

THE COMPANIES ACTS 1985 AND 1989
Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

SOCIETY FOR GENERAL MICROBIOLOGY

Interpretation

1. IN these articles:

“the Society” means the company intended to be regulated by 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;

“Bye-laws” means the Bye-laws of the Society from time to time made as provided in Article 48;

“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 of Management of the Society;

“Council Member” means a member of the Council;

“executed” includes any mode of execution;

“the memorandum” means the Memorandum of Association of the Society;

“office” means the registered office of the Society;

“Ordinary Member” means an Ordinary Member of the Society, as defined in the Bye-laws from time to time;

“the seal” means the common seal of the Society if it has one;

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

words importing the masculine gender only shall include the feminine gender.

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

Members

2. (1) **THE** subscribers to the memorandum and such other persons as are admitted to membership in accordance with the Bye-laws shall be members of the Society. Save as provided by Article 2(2) no person shall be admitted a member of the Society unless his application for membership is approved by the Council.

(2) **ALL** those persons who are members of the unincorporated association known as the Society for General Microbiology shall (unless already a member of the Society) be admitted to membership of the Society as at the date of adoption of these articles, subject to payment of the applicable subscription fee, such admission being to the same category of membership (as set out in the Bye-laws) as that previously held in the unincorporated association.

(3) **UNLESS** the Council or the Society in general meeting shall make other provision, the Council may in its absolute discretion permit any member of the Society to retire, provided that after such retirement the number of members is not less than two.

General meetings

3. (1) **THE** Society shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next. The annual general meeting shall be held at such times and places as the Council shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

(2) **ONLY** Ordinary Members may vote at general meetings of the Society, but all members shall receive notice of and be entitled to attend and speak at all general meetings of the Society.
4. **THE** Council may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Council Members to call a general meeting, any Council Member or any member of the Society may call a general meeting.

Notice of general meetings

5. **ALL** general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (1) in the case of an annual general meeting, by all the Ordinary Members entitled to attend and vote; and
 - (2) in the case of any other meeting by a majority in number of Ordinary Members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the auditors.

6. **THE** accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

7. **NO** business shall be transacted at any meeting unless a quorum is present. Seven persons entitled to vote upon the business to be transacted shall constitute a quorum.
8. **IF** a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council may determine.
9. **THE** chairman, if any, of the Council or in his absence some other Council Member nominated by the Council shall preside as chairman of the meeting, but if neither the chairman nor such other Council Member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Council Members present shall elect one of their number to be chairman and, if there is only one Council Member present and willing to act, he shall be chairman.
10. **IF** no Council Member is willing to act as chairman, or if no Council Member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

11. **THE** chairman 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 fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

12. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the chairman; or
 - (2) by at least three Ordinary Members having the right to vote at the meeting; or
 - (3) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

13. **UNLESS** a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

14. **THE** demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll

shall not invalidate the result of a show of hands declared before the demand for the poll was made.

15. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
16. **IN** the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
17. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
18. **NO** notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

19. (1) **SUBJECT** to Article 16 and Article 19 (2), every Ordinary Member shall have one vote.
- (2) **NO** Ordinary Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Society have been paid.

20. NO objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

21. (1) (a) Any Ordinary Member of the Society entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the meeting.

(b) On a poll votes may be given either personally or by proxy.

(2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.

(3) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Society or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

(4) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“I/We _____ of _____ in the County of _____
being a member/members of the above named Society, hereby appoint

of _____ or failing him _____ of _____ as
my/our proxy to vote for me/us on my/our behalf at the (Annual or
Extraordinary, as the case may be) General Meeting of the Society to be held
on the _____ day _____ of _____ 2 _____, and at any
adjournment thereof.

Signed this _____ day of _____ 2 _____”.

(5) Where it is desired to afford members an opportunity of voting for or
against a resolution the instrument appointing a proxy shall be in the
following form or a form as near thereto as circumstances admit:-

“I/We _____ of _____ in the County of _____
being a member/members of the above named Society, hereby appoint
of _____ or failing him _____ of _____ as
my/our proxy to vote for me/us on my/our behalf at the (Annual or
Extraordinary, as the case may be) General Meeting of the Society to be held
on the _____ day _____ of _____ 2 _____, and at any
adjournment thereof.

Signed this _____ day of _____ 2 _____

This form is to be used * **in favour of** the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired”.

(6) The instrument appointing a proxy shall be deemed to confer authority
to demand or join in demanding a poll.

(7) A vote given in accordance with the terms of an instrument of proxy
shall be valid notwithstanding the previous death or insanity of the principal or
revocation of the proxy or of the authority under which the proxy was
executed, provided that no intimation in writing of such death, insanity or

revocation as aforesaid shall have been received by the Society at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

The Council

22. (1) THE number of Council Members shall be not less than eight but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

(2) THE Council Members shall be directors of the Society and shall be the Charity Trustees in respect of the Society for the purposes of the Charities Act 1993.

Powers of the Council

23. 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 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 trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Council by the articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council.

24. IN addition to all powers hereby expressly conferred upon it and without detracting from the generality of their powers under the articles the Council shall have the following powers, namely:

(1) to expend the funds of the Society in such manner as it shall consider most beneficial for the achievement of the objects and to invest in the name of the Society such part of the funds as it may see fit and to direct the same or transposition of any such investments and to expend

the proceeds of any such sale in furtherance of the objects of the Society;

- (2) to enter into contracts on behalf of the Society.
- (3) to delegate the powers specified in paragraph 3(G) of the memorandum to such investment advisers as the Council shall consider appropriate, subject always to the conditions specified in paragraph 3(G) aforesaid.

Appointment and retirement of Council Members

25(1) The Council

- A. With effect from the Annual General Meeting to be held in 2009 the Council shall consist of six Officers and six Ordinary Members.
 - (a) Officers shall be appointed by the Council from the Ordinary Members of the Society and the procedure for selecting Officers shall be as determined by the Council from time to time.
 - (b) There shall be the following Officers of the Society, with the following periods of office:
 - (i) A President, to be appointed for not more than 3 years;
 - (ii) A Treasurer, General Secretary, Education and Public Affairs Officer and Publications Officer all to be appointed for a period of 4 years.
 - (iii) A Scientific Meetings Officer, to be appointed for a period of 2 years.
 - (c) On retirement from office, an Officer shall not be eligible, save in exceptional circumstances, for reappointment to that office, for appointment to any other office except that of President, or for election to Council, in any such case for a period of 3 years

- B. (a) Until the Annual General Meeting in 2009 those Officers of the Council who were elected under the Articles before they were amended at the Annual General Meeting held in 2008 and whose offices are being phased out by the 2009 Annual General Meeting shall continue to hold office until the 2009 Annual General Meeting and shall then cease to be Officers.
- (b) Notwithstanding anything in 25(1)A or 25(1)B(a) above, the term of office of the person who is Treasurer at the time of the 2008 Annual General Meeting shall continue until the Annual General Meeting in 2012.

25(2) Ordinary Members of Council

- A. (a) Ordinary Members of Council shall be elected as follows :
- (i) Nominations for Ordinary Members of Council shall be sought each year in the February issue of “Microbiology Today”, specifying a date by which nominations must be received by the General Secretary. All Members nominated must have agreed to stand and have been an Ordinary Member of the Society for at least 2 years prior to nomination. All nominations shall be signed by 2 Ordinary Members of the Society.
- (ii) Ballot papers will be sent to all Ordinary Members by the Chief Executive Officer not later than the end of June, specifying the date by which they are to be returned, being not less than 6 weeks from despatch.
- (b) Elections of Ordinary Members of the Council shall be on the basis of the single transferable vote system, as recommended by the Electoral Reform Society from time to time. The results of elections of Ordinary Members of the Council shall be announced at each Annual General Meeting.

- (c) Ordinary Members of Council shall be elected to serve for a period of 4 years, except as provided in Article 25 (2)(d). At the end of this period they shall retire from office and not be eligible for re-election for 3 years, save where decided by the Council.
 - (d) If an Ordinary Member of Council resigns or otherwise ceases to be an Ordinary Member of Council before the completion of his or her normal term of office, the vacancy shall be filled at the next Annual Election of Ordinary Members of Council. The person so elected shall serve on Council for the remainder of the term of office of the Ordinary Member of Council whose vacancy he or she fills. Any person elected under this Article to serve on Council for 1 year or less shall be eligible for immediate re-election as an Ordinary Member of Council; otherwise he or she shall not be eligible for re-election until 3 years have elapsed from his or her retirement.
 - (e) The Council shall have power from time to time to co-opt not more than three additional persons (who would be qualified for nomination under 25(2)A(a)(i)) as Members of Council if there is in the Council's absolute discretion a need on the Council for persons with those particular characteristics, skills or experience.
- B. Notwithstanding the requirement of 25(1)A that with effect from the Annual General Meeting to be held in 2009 there shall be six Ordinary Members of Council, the following transitional arrangements shall have effect:
- (a) Those Ordinary Members of Council who have been elected prior to the Annual General Meeting in 2009 shall be entitled to serve their full terms even if that means there are more than six Ordinary Members of Council after the Annual General Meeting in 2009.
 - (b) The number of vacancies to be filled at the Annual General Meeting in 2009 shall be reduced to one.

- (c) The number of vacancies to be filled at the Annual General Meeting in 2010 shall be reduced to two.
- (d) Thereafter the number of vacancies to be filled at succeeding Annual General Meetings shall be one for the first Annual General Meeting and two for the second Annual General Meeting and alternating between one and two vacancies for all succeeding years.

Disqualification and removal of Council Members

26. A Council Member shall cease be a Member of the Council if he:

- (1) ceases to be a trustee by virtue of any provision in the Act or is 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);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) resigns his 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); or
- (4) is absent without the permission of the Council from all their meetings held within a period of six months and the Council resolve that his office be vacated;
- (5) ceases to be a Member of the Society for whatever reason.

Council Members' expenses and interest in the Society's property

27. **THE** Council Members may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Council or committees of the Council or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.
28. **Except** to the extent permitted by Clause 4 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.

Proceedings of Council

29. **SUBJECT** to the provisions of the articles and the Bye-laws, the Council may regulate its proceedings as it thinks fit. A Council Member may, and the secretary at the request of a Council Member shall, call a meeting of the Council. It shall not be necessary to give notice of a meeting to a Council Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
30. **THE** quorum for the transaction of the business of the Council may be fixed by the Council but shall not be less than seven.
31. **THE** Council may act notwithstanding any vacancies in its number, but, if the number of Council Members is less than the number fixed as the quorum, the continuing Council Members or Council Member may act only for the purpose of filling vacancies or of calling a general meeting.
32. **THE** Council may appoint a Council Member to be the chairman of its meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Council Member so appointed shall preside at every

meeting of the Council at which he is present. But if there is no Council Member holding that office, or if the Council Member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Council Members present may appoint one of their number to be chairman of the meeting.

- 33.** **THE** Council may appoint one or more sub-committees consisting of three or more persons of whom a majority shall be Council Members for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Council.
- 34.** **ALL** acts done by a meeting of the Council, or of a committee of the Council, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member or that any Council Members were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member and had been entitled to vote.
- 35.** (1) A resolution in writing, signed by all the Council Members entitled to receive notice of a meeting of the Council or of a committee of Council Members, shall be as valid and effective as if it had been passed at a meeting of the Council or (as the case may be) a committee of the Council duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Council Member.
- (2) **THE** Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the

Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

36. **ANY** bank account in which any part of the assets of the Society is deposited shall be operated by the Council and shall indicate the name of the Society.
37. **THE** secretary of the Society for the purposes of the Act shall be the Chief Executive Officer as appointed from time to time.

Minutes

38. **THE** Council shall keep minutes in books kept for the purpose:
 - (1) of all appointments of officers made by the Council; and
 - (2) of all proceedings at meetings of the Society and of the Council and of committees of the Council including the names of the trustees present at each such meeting.

The Seal

39. **THE** seal shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Council Member and by the secretary or by a second Council Member.

Accounts

40. **ACCOUNTS** shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

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

Annual Return

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

Notices

- 43.** **ANY** notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.
- 44.** **The** Society may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Society.
- 45.** A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 46.** **PROOF** that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

47. 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 judgement 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.

Bye-laws

48. (1) THE Council may from time to time make such Bye-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Bye-laws regulate:

- (i) the admission and classification of members of the Society (including the admission of organisations to membership) 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;
- (ii) the conduct of members of the Society in relation to one another, and to the Society's servants;
- (iii) 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;

- (iv) the procedure at general meetings and meetings of the Council and committees of the trustees in so far as such procedure is not regulated by the articles;
 - (v) generally, all such matters as are commonly the subject matter of society rules.
- (2) **THE** Society in general meeting shall have power to alter, add to or repeal the Bye-laws and the Council shall adopt such means as they think sufficient to bring to the notice of members of the Society all such Bye-laws, which shall be binding on all members of the Society. Provided that no Bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

As amended by Special Resolutions at Annual General Meeting, 8 September 1998; 7 September 1999; 17 September 2002, 7 September 2004, 9 September 2008.

Signatures, Names and Addresses of Subscribers

Dated :

Witness to the above Signatures :

Name :

Address :

Occupation :