



Federation of European Microbiological Societies

ARTICLES OF ASSOCIATION

Company number: 3565643

Charity Commission number: 1072117

Kamer van Koophandel Number: 59230738

Incorporated on 18 May 1998

Articles of Association: adopted 1 May 2017

Incorporating earlier statutory documents:

Articles of Association – 12 September 2009

Standing Orders for Company Administration – 25 September 2010

Standing Orders for Conduct of Council Meetings – 25 September 2004

Company Limited by Guarantee and Not Having a Share Capital

THE COMPANY NAME

The Federation of European Microbiological Societies (“the Company”)

1	INTERPRETATION
	In these Articles, unless the context otherwise requires, words or expressions bear the same meaning as in the Act but excluding any statutory modification and unless the context otherwise requires, a reference to one gender shall also imply a reference to the other genders:
	<p>Act: the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;</p> <p>Affiliated Organization: an organization, society, association or company that pays a fixed membership fee and can send an Appointee to attend general meetings where they can propose agenda items and table motions but cannot vote;</p> <p>AGM: Annual General Meeting;</p> <p>Appointee: authorized representative of an Affiliated Organization (appointed by the Affiliated Organization in writing) entitled to attend general meetings of the Company but not entitled to vote;</p> <p>Articles: means the Company's articles of association for the time being in force;</p> <p>Auditors: the auditors of the Company for the time being;</p> <p>Board of Directors: the collective term for the Directors of the Company elected pursuant to the Articles;</p> <p>Business Office: the office at which the Employees of the Company are employed and the activities of the Company are conducted;</p> <p>Chairman/woman: means the President, and if the President is not present, the Person appointed as the chair of the AGM or general meeting</p> <p>Charities Act: means the Charities Act 2011;</p> <p>Charity Commission: means the Charity Commission for England and Wales;</p> <p>chief executive: means the Managing Director, Chief Executive Officer or other equivalent Employee of the Company appointed by the Board of Directors to carry out functions of the Company pursuant to Article 26.1</p> <p>Clear Days: in relation to the period of a notice means that 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;</p> <p>Company: the Federation of European Microbiological Societies (company number: 3565643 and Charity Commission number: 1072117), a charitable Company limited by guarantee and not having a share capital and regulated by the Articles;</p> <p>Conflict: has the meaning given to it in Article 27.1;</p> <p>Council: the administrative council of the Company comprising of the Directors and the Delegates;</p> <p>Council consultations: informal meetings of the Council, as distinct from the AGM or other general meetings;</p> <p>Delegates: authorized representatives of Member Societies (appointed by the Member Societies in writing). The Delegate has authority to act on behalf of the Member Society which appoints him and can vote at general meetings of the Company; Deputy: authorised representative of a Member Society who attends a general meeting on behalf of a Delegate from the same Member Society who cannot attend;</p> <p>Director: a director of the Company who is also, individually, a Member of the Company. The Directors are trustees of the Company as defined in the Charities Act.</p> <p>Document: includes, unless otherwise specified, any document sent or supplied in both printed and electronic form;</p>

electronic form and **electronic**: have the meaning given to such terms in section 1168 of the Act;

Election Committee: a Sub-committee of the Council elected by the Council according to the Articles of the Company;

Employee: an individual employed by the Company on a salary;

European Area: means countries falling within the boundaries formed by the following countries or geographical features: The Canary Islands (West); The Ural Mountains (East); Greenland (North); and North Africa (South);

Founding Member Societies: the Society for Applied Microbiology, the Association of Medical Microbiologists and the Society for General Microbiology;

majority vote: a simple majority – i.e.: more than 50 percent of the vote;

Member (upper case): a member of the Company, comprising as at the date of these Articles the Founding Member Societies, Member Societies and Directors;

member (lower case): a member of a sub-committee of the Board of Directors or of a Member Society or other body;

Member Societies: scholarly societies who are Members (and “Member Society” shall be construed accordingly);

Memorandum: the Memorandum of Association being the document incorporating the Company;

Objects: means the objects of the Company as stated in Article 2;

Patron: an ex officio high profile figure appointed by the Board of Directors to act in the Company's cause;

Person(s): includes individuals, societies and bodies corporate;

President: means the chairman/woman of the Board of Directors elected pursuant to Article 19;

Proxy: a Person entitled to attend a general meeting of the Company and to cast a Member's vote in place of such Member. A Proxy may be a Delegate of another Member Society who carries a proxy vote on their behalf or a Deputy ;

Registered Office of the Company: will be situated within England and Wales and at the date of these Articles is Moneyppenny House, Western Gateway, Wrexham, LL13 7ZB or such other address as the Company may from time to time determine;

Replacement Director: an individual co-opted to replace a Director who has vacated his office prior to an AGM, in accordance with Article 20.1;

Secretary General: the Person elected pursuant to the Articles who is responsible for overseeing the delivery of the Company's governance;

Servant: any other person, company or organization co-opted, contracted or invited to do certain work for the Company;

special resolution: has the meaning given in section 283 of the Act;

Sub-committee: a sub-committee appointed by Directors from across the FEMS Network to deliver a particular piece or programme of work. The Sub-committee reports to the Directors;

Subscribers: the Founding Member Societies and signatories to the Memorandum;

United Kingdom: means Great Britain and Northern Ireland; and

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

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Objects of the Company

2.1	The objects for which the Company is established are the advancement of research and education in the science of microbiology within Europe, for example, by encouraging joint activities and facilitating communication among microbiologists, supporting meetings and laboratory courses and publishing books and journals.
3	Powers of the Company
3.1	The Company shall have the following powers exercisable in furtherance of the Objects but not otherwise, namely:
3.1.1	to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company;
3.1.2	to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall comply with any relevant statutory regulations. For the avoidance of doubt, "any substantial permanent trading activities" shall not include any publishing or other business development activities carried on by the Company;
3.1.3	to acquire, alter, improve and (subject to such consent as may be required by law) to charge or otherwise dispose of property;
3.1.4	subject to Article 4 below to employ such Employees, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to Employees and their dependents;
3.1.5	to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
3.1.6	to co-operate with other charities, voluntary bodies and statutory authorities operating in the furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
3.1.7	to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
3.1.8	to do all such other lawful things as are necessary for the achievement of the Objects.
3.2	Provided that:
3.2.1	In the case where the Company takes or holds any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
3.2.2	the Company's Objects shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
4	Income and Property
4.1	The income and property of the Company shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to Members. No Director (appointed to any office of the Company) shall be paid by a salary, or receive any remuneration or other benefit in money or money's worth from the Company.
4.2	Provided that nothing herein shall prevent any payment in good faith by the Company:

4.2.1	of the usual professional charges for business done by any Director who is a solicitor, accountant or other Person engaged in a profession, or by any partner of his, when instructed by the Company to act in a professional capacity on its behalf provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his appointment or remuneration or that of his partner is under discussion;
4.2.2	of reasonable and proper remuneration to any Member, Director, Employee or Servant for any services rendered to the Company and any reasonable out-of-pocket expenses, such as travelling expenses, necessarily incurred in carrying out the duties of any Member, Director, Employee or Servant who has been given authority by the Company to act on the Company's behalf;
4.2.3	of interest on money lent by a Member, Director, Employee or Servant at a rate per annum not exceeding two percentage points less than the base lending rate for the time being of the Company's clearing bankers or 3% whichever is the greater; and
4.2.4	of reasonable and proper rent for premises demised or let by any Member, Director, Employee or Servant.
5	Liability
5.1	The liability of the Members is limited.
	STRUCTURE OF THE COMPANY
6	Members of the Company shall consist of:
6.1	the Subscribers;
6.2	Member Societies;
6.3	the Directors; and
6.4	such other Persons as are admitted to membership for such time in each case as the above remain Members in accordance with these Articles.
7	Admittance to the Company
7.1	Member Societies of the Company shall consist of membership organizations in the European Area that shall be microbiological societies and associations, and, other societies with a substantial microbiological interest.
7.2	Notwithstanding the foregoing provisions the Council shall have an absolute discretion to admit to membership any society from a country outside of the European Area.
7.3	Other societies, associations, companies or other organizations at the discretion of the Council may be granted the status of Affiliated Organization. Appointees are entitled to propose agenda items and table motions but cannot vote at general meetings or the AGM.
7.4	Admission of a society as a Member Society or the granting of the status of Affiliated Organization shall be decided by the Council, provided that the society or organization making the application has submitted the required documentation to the Secretary General at least six months prior to the AGM at which a decision is to be made on the application.
7.5	The Company shall maintain a register of Members and any Person ceasing to be a Member shall be removed from the register.
8	Responsibilities of Member Societies

8.1	Member Societies will appoint a Delegate who will attend and vote at the general meetings of the Company on behalf of the Member Society and will be expected to be an active contributor to FEMS and its activities.
8.2	Member Societies will ensure that the Delegate provides an annual report on the Member Society's membership and activities as required by the Company by 1 April each year.
8.3	The Delegate of each Member Society shall procure the forwarding of communications from the Company to the Member Society's own membership.
9	Council Decisions
9.1	The Council may from time to time make such orders or arrangements as they may deem necessary or expedient or convenient for the proper conduct administration and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such orders regulate:
9.1.1	the admission and classification of Members (including the admission of organizations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which the Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by the Members insofar as such matters are not regulated by the Articles;
9.1.2	the conduct of Members in relation to one another and to the Company, Employees and Servants (including without limitation to sub-contractors and service providers);
9.1.3	the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
9.1.4	the procedure at general meetings and meetings of the Directors and sub-committees in so far as such procedure is not regulated by the Articles; and,
9.1.5	generally, all such matters as are commonly the subject matter of Company rules.
9.2	The Company in general meetings shall have the power to alter, add or appeal such orders or arrangements and the Directors shall adopt such means as they think sufficient to bring to the notice of Members of the Company all such orders, which shall be binding on all Members of the Company provided that no order shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.
10	Rights, fees and entitlement to vote
10.1	The rights of the Members, and the Affiliated Organizations shall be as follows:
10.1.2	Each Member Society and Affiliated Organization shall contribute annually, not later than 1 April in each year, the due fee.
10.1.3	For Member Societies the fee due is a sum of money based on the total number of members of the Member Society on 31 December of the previous year. Such contribution shall be decided annually by the Council and notified forthwith to each of the Member Societies.
10.1.4	Member Societies pay a full fee and are eligible for all benefits offered by the Company at the time.
10.1.5	The Company has the right to suspend a Member Society's voting rights and rights to benefits if the Member Society fails to pay the due fee.

10.1.6	For Affiliated Organizations the fee due will be a fixed (partial) fee. Such contribution shall be decided annually by the Council and notified forthwith to each of the Affiliated Organizations.
10.1.7	Appointees can attend and speak at general meetings but shall not be entitled to vote.
10.1.8	Affiliated Organizations are only entitled to certain benefits offered by the Company at the time.
10.1.9	The Directors shall not pay a fee but shall be able to vote at general meetings and are not entitled to benefits.
11	Voting
11.1	Each Member Society shall nominate, in writing, a Delegate to the Council. If the Delegate cannot attend a meeting of the Council (including Council consultations, and the general meetings and AGM of the Company), then that Member Society may appoint, in writing, a Proxy to vote on their behalf.
11.2	Each Affiliated Organization shall have the right to appoint one Appointee to attend and speak but not to vote at meetings of the Council (including Council consultations, and the general meetings and AGM of the Company).
11.3	Delegates and Proxy votes are counted as follows:
11.3.1	On a show of hands every Delegate or Director present in person or by Proxy shall have one vote.
11.3.2	On a poll every Delegate or Director present in person or by Proxy shall have one vote.
11.4	No Delegate or Deputy can act as a Proxy for the Delegate of more than two other Member Societies which is to say that the maximum number of votes cast by any Delegate voting at a general meeting of the Company will be three (3), except with the written consent of the Council, provided that where there are not enough Delegates/Deputies to act as Proxy for the Member Societies, the Council shall not be entitled to withhold consent and the Delegates/Deputies present at the general meeting may act as a Proxy for more than two Member Societies.
11.5	Directors can nominate a Proxy, however, a Director cannot be nominated as a Proxy.
12	Appointing Deputies and Proxies
12.1	<p>An instrument appointing a Proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):</p> <p>Authorization (mandatory)</p> <p>I/We (.....) of (.....) being a Member of the above-named Company, hereby appoint (.....) of (.....) or failing him/her (.....) of (...) as my/our Proxy to vote in my/our name and on my/our behalf at the AGM or other general meeting of the Company to be held on (.....) and at any adjournment thereof.</p>

	<p>Instruction (optional)</p> <p>This form is to be used in respect of the resolutions mentioned below as follows: Resolution No (.....) for/against+ Resolution No (.....) for/against+ + Strike out whichever is not desired.</p> <p>Mandatory</p> <p>Unless otherwise instructed, the Proxy may vote as he thinks fit or abstain from voting. Signed on (.....), member/Delegate</p>
12.2	Where it is desired to afford Members an opportunity of instructing how the Proxy shall act, the optional parts of the instrument should be duly completed.
12.3	The instrument appointing a Deputy or Proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors must:
12.3.1	be deposited at the Business Office or such other place within the European Area as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than two weeks or in exceptional circumstances 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;
12.3.2	be submitted by electronic form to an address notified by the Company in writing; or
12.3.3	in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
12.3.4	where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman/woman or to the Secretary General or to any Director;
12.3.5	and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
13	Termination of Membership
13.1	Any Member Society or Affiliated Organization may withdraw its membership from the Company at a general meeting, provided that notice of such intention has been communicated to the Secretary General at least six months prior to the general meeting at which a decision is to be made on the withdrawal application.
13.2	Any Member Society may have its membership terminated by the Company where:
13.2.1	the Member Society fails to comply with the Articles; or
13.2.2	the Member Society fails to provide an annual report or pay their due fees for three consecutive years.
13.3	Any decision to terminate membership must be agreed by a majority vote of the Council.

	ADMINISTRATION OF THE COMPANY
14	General meetings of the Company
14.1	The Company shall in each calendar year hold an AGM and not more than 15 months shall elapse between the date of one AGM of the Company and that of the next. The AGM in each year shall be held at such time and place as the Directors shall determine. All general meetings other than the AGM shall be called general meetings.
14.2	The Directors may call general meetings of the Company and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than 8 weeks after the date of the requisition. Any Director in any jurisdiction may call a general meeting.
14.3	The Directors are entitled to invite additional observers to the AGM including but not limited to the chairs of Sub-committees or other working parties or Persons appointed by the Directors to conduct business on behalf of the Company and who report on that business to the Council. Such observers are not entitled to propose agenda items, or to table motions or to vote at the AGM of the Company
15	Notices for general meetings
15.1	All general meetings, including the AGM, shall be called on at least 21 Clear Days' notice but any general meeting may be called on shorter notice by a majority in number of the Members having a right to attend and vote being a majority together holding not less than 90 per cent of the total voting rights at the meeting of all of 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 AGM, shall specify the meeting as such. The notice shall be given to all the Members, Affiliated Organizations and to the Directors and Auditors.
15.2	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.
15.3	Any such notice must be given in accordance with Articles 16 and 33 of these Articles.
16	Proceedings at general meetings
16.1	No business shall be transacted at any general meeting of the Company unless a quorum is present. One-third of the Members (as represented by Directors, Delegates, or their Proxies) present who are entitled to attend and vote upon the business to be transacted, shall, be a quorum.
16.2	If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such 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 other time as the Directors may determine.
16.3	The President shall preside as chairman/woman of the meeting, but if the President is not present within 15 minutes after the time appointed for holding the meeting, those Directors present shall elect one of their number to be chairman/woman and, if there is only one Director present, they shall be chairman/woman.

16.4	If no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairman/woman.
16.5	The chairman/woman of the meeting may, with the consent of a meeting at which a quorum is present, 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 the adjournment not taken place. When a meeting is adjourned for 14 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.
16.6	All motions put to the vote shall arise directly from agenda items notified in advance of the meeting. The agenda for a general meeting of the Company shall be sent to all Persons eligible to attend at least two months in advance of the meeting. A motion for the consideration at a general meeting may be submitted by any Member Society or Appointee to form part of the agenda. The Delegate of that Member Society must transmit the motion to the Secretary General at least four months prior to the general meeting. Provided always that the Company complies with the provisions of Article 15.1, failure by the Company to circulate the agenda for a general meeting of the Company at least two months in advance of the meeting shall not affect the meeting's validity but such failure shall be noted in the meeting minutes.
16.7	Any report made to a general meeting of the Company shall be opened to discussion by those present at the meeting. A motion or report will be accepted following a formal motion of acceptance, proposed and seconded, and passed by a majority vote.
16.8	During discussion of a motion any Delegate, Deputy, Director or Appointee present at the meeting may propose a procedural motion, either:
16.8.1	"that the motion be not put"; or
16.8.2	"that the motion be now put".
16.9	A procedural motion must be put to anyone present at the meeting without further discussion. A procedural motion, if seconded, takes precedence over all other business. If a motion that "the motion be not put" is carried, the original motion shall be withdrawn forthwith and no further discussion shall be conducted.
16.10	During discussion of a motion a Member may propose an amended motion, which modifies, but does not substantively replace, the content of the original motion. If duly seconded the amended motion shall be discussed and put to the vote. If the amended motion is carried, the original motion fails and cannot be discussed further. However, if the amended motion fails the discussion of the original motion shall continue and shall be put to the vote.
16.11	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:
16.11.1	by the chairman/woman of the meeting; or
16.11.2	by at least two Persons present at the meeting having the right to vote at the meeting,
16.11.3	and a demand by a Person as Proxy for a Member shall be the same as a demand by the Member.

16.12	Unless a poll is duly demanded a declaration by the chairman/woman 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 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.
16.13	The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman/woman and a demand so withdrawn shall not be taken to have invalidated the result of the show of hands declared before the demand was made.
16.14	A poll shall be taken as the chairman/woman of the meeting directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
16.15	In the case of an equality of votes, whether on a show of hands or on a poll, the chairman/woman of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have save in relation to any votes placed in connection with the appointment or termination of any Director.
16.16	A poll demanded on the election of a chairman/woman 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 other time and place as the chairman/woman of the meeting directs not being more than 30 days after the poll is demanded. 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 the poll was demanded. If a poll is demanded before a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
16.17	No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
16.18	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 President whose decision shall be final and conclusive.
16.19	A vote given by a show of hands or poll demanded by any anyone entitled to vote shall be valid notwithstanding the previous determination of the authority of the Person voting or demanding a poll unless notice of the determination was received by the Company at the Registered Office or at such other place at which the instrument of proxy was duly deposited 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.
16.20	At any time during a general meeting any Person who is entitled to vote may raise a point of order if he/she believes that a factual error has occurred, or that any Article has been transgressed. A point of order shall take absolute precedence over any other matter at the general meeting and must be resolved to the satisfaction of the Council before proceeding with any further business. The President, or in his/her absence, any Person chairing the meeting in accordance with Articles 16.3 and 16.4 shall have the final decision in the determination of a point of order.

17	Written Resolutions
17.1	Subject to Article 16 above, a written resolution of Members passed in accordance with this Article 17 shall have effect as if passed by the Members in a general meeting. A written resolution is passed either as an ordinary resolution if it is passed by a majority vote of the Members entitled to vote, or as a special resolution if it is passed by Members representing not less than 75% of such Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
17.2	A Members' resolution under the Act removing a Director or an Auditor before the expiration of his term of office may not be passed as a written resolution.
17.3	A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
17.4	A Member signifies their agreement to a proposed written resolution when the Company receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. If the document is sent to the Company in hard copy form, it is authenticated if it bears the signature of the Person sending it. If the document is sent to the Company in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Company or, where no such manner has been specified by the Company, if it is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement.
17.5	A proposed written resolution shall lapse if it is not passed within 28 days beginning with the date the written resolution is circulated.
	DIRECTORS
18	Nature of the Directors
18.1	Subject to the agreed policy of the Council, the administration of the Company shall be performed by the Directors. The Directors are responsible for governance, developing strategy and overseeing delivery of such strategy of the Company. The Directors shall be empowered to act on behalf of the Company and to enter into contracts. Any major proposed changes to the Articles, especially in relation to financial affairs, shall be notified to Members by the Secretary General at least four months before the general meeting at which the proposals are to be discussed.
18.2	Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum but shall not be less than six and shall be appointed according to Article 19.
19	Appointing the Directors
19.1	The Directors shall include a President, a Secretary General, a Treasurer, and at least three (3) other Directors as shall be elected pursuant to these Articles.
19.2	The Council will elect an Election Committee, who will be responsible for ensuring that candidates are qualified for election to a specific

	<p>directorship. The Election Committee shall comprise the Secretary General (who will not chair the Election Committee) plus representatives – who must not be Delegates – from at least five (5) Member Societies reflecting diversity. The Member Societies will nominate individuals, who are not Directors, to become representatives of the Election Committee, subject to approval from the Council.</p>
19.3	The Election Committee will select the chair from among the Member Societies
19.4	<p>The Election Committee shall determine its own processes which must be agreed by the Council. The Election Committee’s main roles are to:</p> <ul style="list-style-type: none"> • Ensure there are fair and appropriate nominations for each directorship. • Ensure that each nominee receives and submits appropriate information in the appropriate form. • Oversee the election process and ensure full transparency and compliance in the election process. • Ensure the wide dissemination of calls for nominations and encourage qualified candidates. • Ensure that all nominees address the qualifications requested. <p>The Election Committee will ensure that the composition of the Board of Directors reflects – as far as possible – the diversity of the microbiology community. Once the Election Committee has carried out its role in relation to nominations for directorship (as set out above), the Council shall elect the Directors.</p>
19.5	The Directors shall periodically determine the skills required for the future Directors in line with the organizational strategy and the requirements/criteria for any Director being elected, which will be announced to Members at the AGM one year in advance of any election of a Director.
19.6	Any Member Society, which has paid all fees (as set out in Articles 10.1.2 to 10.1.5) to the Company, may nominate or second a maximum of one candidate as a Director. A nomination shall be proposed and seconded by Member Societies from two different countries.
19.7	The Directors may nominate a candidate which need not be a member of a Member Society but which must be seconded by a Member Society.
19.8	A nomination for a Director shall include a brief curriculum vitae of the nominee, a nomination letter from two Member Societies and a motivation letter from the nominee specifically addressing the requirements/criteria for the directorship and shall be transmitted by the president of the nominating Member Society to the Secretary General of the Company before the date determined by the Election Committee as the nomination deadline for that round of elections. All nomination details and curriculum vitae of candidates shall be transmitted to all Delegates in advance of the AGM in accordance with agreed Election Committee guidelines.
19.9	The Election Committee will announce the nomination schedule in the year prior to the election for a Director in accordance with agreed Election Committee guidelines.

19.10	If there is only one nominee for a Director he/she shall be elected by a majority vote of the Council. Where there is more than one nomination for a single office, a poll (secret ballot) shall be held. The election shall take place after the nominees have presented their case, and the nominating Members have made statements in support of their nominee, who shall not be present in the Council chamber during the nominating Members' proposals and election of the Director. The election shall be determined by a majority vote of the Council. Where there is no majority vote, the candidate with the lowest number of votes will be eliminated and the ballot recast, and this process will be repeated until a single candidate has a majority vote. In the event of a tied vote it may be annulled by the President, and after further discussion put to the Council for a second ballot. If after a second ballot the vote is still tied the chairman/woman has an additional casting vote.
20	Co-opting and other vacancies
20.1	In the event of an incidental vacancy occurring on the Board of Directors, a Replacement Director shall be co-opted by the Directors until the time of the next AGM. Subject to the approval of the Council the Replacement Director can hold office for one year from the AGM following the co-opting of the Replacement Director and the Replacement Director shall be eligible for re-election at the following AGM. A call for nominations for any such directorship will go out at the AGM following the co-opting of the Replacement Director.
20.2	The Directors may co-opt to the Board of Directors up to two additional Directors with specific expertise until the next AGM of the Company at which point they may be formally elected to a directorship by the Council. In the case that the co-opted Director is a Delegate of a Member Society, he shall resign as Delegate and the Member Society shall appoint a new Delegate in his/her place.
20.3	Where a co-opted Director replaces a Director he/she has immediate voting rights. Where a co-opted Director fills a new role he/she does not have a vote until the position has been ratified by the Council at the first AGM following the co-opting.
21	Terms of Office
21.1	The following conditions shall apply to the terms of office:
21.1.1	The President shall serve for one three year term.
21.1.2	All other Directors shall serve for one term of three years and be eligible for re-election for one further term of three years.
21.1.3	There must be a gap of three years or more between non-consecutive terms.
21.1.4	In exceptional circumstances and if so approved by the Council to ensure continuity of the administration of the Company, the term of any Director maybe extended.
21.1.5	Directors will take up office on 1 January of the year following their election and there will be no other shadowing period. Retiring Directors, including the President, may be requested to provide additional handover support if required, but will not hold voting rights as a Director.
22	Powers of Directors
22.1	Subject to the provisions of the Act and the Articles and any special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or the Articles and no such direction shall 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 powers given by this regulation shall not be limited by any special power given to the Directors by the Articles.

22.2	In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under these Articles, the Directors shall have the following powers:
22.2.1	to expand the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they 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; and
22.2.2	to enter into contracts on behalf of the Company.
23	Responsibilities of Directors
23.1	The Directors shall comply with their obligations under the Charities Act (as trustees), the Act and any applicable legal and regulatory requirements in any countries in which the Company operates.
24	Proceedings of the Directors
24.1	Subject to the provisions of the Articles and any direction of the Council, the Directors may regulate their proceedings as they think fit.
24.2	Any Director may call a meeting of the Board of Directors. A Director shall give not less than 7 (seven) Clear Days' notice of the meeting to all Directors. Questions arising at a meeting at which a quorum is present as detailed in Article 24.3 shall be decided by majority vote. In the case of an equality of votes, the chairman/woman of the meeting shall have a second or casting vote.
24.3	The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be more than 50 percent of the total number of Directors of the Board of Directors for the time being.
24.4	If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to appoint further Directors or to call a general meeting so as to enable the Members to appoint further Directors.
24.5	The President shall chair at every meeting of the Directors at which he/she is present. If the President is not present within 15 minutes after the time appointed for the meeting, the Directors shall nominate one or more of the Directors to chair.
24.6	All acts done by a meeting of the Directors, or by a Person acting as a Director shall (notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them 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 Director and had been entitled to vote.
24.7	A resolution in writing signed by all Directors entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
24.8	The Directors shall cause the Company to keep the records of the meeting in permanent form (either hard copy or electronic form):
24.8.1	of all appointments of Directors made by the Company;
24.8.2	minutes of all proceedings at meetings of the Company, and of meetings of the Directors, and of sub-committees of the Directors, including the names of the Directors present at each such meeting; and

24.8.3	copies of any resolutions of the Company and of the Directors, including the names of the Directors present at each meeting.
25	Financial Accounts
25.1	The Directors shall comply with their obligations under the Charities Act (or any statutory re-enactment or modification thereof) with regard to the preparation of an annual report and annual return and their transmission to the Charity Commission.
25.2	No Member shall (as such) have any right of inspecting any accounting records or other book or paperwork or records of the Company except as conferred by statute.
25.3	Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and shall indicate the name of the Company. The signing of all cheques and orders for the payment of money, for amounts in excess of a sum determined by the Directors from time to time, shall be signed by 2 (two) people authorized from time to time by the Directors.
25.4	It shall be the duty of the Treasurer to ensure that proper accounting records are kept, and that financial statements are prepared with respect to all sums of money received and expended by the Company, all sales and purchases by the Company and the assets and liabilities of the Company so that such financial statements shall give a true and fair view of the state of affairs of the Company. The Company's Treasurer, and such other Persons appointed by the Directors for the purpose, shall have the power to open bank and other financial accounts in the name of the Company and shall be empowered to sign cheques and direct the transfer of funds belonging to the Company as necessary for the achievement of the Objects of the Company. All such actions and transactions shall be subject to scrutiny and report by the Auditors.
25.5	The powers of investment by the Company for the purpose of achieving its aims shall not be limited by the Trustees Investments Act 1961.
25.6	Any monies of the Company not needed immediately for the ordinary purposes of the Company may, by way of investment, be used:
25.6.1	for the purchase of securities of any Government, Local Authority, statutory undertaking or company quoted on a recognized Stock Exchange; or
25.6.2	for placing on deposit with any banker, a public authority, institution or company in the United Kingdom or in the European Union, or European country of origin of any Member Society, whose normal businesses includes the acceptance of such deposits.
26	Delegation of Directors powers
26.1	The Directors may delegate any of their powers to the chief executive or other Employee or any Sub-committee consisting of one or more Directors or other Persons. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers impose, revoke or alter. Subject to any such conditions, if the Directors delegate powers to a Sub-committee, the proceedings of a Sub-committee with two or more members shall be governed by the Articles regulating the proceedings of the Directors so far as they are capable of applying.
27	Directors' conflicts of interest
27.1	The Directors may, in accordance with the requirements set out in this Article 27, authorize any matter proposed to them by any Director which would, if not authorized, involve a Director breaching his/her duty under section 175 of the Companies Act 2006 to avoid conflicts of interest (Conflict) .
27.2	Any authorization under this Article 27 will be effective only if:

27.2.1	the matter in question shall have been proposed by any Director for consideration at a meeting of the Directors in the same way that any other matter may be proposed to the Directors under the provisions of the Articles or in such other manner as the Directors may determine;
27.2.2	any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question; and
27.2.3	the matter was agreed to without his/her voting or would have been agreed to if his vote had not been counted.
27.3	Any authorization of a matter under this Article may (whether at the time of giving the authority or subsequently):
27.3.1	extend to any actual or potential Conflict which may reasonably be expected to arise out of the matter so authorized;
27.3.2	be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine; and
27.3.3	be terminated or varied by the Directors at any time.
27.4	This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorization.
27.5	In authorizing a Conflict the Directors may decide (whether at the time of giving the authority or subsequently) that if a Director has obtained any information through his/her involvement in the Conflict otherwise than as a Director and in respect of which he/she owes a duty of confidentiality to another Person, the Director is under no obligation to:
27.5.1	disclose such information to any Director or to any other Member, Employee or Servant of the Company; or
27.5.2	use or apply any such information in performing his/her duties as a Director,
27.5.3	where to do so would amount to a breach of that confidence.
27.6	Where the Directors authorize a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the Director:
27.6.1	is excluded from discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
27.6.2	is not given any documents or other information relating to the Conflict; or
27.6.3	may or may not vote (or may or may not be counted in the quorum) at any future meeting of the Directors in relation to any resolution relating to the Conflict.
27.7	Where the Directors authorize a Conflict:
27.7.1	The conflicting Director will be obliged to conduct himself/herself in accordance with any terms imposed by the Directors in relation to the Conflict;
27.7.2	The conflicting Director will not infringe any duty he/she owes to the Company by virtue of sections 171 to 177 of the Act provided he/she acts in accordance with such terms, limits and conditions (if any) as the Directors imposes in respect of its authorization.
27.8	A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he/she derives from or in connection with a relationship involving a Conflict which has been authorized by the Directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorization) and no contract shall be liable to be voided on such grounds.

28	Directors' declaration of interests
28.1	A Director who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his/her interest to the Directors before the Company enters into the transaction or arrangement in accordance with the Act.
28.2	A Director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his/her interest to the Directors as soon as is reasonably practicable in accordance with the Companies Acts, unless the interest has already been declared under Article 28.1
28.3	Subject, where applicable, to the disclosures required under Article 28.1 and Article 28.2, and to any terms and conditions imposed by the Directors in accordance with Article 27, a Director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Company in which he/she is interested and if he/she shall do so his/her vote shall be counted and he/she shall be taken into account in ascertaining whether a quorum is present.
28.4	A Director need not declare an interest under Article 28.1 and Article 28.2 as the case may be:
28.4.1	if it cannot reasonably be regarded as likely to give rise to a Conflict;
28.4.2	of which the Director is not aware, although for this purpose a Director is treated as being aware of matters of which he/she ought reasonably to be aware; or
28.4.3	if, or to the extent that, the Directors are already aware of it, and for this purpose the Directors are treated as being aware of anything of which they ought reasonably to be aware.
28.5	The Company shall keep a record of all Directors' interests in writing and in permanent form (either in hard copy or electronic form).
29	Disqualification and removal of Directors
29.1	The office of a Director shall be vacated if:
29.1.1	he/she ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director;
29.1.2	he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
29.1.3	he/she is, or may be, suffering from mental disorder and either:
29.1.3.1	he/she has become physically or mentally incapable of acting as a Director and may remain so for more than three months as determined by the written opinion of a medical practitioner registered to practice in the jurisdiction in which the Director resides;
29.1.3.2	an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, <i>curator bonis</i> or other Person to exercise powers with respect to his/her property or affairs;
29.1.4	he/she resigns his office by giving not less than two (2) month's written notice to the Company; or
29.1.5	he/she shall for more than 6 consecutive months have been absent without permission of the Directors from meetings of the Directors held during that period or he/she fails for a period of more than 3 months to participate in the business of the Company having been requested by the Directors to do so, and the Directors resolve that his office be vacated.

29.2	If, for any reason, the office of a Director is vacated, he/she shall cease to be a Member of the Company.
30	Remuneration of Directors
30.1	The provisions of Article 4.2 shall apply to Directors.
31	Directors' expenses
31.1	The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Directors or Sub-committees of Directors or general meetings or otherwise in connection with the discharge of their duties.
32	Sub-committees to the Board of Directors
32.1	Sub-committees shall, as required by the Directors, administrate specific activities of the Company and be chaired by a Director or representative of a Member Society, or other Person appointed by the Directors, and who should report to the Directors. Sub-committees shall normally have at least one Delegate from a Member Society. The chair of these Sub-committees can appoint additional members as required to do business. Any Delegate may only serve as a member of the relevant Sub-committee for a maximum term of three years from the date of appointment of that Delegate by the Board of Directors.
32.2	Sub-committees with a strategic remit will normally be chaired by a Director. The chair of these Sub-committees can appoint additional members as required to do business.
32.3	Sub-committees may include one or more Directors, Delegates, or other representatives of Member Societies, Employees or other Persons as are appropriate to fulfilling the remit of the group.
32.4	Sub -committees shall conduct the business for which they have been established and their powers and the powers of a chair of a Sub-committee to enter into contracts and other agreements (e.g. confidentiality agreements) shall be defined by the Directors. Important financial commitments shall only be entered into by these Sub-committees with the agreement of the Directors.
	OTHER MATTERS
33	Notices
33.1	Notices include any notices required to be given pursuant to these Articles including (without limitation) for general meetings as detailed in Article 15.1, and for meetings of the Directors as detailed in Article 24.2 and notices for disqualification or removal of Directors under the Articles as detailed in Article 29.
33.2	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 Directors need not be in writing.
33.3	The Company may give any notice to a Member either personally or by electronic form to an address notified by the Member in writing or by sending it by post in a prepaid envelope addressed to the Member, in the case of a Member Society at its registered address and in the case of a Director at the address notified to the Company, or by leaving it at that address.

33.4	Any Person present at any meeting of the Company, either in person or by proxy, shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
33.5	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 a reasonable period, being not less than one week, after the envelope containing it was posted. If the notice is sent by electronic form, it is treated as being delivered at the time it was sent.
34	Members' undertaking to contribute
34.1	Every Member Society undertakes to contribute to the assets of the Company, in the event of the same being wound up while it is a Member, or within one year after it ceases to be a Member, for payment of the debts and liabilities of the Company contracted before it ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding GBP 1.
35	Transfer of property on cessation
35.1	If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, a property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other charitable body or bodies having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 4 above, such body or bodies to be determined by the Members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable body.
36	Indemnity
36.1	Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she 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 Company.
37	Patron
37.1	The Company may appoint a ceremonial Patron, nominated by the Directors, whose ex officio role will be to support and promote the Company, by providing advice, sharing contacts, offering commentaries and undertaking other promotional activities.

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