual subscription payable by any category of member or associate shall be determined by the Council from time to time and confirmed by resolution at a General Meeting, provided that the Council may without such confirmation and whenever it may consider it desirable to do so:
- (a) increase the annual subscription payable by any category of member by not more than thirty per cent of the rate of subscription current at that time;
  - (b) in exceptional circumstances to be determined by the Council, either reduce or wholly remit the subscription payable by any individual member.
- 2.20 All annual subscriptions shall become due on the first day of January in every year, but an applicant admitted after the thirtieth day of September in any year shall not be required to pay the annual subscription for the year unless he/she desires to purchase the publications of the Society issued in respect of that year, or to receive the publications available to members without further charge since the first day of January in that year.

### **3 General Meetings**

- 3.1 The Society shall hold an Annual General Meeting in each calendar year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it and subject thereto not more than 15 months shall elapse between the date of one Annual General Meeting of the Society and that of the next: Provided that so long as the Society holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. 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 The Council may call general meetings.

3.3 The President may call an Extraordinary General Meeting.

#### **4 Procedure at General Meetings and Requisition of Extraordinary General Meetings**

4.1 (a) At each Annual General Meeting the Council shall present a report on the work of the Society during the preceding financial year, and may submit such other business for consideration as it thinks fit.

(b) A member wishing to submit a motion at an Annual General Meeting may do so provided that:

(i) notice in writing of the proposed motion is received at the office of the Society at least one month before the meeting;

(ii) the notice sets out the terms of the proposed motion and it is supported by no fewer than five members, who shall signify their support by signing the notice.

Unless these requirements are fulfilled and subject always to the rights expressly conferred by the Act the proposed motion shall not come before the meeting.

4.2 At each Annual General Meeting, an Auditor or Auditors, who shall be a Chartered Accountant or Chartered Accountants, shall be appointed to audit the Accounts of the Society for the current financial year. The remuneration of the Auditor or Auditors shall be determined at the Annual General Meetings or, if permitted by a resolution passed at the Annual General Meeting, may be determined by the Council. A Council Member shall not be eligible to serve as an Auditor.

4.3 (a) An Extraordinary General Meeting shall be summoned at any time on a resolution of the Council members or on receipt of a written requisition from not less than one tenth of the total membership. In the case of a requisition by members the following conditions shall apply:

(i) the requisition shall state the purpose of such a meeting and shall be signed by the requisitionists and be deposited at the office of the Society and may consist of several documents in like form, each signed by one or more of the requisitionists;

(ii) if, within twenty-eight days from the date of the requisition being so deposited, the Council Members do not convene an Extraordinary General Meeting with notice of the aforesaid objects, the requisitionists or any of them may convene such meeting, but any meeting so convened or convened must be held within three months from the date of the deposit of the requisition;

(iii) any meeting convened under this Article 4.3 by the requisitionists or any of them must be convened as nearly as possible in the manner in which meetings are to be convened by the Council members, and for this purpose the requisitionists shall have access to the register of members.

If there are not available sufficient Council Members to call a duly requisitioned general meeting, any Council Member or any member of the Society may call such a general meeting.

4.4 (a) At least ninety days' notice of an Annual General Meeting, and ninety days' notice of an Extraordinary General Meeting shall be given to each member, specifying the place, the day and the hour of the meeting, and the general nature of the business proposed to be transacted thereat. In each case the stated period of notice shall be exclusive of the day it is given or deemed to have been served and the day of the meeting.

(b) The Council Members shall cause minutes to be kept of all general meetings.

(c) Twenty members or, (if less) one tenth of the total membership not including in either case Council Members, personally present shall form a quorum at all general meetings, but if a quorum be not present thirty minutes after the meeting was due to begin it shall be adjourned for such period, being not less than two nor more than fourteen days as the Chair may determine at his/her discretion, and at the adjourned meeting, any ten members personally present, whether Council Members or not, personally present shall form a quorum. It shall not be necessary to give further notice of a meeting adjourned in accordance with this Article.

- 4.5 (a) Any notice or other document for which provision is made in these Articles may be given to any member, wherever he/she is resident, either personally or by sending it by post to him/her at any address in any Region formed under the provisions of Article 20.1 which he may have furnished for the purpose. Only a member who has furnished any such address shall be entitled to receive any notices or other documents. A notice or other document sent by post shall be deemed to have been served after it is posted. Where a person has notified to the Society and has not withdrawn an address on the Internet or on any equivalent or substitute system for electronic mail, any notice or other document may be served on such person by such means and shall be deemed served on transmission.
- (b) The accidental failure to send a notice or other document to any member, or the non receipt of a notice or other document by any member, shall not invalidate the meeting or procedure to which it refers, but in the event of dislocation of the postal services or other incident resulting in the loss or late delivery of a substantial number of notices the President, on receipt of a request signed by not fewer than ten members affected by such matter, shall, decide on behalf of the Council whether or not the notice should be cancelled and a meeting on a later date arranged.
- 4.6 The Chair, if any, of the Council or in his/her absence some other Council Member nominated by the Council Members shall preside as Chair of the meeting, but if neither the Chair nor such other Council Member (if any) be present within 15 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, he/she shall be Chair.
- 4.7 If no Council Member is willing to act as Chair, or if no Council Member is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chair.
- 4.8 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. When a meeting is adjourned for 15 days or more, at least 7 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.
- 4.9 (a) Subject to any provision in these Articles every member shall have one vote on each motion at a meeting, which shall be given personally.
- (b) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to be 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.

- 4.10 (a) A resolution put to the vote at any General Meeting shall, save as hereinafter mentioned and subject to the Act, be decided by a simple majority of votes and voting shall be by a show of hands.
- (b) Subject always to the Act a poll may, before or on the declaration of the result of the show of hands, be directed by the Chair or demanded by at least thirty of the members present in person or, if fewer than sixty members are present in person, by at least twenty members so present. No poll shall be directed or demanded on the election of a Chair or on a question of adjournment. Unless a poll is so directed or demanded a declaration by the Chair that a motion has on a show of hands been carried, or carried by a particular majority, or lost, shall be sufficient evidence of the decision of the meeting. A demand for a poll shall not invalidate any other business of the meeting.
- (c) Without prejudice to the provisions in paragraph (b) of this Article 4.10 a poll may be directed by the Chair on any resolution if he/she is satisfied that it is in the interest of the Society to do so.
- (d) In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is directed or demanded shall be entitled to a second or casting vote.
- (e) A poll shall be a poll of all the members entitled to receive notice of the meeting at which the resolution was put to the vote and whose subscriptions (if any) had on that date been fully paid to date, and shall be taken by means of postal voting papers. The following provisions shall apply
- (i) the Council shall, as soon as reasonably practicable after the date on which the poll is directed or demanded, send a voting paper by prepaid post to each member entitled under Article 4.5 to receive notices. The voting paper shall set out the resolution on which the poll has been demanded, shall specify the address to which and the time and date on or before which the voting paper must be returned (being not less than 14 days after the date of posting of the voting papers) and shall in all other respects be in such form as the Council shall determine;
  - (ii) at the expiration of the period allowed for the return of voting papers the result of the poll shall be ascertained in such manner as the Council shall direct;
  - (iii) the Council shall cause such result to be published as soon as reasonably practicable after the ascertainment thereof in such manner as the Council may determine.

## **5 Council Members—The Establishing Committee**

- 5.1 There shall be a Council of the Society (hereinafter referred to as "the Council") consisting of such number of members with such qualifications and to be elected or constituted as members of the Council in such manner and to hold office for such period and on such terms as to re-election or otherwise as the Articles for the time being of the Society may prescribe.
- 5.2 The number of Council Members shall be not less than three but (unless otherwise determined by ordinary resolution) shall not exceed twelve.
- 5.3 (a) Until the conclusion of the first annual General Meeting of the Society, all powers discretions and authorities vested by these Articles in the Council or in any Officers of the Society shall be vested instead in the Establishing Committee appointed under this Article 5.3.

(b) Until the conclusion of the first Annual General Meeting no person shall hold any of the posts of Officers of the Society, save that the Establishing Committee shall appoint one person to be Secretary and Treasurer of the Society.

(c) The Subscriber(s) to the Memorandum and such other Members of the Society as the Establishing Committee may co-opt shall be the Establishing Committee.

(d) The minimum number of members of the Establishing Committee shall be three. At any time at which its membership is less than three, its member or members may act solely for the purpose of admitting Members to the Society and co-opting Members of the Society to such Committee and for no other purpose.

(e) If there are two or more members of the Establishing Committee, a majority of its number present in person shall constitute a quorum.

(f) The members of the Establishing Committee shall retire at the conclusion of the first Annual General Meeting but may stand for nominations or election to any office or position of the Society at such Meeting.

## **6 Powers of Council Members**

6.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Society shall be managed by the Council Members, who may exercise all the powers of the Society. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Council members that would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Council Members by the Articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council Members.

6.2 In addition to all powers hereby expressly conferred on them, and without detracting from the generality of their powers under the Articles, the Council Members shall have the following powers, namely:

(a) to expend the funds of the Society in such manner as they 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 they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Society;

(b) to enter into contracts on behalf of the Society.

## **7 The Constitution of the Council**

7.1 The Council shall consist of the following:

(a) Officers:

(i) the President;

(ii) the President-Elect;

(iii) the Treasurer;

(iv) the Secretary

who shall be ex officio Members of Council.

(b) Eight Elected Members of the Council; and

(c) Such Additional Members, if any, as may be appointed by the Council in accordance with Article 7.2.

7.2 The Council may at any time appoint any member as an Additional Member of the Council to serve for such period as the Council may at the time of the appointment determine, but so that at no time shall there be more than four Additional Members of the Council pursuant to any such appointment and no Additional Members of the Council may stay in office at an Additional Member of Council beyond the conclusion of the second Annual General Meeting after his/her appointment.

7.3 The persons holding the offices listed in Article 7.1(a) shall so long as they hold such offices be the Officers of the Society and are herein termed "the Officers".

7.4 Unless he/she has been appointed in accordance with Article 8.17 to fill a casual vacancy no retiring Officer may be re-elected or reappointed to any office within one year after ceasing to hold that office provided always that nothing in this Article shall prevent the President-Elect succeeding as President in the manner contemplated by these Articles.

7.5 (a) Any person may hold the office of Secretary and Treasurer at the same time if successfully nominated or elected to both offices.

(b) Subject to Article 7.5(a) no person may hold office as two Officers at the same time.

## **8 The Election of the Council**

8.1 (a) At the conclusion of the first Annual General Meeting all the members of the Establishing Committee shall retire from office as provided in Article 5.3, and at the third and at the conclusion of every subsequent annual general meeting one-quarter of the Elected Council Members who are subject to retirement by rotation or, if their number is not four or a multiple of four, the number nearest to one quarter shall retire from office; but, if there is only one Elected Council Member who is subject to retirement by rotation, he/she shall retire. An Officer shall retire at the conclusion of the Annual General Meeting at which his/her term of office under these Articles expires.

(b) (i) Notwithstanding any other provisions of these Articles, the following provision shall apply at the first Annual General Meeting and at the second Annual General Meeting.

(ii) At the first Annual General Meeting the following vacancies shall arise:

(A) President to be elected to hold office for a term of two years from that Annual General Meeting;

(B) President-Elect to hold office for a term of two years from that Annual General Meeting and thereafter to become President for a term of two years as contemplated by these Articles;

(C) Treasurer to hold office for a maximum term of four years from that Annual General Meeting;

(D) Secretary to hold office for a maximum term of four years from that Annual General Meeting;

(E) six Elected Members of Council.

(iii) At the second Annual General Meeting no Elected Member of Council shall retire by rotation and two Elected Members of Council shall be elected for a term of four years.

(c) Reference in these Articles to the term of any Council Member or Officer and to years shall have effect as if a reference to a year were to a period from one Annual General Meeting to the next (whether a period of exactly twelve calendar months or a greater or lesser period) and so that (by way of example) any person appointed for a term of four years shall retire at the conclusion of the fourth Annual General Meeting after the commencement of such term whether or not a period of forty eight months has not or has already elapsed at that time.

- 8.2 Subject to the provisions of the Act, the Elected Members of Council to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Elected Members of Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 8.3 No person may be appointed as a Council Member:
- (a) unless he/she has attained the age of 18 years; or
  - (b) in circumstances such that, had he/she already been a Council Member he/she would have been disqualified from acting under the provisions of Article 9.1.
- 8.4 (a) An election to fill vacancies on the Council shall be held annually in the manner hereinafter provided, and the result of the election shall be declared at the Annual General Meeting.
- (b) Subject to Article 8.3, any member shall be eligible for election as a Council Member.
- 8.5 (a) Each year a list shall be prepared by the Secretary giving the names of all Officers and Council members and indicating those who are due to retire at the next Annual General Meeting. The list shall be published as soon as practicable, but in any event not later than three months prior to the first Annual General Meeting and six months prior to each subsequent Annual General Meeting in a publication which is issued without any charge to members whose annual subscriptions are not in arrears. If publication on or before the said date is impracticable a copy of the list shall be sent, in the manner provided in these Articles, to each member entitled to receive notices. The Council shall at the same time and in the same manner nominate persons to fill vacancies occurring in the offices listed in paragraphs (ii), (iii) and (iv) of Article 7.1(a) and Article 7.1(b). Forthwith, upon the publication or issue of the list and of the aforesaid nominations, members shall have the right to make further nominations in accordance with Articles 8.6 and 8.7.
- (b) For valid nomination by the Council of persons nominated to fill vacancies in the offices listed in paragraphs (ii), (iii) and (iv) of Article 7.1(a) or in Article 7.1(b) not less than two-thirds of the Members of the Council present and voting must give affirmative votes.
- 8.6 Any member of the Society may propose or support the nomination of any other member to fill any vacancy among the officers listed in paragraphs (ii), (iii) and (iv) of Article 7.1(a). Every such nomination shall be in writing, signed by at least ten members, and shall be received at the office of the Society not later than two months prior to the Annual General Meeting at which the vacancy is to be filled. Every such nomination shall be accompanied by a signed declaration by the nominee that he/she is willing to accept office if elected. No member shall subscribe to the nomination of more than one candidate for each vacant office at a particular election.
- 8.7 Any member of the Society may propose or support the nomination of any other member for election to the Council to fill a vacancy or vacancies amongst the number of Elected Council members requiring to be filled at each annual election. Every such nomination shall be in writing signed by at least five members, and shall be received at the office of the

Society not later than two months prior to the Annual General Meeting at which the vacancy is to be filled, and shall be accompanied by a signed declaration by the nominee that he/she is willing to serve if elected. No member shall subscribe to the nomination of more than one candidate for election as a Council member at a particular election.

- 8.8 As soon as practicable after the due date in each year the Council Members shall prepare a list of all candidates who have been duly nominated as aforesaid for filling any vacancy on the Council. A copy of such list shall be sent, in the manner provided in the Articles, to each member entitled to receive notices.
- 8.9 If for any reason after the preparation of the said list there shall not remain a sufficient number of members nominated to fill all the vacancies then there shall be deemed to have arisen a casual vacancy or vacancies which may be filled by the Council in accordance with Article 8.17 with effect from the close of the Annual General Meeting.
- 8.10 If the number of nominations duly made for filling the vacancies in any position on the Council does not exceed the number of such vacancies, the persons nominated shall be declared duly elected at the next following Annual General Meeting without any vote being taken.
- 8.11 If more candidates are nominated for any position on the Council than there are vacant places, the Secretary shall, not less than twenty-eight days before the Annual General Meeting, send in the manner prescribed in Article 4.5 to each member entitled to receive notices, a ballot paper containing a list of the vacancies for which there is a contest and of the names and occupations of the candidates nominated therefore, together with such other particulars as the Council Members may from time to time direct, and distinguishing those candidates who have been nominated by the Council. Each ballot paper shall also state the date by which it must be received by the Secretary, duly completed, in order to be counted.
- 8.12 Upon a ballot for the election of persons to fill vacancies on the Council each member shall have one vote for each vacant place to be balloted for. The Scrutineers hereinafter mentioned shall reject any ballot paper completed otherwise than in accordance with this provision.
- 8.13 The accidental omission to send a ballot paper to a member, or the non-receipt of a ballot paper by any member, shall not invalidate any election, but in the event of dislocation of the postal services or other incident resulting in the loss or late delivery of a substantial number of ballot papers the President, on receipt of a request signed by not fewer than ten members, shall decide, on behalf of the Council, whether or not the election should be invalidated and a fresh ballot arranged.
- 8.14 In the event of a ballot being required the President shall appoint two Scrutineers to supervise the subsequent counting of votes. The Scrutineers shall be neither Council Members nor candidates for election.
- 8.15 On a day previous to the Annual General Meeting the Scrutineers shall, with the assistance of the Secretary, count the votes and prepare and sign a report to the Council stating the number of votes cast for each candidate. This report shall be presented at the Annual General Meeting and, on the results of the voting, the Chairman shall announce the names of those duly elected.
- 8.16 If in a ballot equal numbers of votes are cast for two or more candidates in respect of one vacancy, the issue shall be decided by a vote at the Annual General Meeting.
- 8.17 The Council may appoint any eligible person or persons from amongst the members of the Society to fill any casual vacancy occurring amongst those Officers and Members of the

Council mentioned in paragraphs (ii), (iii) and (iv) of Article 7.1(a) and Article 7.1(b). A casual vacancy shall be deemed to have arisen if an Officer or a Council Member dies, resigns, or ceases to hold office or to serve in accordance with the provisions of Article 17.1 before completing the term for which he/she was elected or appointed. Subject to Article 12.5 any person so appointed shall hold office or serve as a Council Member for the remainder of that year and shall then retire at the next Annual General Meeting, but shall be eligible, if duly nominated, for immediate election in the same capacity for the full period for which a newly elected Officer or Council Member would be eligible in accordance with these Articles.

## **9 Disqualification and Removal of Council Members**

9.1 A Council Member shall cease to hold office if he/she:

(a) ceases to be a Council Member by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;

(c) resigns his/her office by notice to the Society (but only if at least two Council Members will remain in office when the notice of resignation is to take effect);

(d) ceases for any reason to be a Member of the Society;

(e) is declared by the Council to have failed to fulfill, or to be incapable of fulfilling, his/her proper functions as an Officer or Council Member and, after being given an opportunity of being heard in his/her own behalf, is accordingly removed from office and/or membership of the Council by resolution of the Council approved by not less than two-thirds of those voting thereon;

(f) accepts any office of profit within the Society;

(g) has a receiving order made against him/her, or he/she makes any arrangement or composition with his/her creditors; or

(h) is removed from office and/or membership of the Council by resolution of the Society at a General Meeting.

## **10 Council Members' Expenses**

10.1 The Council Members may be paid all reasonable traveling, 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.

## **11 Council Members' Appointments**

11.1 Except to the extent permitted by clause 5 of the Memorandum, no Council Member shall take or hold any interest in property belonging to the Society or receive remuneration or be interested otherwise than as a Council member in any other contract to which the Society is a party.

## **12 The Presidency and President-Elect**

- 12.1 The President shall be the Chief Executive Officer of the Society and shall exercise supervision and control over the activities and affairs of the Society, subject to the control of the Council. The President may sign and execute, in the name of the Society, any instrument authorised by the Council, except when the signing and execution thereof shall have been expressly delegated by the Council or by the Articles of the Society to some other officer, committee, group, or agent of the Society and subject always to Article 16.5.
- 12.2 The President shall serve for a term of two years from the conclusion of the Annual General Meeting at which he/she is appointed.
- 12.3 The President shall preside at General Meeting or Meetings of the Society and at meetings of the Council and shall regulate the order of the proceedings. In the absence of the President, the President-Elect, or another Member of the Council will take the chair. If no Member of the Council is present at a General Meeting of the Society and willing to act, the meeting will elect a Chair.
- 12.4 Subject to Article 12.5 the President-Elect shall serve a term of two years following from the conclusion of the Annual General Meeting at which his/her election is announced, after which he/she assumes the Presidency of the Society for a further term of two years.
- 12.5 The President-Elect shall participate fully in the affairs of the Society serving as a member of Council and presiding at meetings in the absence of the President. If the President should retire from office or die, the President-Elect shall succeed forthwith and serve until the conclusion of the next Annual General Meeting and for two years thereafter. Provided always that if such President-Elect was himself/herself appointed to the office of President-Elect under Article 8.17 then he/she shall succeed to the office of President in such circumstances but a vacancy for the office of President shall arise at the next Annual General Meeting and the President who retires at that Annual General Meeting may stand for such office. If the President-Elect should retire from office or die the Council may under Article 8.17 appoint any eligible member to fill this vacancy. The person so appointed shall retire at the conclusion of the next Annual General Meeting and at that Annual General Meeting a vacancy for the office of President-Elect shall arise and the person appointed under Article 8.17 may stand for that vacancy.

## **13 The Treasurer**

- 13.1 There shall be a Treasurer, who shall be an Officer as defined in Article 7.1(a) and shall hold office for a maximum term of four years from the conclusion of the Annual General Meeting at which his/her election is announced.
- 13.2 The Treasurer shall have general responsibility for supervising the financial affairs of the Society and for advising the Council and its Committees on economic and financial questions. He/she shall exercise such powers as may be determined from time to time by the Council, subject to the overall authority of the Council and the provisions of Article 16.1.
- 13.3 The Treasurer shall also:
- (a) monitor the collection and disbursement of all funds of the Society in accordance with budgets assigned to Officers, Members of Council, committees, groups, or agents of the Society;
  - (b) present an annual financial statement to the Society and Council;
  - (c) ensure that reports required by relevant government agencies or other relevant authorities are prepared and submitted as required;

- (d) review fiscal arrangements of contracts for the Society and make recommendations to the President;
- (e) ensure that the financial records of the Society are adequately maintained; and
- (f) provide authorisation for payments to be made, with an additional authorisation being required by the President, President-Elect or, if special circumstances dictate, any other member of the Council.

#### **14 The Secretary**

- 14.1 There shall be a Secretary who shall be an Officer as defined in Article 7.1 and shall hold office for a maximum term of four years from the conclusion of the Annual General Meeting at which his/her election is announced.
- 14.2 The Secretary of the Society shall be charged with the general administration of the Society's business and shall have such other powers and duties as may from time to time be vested in him/her by the Council. It shall be his/her duty to attend, except as may be determined by the President, all meetings of the Council.
- 14.3 The Secretary shall be the chief administrative officer of the Society. He/She shall have general responsibility for:
  - (a) organisation of the Election of the Council as prescribed in Article 8;
  - (b) the Minutes of the meetings of the Council as indicated in Article 15.2(b);
  - (c) the notification of arrangements for meetings of the Council and Annual General Meetings;
  - (d) correspondence between Members and the Council; and
  - (e) communications between the agencies to which Council delegates powers, as prescribed in Article 16.2.

#### **15 Other Members of the Council**

- 15.1 Any Member of the Council serving under the provisions of paragraph Article 7.1(b) shall, while so serving, be eligible for appointments as the Chairman or representative of a Board or Committee appointed in accordance with Article 16.2 and, in the event of such appointment, shall serve on the Council in a dual capacity, but shall have only one vote in accordance with Article 15.5. For the purpose of this Article and Articles 12.2, 12.3, 13.1, 14.1 and 15.2, a year shall be regarded as the period between successive Annual General Meetings.
- 15.2 (a) The Council shall hold at least one meeting in each year at such time as it may determine. Six Council Members, of whom at least two shall be Officers, shall form a quorum.
  - (b) The Council shall cause Minutes to be kept in books kept for the purpose:
    - (i) of all appointments of Officers made by the Council Members; and
    - (ii) of all proceedings or meetings of the Society and of the Council Members and of committees of Council Members including the names of the Council members present at each such meeting;
  - (c) subject to the provisions of the Articles, the Council Members may regulate their proceedings as they think fit.

- 15.3 Notice of the date and time of holding each meeting of the Council shall be forwarded by the Secretary to each Council Member. The period of notice shall be at least twenty-eight days excluding the day on which it is given or is deemed to have been served and the day of the meeting. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any Council Member shall in no way invalidate the proceedings of the meeting.
- 15.4 An Extraordinary Meeting of the Council shall be called by the President upon a requisition to him signed by not fewer than five Council Members, or at his own discretion. In either case he shall direct the Secretary to issue a notice of the meeting which shall state the business to be conducted.
- 15.5 (a) The ordinary mode of decision on questions before the Council shall be by show of hands or, if demanded, by a ballot of those present, and each Officer and Council Member shall have one vote. Any Officer or Council Member serving in more than one capacity shall not be entitled to any second or additional vote. Unless otherwise provided in these Articles or by Standing Order of the Council a simple majority of votes shall be effective. In the case of an equality of votes, either upon a show of hands or upon a ballot, the Chair shall have a second or casting vote.
- (b) Any Council Member who, in some other capacity, is in any way concerned in a matter under consideration shall declare the nature of his/her interest to the Council and shall retire during the subsequent discussion of the matter if requested to do so by the Chair. Unless the Council otherwise determines, such Council Member who has declared the nature of his/her interest as aforesaid shall not be precluded from voting for or against any motion on the matter under consideration.

## **16 Powers of the Council**

- 16.1 The Council shall manage and superintend the affairs of the Society and shall exercise all the powers conferred upon it by the Memorandum and Articles and generally all such powers as are not by the Memorandum and Articles required to be exercised by the members in General Meeting.
- 16.2 (a) The Council may appoint Boards and Committees, and may delegate to such Boards and Committees such of its powers as it may think fit, and may also dissolve them. The constitution of each Board or Committee, and the appointment and tenure of the Chairman, Vice-Chairman and members thereof, and the quorum for the transaction of its business, shall be determined by the Council.
- Every Board or Committee appointed under this Article shall report to the Council, and shall, in the exercise of the powers delegated to it, conform to such regulations or directions as the Council may, by Standing Orders or otherwise, from time to time prescribe or impose. Vacancies occurring on any Board or Committee shall be filled in such manner as the Council may determine.
- (b) The main Boards or Committees appointed by the Council to exercise delegated executive powers shall be up to six in number and their Chairman shall be ex officio Council Members in accordance with Articles 7.1, 7.2 and 7.3.
- 16.3 The Council and its Boards and Committees, and the Divisional Councils, may also co-operate with any other body or bodies having objects similar in whole or in part to those of the Society in carrying out any scheme or schemes where combined action with any such body or bodies is considered to be desirable, and may appoint a representative or representatives

to serve on any Joint Board or Committee which may be established under the provisions of any agreed scheme.

- 16.4 The Council may delegate to any such Joint Board or Committee any of the powers of the Council requiring to be exercised by such Joint Board or Committee for the effective carrying out of any such scheme, including authority to incur expenditure within specified limits on behalf of the Society in furtherance of any such scheme to such an extent and subject to such conditions as the Council may determine. Any such Joint Board or Committee shall obtain the sanction of the Council prior to any changes of policy or developments that may involve the Society in expenditure beyond that already authorised.
- 16.5 Any bank account in which any part of the assets of the Society is deposited shall be operated by the Council Members and shall indicate the name of the Society. All cheques and orders for the payment of money from such account shall be signed by at least two Council Members.

## **17 Resignation and Removal of Officers and Council Members of the Council**

- 17.1 Any Officer or Council Member may resign from the Council by submitting his/her resignation in writing, and on its acceptance by the Council he/she shall vacate his office forthwith and/or cease to be a Council Member as the case may be.

## **18 Standing Orders**

- 18.1 The Council may from time to time make Standing Orders for the regulation of its own business and that of its Boards and Committees, or for any other purpose, provided that such Standing Orders are not repugnant or contradictory to anything contained in the Memorandum or Articles. Such Standing Orders may be made, amended or repealed at any meeting of the Council, provided that notice of any proposed new Standing Order, amendment or repeal has been given in the notice of the meeting. Such notice shall specify the proposed new Standing Order, amendment or repeal. Each Council Member shall on his election or appointment be entitled to receive a copy of all Standing Orders in operation at that time.

## **19 Investments**

- 19.1 All funds of the Society not required to be used or applied for the ordinary purposes of or in carrying out the objects of the Society and any property held by the Society as trustee may, subject to the terms of any trust, be invested by the Council in the name of the Society in any securities in which trustees are or may by Act of Parliament be authorised to invest and in the stocks or shares, debentures or debenture stock of any company (provided that such stocks or shares, debentures or debenture stock shall have a quotation on any Stock Exchange).

## **20 Regional Organisation**

- 20.1 Regions shall be formed by Standing Order of the Council for the purpose of furthering the object of the Society at a regional level and for any other purpose within the object of the Society that the Council may from time to time determine. Regions may be continents, subcontinents, and associations of countries or countries.

- 20.2 (a) The Council shall ensure that arrangements are made so that meetings of members may be held in various localities and that the objects of the Society are promoted in regions for the convenience of members resident therein. To this end the Council may approve by Standing Order the formation within the boundaries of any Region Regional Committees with such boundaries, officers, members and rules as may be considered appropriate to each area, and shall encourage and assist collaboration between such. The Regional Committee may make monies available to assist the work of the Regions, and shall require annually a factual report on the activities of each Region, together with a financial statement showing income and expenditure arising from such activities.
- (b) The Council may establish and delegate powers to any Regional Committee, to such an extent and subject to such conditions as the Council may determine.
- 20.3 In areas other than those within a Region, the Council may appoint a Regional Representative who shall have duties similar to those of the Regional Committee.

## **21 The Common Seal**

- 21.1 The Council shall provide a Common Seal and may from time to time destroy the same and substitute a new Seal in lieu thereof.
- 21.2 The Common Seal shall be in the custody of the Secretary and shall not be affixed to any document except pursuant to a resolution of the Council. Such Council Member or Members or such other persons (not being less in either case than two) as the Council shall from time to time prescribe shall attest each sealing.

## **22 Accounts**

- 22.1 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.
- 22.2 (a) The Council shall cause proper books of account to be kept. Proper books of account 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 Society's affairs and to explain its transactions. The Council may determine by Standing Order to what extent and at what times and places and under what conditions the books of account shall be open to the inspection of members of the Society.
- (b) The Council shall at least once in every year cause to be prepared and to be laid before the Society at the Annual General Meeting an income and expenditure account and balance sheet and such other accounts and reports as may be required by law.
- (c) A copy of every balance sheet and income and expenditure account which is to be laid before the Society at the Annual General Meeting accompanied by a report of the Council upon the general state of the Society and by the Auditor's Report shall be sent, not less than twenty-one clear days before the Meeting, to every member entitled to receive notice of that Meeting.

## **23 Annual Report**

- 23.1 The Council Members shall comply with their 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.

**24 Annual Return**

- 24.1 The Council Members shall comply with their 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.

**25 Indemnity**

- 25.1 Subject to the provisions of the Act, 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 him in that capacity in defending any proceedings, whether civil or criminal, 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 the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

## **Addenda**

### **SBIC By-law Addendum – Nominations Committee**

**22 February 2007**

#### *Nominations Committee*

The Society conducts regular elections for officers and members of the elected Council. These elections are conducted by online ballot available to the entire SBIC membership. It is important that the slate of candidates be carefully chosen to help insure the diversity (scientific, geographic, gender) of the SBIC administration. We have created an appointed Nominations Committee to accomplish this task.

The President will appoint a Nominations Committee Chair and work with the Chair to appoint four additional members. All committee members serve for terms of four years, with the exception that initial membership will consist of a Chair with a four-year term, two other members with four-year terms and two members with two-year terms. Replacement of the Chair is by Presidential appointment.

This Nominations Committee is meant to assume the duties of Council detailed in section 8.5 of the Articles of Association. That section is hereby amended by this document.

#### *Committee Tasks*

Each spring prior to elections, the Nominations Committee is charged with developing a list of nominees for each of the positions being contested. The selection process is at committee discretion but should include canvassing the Council membership for suggested names. The nomination process should always consider diversity as one primary criterion in selecting nominees. The slate of candidates is provided to the Secretary, who then contacts the nominees to obtain agreement to run and a brief biographical sketch for the website.

The Nominations Committee will supply at least two names for each officer position up for election and should supply at least  $n + 2$  names for Council elections to replace  $n$  members.

#### *Timing of Elections*

Terms of officers and Council members expire on 30 June of the appropriate year (see below). Elections must be concluded before this date. To provide enough time for the membership to vote, a slate of nominees must be made available to FASEB by 31 May to initiate the online election. To allow time for members to nominate additional candidates (pursuant to sections 8.6, 8.7, of the Articles of Association), the Nominations Committee list of names should be published (on the website) by 31 March. (Note that according to sections 8.6, 8.7, nominations from the membership must include at least ten signatures for officers and five signatures for Council members.)

#### *Terms of Officers and Council*

The President serves a two-year term, taking office in a non-ICBIC year. A President-Elect is elected one year before the end of the President's term. The Secretary and Treasurer serve four-year terms. A Secretary-Elect and Treasurer-Elect are elected one year before the end of the relevant term. All these officers are ex officio members of Council (as is the immediate Past President). In addition, there are eight elected Council members, each of whom serve a four-year term. These terms are staggered so that two new Council members should be elected each year. Up to four additional non-voting Council members may be named; their terms are specified at the time of appointment. All terms are specified on the SBIC web site.

**SBIC By-law Addendum – Nominations Committee: Minutes 2014-7.1**

The Council agrees unanimously to add the following sentence to the SBIC Governance website "The Nominations Committee is only involved in identifying the slate of nominees for the SBIC elections"

**SBIC By-law Addendum – President's Term: Minutes 2014-7.6**

Stay with a President Term of two years, re-election is possible once. President and Treasurer/Secretary should not be elected at the same time, i.e. terms need to be staggered. (Note: as of 11/1/15 this has not yet been implemented)

**SBIC By-law Addendum – Change of Office: Minutes 2014-8**

As of immediately, a change in term of SBIC council members and SBIC officers shall take place by October 1 each year. Hence, the new SBIC Council members and officers elected in 2015, will start their term on October 1, 2015, replacing those that have been elected ending their term in 2015.

## **Appendix 1. SBIC Governance**

### **Officers and JBIC editor**

<b>Name</b>	<b>Country</b>	<b>Role</b>	<b>From</b>	<b>To</b>
Sue Berners-Price	Australia	President	2018	2020
Vince Pecoraro	USA	President Elect	2019	2020
Michael Hannon	UK	Past President	2018	2020
Christian Hartinger	New Zealand	Secretary	2019	2023
Charles G. Riordan	USA	Treasurer	2015	2020
Nils Metzler-Nolte	Germany	JBIC Chief Editor	2020	2024

### **Council Members**

<b>Name</b>	<b>Country</b>	<b>From</b>	<b>To</b>
Emma Raven	UK	2016	2020
Paul Donnelly	AU	2016	2020
Oliver Einsle	Germany	2016	2020
Liliana Quintanar	Mexico	2017	2021
Liz Nolan	USA	2018	2022
Deborah Zamble (deceased)	Canada	2018	2022
Kazuya Kikuchi	Japan	2019	2023
Clotilde Policar	France	2019	2023
Hongzhe Sun	Hong Kong	2019	2020

\* as the chair of the AsBIC advisory committee

### *Program Committee/ICBIC IOC*

Roland Sigel	Switzerland
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### **Nominations Committee**

<b>Name</b>	<b>Country</b>	<b>Role</b>	<b>From</b>	<b>To</b>
Alison Butler	USA	Chair	2018	2021
Yoshi Wantanabe	Japan	Member	2018	2021
Peng Chen	China	Member	2018	2021