



**Federation of European
Microbiological Societies**

Date: 12 October 2023

Articles of Association

relating to

Federation of European Microbiological Societies

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Articles of Association

Company number: 3565643

Charity Commission number: 1072117

Kamer van Koophandel Number: 59230738

Incorporated on: 18 May 1998

Articles of Association: adopted 12 October 2023

Incorporating earlier statutory documents:

- Articles of Association – 12 September 2009 and 1 May 2017
- 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:

Act	the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
Affiliated Organization	an organization, society, association or company affiliated to the Company in accordance with Article 6.5 but not being a Member of the Company;
AGM	Annual General Meeting;
Articles	the Company's articles of association for the time being in force;
Auditors	the auditors of the Company for the time being;
Board of Directors	the collective term for the Directors of the Company ;

Business Office	the head office at which the activities of the Company are conducted;
Chair	means the person appointed as the chair of the AGM or general meeting in accordance with Article 14.3 and 14.4;
Charities Act	the Charities Act 2011 including any statutory modification or re-enactment thereof for the time being in force;
Charity Commission	the Charity Commission for England and Wales;
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;
Communicate	includes both incoming and outgoing communication;
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;
Conflict	has the meaning given to it in Article 25.1;
Council	the Members, as defined in Article 5;
Delegate	has the meaning in Article 7.2;
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;
Director	a director of the Company being also a charity trustee of the Company as defined in the Charities Act;
document	includes, unless otherwise specified, any document sent or supplied in both printed and electronic form;
electronic form and electronic means	have the meaning given to such terms in section 1168 of the Act;

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);
majority vote	a simple majority, being more than 50 percent of the persons eligible to vote;
Member (upper case)	a member of the Company for the purposes of the Companies Act and "Membership" has a corresponding meaning;
Member Societies	organisations described in Article 6.1;
Memorandum	the Memorandum of Association being the document incorporating the Company;
motion	an item of business proposed by Members for consideration at general meetings, in accordance with any relevant Standing Orders;
Nomination Committee	a sub-committee of the Council elected by the Council according to the Articles of the Company;
Objects	means the objects of the Company as stated in Article 2;
ordinary resolution	has the meaning given in section 282 of the Act, being a resolution that is passed by a simple majority;
Patron	an honorary title conferred on an individual in accordance with Article 33 ;
Person(s)	includes individuals, societies and bodies corporate;
poll	a formal count of votes at a general meeting, in accordance with Article 14;
President	the chair of the Board of Directors elected pursuant to Article 17;
Proxy	a person appointed by a Member to exercise all or any of that Member's rights to attend and speak and vote at a general meeting of the Company.;

Quorum	the minimum number of members of a meeting that must be present to make the proceedings of that meeting valid.
Registered Office	such address within England and Wales as the Company may from time to time determine, and which is registered as such with Companies House;
Replacement Director	an individual co-opted to replace a Director who has vacated their office prior to an AGM, in accordance with Article 18.1;
Secretary General	the person elected pursuant to the Articles who is responsible for overseeing the delivery of the Company's governance;
Servant	any 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, being a resolution passed by a majority of not less than 75%;
Standing Orders	means orders or regulations made by the Board of Directors from time to time;
Sub-committee	a sub-committee appointed by Directors in accordance with Article 24;
Subscribers	the signatories to the Memorandum;
United Kingdom	means Great Britain and Northern Ireland;
Virtually	means by telephone link, video link, or other technology enabling all participants to Communicate with one another in real time without being physically present in the same place;
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.

2 OBJECTS OF THE COMPANY

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:

- 3.1.1 to provide advice or information;
- 3.1.2 to carry out research;
- 3.1.3 to co-operate with other bodies;
- 3.1.4 to support, administer or set up other charities;
- 3.1.5 to act as a Charity Trustee of a charitable trust;
- 3.1.6 to acquire, merge with or enter into any partnership or joint venture arrangement with any other body for the purposes of any of the Objects;
- 3.1.7 to convert to a charitable incorporated organisation;
- 3.1.8 to accept or refuse gifts and donations and to raise funds (but not by means of Taxable Trading);
- 3.1.9 to borrow money;
- 3.1.10 to give security, including but not limited to guarantees, for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act);
- 3.1.11 to acquire or hire property of any kind;
- 3.1.12 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 3.1.13 to set aside funds for special purposes or as reserves against future expenditure;
- 3.1.14 to deposit or invest its funds in any manner including without limitation with a view to:
 - (a) directly furthering the Charity's purpose;

- (b) achieving a financial return for the Charity; or
- (c) achieving both of the objectives described at (a) and (b) above in accordance with and provided that the Trustees comply with their duties under Part 14A of the Charities Act,

(but to invest wholly or partly with a view to achieving a financial return only after obtaining such advice from a Financial Expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);

3.1.15 to delegate the management of investments to a Financial Expert, but only on terms that:

- (a) the investment policy is set down in writing for the Financial Expert by the Trustees;
- (b) timely reports of all transactions are provided to the Trustees;
- (c) the performance of the investments is reviewed regularly with the Trustees;
- (d) the Trustees are entitled to cancel the delegation arrangement at any time;
- (e) the investment policy and the delegation arrangement are reviewed at least once a year;
- (f) all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- (g) the Financial Expert must not do anything outside the powers of the Charity;

3.1.16 to arrange for investments or other property of the Charity to be held in the name of a Nominee Company acting under the direction of the Trustees or controlled by a Financial Expert acting under their instructions, and to pay any reasonable fee required;

3.1.17 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as Custodian, and to pay any reasonable fee required;

- 3.1.18 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 3.1.19 to provide Indemnity Insurance for the Trustees and officers of the Charity in accordance with the restrictions imposed by the Charities Act;
- 3.1.20 subject to Article 4, to employ or engage paid or unpaid agents, staff or advisers and where appropriate:
 - (a) to provide for them to benefit under pension and other staff benefit arrangements for them and their dependants; and
 - (b) to enter into compromise and settlement arrangements with them;
- 3.1.21 to enter into contracts and agreements of any kind, including without limitation contracts to provide services to or on behalf of other bodies;
- 3.1.22 to establish or acquire subsidiaries; and
- 3.1.23 to do anything within the law which promotes or helps to promote 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 them, 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 their appointment or remuneration or that of their partner is under discussion;

4.2.2 of reasonable and proper remuneration to any Member 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 or employee 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 or Director employee 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 or Director.

Structure of the Company

5 MEMBERS

5.1 The Members of the Company shall consist of:

5.1.1 the Subscribers;

5.1.2 Member Societies;

5.1.3 the Directors; and

5.1.4 such other Persons as are admitted to membership in accordance with these Articles;

and shall collectively be known as the "Council".

6 ADMITTANCE TO MEMBERSHIP

6.1 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, which are admitted to Membership of the Company in accordance with Article 6.6.

6.2 Notwithstanding Article 6.1, the Council shall have an absolute discretion to admit to Membership any society or association from a country outside of the European Area.

6.3 Notwithstanding Articles 6.1 and 6.2, the Council may establish different classes of Members and set out their respective rights and obligations. The rights of a class of Members may only be varied if the Members of that class consent to the variation in accordance with the Act.

- 6.4 In accordance with Article 6.3, other societies, associations, companies or other organizations at the discretion of the Council may be granted the status of Affiliated Organization. Affiliated Organizations are entitled to attend and speak at general meetings of the Company to the extent permitted by the Articles and any Standing Orders but cannot vote.
- 6.5 Admission of a society as a Member Society or the granting of the status of Affiliated Organization shall be decided by Council, provided that the society or organization applies to the Company in the manner required by the Board of Directors.
- 6.6 The Board of Directors may establish one or more categories of supporters of the Company who are not Members of the Company for the purposes of the Companies Act and who shall therefore have no right to attend or vote at general meetings of the Company. The Board of Directors may set out the rights and obligations of such supporters in Standing Orders.
- 6.7 The Company shall maintain a register of Members and any Person ceasing to be a Member shall be removed from the register.
- 6.8 Any additional rights, obligations and privileges together with the conditions of joining for Members and Affiliated Organizations shall be established in Standing Orders, provided that nothing in these Articles or the Standing Orders shall affect any statutory rights of the Members.

7 REPRESENTATIVES

- 7.1 Subject to Article 14, any Member or Affiliated Organization which is a society or organisation may by resolution of its board of directors or equivalent governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which they represent as that organisation could exercise if it were an individual Member of the Charity.
- 7.2 Any representative of a Member appointed under Article 7.1 shall be known as a "Delegate" and any representative of an Affiliated Organization so appointed shall be known as an "Appointee".

8 APPOINTING DEPUTIES AND PROXIES

- 8.1 An instrument appointing a Deputy or 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):

Authorization (mandatory)

I/We (...) of (...) being a Member of the above-named Company, hereby appoint (...) of (...) or failing they (...) 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.

Instruction (optional)

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.

Mandatory

Unless otherwise instructed, the Proxy may vote as he thinks fit or abstain from voting. Signed on (), member/Delegate

8.2 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.

8.3 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:

8.3.1 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;

8.3.2 be submitted by electronic form to an address notified by the Company in writing; or

8.3.3 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

8.3.4 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 Chair or to the Secretary General or to any Director;

8.3.5 and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

9 STANDING ORDERS

9.1 The Board of Directors may from time to time make, alter or remove such orders, regulations or arrangements ("Standing Orders") 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, including the manner by which motions for consideration by Council at general meeting may be proposed by Members, and points of order raised by Members at general meetings; and,

9.1.5 generally, all such matters as are commonly the subject matter of Company rules.

9.2 The Directors shall adopt such means as they think sufficient to bring to the notice of Members of the Company all such Standing Orders, which shall be binding on all Members of the Company provided that they are consistent with the Articles and the Act.

9.3 The Council shall have the power to appeal Standing Orders. The decision to appeal a Standing Order shall be made by a simple majority vote at a general meeting of Council. Should the Members vote to appeal a Standing Order, the Board of Directors must call a meeting of the Board to reconsider the Standing Order in question.

10 SUSPENSION OF MEMBERSHIP

10.1 Any Member may have its Membership suspended by resolution of the Company if:

10.1.1 the Member fails to pay any subscriptions or other fees due to the Company for two consecutive years;

- 10.1.2 the Member fails to comply with any code of conduct governing Membership that may be introduced by the Company from time to time, and/or the Articles;
 - 10.1.3 the Member consistently fails to attend Council meetings (including failing to appoint a Delegate (in the case of Member Societies), or otherwise failing to appoint a Proxy) without notice over a period of three consecutive years;
 - 10.1.4 the Member consistently fails to respond to communications from the Company over a period of two consecutive years; or
 - 10.1.5 in the case of Member Societies, or otherwise in accordance with Standing Orders, upon a motion being presented by another Member.
- 10.2 A resolution to suspend a Member from membership may not be passed by written resolution and may only be passed by a resolution of Council at a general meeting if:
- 10.2.1 the Member has been given at least fourteen Clear Days' notice in writing of the meeting of Council at which the motion will be proposed and the reasons why it is to be proposed;
 - 10.2.2 the resolution must also define the timeframe and conditions whereby such suspension, if approved, could be lifted; and
 - 10.2.3 the Member is given an opportunity to make representations to Council (either in writing, or in person at the meeting at which the resolution is to be considered).
- 10.3 A resolution to suspend a Member, if approved, is effective immediately upon the announcement of the results of the vote.
- 10.4 On suspension, all rights, benefits and privileges of Membership shall cease for the duration of suspension but all benefits, rights and activities undertaken prior to the suspension announcement by the Member shall remain valid.
- 10.5 Following suspension, the Company shall seek to contact and work with the suspended Member to outline the steps required for the suspension to be lifted.
- 10.6 During a period of suspension, the Board of Directors shall determine if the criteria for the lifting of suspension of a Member has been met. Any decision to lift the suspension of a Member shall be made by resolution of the Council at the recommendation of the Board of Directors.
- 10.7 Once a resolution of Council is passed to lift the suspension of a Member, suspension shall be immediately lifted from the affected Member. If such a resolution is put to the Council but not passed, the suspension shall remain in place pending the passing of a further resolution at a future date (and subject to Article 10.6).

- 10.8 If a Member remains suspended for more than one year, and suspension has not been lifted, termination of Membership proceedings will follow pursuant to Article 11.
- 10.9 The Board of Directors may introduce Standing Orders to govern the process and procedure relating to suspension of Membership insofar as it is not already addressed by this Article 10.
- 10.10 The provisions of this Article 10 shall apply equally to Affiliated Organizations as they apply to Members (provided that when considering the suspension of an Affiliated Organization, any reference to a Delegate shall be read as a reference to the relevant Appointee).

11 TERMINATION OF MEMBERSHIP

11.1 Membership is terminated if:

- 11.1.1 in the case of a Member Society, or any other organization that is a Member, it ceases to exist as an organization, or, in the case of a corporate body, an order is made or a resolution is passed for its winding up or administration or it has a receiver appointed over all or some part of its assets;
- 11.1.2 in the case of an individual, they die;
- 11.1.3 in the case of a Director, they cease to be a Director for any reason;
- 11.1.4 gives written notice of resignation to the Company (provided that there will be at least three Members thereafter); or
- 11.1.5 has been suspended following Article 10 and continues after one year to be in breach of the criteria for suspension.

11.2 Termination of membership pursuant to Article 11.1.5 may not be passed by written resolution and may only be passed by a resolution of Council if:

- 11.2.1 communication has been made with the Member pursuant to Article 10.5 and at least one month prior to the one year deadline for suspension;
- 11.2.2 the Member has been given at least fourteen Clear Days' notification in writing of the meeting of Council at which the resolution will be proposed and the reasons why it is to be proposed;
- 11.2.3 the Member is given an opportunity to make representations to Council (either in writing, or in person at the meeting at which the resolution is to be considered).

11.3 A resolution to terminate, if approved, is effective from the following 1st January from when the vote took place.

- 11.4 All benefits, rights and activities undertaken prior to the termination announcement by the Member shall remain valid.
- 11.5 The Board of Directors may introduce Standing Orders to govern the process and procedure relating to termination of Membership insofar as it is not already addressed by this Article 11.
- 11.6 The provisions of this Article 11 shall apply equally to Affiliated Organizations as they apply to Members (provided that when considering the suspension of an Affiliated Organization, any reference to a Delegate shall be read as a reference to the relevant Appointee).

Administration of the Company

12 GENERAL MEETINGS OF THE COMPANY

- 12.1 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.
- 12.2 The Directors may call general meetings of the Company and, on the requisition of Members pursuant to the provisions of the Act, shall within 21 days proceed to convene a general meeting for a date not later than 28 days after the date of the notice convening the meeting. Any Director in any jurisdiction may requisition the Board of Directors to call a general meeting.
- 12.3 The Directors are entitled to invite additional observers to the AGM . Such observers are not entitled to propose agenda items, or to table motions or to vote at the AGM of the Company

13 NOTICES FOR GENERAL MEETINGS

- 13.1 All general meetings, including the AGM, shall be called on at least 14 (fourteen) 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.
- 13.2 The notice shall:
- 13.2.1 specify the time, date and place of the meeting and, if applicable, the arrangements for attending and voting at the meeting Virtually;
 - 13.2.2 the general nature of the business to be transacted and, if a Special Resolution is to be proposed, setting out the terms of the Special Resolution;
 - 13.2.3 in the case of an AGM, specify the meeting as such;

13.2.4 contain a statement setting out the right of Members to appoint a proxy under section 324 of the Act and Article 8; and

13.2.5 be given to all the Members, Affiliated Organizations and to the Directors and Auditors.

13.3 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.

14 PROCEEDINGS AT GENERAL MEETINGS

14.1 Members are entitled to attend general meetings in person (which may be physically or, where applicable, Virtually) or, subject to compliance with Article 8 by Proxy. Where a Member has appointed a Delegate or Deputy, the Member in question shall be considered present by virtue of the Delegate's attendance at the general meeting (whether physically or Virtually).

14.2 No business shall be transacted at any general meeting of the Company unless a quorum is present.

14.2.1 Two-thirds of the Members rounding up to the nearest whole number who are entitled to attend and vote upon the business to be transacted, shall, be a quorum.

14.2.2 If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting such a quorum ceases to be present (including where technological issues mean that one or more of those attending Virtually is no longer able to participate fully in the meeting and this reduces the number of Members who are able to Communicate and vote below the quorum);

the meeting shall stand adjourned to such other time and place as the Directors may determine.

14.2.3 The Directors must reconvene the meeting and must give at least seven Clear Days' notice of the reconvened meeting stating the date, time and place of the meeting.

14.2.4 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting - the Members present in person (physically or, where applicable, Virtually) or by proxy or (in the case of Members which are organisations) or by Delegate at that time representing half of the

Members rounding up to the nearest whole number who are entitled to attend and vote upon the business to be transacted, shall, be a quorum for that meeting.

- 14.3 The President shall preside as Chair of a general 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 Chair and, if there is only one Director present and willing to act, they shall be Chair.
- 14.4 If no Director is present and willing to act within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chair.
- 14.5 The Chair 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.
- 14.6 Except where otherwise provided by the Articles or the Act, every issue is decided by ordinary resolution.
- 14.7 On a show of hands and on a poll every Member present in person or by proxy shall have one vote.
- 14.8 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:
- 14.8.1 by the Chair of the meeting; or
- 14.8.2 by at least two Members present at the meeting in person (physically or, where applicable, Virtually) or by proxy and having the right to vote at the meeting; or by a Member(s) representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 14.9 Unless a poll is duly demanded a declaration by the Chair 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.

- 14.10 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair 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.
- 14.11 A poll shall be taken as the Chair of the meeting directs and they 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.
- 14.12 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have except in relation to any votes placed in connection with the appointment or termination of any Director.
- 14.13 A poll demanded on the election of a Chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such other time and place as the Chair 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.
- 14.14 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.
- 14.15 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.
- 14.16 A vote given by a show of hands or poll demanded by a proxy or a Delegate 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.
- 14.17 Where Members attend any general meeting Virtually, provision shall be made to allow for such Members to vote at the meeting by electronic means (whether by show of hands or by poll).

15 WRITTEN RESOLUTIONS

- 15.1 A written resolution of the Members (whether an ordinary or a special resolution) shall have effect as if passed by the Members in a general meeting, except where otherwise provided in the Articles or the Act.
- 15.2 A written resolution proposed as an ordinary resolution is passed 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.
- 15.3 A written resolution is not a special resolution unless it states that it was proposed as a special resolution and the classification of a resolution as a special or ordinary resolution shall, subject to any requirements of the Act, be determined by the Board of Directors.
- 15.4 A Members' resolution under the Act removing a Director or an Auditor before the expiration of their term of office may not be passed as a written resolution.
- 15.5 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.
- 15.6 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.
- 15.7 A proposed written resolution shall lapse if it is not passed within 28 days beginning with the date the written resolution is circulated and the agreement of a Member to a written resolution is ineffective if signified after the expiry of that period.

Directors

16 NATURE OF THE DIRECTORS

- 16.1 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 14.
- 16.2 No person shall be appointed as a Director if they have been:

16.2.1 disqualified from acting as a director or charity trustee under the Act and the Charities Act or under the provisions of Article 27 ; and

16.2.2 not, in accordance with the Articles, either:

(a) elected by the Members in general meeting; or

(b) co-opted by the Board of Directors.

17 APPOINTING THE DIRECTORS

17.1 The Directors shall include a President, a Secretary General, a Finance Director, and at least three (3) other Directors, who shall all be elected by the Members in general meeting pursuant to these Articles.

17.2 A FEMS Nomination Committee (the Nomination Committee) will be responsible for overseeing the process for seeking suitable candidates and the election process (including for each of the roles identified in Article 17.1) in a transparent and fair manner. The composition of and procedure for election to the Nomination committee, its terms of reference and regulation of its proceedings shall be determined by Standing Orders, provided that it shall meet at least once per calendar year in advance of any general meeting at which elections to the Board of Directors are to be determined.

18 CO-OPTING AND OTHER VACANCIES

18.1 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.

18.2 The Directors may co-opt to the Board of Directors up to two additional Directors with specific expertise until the next AGM at which point they may be formally elected to a directorship by the Council. A co-opted Director cannot also act as the Delegate of a Member.

18.3 A co-opted Director has immediate voting rights.

19 TERMS OF OFFICE

19.1 The following conditions shall apply to the terms of office:

19.1.1 All Directors shall serve for one term of three years and be eligible for re-election for one further consecutive term of three years.

- 19.1.2 The President shall serve for one three year term (which shall run consecutively with a single term of office as a Director).
- 19.1.3 There must be a gap of three years or more between non-consecutive terms.
- 19.1.4 In exceptional circumstances and if so approved by the Council to ensure continuity of the administration of the Company, the term of any Director may be extended.
- 19.1.5 Subject to Article 18, Directors will take up office on 1 January of the year following their election and there will be no other shadowing period.

20 POWERS OF DIRECTORS

- 20.1 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.
- 20.2 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:
 - 20.2.1 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
 - 20.2.2 to enter into contracts on behalf of the Company.

21 RESPONSIBILITIES OF DIRECTORS

The Directors shall comply with their obligations under the Charities Act (as charity trustees), the Act and any applicable legal and regulatory requirements in any countries in which the Company operates.

22 PROCEEDINGS OF THE DIRECTORS

- 22.1 Subject to the provisions of the Articles and any direction of the Council, the Directors may regulate their proceedings as they think fit.
- 22.2 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 22.3 shall be decided by majority vote. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

- 22.3 A meeting of the Board of Directors may be held in such a way as may be agreed by the Directors, provided all participants may communicate with all the other participants simultaneously, which may include the attendance of one or more Directors Virtually.
- 22.4 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 for the time being.
- 22.5 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.
- 22.6 The President shall chair at every meeting of the Directors at which they 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.
- 22.7 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.
- 22.8 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.
- 22.9 The Directors shall cause the Company to keep the records of the meeting in permanent form (either hard copy or electronic form):
 - 22.9.1 of all appointments of Directors made by the Company;
 - 22.9.2 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
 - 22.9.3 copies of any resolutions of the Company and of the Directors, including the names of the Directors present at each meeting.

23 FINANCIAL ACCOUNTS

- 23.1 The Directors shall comply with their obligations under the Charities Act with regard to the preparation of an annual report and annual return and their transmission to the Charity Commission.
- 23.2 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.
- 23.3 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.
- 23.4 It shall be the duty of the Finance Director 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 Finance Director, 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.

24 DELEGATION OF DIRECTORS POWERS

- 24.1 The Directors may delegate in writing any of their powers to any Sub-committee consisting of one or more persons appointed by them. Except where its functions are solely to advise the Board of Directors, at least one member of every Sub-committee must be a Director. Any such delegation may be made subject to any conditions the Directors may impose (including in accordance with Article 24.3), and either collaterally with or to the exclusion of their own powers and may be revoked or altered at any time. In the absence of 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. All proceedings of committees must be reported promptly to the Board of Directors.
- 24.2 The Directors may delegate the day to day management of the affairs of the Company in accordance with their directions to the chief executive officer or any other employee of the Company, by such means, to such an extent, in relation to such matters and on such terms and conditions (including the payment of a salary) as they think fit.

24.3 The terms of any delegation made in accordance with this Article 24 may be set out in "Terms of Reference" approved by the Board of Directors, and the proceedings of any Sub-Committees, insofar as they are not governed by these Articles or any Terms of Reference, may be governed by Standing Orders introduced for that purpose.

25 DIRECTORS' CONFLICTS OF INTEREST

25.1 The Directors may, in accordance with the requirements set out in this Article 25, authorize any matter proposed to them by any Director which would, if not authorized, involve a Director breaching their duty under section 175 of the Companies Act 2006 to avoid conflicts of interest (Conflict).

25.2 Any authorization under this Article 25 will be effective only if:

25.2.1 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;

25.2.2 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

25.2.3 the matter was agreed to without their voting or would have been agreed to if their vote had not been counted.

25.3 Any authorization of a matter under this Article may (whether at the time of giving the authority or subsequently):

25.3.1 extend to any actual or potential Conflict which may reasonably be expected to arise out of the matter so authorized;

25.3.2 be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine; and

25.3.3 be terminated or varied by the Directors at any time.

25.4 This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorization.

25.5 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 their involvement in the Conflict otherwise than as a Director and in respect of which they owe a duty of confidentiality to another Person, the Director is under no obligation to:

- 25.5.1 disclose such information to any Director or to any other Member, employee or Servant of the Company; or
 - 25.5.2 use or apply any such information in performing their duties as a Director,
 - 25.5.3 where to do so would amount to a breach of that confidence.
- 25.6 Where the Directors authorize a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the Director:
- 25.6.1 is excluded from discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
 - 25.6.2 is not given any documents or other information relating to the Conflict; or
 - 25.6.3 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.
- 25.7 Where the Directors authorize a Conflict:
- 25.7.1 The conflicting Director will be obliged to conduct themselves in accordance with any terms imposed by the Directors in relation to the Conflict;
 - 25.7.2 The conflicting Director will not infringe any duty they owes to the Company by virtue of sections 171 to 177 of the Act provided they acts in accordance with such terms, limits and conditions (if any) as the Directors imposes in respect of its authorization.

26 DIRECTORS' DECLARATION OF INTERESTS

- 26.1 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 their interest to the Directors before the Company enters into the transaction or arrangement in accordance with the Act.
- 26.2 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 their 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 26.1
- 26.3 Subject, where applicable, to the disclosures required under Article 26.1 and Article 26.2, and to any terms and conditions imposed by the Directors in accordance with Article 25, a Director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Company in which they is interested and if they shall do so their vote

shall be counted and they shall be taken into account in ascertaining whether a quorum is present.

26.4 A Director need not declare an interest under Article 26.1 and Article 26.2 as the case may be:

26.4.1 if it cannot reasonably be regarded as likely to give rise to a Conflict;

26.4.2 of which the Director is not aware, although for this purpose a Director is treated as being aware of matters of which they ought reasonably to be aware; or

26.4.3 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.

26.5 The Company shall keep a record of all Directors' interests in writing and in permanent form (either in hard copy or electronic form).

27 DISQUALIFICATION AND REMOVAL OF DIRECTORS

27.1 The office of a Director shall be vacated if:

27.1.1 they ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director;

27.1.2 they is disqualified from being a charity trustee by virtue of any provision of the Charities Act or otherwise becomes prohibited by law from being a charity trustee;

27.1.3 they becomes bankrupt or makes any arrangement or composition with their creditors generally;

27.1.4 they is, or may be, suffering from mental disorder and either:

(a) they 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;

(b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other Person to exercise powers with respect to their property or affairs;

27.1.5 they resign their office by giving not less than two (2) month's written notice to the Company; or

27.1.6 they 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 they 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 their office be vacated.

27.2 If, for any reason, the office of a Director is vacated, they shall cease to be a Member of the Company.

Other Matters

28 NOTICES

28.1 Notices include any notices required to be given pursuant to these Articles including (without limitation) for general meetings and for meetings of the Directors..

28.2 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.

28.3 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.

28.4 Any Person present at any meeting of the Company, either in person or by proxy or (in the case of a Member Society or Affiliated Organization) by their authorised representative, shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

28.5 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.

29 LIABILITY

The liability of the Members is limited.

30 MEMBERS' UNDERTAKING TO CONTRIBUTE

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.

31 TRANSFER OF PROPERTY ON CESSATION

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the 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.

32 INDEMNITY

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 them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

33 PATRON

The Board of Directors may confer on any individual (with their consent) for such period as they determine the honorary title of Patron. Subject to any relevant Standing Orders, the role of the Patron shall be to support and promote the Company in such manner as the Board of Directors may determine.