

Biochemical Society Governance Review

Report and Recommendations



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Executive Summary

In 2013 the Trustees commissioned a review of the Governance of the Biochemical Society, including all processes, policies, structures and legislative documentation, to be undertaken in-line with best practice. This review was not to include the charitable objects of the Society, or its mission statement.

The review was undertaken by a Working Party of three Trustees, two members of the Senior Management Team and a firm of external consultants brought in for Quality Assurance purposes. This paper summarises the results of the audit undertaken by the Working Party and the recommendations for change that have been developed from these results, which are intended to bring the governance arrangements of the Society in-line with best practice and enable the Society to adapt to future challenges in the learned society sector.

The Members of the Biochemical Society are asked to review a selection of these recommendations and approve new *Articles of Association* reflecting these changes, by Special Resolution at the Annual General Meeting of the Biochemical Society on Wednesday, 6 July 2016.

Background to review

Across the learned and professional society sector, and indeed the Charity sector more generally, effective and proportionate governance is high on the agenda. With the regulators of the sector ever more focussed on 'transparency', equality of representation and accountability it is essential for any Society to ensure that it is responsive, adaptable, and compliant.

It is for this reason that in 2013 the Trustees of the Biochemical Society (the Executive Committee) elected to commission a 'belt and braces' review of its governing committees, structures, processes, policies and its constitution. Before outlining the Review itself, it is worth discussing the manner in which the Biochemical Society is currently governed.

Current Governance

There are three key foundational elements of the current governance arrangements of the Biochemical Society: the committee structure; the [*Memorandum and Articles of Association*](#); and the By-Laws and the Terms of Reference for Committees and governance positions.

Structure

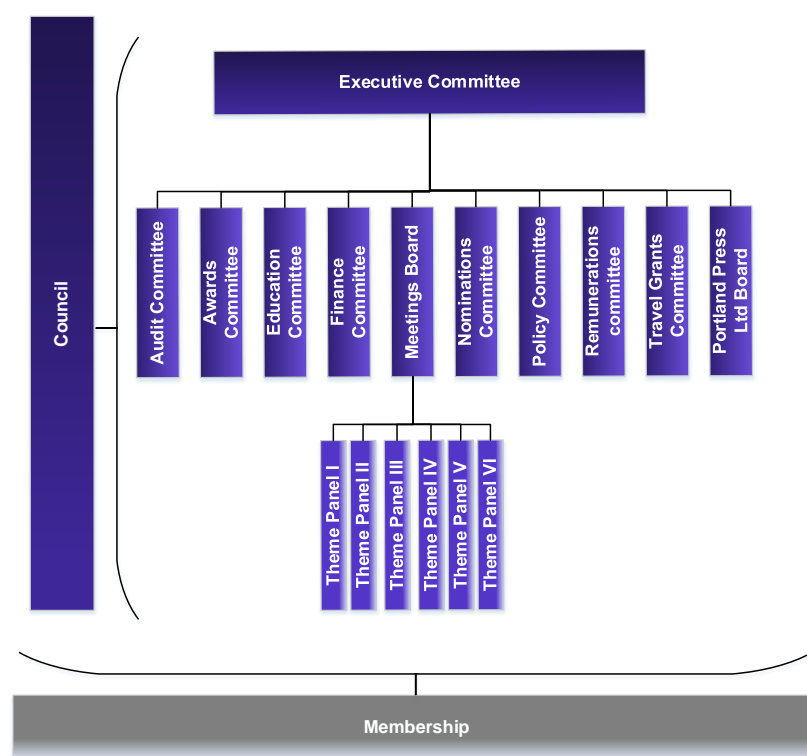


Fig.1

The current structure of the Society is as Fig.1. The Executive Committee functions as the ‘Board of Directors’¹ of the Society and is ultimately responsible for all business and charity related decisions and activities. The Executive Committee is comprised of 13 members of which 11 are Trustees (see Appendix I) who are registered with Companies House and the Charity Commission.

In summary the Council is constituted as an advisory body to “discuss and debate matters raised with the Council by or on behalf of Members or the Executive Committee”. It may also set general guidelines on behalf of the Society regarding biochemistry and the cellular and molecular life sciences. Finally, the appointment of a number of key Society positions (e.g. the President, Chair and Vice-Chair) fall within its remit. Both the Council and the Executive Committee are constituted in the [Memorandum and Articles of Association](#).

The Committees directly below the Executive Committees address specific areas of Society activity or function. They are constituted under the authority of the Executive Committee and are governed by the By-laws of the Society. The Chairs of each of these Sub-Committees are members of the Executive Committee and Trustees of the Society.

The Portland Press Board reports in to the Executive Committee, and in Fig.1 above is shown as a sub-committee of the Executive Committee. In actuality it is pertinent to note that Portland Press, although wholly owned by the Biochemical Society, is a separate corporate entity, governed by its own Board and constitution.

The Theme Panels are sub-committees of the Meetings Board and represent specific thematic areas of the scientific remit of the Society to ensure that the meetings programme of the Society is appropriately representative and up-to-date with contemporary research undertaken within their respective themes. The Theme Panels also contribute to the Awards Committee.

¹ Note that the term ‘Trustees’ refers to the Directors of the incorporated Charity. In terms of this paper, the terms ‘Trustees’ and ‘Directors’ can be considered interchangeable.

Memorandum and Articles of Association and By-laws

The Biochemical Society is a Charity incorporated by guarantee and subject to the oversight of both Companies House and the Charity Commission, and must be compliant with their associated legislation.

The major governing document of the Society is the *Memorandum and Articles of Association*. The 'Memorandum' element of the document establishes the Society as a charitable and incorporated organisation as well as clearly stating the charitable 'objects' of the Society – essentially, its purpose and remit. The Articles, which form the bulk of the Document, acts as the rules and regulations upon which the Society (at the highest level) must be run.²

The *Memorandum and Articles of Association* of the Society is a legally binding document that is registered with the Charity Commission and Companies House. Changes to this document are strictly regulated and may only take place via resolution at a General Meeting of the Society's members.

The By-laws of the Society are, in essence, the rules that govern Society activity 'underneath' those set out by the *Memorandum and Articles of Association*. They are set by the Trustees and may be amended as they see fit without further recourse to ratification by any other body (e.g. by the Council or at a General Meeting). The majority of these refer to the sub-committees of the Executive Committee.

Terms of Reference

A number of the Committees, and some of the key governance positions of the Society are outlined by Terms of Reference. These are summarised remits; statements of authority and outlines of composition and, in some cases, contains regulations regarding how they may operate.

Trends in 'Good Governance'

Much has been written about the most appropriate manner in which charities and corporate entities should be governed. From the [Cadbury Report](#), to the [Combined Code](#), through to [Good Governance: A code for the voluntary and community sector](#). Current thinking, in particular on the governance of charities (and charitable organisations) focusses on a selection of themes of behaviour and organisation that can broadly be summarised as below:

Transparency and accountability

A Charity, by its nature, is an organisation created on behalf of, and to serve, a specific sector of the public at large (whether locally, nationally or on a more international scale). For it to be regarded as doing this prudently and effectively, it must be clear to those outside the organisation what said organisation is doing, why it is doing it and what the benefit to the related community (at whatever scale) is. For many years, at a corporate level, this has been undertaken through the publically available 'Trustees Annual Report and Statutory Accounts'. Without removing the impetus for a clear 'Annual Report', the Charity Commission is now placing a strong emphasis on transparent governance. It must be clear to not only those within the organisation, but those external to it, how things are run and by whom. This clarity not only brings a greater understanding of an organisation, but ensures that it is clear that those that govern it are accountable for its activities and take this accountability seriously.

Recruitment and skills

Further expanding on the question of 'by whom', the Charity Commission continues to drive forward the importance of ensuring a sufficient skill-set on governing bodies. Best-practice states that an organisation, to the best of its ability, should be able to outline the skills and expertise it requires to

² Please note that due to the Companies Act 2006, should any changes be made to the Society's governing document, the 'Memorandum' element of the governing constitution is to be incorporated into a single 'Articles of Association' document.

prudently fulfil its objectives and explain how it ensures, via recruitment or election processes, that these requirements are met and any skills gaps are filled.

Proportionality

Previous thought on governance best-practice was relatively focussed upon efficiency and often proposed, in essence, that the smaller a board was, the more effective would be its decision making powers. With the shift to greater visible accountability, whilst effective decision making is essential, it is also key to accurately represent the community the organisation it serves and have a Board proportional to that. It is a challenge to address the delicate balance between ensuring representation and creating an inefficient Board, but it is a challenge that all Charities should address.

Board management

A criticism that has been levelled at the governing bodies of charitable organisations in particular, is an implied lack of formal and professional 'board management'. It has been felt that for a charity to be seen to be prudently managing its affairs, it must be seen to operate along lines of corporate best-practice as far as is possible. Whilst this is not always a straight-forward undertaking, the implication is that the Charity Commission will take a 'dim view' should best endeavours not be made by an organisation to work towards this.

Quality Assurance

To ensure that the above themes of best practice are sufficiently and continuously met, it is important that an organisation must put in place structures and policies that allow for regular assessment of a Board/Committee's effectiveness, and procedures for addressing any short-falls that these may uncover.

An effective review

Related to the above, the Charity Commission and other industry bodies commenting upon best practice in governance also make comment on what an effective review of governance should address. This can effectively be summarised in a selection of questions:

- Are there issues with regards to the current governance arrangements with regards to Framework? Processes? Meetings? Behaviours?
- Is the governance proportionate and representative?
- Does current governance meet the needs of the organisation?
- Does the current governance meet the potential future needs of the organisation? If not directly, is it structured to allow for adaptation when it is needed?

It is these questions that this review endeavoured to address.

Review process

Review Brief

The brief for the review was to evaluate the current governance structures, policies, processes and associated documentation against best practice, and if appropriate make recommendations to both the Executive Committee and the Membership for appropriate changes.

The mission and charitable objects of the Biochemical Society were outside the scope.

Review governance

The review was directed by a working party of Trustees in collaboration with members of the Senior Management Team and external consultant expert advisors. The working party comprised:

(Chair)	Anne Dell	Vice-Chair (Trustee), Biochemical Society and Non-Executive Director, Portland Press
	Sheila Graham	Honorary Meetings Secretary (Trustee)
	Richard Reece	Chair, PPL Board (Trustee)
	Alan Wallace	Elected Member, Executive Committee (Trustee) ³
	John Misselbrook	Deputy CEO and Director of Finance
	Adam Hughes	Head of Group Projects and Governance

Audit of Biochemical Society Governance

The audit of the existing governance arrangements of the Biochemical Society focussed on the below key areas:

Review of Constitution and governing documentation

A critical evaluation was undertaken of the *Memorandum and Articles of Association*; the By-laws; Terms of Reference, and Codes of Conduct with specific reference to 'transparency'; 'clarity' and 'accountability'.

Benchmarking against industry standards of best-practice

The key processes, policies and structures of the Biochemical Society governance were evaluated against the 'ideals' presented by the following industry bodies:

- [Charity Commission](#)
- [ICSA \(Institute of Chartered Secretaries and Administrators\)](#)
- [ACEVO \(Association of Chief Executives of Voluntary Organisations\)](#)
- [NCVO \(National Council for Voluntary Organisations\)](#)
- [the Financial Reporting Council](#)

Benchmarking against sister societies

Working on the assumption that the ideals stipulated by the above would not be straight-forwardly transferrable to all charitable organisations, particularly those in the Learned Society Sector, a similar comparison was undertaken against the following:

- [Royal Society of Biology](#)
- [Royal Society of Chemistry](#)
- [British Pharmacological Society](#)

- [The Physiological Society](#)
- [the Microbiology Society](#)
- [the Society for Experimental Biology](#)
- [the British Ecological Society](#)

Committee Effectiveness Survey

To survey the views and experience as well as record any suggestions of those involved in the current Biochemical Society committees and boards, a two stream evaluation of their effectiveness was undertaken.

▪ ***Interviews***

All Trustees and Chairs of Committees to the initial 'sub-committee level' (i.e. not including the Theme Panels) were interviewed directly. All responses were confidential with the understanding that they would be collated into group data, and all quotes would not be attributed.

Additionally, key members of the Senior Management Team were interviewed for an alternative perspective.

The questions addressed the following key themes:

- Committee remit
- Composition, skills and experience
- Monitoring Activities and Driving Strategy
- Decision making
- Meetings (management, frequency and availability of information)
- Financial and audit-compliance oversight
- General commentary

▪ ***Online questionnaire***

For all Committee Members not otherwise surveyed, an online questionnaire was distributed to establish the summarised views of these respondents. These surveys were designed in line with exemplars sourced from the industry bodies above. A full list of the 'bank' of questions used within these questionnaires can be found in Appendix II.

Results and Conclusions

Through the collation and analysis of the results of the aforementioned audit, clear and consistent themes of response emerged. This section outlines the headline key results that the Working Party took into account when synthesising their recommendations.

[For full anonymised results data of the Audit Phase of the Governance Review, please contact Adam Hughes, Head of Group Projects and Governance (adam.hughes@biochemistry.org) directly.]

Review of Constitution and governing documentation – and - Benchmarking against industry standards of best-practice

General themes

- Conflicts in process

When comparing the *Memorandum and Articles of Association* with the By-laws, and indeed with the practice actually being undertaken, there were a selection of conflicts in process and policy which could lead, and had led to confusion and errors being made at governance level.

- Conflicts in Terms of Reference

In a selection of the Terms of Reference the remits and rules governing sub-committees were in contravention of those elements outline in the *Memorandum and Articles of Association*. This could lead, and had led, to errors in the official passing of governance level decisions and sub-committee level authorised actions.

- Ill-defined terms and policies

Much of the terminology used in the governing documentation, in particular the *Memorandum and Articles of Association*, was insufficiently defined making it difficult to use a working constitution upon which Society business should be based. Similarly, policies outlined within a selection of documentation was not sufficiently proscriptive to be followed and therefore led to confusion regarding appropriate responses.

- Labyrinthine documentation

In addition to the above, the current governing documentation is written at length, is not easily 'referable' and due to the use of dense legal language, can obscure key information held within. It is pertinent to note however, that the language and structure of the *Memorandum and Articles of Association* in particular is dictated by external legislation and must be formed of the correct legal terminology to be sufficiently robust and compliant. The development of a 'plain English' governance handbook in addition to the constitution of the Society is often an appropriate solution to this issue.

Benchmarking against sister societies

General themes

- "We're all in the same boat...more or less"

In essence, the governance structures and processes of the comparators was of a similar (in many cases more obscure) state. In general, should the external observer not have sufficient knowledge of existing processes within many of the reviewed organisations, the related governance arrangements would not have been clear or easily navigable.

- Each Society has admirable elements, but almost always balanced with poor elements

Whilst the arrangements for each Society are largely in a similar state of opacity, each contained selected elements that were clear and effective. These elements were taken into account during the synthesis of the recommendations (below).

- Dependent upon levels of collaboration and activity

It was clear that the complexity of the governance structure depended not solely upon the number of members, or size of community the Societies served. Those that undertook a greater number of externally facing activities, and collaborative activities with other Sister Societies, would have both more committees and a clearer structure and allocation of responsibility. A proportional and segmented approached appeared to be more effective.

Committee Effectiveness Survey

General themes

- Disconnect between Trustee level and other committee members

It was felt by a number of respondents that the Trustees were kept informed of all Society activities, whilst other committee members often did not. It was felt by the majority that the interest was present within these Committees for better communication of this information.

- Clarity of committee remit

Many committee members (including a number of Sub-Committee Chairs) felt that they could not adequately define the role and remit of a number of committees. Many had not seen the Terms of Reference for those Committees, and several respondents were unaware that they existed.

- Clarity of committee and sub-committee roles

In a similar vein to the above, many committee members felt that there was insufficient clarity regarding their roles, the expectations on those holding the roles and what their responsibilities were. In many of these cases, related Terms of Reference do not exist.

- Succession planning and rotation of committee roles

A majority of respondents felt that the Society could greatly benefit from greater succession planning both within the Trustee and Sub-Committee levels. It was suggested that staggering the rotation of roles would address a potential loss of 'corporate knowledge' that many felt was a great risk.

- Fostering/engaging emerging 'future players' amongst the membership

It was felt by many that great potential future players within the Society's governance could be found amongst those members sitting upon sub-committees, and indeed sub-sub-committees (such as the Theme Panels) and that a greater emphasis could be put on encouraging further engagement from these members. Additionally, it was uniformly felt that a greater level of engagement with the general membership encouraging them to become involved in Society governance was crucial.

- Delegation of authority

A number of respondents felt that sub-committees were unable to take sufficiently swift action due to unclear delegation of authority. Additionally, a number of Sub-Committee chairs were unaware of their authority with regards to the composition and succession/rotation of members upon their committees.

- External quality assurance and skills

It was felt that in general the skill-set amongst the Trustees of the Society was appropriate, but that additional input would be wise, and welcomed, on those committees specifically addressing matters of financial management and compliance – namely the Finance Committee and the Audit Committee.

- Permeation of industry representation on all committees

It was felt that insufficient representation of members from 'industry' (i.e. not academia) was apparent on all committees at all levels. It was also noted however that this was under direct address by the current Industry Strategy.

Committee and role specific

The following summarises the general responses to the specific committees and the 'senior' governance roles.

President, Chair and Vice-Chair

"We have a good Chair and Deputy Chair, but I don't know why we need a Chair and a President, did we invent two committees, one for each to Chair?"

- A number of respondents raised serious concerns over the current roles of President, Chair and Vice-Chair.
- It was felt that it was not industry standard or logical to have these three positions. Other Societies did not. It was confusing to external parties who they should address.
- Whilst it was generally understood what the difference between these roles was internally, it was agreed that externally it was very unclear
- Questions were raised regarding the impact of the President position in the current academic climate, and that perhaps it ought to be adjusted to take a more engaged role, with less focus upon 'figurehead' duties
- It was felt by many that although the initial intention of the Vice-Chair was as an introduction into the later position of 'Chair', that this was no longer the case and had a far more engaged and operational role than is clear to external parties

Executive Committee

"I think when the Exec meets that if you asked each Trustee member a slightly more granular question you'd get 10 different answers so in a sense it's more by custom...that the remit is understood"

- Was felt to be a good committee that currently fulfils its role, but this is due to the current composition, not to formality and governance legislation
- Has an extremely unclear relationship with Council
- Potentially over analytical of sub-committee activities, could "loosen the reins" somewhat
- Potentially too large
- Could be 'more operational'

Council

“What is the point in keeping Council as it is?”

- Council is without purpose
- Consensus that the remit is unclear, that it currently is a repetition of Exec – only “with less teeth”
- General agreement that nobody on council really knows what it's for or sees the value of attending
- Of those surveyed only one respondent (online and in person) correctly understood the remit as set-out in the *Memorandum and Articles of Association*
- The majority of respondents did not feel that the skills balance in the Council was appropriate
- The majority of respondents did not feel that the composition of the Council adequately represented the Society
- It was felt by many that Council should have the key remit of setting strategy but that it currently did not. There was a significant cohort however who felt the opposite was true
- It was felt that decisions in Council were made adequately, but it was never clear what decisions it would make or if they would have any impact
- Subject matter was often extremely repetitive after Exec Meetings leading to increased absenteeism of Trustees
- Questions were raised regarding its origins and whether in fact it was created to provide a committee for the President role?

Finance Committee

- The remit and function of this committee is appropriate.
- As a sub-committee of the Executive Committee its reporting lines are appropriate, however it is unclear why it reports to Council
- It was suggested that the presence of an external expert (potentially non-member) could be useful in ensuring both compliance and best practice.

Remuneration Committee

- As a body, and as a meeting, this runs effectively it has been suggested that it is not necessary and the responsibility could better be situated elsewhere

Awards Committee

In general, the remit and function was appropriate with the following points noted:

- Lack of clarity about the remit of the awards themselves (as opposed to the committee)
- General conclusion that the Theme Panel chairs contribute little to the function of the committee – often causing unnecessary bias
- Was more reactive. Should be more proactive.
- Should have more awards (proposals currently underway)
- Requires greater member engagement

It was clearly felt however, that the work being undertaken by Anne Dell (Vice-Chair, Executive Committee and Chair, Awards Committee) and Laura Woodland (Head of Membership Engagement) was addressing these issues sufficiently and additional adjustment from the Governance Review was unlikely to be necessary.

Audit Committee

In general, the remit and function of this committee was viewed as appropriate and effective. The following points were noted however:

- The Audit Committee should be able to call for information on any item it deems appropriate to its function
- Additional members, with key skills in matters of compliance, best-practice and audit should be drafted onto the committee
- The Committee should have greater independence to be able to better fulfil its remit

Education and Public Engagement Committee

The remit and strategy of the Committee and its activities is well understood; however, a number of issues were noted:

- The committee, as it is currently composed, does not appropriately cover the breadth of the activities, in particular the division between 'educational' and 'public engagement' activities
- There is confusion regarding the 'ownership' of training events
- Concerns regarding diversity of the committee composition

Meetings Board

During the process of the Governance Review, a parallel project addressing the Theme Panels and the interaction between the Meetings Board and other committees was underway. Therefore, this restructuring was taken out of the scope of this project. To ensure sufficient inclusion of governance information however, changes proposed, and accepted by the Executive Committee are included under the 'Structure' subheading of the 'Recommendations' section below

Policy Committee

It was generally agreed that the remit and function of the Policy Committee was appropriate, however the following items were raised:

- With the majority of policy work being undertaken by the RSB, is the organisation of the Policy Committee appropriate?
- Should the committee operate differently to other sub-committees? Should the committee meet less regularly but at shorter notice? Meet remotely?
- The Policy Committee should retain a presence upon the Executive Committee

Quality Assurance

To ensure the quality of the results of the audit activity, and the resultant recommendations, the firm BDO⁴ was contracted to evaluate the above, and the research methodology upon which it was based. As part of this work the Society was additionally benchmarked against the following:

- Academy of Medical Sciences
- British Psychological Society
- British Society for Immunology
- Geological Society of London
- Institute of Engineering and Technology
- Institute of Physics
- Marine Biological Association of the UK
- Royal Academy of Engineering
- Royal Aeronautical Society
- Royal Astronomical Society
- Royal College of Physicians
- Royal Geographical Society
- Royal Society
- Royal Society of Medicine
- Society for Endocrinology

Following this evaluation BDO concluded that the recommendations of the Working Party (outlined below), in particular with regards to the 'top tier' of Biochemical Society Governance, were appropriate and within the margins of best practice.

Recommendations

The following Recommendations have been reviewed by the Executive Committee (Trustees) and either accepted or supported. Those that have been supported but require ratification by the Membership at the Annual General Meeting are outlined below.

Structure

Following the review of the results of the Governance Review Audit, and following advice from BDO, the Working Party proposes the following structure (Fig.2 - overleaf)

⁴ A consultancy firm specialising in the provision of financial, governance and compliance advice

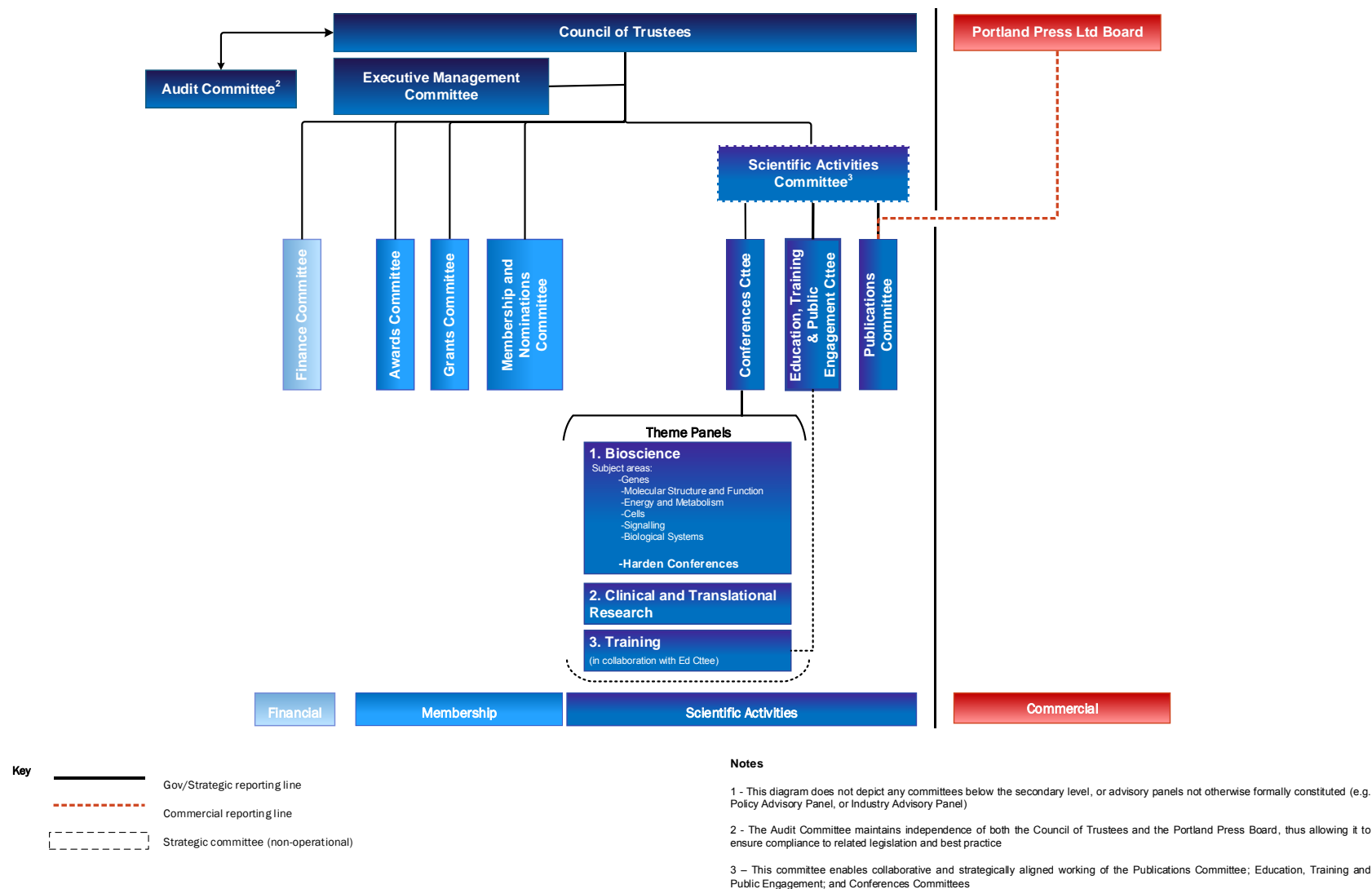


Fig.2.

Note: A larger version of this structure can be found in Appendix III.

Senior Positions

Due to the serious concerns regarding the three 'senior Trustee' positions: President; Chair and Vice-Chair; the working party proposes to reduce these positions down to the two outlined below:

President

- The President will act as the Chairperson of the Biochemical Society Council of Trustees (see below). They will be the strategic head of the Society
- They will chair the Scientific Activities Committee (see below) at meetings adjacent to those of the Council of Trustees
- They will chair the Annual General Meeting of the Biochemical Society
- They will delegate the operational governance leadership of the Society to the Chair of the Executive Management Committee
- The role will hold a five year term, with a one year handover period upon election
- The President will have the authority to involve him/herself in any aspect of the Biochemical Society governance with the exception of the Audit Committee

Chair

- The Chair of the Executive Committee will chair the Executive Management Committee. This will be the senior governance position for the implementation of strategy.
- The Chair will stand-in for the President at meetings of the Council of Trustees if the President is not able to attend
- The Chair will stand-in as a deputy for the President at the Annual General Meeting if the President is not able to attend
- This role will hold a five year term, with one year handover period upon election
- The Chair may not sit upon the Audit Committee

Council of Trustees

To ensure an effective Trustee body that is proportionally representative of the Biochemical Society membership and community, the Working Party proposes the implementation of a Council of Trustees.

- This body will act as the Board of Trustees/Directors of the Society
- Sets, and evaluates, the overall scientific (Policy, Education, Meetings, Publishing) and organisational strategy for The Biochemical Society, in collaboration with the related area focussed committees (e.g., Science Activities Committee)
- To receive reports from the Executive Management Committee on the operational state of the organisation
- To receive reports on group activities from related specialist sub-committees (see structure)
- Reviews and approves recommendations for action from the Executive Management Committee otherwise outside of its delegated authority
- Approve final budgets, accounts and financial reports under recommendation from Finance Committee
- Receive and approve audit reports (including Trustees Annual Report) under guidance from Audit Committee
- To approve new and amended governance role and body terms of reference, standard governance policies and procedures following recommendations from the Management Committee
- The Council of Trustees takes overall collective responsibility for the activities and direction of The Biochemical Society
- Delegates major operational responsibility to Executive Management Committee
- Will meet 3 times a year
- Chaired by the President

- Comprising:
 - President
 - Chair
 - Honorary Treasurer
 - Honorary Meetings Secretary
 - Honorary Membership Secretary
 - Honorary Policy Officer
 - Chair of Awards Committee
 - Chair of Grants Committee
 - Chair of Education, Training and Public Engagement Committee
 - Chair of Basic Bioscience Theme Panel
 - Chair of Clinical and Translational Research Theme Panel
 - Chair of Training Theme Panel
 - Chair of Portland Press Ltd Board
 - Local Ambassador Representative
 - Student/Early Career Member
 - 'Balance' positions (to a maximum of 2 posts)
- The 'Balance Positions' will only be filled if the Audit Committee identifies a skills gap in the Council that cannot be filled at the next rotation of Trustee Members.
- Will delegate the operational governance management of the Society to the Executive Management Committee
- Further information can be found in the *Proposed Amended Memorandum and Articles of Association* (Appendix IV)

Executive Management Committee

It was proposed that an Executive Management Committee be constituted. This committee is, in effect, the implementation committee of the Council of Trustees, it is smaller and more 'agile'. It has the delegated authority to review, instruct and govern the ongoing activities of the Society in line with the scientific, community and operational strategy set by the Council of Trustees. It is proposed that the Management Committee meets on average ten times a year (committee members may attend by tele-/video-conference) for meetings no longer than two hours. Key elements of its remit include:

- Operational governance of Society activities
- Evaluation and direction of Society activities in-line with group strategy (as set by the Council of Trustees)
- To report to Council of Trustees on progress of implementation of group strategy
- To receive reports on Society finances making related decisions or passing recommendations to Council of Trustees in-line with delegated authority
- To recommend amendments to the governance of the Society for review by the Council of Trustees
- To set and approve staff salaries and budgets, in line with Remuneration Committee policy (see below)
- To act as the final arbiter for all appeals made in line with the Human Resources Policies of the Biochemical Society
- Comprising:
 - Honorary Treasurer
 - Chair, Portland Press Ltd Board
 - CEO
 - Deputy CEO
 - Lay member (a member not otherwise engaged on a Society Committee or Sub-Committee)
- Delegated financial authority as outlined in Biochemical Society Delegated Financial Authority Policy, revised and stated, from time to time, by the Council of Trustees

Audit Committee

It was proposed that in addition to its current remit, the Audit Committee (in collaboration with the Council of Trustees) evaluates the ongoing composition of the Biochemical Society trustees and advises, where appropriate, on requirements for additional positions, or reconsiderations of terms of reference for positions due for re-election/reappointment.

To ensure that the governing bodies of the Society act in a prudent, compliant and transparent manner (as is key to the tenets of 'good charity governance'), it is proposed that the Audit Committee maintains a significant degree of independence. Whilst information may be passed from the Council of Trustees and Portland Press Ltd Board to the Audit Committee for review, recommendations for action, as appropriate, are passed from the Audit Committee to the Council of Trustees and Portland Press Ltd Board.

It is proposed that the composition of this committee is amended to include a member external to the organisation with specific experience in matters of audit and accounting best-practice, as well as legislative and regulatory compliance.

Grants Committee

It is proposed that the current Travel Grants Committee is reconstituted into a more formal body reporting directly to the Council of Trustees. This will bring it in-line with the Awards Committee and present a clearer structure for the allocation of monetary prizes, bursaries and grants.

Membership and Nominations Committee

The Membership and Nominations Committee joins a number of previously disparate member related functions in the interest of transparency and of maximising opportunities for member engagement with the governance of the society, and the implementation of its strategy through member and public facing activities.

The following would fall within the remit of this committee:

- Member benefits
- Membership fees
- Membership engagement strategy and activities
- Local Ambassadors
- Young Member representatives
- Review of nominations from the membership for vacant committee, sub-committee and Trustee level positions, in-line with the nomination and elections procedure

As with any sub-committee, all major decision points would be presented to the Council of Trustees for final approval.

This committee will be chaired by the Honorary Membership Secretary.

Scientific Activities Committee

It was proposed that the committee is constituted with a remit to cover the scientific (non-specifically member focussed) activities of the Society. The SAC would have responsibility for the oversight, development and implementation of the ongoing Biochemical Society Strategy for the Molecular Biosciences (as outlined in the [Three Year Strategy](#)).

This committee would work directly with the Conferences; Education, Training and Public Engagement; and Publications Committees to ensure continued collaborative working aligned with the Biochemical Society Scientific Strategy for the Molecular Biosciences.

The SAC would be composed of the Chairs of the Education, Training & Public Engagement, and Publications Committees, as well as the Honorary Meetings Secretary. It would be chaired by the President of the Society. In addition to the Trustee Members, the CEO; Director of Publishing; (Acting) Head of Scientific Meetings; and Head of Education would be in attendance. As would be the case for any other committee, additional members and/or representatives of internal office departments could be called to attend the meeting as necessary.

Conferences Committee

The Meetings Board will be renamed the Conferences Committee, bringing it in-line both with naming conventions for other sub-committees of the Council of Trustees, but also with familiar and common terminology used throughout the organisation by both Trustees and Boards.

Theme Panels

In the Structure Diagram above, the Theme Panels are represented in line with the Meetings Strategy previously approved during meetings of the Executive Committee, and at the mid-term strategy review.

Publications Committee

The Working Party proposes the constitution of a Publications Committee with the below outlined remit:

- To keep under review Biochemical Society publishing products⁵ and services to ensure that they are relevant, serve the community and provide value for the Society and the molecular bioscience community
- To consider the scientific and community value aspects of any new Biochemical Society-owned products or services and ensure that the Society's interests are served in any new ventures or collaborative arrangements
- To report to the SAC on the contribution of publishing activities towards the Society's objectives
- To keep under review scientific policy and standards for the Biochemical Society portfolio of journals as a whole, in line with Biochemical Society policy, including advising on desirable policy changes
- Ensure that Biochemical Society-owned publications are run in line with scholarly publishing best practice in terms of ethics (i.e. in line with Committee on Publication Ethics guidelines)
- To respond to cases of dispute involving Biochemical Society-owned publications escalated from Editorial Committees/Boards via approved management and governance procedures
- To approve the appointment of members of Editorial Boards and Committees by PPL Board, according to agreed governance procedures

Relationship with journal Editorial Boards

The Publications Committee should receive the summary minutes of journal Editorial Committee/Board meetings and vice versa (excluding confidential items discussed by the Publications Committee)

⁵ Note: Any third party publications contracted to Portland Press Limited would not fall within the remit of this committee.

Policy Advisory Panel

Following the comments made during the audit stage of the Review, and in light of the majority of Biochemical Society policy work being undertaken by, and in collaboration with, the Royal Society of Biology, the Working Party felt that the committee in its current form was not appropriate.

The Working Party considers the implementation of an advisory panel and a new Honorary Secretary position an appropriate response to these conclusions. (Further information on the latter is provided further below in this document.)

The key benefits to reconstituting the Committee as an Advisory Panel are:

- Increased flexibility in frequency of meetings (less need to have scheduled well in advance, can react to matters of policy importance swiftly)
- Increased flexibility in composition (a formally constituted committee requires a set number of members. An Advisory Panel can be of variable size dependent upon the matters under discussion)
- Opportunity for wider breadth of expertise (An advisory panel can be formed from a selection of available and interested parties, with sufficient expertise in the matters under discussion)
- Constitution of committee can vary dependent upon the requirements of the Biochemical Society (e.g. can be made more, or less formal, depending upon need arising from work with Royal Society of Biology)
- Retains ability to represent the Biochemical Society on matters of science policy. Removal of the committee altogether would prevent this.

Dissolution of Remuneration Committee

Currently, the remunerations committee is constituted of the Chair, Vice-Chair, Honorary Treasurer and Chair of the Portland Press Ltd Board, and is attended by the CEO and Deputy CEO & Director of Finance. The Working Party feels that the function of this committee: to set and evaluate the remunerations policy for the organisation; approve individual variations/increases in salary; approve distribution of bonuses and approve the implementation of new employee roles, is more appropriate viewed as a function of both the Executive Committee and the Senior Management. It is therefore proposed that the remits of the following are amended to include the noted authority/responsibility:

Executive Committee

- set and evaluate the remunerations policy for the organisation
- set and approve the available budget for annual performance related bonuses
- approve the implementation of new employee roles

Chief Executive Officer

- approve individual variations/increases in salary;
- approve distribution of bonuses

New Positions

Honorary Policy Officer

As per the proposals above, the Working Party recognises the need to amend the Governance Structure to more proportionally reflect the policy work undertaken by the society, in collaboration with the Royal Society of Biology, but equally recognises the importance of retaining a commitment to science policy within the governance structure. Currently, science policy is represented by the Chair of the Policy Committee. It is proposed that with the dissolution of the Policy Committee this role is retained but

renamed the Honorary Policy Officer. Additional amendments to the remit of this role will be made in-line with the recommendations for the advisory panel.

External advisors on key committees

It is a general and fiduciary responsibility of a Trustee/Director to ensure that committees contain adequate expertise within their members to ensure the best decisions are made, based on the best information available. To that end, in addition to the external role on the Audit Committee (above) it was proposed that the inclusion of external advisors on other committees would be wise. In particular, the Finance Committee and Publications Committee. These roles, and the related requirements, will be further expanded following discussion in the Executive Committee Meeting should this proposal be supported.

Local Ambassador Representative

This role will sit upon the Council of Trustees and will represent the Local Ambassador scheme, and encourage further grass-roots support from the membership.

This position will have clear Terms of Reference and criteria for the acceptability of candidates.

This position will have a three year term of office.

Student/Early Career Member

This role will sit upon the Council of Trustees and will represent the Undergraduate, Postgraduate and Early Career cohort of the membership, which is currently underrepresented on all committees.

This position will have clear Terms of Reference and criteria for the acceptability of candidates.

This position will have a three year term of office.

'Balance' positions (to a maximum of 2 posts)

These positions will only be occupied on the occasion that the Audit Committee considers there to be a fundamental skills gap on the Council of Trustees that cannot easily be filled through the appointments of new candidates for any vacant positions.

These positions will have a three year term of office.

Lay member of Executive Management Committee

This role will ensure additional objective input into the activities of the Executive Management Committee. It will be appointed from the membership and may not be held by any member that holds any other committee, board or Editorial Board position.

This position will have clear Terms of Reference and criteria for the acceptability of candidates.

Clarification and continuation

Finance Committee

Will continue with current remit focussing upon:

- Financial strategy and management
- Detailed budgetary strategy and management
- Investment strategy and management
- Biochemical Society Pension Scheme
- Monitoring impact of USS Pension Scheme

Will have an independent member with skills in financial management and strategy

A new Terms of Reference document will be created for this Committee ensuring consistency in documentation across the governance portfolio.

Awards Committee

This committee will continue with its current remit, and in-line with the development programme already in progress.

A new Terms of Reference document will be created for this Committee ensuring consistency in documentation across the governance portfolio.

Education, Training and Public Engagement Committee

This committee will continue with its current remit, and in-line with the development programme already in progress, including interaction with the Training Theme Panel.

A new Terms of Reference document will be created for this Committee ensuring consistency in documentation across the governance portfolio.

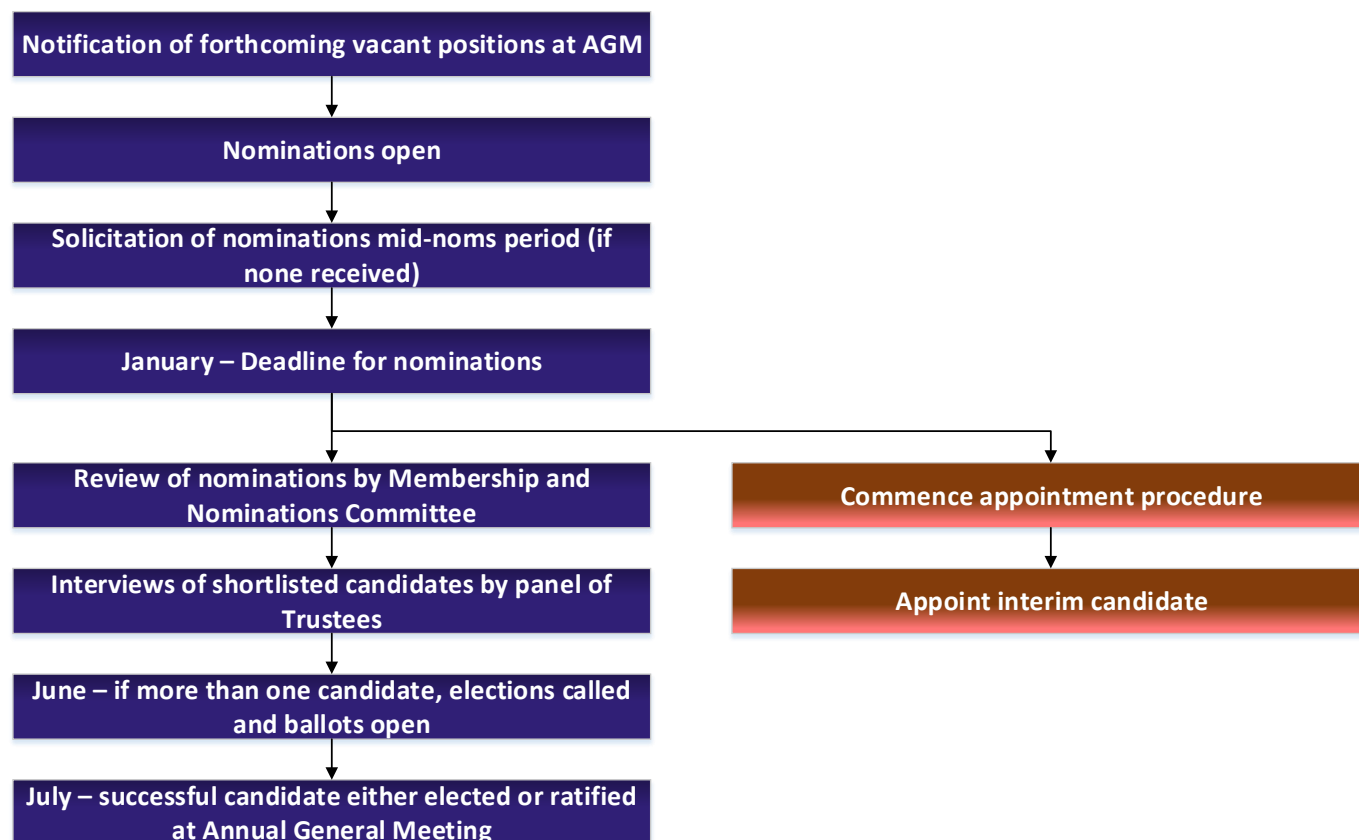
Portland Press Ltd Board of Directors

It is pertinent to note the location of the Portland Press Ltd Board in proposed structure. In the current structure, the Portland Press Board is presented in a similar manner to a sub-committee of the Executive Committee (e.g. Education Committee; Finance Committee etc.) which does not accurately portray the corporate relationship between the Biochemical Society and Portland Press. By repositioning this committee along-side the Council of Trustees, it reiterates Portland Press as a related, but separate legal and corporate entity. Additionally, by segregating the commercial area of the group from that of the Charity, the division in activities, and the separate governance, compliance and legislative environments within which these activities sit is reinforced.

Policies, terms of reference and governing documentation

Elections

Trustees (Directors)



- Interim Appointments: If a post-holder resigns from position mid-term, an election will be called at the next opportunity. The Council of Trustees may appoint an interim post-holder for the role. All interim appointments will be for a maximum of 18 months.
- No nominations: If no nominations for a soon to be vacant/vacant role are received the Council of Trustees may appoint an interim post-holder following the rules for 'Interim Appointments'
- Handover periods
 - President and Chair: A 'President Elect' and 'Chair Elect' will commence a handover period 12 months prior formally starting the role. They will shadow their counterparts and may actively engage in discussions.
 - All other 'electable positions': All other positions that will be filled via election will commence a handover period 6 to 12 months prior to formally starting the role. They will shadow their counterparts and may actively engage in discussions.
 - 'Positions Elect' may not vote as Committee Members or Trustees

Members of Sub-Committees of the Council of Trustees

Where possible it is intended that the appointment of members to Sub-Committees of the Council of Trustees is undertaken in-line with the above procedure as far as is practical. It is not intended that all Sub-Committee members are interviewed by panels comprised of Trustees however.

Committee Governance

All committee governance will be outlined by two main documents:

1. Standard policies for committees

This policy will detail the standard expectations for committees including:

- Meetings: standard policy for scheduling and notifying committee members
- Agenda and papers: standard policy for timeline for production and distribution of committee agendas and related papers
- Minutes: standard policy for timeline for production, review, distribution and reporting
- Decision making: standard policy for formalised decision making in the event that general consensus decision cannot be reached
- Effectiveness evaluations: standard policy for regular bi-annual review of committee function, remit and composition

2. Committee specific Terms of Reference

- Constitution
- Executive summary
- Duties
- Authority
- Membership
 - Including:
 - Frequency of meetings
 - Quorum
- Reporting (both in general and to the Annual General Meeting)
- Ownership of Terms of Reference (i.e. who can set and/or amend terms of reference for committee)

Committee Role Governance

The governance of all committee roles will be outlined by four main documents:

1. Standard policies for committee roles

- Attendance
- Communication
- Preparation

2. Role specific Terms of Reference

- Required skills
- Required experience
- Required representation at other committees/events (if appropriate)
- Term of office

3. Code of Conduct

- Fiduciary responsibilities (if appropriate)
- Financial and other conflicts of interest policy
- Bribery policy
- Collective decision making
- Confidentiality

- Employment best practice
- Trustee-employee relations best practice

4. Succession planning

- Staggered terms of office for all Trustee positions
- Staggered terms of office on all committees
- New election and appointments procedure

Governance Documentation

Should the above be accepted, the Membership are asked to **approve** the below:

1. Updated *Articles of Association* (*Appendix IV*)

Should the above recommendations be accepted by the Membership at the Annual General Meeting, an updated version of the *Articles of Association* will also need to be approved. Once approved this will immediately come into effect. A sufficient period for transitioning from one governance structure to another is incorporated into the document.

If the above recommendations are approved, the following updated documents will be updated and implemented:

1. Updated By-Laws

The secondary governing document of the Biochemical Society. This document will be updated via approval the Trustees (once the changes requiring special resolution have been passed). Text will expand on elements from the *Articles of Association* including matters of practical implementation.

2. New Governance Handbook

A concise summary of the main and standard rules of the Biochemical Society, in plain English.

Review and Approval

The recommendations outlined above can be divided into two distinct sections: those that require action from the Membership at the Annual General Meeting (or by using the Proxy voting system), and those that fall within the By-laws, and therefore under the jurisdiction of the Executive Committee (Trustees). Whilst the latter is ostensibly 'approved' the Working Party and Trustees would very much appreciate the comments and views of the Membership.

For clarity, you are asked for the following:

For approval by members at Annual General Meeting

To approve the collective proposals for:

- The implementation of the **Council of Trustees**
- The implementation of the **Executive Management Committee***
- The implementation of the amended **Audit Committee***
- The implementation of the revised role of **President**
- The implementation of the revised role of **Chair**
- The implementation of the new role of **Honorary Policy Officer**
- The implementation of the new role of **Local Ambassador Representative**
- The implementation of the new role of **Student/Early Career Member Representative**
- The implementation of the new roles of **Balance Member of Council of Trustees**
- The implementation of the new role **Lay Member of Executive Management Committee**
- The implementation of the new **Election Process***

Approve and accept the new *Articles of Association* (Appendix IV)

(Note: Following legal advice, those elements above marked with an * will be constituted in the By-laws of the Society and will not feature in depth in the *Articles of Association*. For clarity, the By-law entries regarding these elements are outlined in **Appendix V**)

The resolution to approve these recommendations (reviewed and supported by the Trustees) will be taken by a vote at the Annual General Meeting on the 6th of July. For those members not able to attend, they may cast their vote via the Proxy Voting Process outlined on the website alongside this document.

For comment by members at, or before, the Annual General Meeting

All other recommendations in this document have been approved by the Executive Committee (Trustees) but your comments would be most welcome. These can be submitted either at the Annual General Meeting itself, or in writing to:

FAO: Adam Hughes
Head of Group Projects and Governance
Biochemical Society
Charles Darwin House,
12 Roger Street,
London. WC1N 2JU

or

adam.hughes@biochemistry.org.

All responses submitted to these addresses will be passed on to the Working Party.

-End-

Adam Hughes / Head of Group Projects and Governance
June 2016

Appendix I: Members of the Executive Committee (as at June 2016)

Professor Sir David Baulcombe	President	Trustee
Professor Stephen Busby	Chair	Trustee
Professor Anne Dell	Vice-Chair	Trustee
Dr Nick Watmough	Honorary Treasurer	Trustee
Professor Nicola Gray	Honorary Membership Secretary	Trustee
Professor Sheila Graham	Honorary Meetings Secretary	Trustee
Professor Richard Reece	Chair, Portland Press Limited Board of Directors	Trustee
Professor Robert Beynon	Chair, Education Committee	Trustee
Professor David Carling	Chair, <i>Biochemical Journal</i> Editorial Board	Trustee
Professor Christopher Cooper	Member Elected from Council	Trustee
Dr Alan Wallace	Member Elected from Council	Trustee
Dr David Pye	Chair, Policy Committee	In attendance (Non-Trustee)
Professor Freddie Theodoulou	Science Editor, <i>The Biochemist</i>	In attendance (Non-Trustee)

Appendix II: Bank of questions used in Committee Effectiveness Survey

The majority of questions were statements about which respondents rated the level to which they agreed. Open ended questions enabled the submission of free-flow answers.

Committee Remit

1. I have a clear understanding of the purpose and function of the committee
2. The Committee has a clear understanding of its purpose and function
3. The remit of the Committee, as I understand it, is functionally appropriate
4. It is clear how the Committee interacts with related committees
5. The Committee effectively identifies subjects outside of its remit and passes them to an alternative and more appropriate committee

Composition, Skills and Experience

1. The current composition of the Committee is appropriate
2. Committee members have the appropriate skills and experience to fulfil their role (including financial literacy)
3. The Committee demonstrates appropriate industry knowledge
4. The Committee is sufficiently diverse
5. Members of the Committee demonstrate appropriate levels of independence
6. The Committee creates a succession and rotation plan for its members
7. The Committee has appropriate input into the process of selecting potential Trustees
8. New Committee members participate in an induction programme to educate them on the organisation, their responsibilities and the organisation's activities

Monitoring Activities and Driving Strategy

1. The Committee regularly receives appropriate information on related subject matter for consideration
2. The level of communication between the Committee and related parties (staff and consultants) is appropriate
3. There is a clear process for members of the Committee to request information on appropriate subject content
4. The Committee has a clear understanding of all key strategic and operational information relevant to its remit
5. I am aware of the strategic goals of the Committee
6. The Committee is aware of its strategic goals in relation to the greater Biochemical Society group strategy
7. The Committee fulfils its role of setting the strategic direction of the organisation

Decision Making

1. The Committee follows a clear decision making process
2. I am able to disagree with other members of the Committee and feel that my opinion is fully appreciated
3. When clear consensus is not met, appropriate measures are taken to ensure a decision is made based upon ballot/'Chair's action' or is set aside until additional information is available
4. 'Chair's action' is invoked only when appropriate and necessary
5. The Committee acknowledges the division between governance and management

Meetings

1. Committee meetings are organised properly in number, timing and location
2. The agenda and related papers are circulated sufficiently in advance of meetings to allow Committee members sufficient time to study and understand the information
3. Written materials provided to Committee members are relevant and concise
4. Committee meetings are conducted effectively, with sufficient time spent on significant or emerging matters of importance
5. Committee meeting are focused on the Committee's core roles
6. Committee meetings operated in a way that allows all to participate

7. All Committee members engage fully with matters under consideration
8. Committee members come to meetings well prepared
9. Committee members act in the organisations best interests
10. Committee meetings are chaired effectively
11. The Committee maintains adequate minutes of each meeting

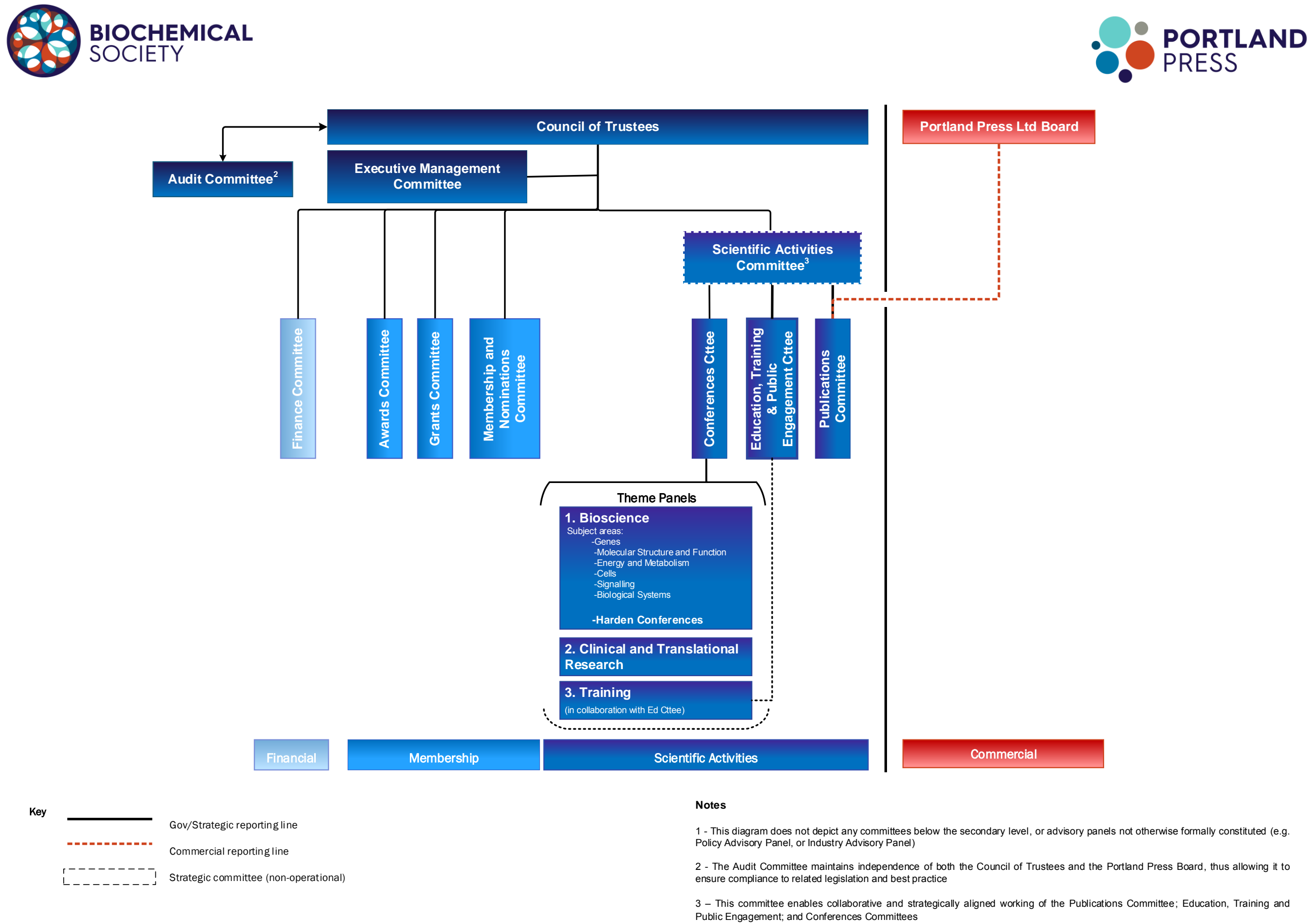
Financial and Audit Oversight

1. The Committee regularly considers and evaluates the financial health of the organisation
2. The Committee considers the quality and appropriateness of financial accounting procedures
3. The Committee monitors compliance with corporate governance regulations and guidelines
4. The Committee takes into account significant risks that may directly or indirectly affect the organisation
5. The Committee is consulted when management is seeking a second opinion on an accounting or auditing matter

Overall Evaluation

1. What does the Committee need to start doing?
2. What does the Committee need to stop doing?
3. Please conclude on the overall results of the survey taking into account the quantitative results of this self-assessment and the qualitative factors not considered above
4. Are there any comments you would like to make that do not 'fit' with any of the questions/pages above?

Appendix III: Proposed Governance Structure (large print)



Appendix IV: New *Articles of Association*

The following document has been drafted by the Biochemical Society's legal counsel (Mayer Brown International LLP) in-line with the proposals of the Governance Review working party.

Due to the implementation of Companies Act 2006, should any changes be made to the Society's governing document, the 'Memorandum' element of the governing constitution is to be incorporated into a single 'Articles of Association' document. The format and objects of the Society however remain unchanged.

**THE BIOCHEMICAL SOCIETY
ARTICLES OF ASSOCIATION**

As adopted by special resolution on..... 2016

A Company (No. 00892796) limited by guarantee and not having a share capital
Registered in England and Wales

Charles Darwin House, 12 Roger Street, London, WC1V 2JU

Telephone: 020 7685 2430

E-mail: genadmin@biochemistry.org

<http://www.biochemistry.org>

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

DEFINITIONS AND INTERPRETATION

1 In these Articles, if not inconsistent with the subject or context:

“Act” means the Companies Act 2006 but so that any reference shall be deemed to include a reference to any statutory modification or re-enactment of that Act for the time being and from time to time in force.

“Address” means, in relation to an electronic communication, any number or address used for the purposes of that communication.

“Articles” means these articles of association as duly amended or altered from time to time.

“Audit Committee” means the audit committee of the Society, established by the Council of Trustees in accordance with Article 25.

“Auditors” means the duly appointed auditors of the Society from time to time.

“By-laws” means any rules or by-laws of the Society for the time being and from time to time established and adopted under and pursuant to Article 39.

“Committee” has the meaning given in Article 25.

“Conference Committee” means the conference committee of the Society, established by the Council of Trustees in accordance with Article 25.

“Council of Trustees” means the board of Directors of the Society, as described in further detail in Articles 22 to 33 (inclusive).

“Director” means a director of the Society. Directors are also charity trustees of the Society as defined by section 97(1) the Charities Act 1993.

“Editorial Board” means the committee established by the directors of Portland Press Limited with respect to the editorship of the contents of journals owned by the Biochemical Society and published periodically by Portland Press Limited on behalf of the Society.

“electronic communication” means any communication made in “electronic form” as defined in the Act.

“Executive Management Committee” means the executive management committee of the Society, established by the Council of Trustees in accordance with Article 25.

“Finance Committee” means the finance committee of the Society, established by the Council of Trustees in accordance with Article 25.

“Member” means a member of the Society admitted in accordance with these Articles.

“Objects” means the objects of the Society as set out in Article 16.

“Portland Press Limited” means Portland Press Limited, a private company limited by shares incorporated in England and Wales and registered with company number 02453983 and being a wholly owned subsidiary of the Society.

“President” means the president of the Society, as described in further detail in Articles 19 to 21 (inclusive).

“Theme Panel” means a sub-committee of the Conference Committee, established to address a specific theme or area of the Society's scientific remit.

“Trustees Annual Report” means the statutory report and annual accounts of the Society.

- 2 In these Articles, unless stated otherwise or where the context requires otherwise, any reference to:
 - (a) the masculine, feminine or neuter gender respectively includes the other genders;
 - (b) the singular includes the plural (and vice versa);
 - (c) a person includes any individual, partnership (whether of limited liability or otherwise), firm, company, corporation, government, state or agency of state, federation, society, association or any other body of persons or associations, whether corporate or unincorporated, or legal entity, wherever and however incorporated or established.
- 3 Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings when used in these Articles.
- 4 Headings used in these Articles are inserted for convenience only and shall not affect construction.
- 5 Where pursuant to any provision of these Articles any notice, appointment of proxy or other document contained in an electronic communication is required to be signed or executed by or on behalf of any person, that signature or execution shall include the affixation by or on behalf of that person of an electronic signature (as defined in the Electronic Communications Act 2000) in such form as the Council of Trustees may approve.

MEMBERS

- 6 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Society in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:
- (a) payment of the Society's debts and liabilities contracted before he ceases to be a Member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.
- 7 The subscribers to the memorandum of association of the Society and such other persons as shall be admitted to membership in accordance with the provisions hereinafter contained in these Articles or in the By-laws or in any previous articles of association of the Society shall be Members. No person shall be admitted as a Member unless his application for membership is duly approved by or on behalf of the Council of Trustees.
- 8 There shall be no limit to the number of persons who the Council of Trustees may admit as Members.
- 9 The provisions of Sections 113, 114, 121, and 128 of the Act shall be observed by the Society and every Member of the Society shall either sign a written consent to become a Member or sign the register of Members on becoming a Member or (as the case may be and in either case) procure that its duly authorised signatory shall sign the same.
- 10 The Society shall have such categories of Members as the Council of Trustees shall consider appropriate and the Council of Trustees shall determine into which category of membership each Member shall be designated. The rights, privileges and conditions of membership of the Members in each such category shall be stipulated in the By-laws.
- 11 The acceptance by each Member of membership of the Society shall be deemed to imply an agreement by each such Member to be bound by the Articles, the By-laws and all other regulations of the Society from time to time in force.
- 12 Persons who are in any way interested in or concerned with biochemistry, molecular or cellular biology, whether in a professional, academic or amateur capacity, shall be eligible for admission to membership of the Society and registration as Members.
- 13 Subject to the proviso set out in Article 39, the provisions of Articles 7 to 12 (inclusive) may be supplemented, clarified and supported by By-laws.

RETIREMENT OF MEMBERS

14 A Member will cease to be a Member:

- (a) if he resigns by giving notice to the Society;
- (b) if an individual, upon his death, or if he becomes of unsound mind, or is convicted of any indictable offence for which he is sentenced to a term of imprisonment;
- (c) if any subscription or membership fee due to the Society remains outstanding after two written requests for payment have been issued to such Member by the Society following the due date for payment (the second of such requests not to be issued by the Society within one calendar month of the first);
- (d) (except in the case of a Director) if he is removed from the membership in accordance with any provision of the By-laws; or
- (e) if, in the opinion of the Council of Trustees, the interests of the Society require that his membership be terminated provided that, if requested by or on behalf of the Member in question, the resolution of the Council of Trustees to terminate his membership shall be referred to the Members in general meeting for approval. At such meeting the Member in question, or the appointed representative thereof, shall be given an opportunity and speak on his own behalf (or, in the case of an appointed representative, on behalf of the Member he represents) but shall not be entitled to a vote on any resolution of the Members in connection with the relevant resolution of the Council of Trustees. The approval of the relevant resolution of the Council of Trustees shall require to be given by not less than two thirds of the Members present, either in person, by authorised representative or by proxy, and entitled to vote on such resolution.

No Member is entitled to any refund of subscription or membership fee on his ceasing to be a Member for any reason. Membership of the Society is not transferable. In relation to a Member which is a partnership, firm, body corporate, federation, society, association, or other form of legal entity other than an individual and notwithstanding any other provision in the Articles, upon such Member ceasing to be a Member for any reason it shall procure that all persons holding any office on the Council of Trustees, the Executive Management Committee or any other Committee in the capacity as its authorised representative shall forthwith resign from and vacate such office.

ORGANISATION

15 The Society shall have a President and a Council of Trustees, the respective responsibilities and duties of which shall be as set out or referred to in these Articles. Committees may be established and dissolved by the Council of

Trustees from time to time pursuant to Article 25. In particular, the Society shall have an Executive Management Committee, the composition, responsibilities and duties of which shall be as set out or referred to in the By-laws and/or the relevant terms of reference determined by the Council of Trustees.

OBJECTS AND POWERS

- 16 The objects ("**Objects**") for which the Society is established are to promote the science of biochemistry and the cellular and molecular life sciences in general.

In furtherance of the above Object but not otherwise the Society shall have power:

- (a) To afford the Members opportunities for the interchange of opinions and for the discussion and/or debate of matters relating to research connected with biochemistry and the cellular and molecular life sciences; the teaching of biochemistry and the cellular and molecular life sciences and any matter of research, education or policy affecting the life sciences in any part of the world and to promote liaison and dialogue between Members and between the Members and other persons and organisations with respect to any of the purposes aforesaid.
- (b) To conduct and hold or assist in the conducting and holding of meetings for the purpose of making demonstrations or exhibitions of experiments, apparatus or specimens and for the purpose of making communications, printed or oral, relating to biochemistry, and to publish such reports, journals or other publications either in its own name or jointly with other persons as the Society may from time to time determine.
- (c) To purchase take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of its Objects and to construct, maintain, alter and improve any buildings or erections necessary or convenient for the work of the Society.
- (d) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its Objects.
- (e) To set up, establish, support, undertake or execute any charitable trusts, associations or institutions which may lawfully be undertaken by the Society and may be conducive to these Objects.
- (f) Subject to such consents as may be required by law to borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.
- (g) To invest the moneys of the Society not immediately required for its purpose in or upon such investments, securities or property as the

Directors or the Members may think fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided in these Articles.

- (h) To invest the moneys of the Society in shares of a private company or companies limited by shares or in any society, association, institution, federation, organization, partnership (whether of limited liability or otherwise) or other body of persons, whether corporate or unincorporated, in any country or territory.
- (i) To set up, establish and/or support or aid or participate in the setting up, establishment and/or support of any charitable association, institution, federation or other partnership (whether of limited liability or otherwise) or body of persons or organisations, whether corporate or unincorporated, and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or any such association, institution, federation or body of persons or organisations or calculated to further the Objects of the Society.
- (j) To set up, establish, support and maintain, or procure the setting up, establishment, support and maintenance of, contributory or non-contributory pension or superannuation funds or schemes for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, federation, society, club, other establishment or fund, the support of which may, in the opinion of the Society, be calculated directly or indirectly to benefit the Society in the attainment of these Objects or any of them or any such persons, or which may be connected with any place where the Society carries on its activities; to set up, institute and maintain any profit-sharing scheme for the benefit of such persons; and to lend money to any such persons or to trustees on behalf of such persons to enable any such funds or schemes to be set up, established and/or maintained; the said "persons" referred to are any individuals who are or were at any time in the employment or service of the Society or its predecessors or of any company which is or has been the holding company or a subsidiary of the Society or of the Society's holding company or who are or were at any time Directors or officers of the Society or of such other company as aforesaid, and the spouses, widows, widowers, families, relatives or dependants of any such persons provided that such persons shall not include Members in their capacity as Members.
- (k) To co-operate with other institutions, organisations, federations, charities, voluntary bodies and statutory authorities or persons, in each case whether corporate or unincorporated, operating in furtherance of any or all of these Objects or similar charitable purposes and to exchange information and advice with them.

- (l) To make grants or loans of money and to give guarantees and indemnities on any terms; and to support and subscribe to any charitable or public object.
- (m) To provide indemnity insurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Society: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as Directors.
- (n) To amalgamate with or support any other charity, society, federation, organisation, partnership (whether of limited liability or otherwise), company or undertaking whose objects may (in the opinion of the Directors) advantageously be combined with these Objects.
- (o) To sell or otherwise dispose of the whole or any part of the business or property of the Society, either together or in parts or portions, and to accept anything of value in return.
- (p) To do all or any of the things or matters permitted by these Articles in any part of the world, and as principal, agent, contractor or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (q) To do all such things as are incidental or necessary to the attainment of the above Objects or any of them.

Provided that the Objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisation of employers.

- 17 The income, capital and property of the Society shall be applied solely towards the promotion of the Objects of the Society as set forth in these Articles and no part thereof shall be paid or transferred, directly or indirectly, whether by way of dividend, bonus or otherwise howsoever by way of profit, to Members and no Director or Member shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society provided that nothing herein shall prevent any payment by the Society:

- (a) of reasonable and proper remuneration to any Member, officer or servant of the Society not being a member of its Council of Trustees for any services rendered to the Society;

- (b) of interest on money lent by any Director or Member at a reasonable and proper rate per annum not exceeding two per cent less than the base lending rate prescribed for the time being by a clearing bank selected by the Directors or three per cent, whichever is the greater;
- (c) of reasonable and proper rent for premises let to the Society by any Director or Member;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may be member holding not more than $\frac{1}{100}$ th part of the issued capital of the Society;
- (e) of reasonable out-of-pocket expenses to any Director, Member, officer, employee or servant of the Society; and
- (f) of any premium in respect of indemnity insurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Society: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as Directors of the Society.

18 The registered office of the Society will be situated in England.

THE PRESIDENT

- 19 The President shall be appointed in accordance with the provisions of Articles 34 to 37 (inclusive). No person who is not a Member or a duly authorised representative of a Member shall be eligible for election or appointment as President.
- 20 The President shall be elected to serve in such office for a maximum term of five years in accordance with the provisions of Articles 34 to 37 (inclusive). Once the approved period of continuous tenure of office as President has been completed, the President shall cease to be, and shall vacate his office as, President and shall be ineligible for re-election as President until a further period of one calendar year shall have elapsed.
- 21 The President is entrusted to promote and pursue the aims of the Society with both the government of the United Kingdom and external bodies and shall have the power to involve himself in all aspects of the Society's activities. Subject to the provisions of these Articles, the President shall preside over the general

meetings of the Members and over all meetings of the Council of Trustees and shall call such meetings of the Council of Trustees (in addition to the prescribed meetings) as may be requested by at least five members of the Council of Trustees in accordance with Article 31. The person appointed as President shall be a Director and, if he is not already a Director at the date on which his appointment as President takes effect, then he shall be appointed as a Director on that date and such appointment shall, if necessary, be duly ratified and confirmed at the next occurring meeting of the Council of Trustees following such date of appointment.

THE COUNCIL OF TRUSTEES

- 22 The board of Directors of the Society shall be called the Council of Trustees.
- 23 Subject to the provisions of the Act, these Articles and any directions given by special resolution, the business and affairs of the Society will be managed by the Directors who may exercise all the powers of the Society. No alteration of the Articles and no such direction will invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The Directors shall also be the charity trustees of the Society within the meaning of Section 97(1) of the Charities Act 1993.
- 24 The funds, capital, property and surpluses of the Society shall be under the control of the Council of Trustees, who shall have power to expend, invest, distribute or in any way deal with the same for the promotion of the Objects as they think fit.
- 25 The Council of Trustees may delegate any of the powers which are conferred on it under these Articles:
- (a) to such person or to such committee (consisting of one or more Directors or non-Directors);
 - (b) by such means (including by power of attorney);
 - (c) to such extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions,

as they shall decide, including (but not limited) to the Executive Management Committee, the Finance Committee, the Audit Committee, and any other committee ("**Committee**") established from time to time by the Council of Trustees in accordance with these Articles. The Council of Trustees shall determine the composition and terms of reference for each Committee. Subject to any conditions imposed by the Council of Trustees, the proceedings of a Committee with two or more members must be governed by the Articles and By-laws regulating the proceedings of the Council of Trustees, so far as they are capable of applying.

- 26 Subject to Article 27, the Council of Trustees shall consist of the following persons (each of whom shall be a Director), to the extent that they have been appointed from time to time in accordance with Articles 34 and 37 (inclusive):
- (a) President;
 - (b) chairman of the Executive Management Committee;
 - (c) Honorary Treasurer;
 - (d) Honorary Meetings Secretary;
 - (e) Honorary Membership Secretary;
 - (f) Honorary Policy Officer;
 - (g) the chairman of each Committee;
 - (h) the chairman of each Theme Panel;
 - (i) the chairman of the board of directors of Portland Press Ltd;
 - (j) the Local Ambassador Representative;
 - (k) one Student/Early Career Member Representative; and
 - (l) such Members (up to a maximum of two) as are deemed to be required by the Audit Committee in accordance with its terms of reference (as determined by the Council of Trustees from time to time).
- 27 There shall be no maximum number of Directors, but the minimum number of Directors shall be eight, including at all times persons appointed to the following roles: President; chairman of the Executive Management Committee; Honorary Treasurer; Honorary Meetings Secretary; Honorary Membership Secretary; Honorary Policy Office; and chairman of the board of directors of Portland Press Ltd.
- 28 Where the total number of Directors is less than eight or does not include persons appointed to the roles set out in Article 27, the continuing Directors may act only for the purpose of filling vacancies (including by way of the appointment of an interim officer pursuant to Article 37) such that Article 27 is complied with or for the purposes of holding general meetings.
- 29 Without prejudice to the generality of Articles 23, 24 and 25, the Council of Trustees shall have the power to:
- (a) establish and evaluate the overall scientific and organisational strategy of the Society (including in relation to policy, education, meetings, and publishing);

- (b) establish (in collaboration with the directors of Portland Press Ltd) and evaluate the key organisational aims and objectives of Portland Press Ltd;
 - (c) review and evaluate reports provided by the Executive Management Committee regarding the operation and management of the Society;
 - (d) review and evaluate reports provided by the Committees regarding the activities of such Committees;
 - (e) review and approve recommendations made by the Executive Management Committee;
 - (f) receive and approve budgets, accounts and financial reports under recommendation from the Finance Committee;
 - (g) receive and approve audit reports (including the Trustees Annual Report) in co-ordination with the Audit Committee;
 - (h) review and approve officer and Committee terms of reference, standard governance policies and procedures recommended by the Executive Management Committee (or amendments thereto);
 - (i) at its discretion, invite any Member who is not a Director to attend, or to nominate an authorised representative to attend, meetings of the Council of Trustees and address the Council of Trustees when any matter of particular relevance to such Member is being discussed provided that no such Member or representative shall count in the quorum of any such meeting nor shall he be entitled to a vote on any question or matter before the Council of Trustees;
 - (j) incorporate and establish subsidiaries of the Society for any purpose considered by the Council of Trustees to be in the interests of the Society; and
 - (k) approve, authorise and make payment on behalf of the Society of any honoraria, remuneration, funding, grant, bursary or subsidy of any kind to any Member, Director, Committee or member thereof, regional representative of the Society or any of the Society's scientific groupings or representatives thereof, subject in all cases to the provisions of Articles 17 and 38.
- 30 Subject to the provisions of the Articles, the Council of Trustees may regulate its proceedings as the Directors think fit.
- 31 The Council of Trustees shall meet together on at least three occasions in each calendar year. The President throughout the duration of his term of office (or in his absence a member of the Council of Trustees elected by those members of the Council of Trustees present and eligible to vote at the relevant meeting) shall preside as chairman at each meeting of the Council of Trustees. The President shall also convene a meeting of the Council of Trustees if requested to do so by

five or more Directors. Any such meeting shall be convened on not less than thirty days' notice in writing to all members of the Council of Trustees. A member of the Council of Trustees who is absent from the United Kingdom shall not be entitled to receive notices of meetings of the Council of Trustees.

- 32 The quorum for the transaction of business of the Council of Trustees shall be five Directors, save that where the number of directors in office is less than five the Directors may act for the purposes specified in Article 28.
- 33 Questions arising at any meeting of the Council of Trustees shall be decided by a majority of votes. In cases of an equality of votes the President (or other member of the Council of Trustees presiding as chairman of the relevant meeting in accordance with Article 31) shall have a second or casting vote in addition to any other vote he may have.

APPOINTMENT OF DIRECTORS

- 34 The Directors listed in the first column below shall be appointed in accordance with the provisions of Articles 35 to 37 (inclusive) and, once duly appointed, may serve continuously in such office for such period as the Council of Trustees shall determine, subject to the minimum and maximum periods set out in the second column below:

Role	Term
President	Max. 5 years
Chair of the Executive Management Committee	Max. 5 years
Honorary Treasurer	Max. 5 years
Honorary Meetings Secretary	Max. 5 years
Honorary Membership Secretary	Max. 5 years
Honorary Policy Officer	Max. 5 years

Chairmen of the sub-committees of the Council of Trustees	Max. 5 years
Chairmen of Theme Panels	Min. 3 years / Max. 7 years
Chairman of Portland Press Ltd board of directors	Min. 5 years / Max. 7 years
Local Ambassador Representative	Max. 3 years
Student/Early Career Member Representative	Max. 3 years
Balance Members (if required, as determined by the Audit Committee)	Max. 3 years

- 35 Subject to Article 37, appointment of the various Directors set out in Article 34 shall be by way of election by the Members or by way of appointment by the Council of Trustees (without election) where the nominee is unopposed for the relevant role (or where the Council of Trustees determines that there is only one suitable nominee), with details of anticipated vacancies (including details of any positions held by interim officers who are to be replaced) being notified to the Members at each Annual General Meeting. The process for nominations and elections shall be determined by the Council of Trustees (as set out in the By-laws or any relevant Committee terms of reference) and shall conclude no later than the next Annual General Meeting.
- 36 Once elected, each Director shall take office on such date as shall be determined by the Council of Trustees, such date to be no later than twelve months from the date of election.
- 37 In the event that there are no nominations for a particular Director vacancy, or an officer resigns or is removed from office before his replacement has been appointed (or there is a vacancy for any other reason), the Council of Trustees may appoint an interim officer. Such interim officer shall serve as a Director until he is replaced (or nominated and elected to office himself) by way of election in accordance with Article 35.

ADMINISTRATION

- 38 None of the Directors shall be entitled to any remuneration by virtue of such office but remuneration may be paid by the Society to them in respect of services provided by them in connection with the editing or preparation of the Society's own journals or publications or otherwise relating thereto provided that: (a) the amount of any such remuneration does not exceed the amount of any payment which would be payable by the Society to a third party for the provision to the Society of similar services; and (b) no Director shall vote at any meeting of the Council of Trustees on a question relating to the payment to him of any such remuneration or to the amount thereof (c) the number of Directors in receipt of such honoraria shall not at any time exceed 16. Without prejudice to the foregoing provisions of this Article, the Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Council of Trustees, the Executive Management Committee or any Committee or general meetings of the Society or otherwise in connection with the discharge of their duties of office.
- 39 The Council of Trustees shall have the power to adopt and make, alter or revoke By-laws for any purpose that they shall deem necessary, expedient or convenient from time to time for the proper, effective and efficient operation, conduct and management of the Society or the furtherance of the Objects. It is expressly declared that, without prejudice to the powers of the Council of Trustees to adopt, make, alter or revoke By-laws on any matter pursuant to the foregoing sentence of this Article, the following shall (without limitation) be deemed to be matters which may be governed or regulated by By-laws within the meaning of this Article:
- (a) the admission and classification of Members and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - (b) the rights and privileges to be accorded to, and the qualifications, restrictions and conditions imposed on Members;
 - (c) the conduct of Members in relation to one another, and to the Society's servants;
 - (d) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
 - (e) the establishment of rules governing and regulating the Committees and any other group formed in connection with the various branches of the Society's activities, including (without limitation) the appointment, removal, qualification, disqualification, duties, functions, powers,

obligations and privileges of the members of such Committees or other groups;

- (f) the procedure at general meetings of the Members and/or meetings of the Council of Trustees, Executive Management Committee or the Committees in so far as such procedure is not regulated by these Articles; and
- (g) generally, all such matters as are commonly the subject matter of company rules or by-laws,

provided that if there is a conflict between the terms of these Articles and any By-laws established under and pursuant to this Article, the terms of these Articles shall prevail.

- 40 The Directors shall adopt and use such means as they think fit (including, without limitation, the use of electronic communications) to bring to the notice of the Members all By-laws and all amendments thereto. Without prejudice to the foregoing sentence, the By-laws shall be binding on all Members and no Member shall be absolved of compliance with the By-laws by reason of his not having received a copy of the same, or of any amendments thereto, or otherwise having no notice of them.
- 41 No person shall be disqualified from being or becoming the President, a Director or a member of the Executive Management Committee or any other Committee by reason of his attaining or having attained the age of seventy years or any other age.
- 42 The office of Director shall be vacated by a person:
 - (a) at the end of his term in office as determined in accordance with Articles 34 or 37;
 - (a) with respect to the Local Ambassador Representative only, at such time as he or she ceases to be a "Local Ambassador" pursuant to the rules of the Local Ambassador Scheme published on the Society's website from time to time;
 - (b) with respect to the Student/Early Career Member Representative, at such time as his or her category or membership of the Society ceases to be classed as "Undergraduate", "Postgraduate" or "Early Career" (as defined by the admission requirements specified on the Society's website and as amended from time to time);
 - (c) if he becomes bankrupt or he makes any arrangement or composition with his creditors generally;
 - (d) if he is, or may be, suffering from mental disorder and either:

- (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
- (ii) an order is made, by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder, for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
- (e) if he, or (as the case may be) the Member of whom he is the authorised representative on the Council of Trustees, ceases to be a Member;
- (f) if by notice in writing to the Society he resigns his office;
- (g) if he ceases to be a Director by virtue of any provision of the Act, or he becomes prohibited by law from being a company director or he becomes disqualified from acting as a trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (h) if he is removed from office by notice in writing served upon him, signed by all his co-Directors;
- (i) if he is absent from three successive meetings of the Council of Trustees without leave, unless prevented by illness, unavoidable accident or other cause which may seem to the other Directors to be sufficient and the Council of Trustees resolves that his office as a Director should be vacated; or
- (j) if he is convicted of an indictable offence for which he is sentenced to a term of imprisonment,

provided that, without prejudice to any of the provisions of Article 14 and where applicable, nothing in this Article 42 shall cause or require any Director who vacates any such office in consequence of and pursuant to this Article to resign as a Member.

- 43 The Society may from time to time in general meeting increase or reduce the number of members of the Council of Trustees and determine in what rotation such increased or reduced number shall retire from office, and may make the appointments necessary for effecting any such increase.
- 44 A meeting of the Council of Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles or the By-laws for the time being vested in the Council of Trustees generally.

- 45 All acts done by any meeting of the Council of Trustees or of any Committee, or by any person duly authorised by the Council of Trustees to act on behalf of the Society, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any member of the Council of Trustees, or Committee, or such duly authorised person, or that they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be valid as if every such person had been duly appointed and was qualified or had continued in office and had been entitled to vote or undertake such act.
- 46 The President shall cause proper minutes to be made of the proceedings of all Council of Trustees meetings and meetings of the Executive Management Committee and all Committees and all business transacted at such meetings, and any such minutes of any meetings, if purporting to be signed by the chairman of such meetings, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 47 A meeting of the Council of Trustees may, subject to notice of it having been given or dispensed with in accordance with these Articles, be for all purposes deemed to be held when the members of the same are in communication by telephone, television or some other audio visual medium or by internet or other on-line communications medium with the other members of the same and all of those members agree to treat the meeting as properly held, provided that the number of the said members participating in the communication constitutes a quorum of the Council of Trustees as stipulated by these Articles. A resolution made by a majority of the said members in pursuance of this Article will be as valid as it would have been if made by them at an actual meeting duly convened and held.
- 48 A resolution in writing or otherwise contained in an electronic communication, signed or approved by all the members of the Council of Trustees entitled to receive notice of, and vote at, a meeting of the Council of Trustees will be as valid and effective as if it had been passed at a meeting of the members of the Council of Trustees duly convened and held. The resolution may consist of several documents in the same terms each signed by one or more members of the Council of Trustees.
- 49 Any business of the Council of Trustees may be conducted by electronic communication.

CONFLICTS OF INTEREST

- 50 Whenever a Director has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Directors, or a committee of the Directors or in any transaction or arrangement with the Society (whether proposed or already entered into), the Director concerned shall:

- 50.1.1 declare an interest at or before any discussion on the item;
 - 50.1.2 withdraw from any discussion on the item save to the extent that he is invited expressly to contribute information;
 - 50.1.3 not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
 - 50.1.4 withdraw during the vote and have no vote on the item.
- 51 Articles 50.1.2 to 50.1.4 shall not apply where the matter to be discussed is in respect of a policy of insurance as authorised in these Articles.
- 52 If a conflict of interests arises for a Director, which may but need not be because of a duty of loyalty owed to another organisation or person, and the conflict is not authorised by virtue of any other provision in the Articles, then, on the matter being proposed to the Directors, the unconflicted Directors as relevant may authorise the conflict of interests (the **authorised conflict**) subject to the conditions in Article 53.
- 53 A conflict of interests may only be authorised under Article 52 if:
- 53.1.1 the unconflicted Directors consider it is in the interests of the Society to do so in the circumstances applying;
 - 53.1.2 the procedures of Article 50 are followed in respect of the authorised conflict; and
 - 53.1.3 Article 17 is complied with in respect of any direct or indirect benefit to the conflicted Director which may arise from the authorised conflict.
- 54 Where a conflict is authorised in accordance with Articles 52 and 53 above, the unconflicted Directors, as they consider appropriate in the interests of the Society, may set out any express terms of the authorisation, which may, but need not, include authorising the conflicted Director:
- 54.1.1 to disclose information confidential to the Society to a third party;
or
 - 54.1.2 to refrain from taking any step required to remove the conflict,
- and may impose conditions on the authorisation.

GENERAL MEETINGS

- 55 The Society shall hold a general meeting of the Members in each calendar year as its Annual General Meeting at such time and in such place as may be determined by the Council of Trustees provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Society holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 56 The Council of Trustees may whenever they think fit convene a general meeting, and general meetings shall also be convened on requisition duly made pursuant to Section 303 - 305 of the Act or by not less than fifty Members of the Society (in which event the provisions of Sections 303 - 305 of the Act shall apply as if such requisitions had been made thereunder). Any such general meeting shall be convened for a date not later than twenty eight days after the date of the notice convening the meeting.
- 57 Twenty one days' notice in writing at the least of every general meeting (exclusive in every case both of the day on which it is served or deemed to be served in accordance with the Articles and of the day on which it is given) shall be given; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act a meeting may be convened by such notice as those Members may think fit. Subject to the provisions of these Articles, the notice shall be given to all Members, all Directors and to the Auditors and shall specify the place, the day and the hour of the meeting, the general nature of the business to be transacted and, in the case of the Annual General Meeting, shall specify the meeting as such.
- 58 The accidental omission to give notice of a meeting to, or the non-receipt of such notice, by any person entitled to receive notice thereof shall not invalidate the proceedings of, or any resolution passed at, that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 59 No business shall be transacted by any general meeting of the Members unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten Members present, whether in person, by duly authorised representative, or by proxy, and entitled to vote upon the business to be transacted at the meeting shall be a quorum.
- 60 If within half an hour after the time appointed for the holding of a general meeting of the Members a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such other day and such other time and place as the Council of Trustees may determine, and if at such adjourned meeting a quorum is not present

within half an hour from the time appointed for holding the meeting the Members present, whether in person, by duly authorised representative, or by proxy, shall be a quorum.

61 The President shall preside as chairman at every general meeting of the Members, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Chair of the Executive Management Committee shall preside but if at any meeting he shall not be present within fifteen minutes after the time appointed for the holding of the same or shall be unwilling to preside the Members present shall choose another member of the Council of Trustees, or if no such member be present, or if all the members of the Council of Trustees present decline to take that chair, they shall choose some other Member or authorised representative of a Member who shall be present to preside as chairman of the meeting for the purpose of the meeting only.

62 The chairman of a general meeting of the Members may (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, in the following circumstances:

- (a) with the consent of a meeting at which a quorum is present;
- (b) where in his unfettered judgement it is impossible for all the Members present to take part in the debate and to vote;
- (c) in the event of his considering that disorder is occurring.

No business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a general meeting of the Members is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjourned meeting, or of the business to be transacted at an adjourned meeting.

63 At any general meeting of the Members a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands, a poll is demanded by:

- (i) the chairman of the meeting; or
- (ii) at least five Members present in person, by their authorised representative or by proxy, or
- (iii) by those Members present in person, by their authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting,

and, unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular

majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Society, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 64 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting. A demand so withdrawn will not be taken to have invalidated the result of a show of hands declared before the demand for the poll was made.
- 65 Subject to Article 66, if a poll is demanded in any manner as referred to in Article 63, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct (which may or may not include the appointment of scrutineers who need not themselves be Members or representatives of Members), and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 66 A poll may not be demanded in the case of a vote on the election of a chairman of a general meeting of the Members or on any question of adjournment of any such meeting.
- 67 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 68 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote in addition to any other vote he may have.

WRITTEN RESOLUTIONS

- 69 Save for a resolution to remove a Director before the expiration of his period of office or to remove an auditor before the expiration of his term of office, any resolution of the Members may be proposed and passed as a written resolution in accordance with the Act.
- 70 Any resolution of the Members for which the Act does not specify whether it is to be passed as an Ordinary Resolution or a Special Resolution, shall be passed by a simple majority of the Members.
- 71 A written resolution shall lapse if it is not passed before the end of 28 days beginning with the date on which the resolution is circulated in accordance with the Act.

VOTES OF MEMBERS

- 72 Save as otherwise provided in these Articles, every Member shall have one vote.
- 73 Save as otherwise provided in these Articles, no Member other than a Member duly registered and who shall have paid every subscription and other sum (if any) which shall be due to and payable to the Society in respect of his membership, shall be entitled to vote on any question either personally, by its authorised representative or by proxy, or as a proxy for another Member, at any general meeting of the Members.
- 74 A Member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Society.
- 75 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Council of Trustees may determine; and
 - (d) is delivered to the Society in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 76 The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. In default of any other form of proxy notice being specified, the following form may be used:

“The Biochemical Society

.....

I/We,, of, being a member/members of the above-named company, hereby appoint of, or failing him, [..... of] [the Chairman of the meeting], as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the company to be held on [*date*], and at any adjournment thereof.

Signed on [*insert date*]”

- 77 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions. In default of any other form of proxy notice being specified, the following form may be used for this purpose:

“The Biochemical Society

.....

I/We,, of, being a member/members of the above-named company, hereby appoint of, or failing him [..... of] [the Chairman of the meeting], as my/our proxy to vote in my/our name[s] and on my/our behalf at the [annual] general meeting of the company, to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against [*vote withheld] [*discretionary]

Resolution No. 2 *for *against [*vote withheld] [*discretionary].

*Strike out whichever is not desired.

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

Signed on [insert date]”.

- 78 Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 79 Proxy notices may:
- (a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than 48 hours (not counting any part of a day that is not a working day) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of an appointment in electronic form, where an address has been specified for the purpose of receiving documents in electronic form:

- (a) in the notice convening the meeting, or
- (b) in any instrument of proxy sent out by the Society in relation to the meeting, or
- (c) in any invitation in electronic form to appoint a proxy issued by the Society in relation to the meeting,

be received at such address not less than 48 hours before (not counting any part of a day that is not a working day) the time for holding the meeting or adjourned meeting at which the person named in the proxy notice proposes to vote;

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before (not counting any part of a day that is not a working day) the time appointed for the taking of the poll; or
- (d) in the case of a poll which is not taken forthwith but taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Director;

and a proxy notice which is not deposited, delivered or received in a manner so permitted shall be invalid.

80 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that person.

81 An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

82 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

83 Subject to Article 82, on a vote on a resolution on a show of hands at a meeting,

- (a) every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote, save that a proxy has one vote for and one vote against the resolution if:
 - (i) the proxy has been duly appointed by more than one member entitled to vote on the resolution, and
 - (ii) the proxy has been instructed by one or more members to vote for the resolution and by one or more other of those members to vote against it.

- 84 Subject to Article 82, on a vote on a resolution on a poll taken at a meeting all or any of the voting rights of a Member may be exercised by one or more duly appointed proxies;
- 85 Where a Member appoints more than one proxy, the exercise by the Member and/or his proxies taken together shall not give more extensive voting rights to that Member than could be exercised by the Member in person.
- 86 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

THE SEAL

- 87 The Society may exercise the powers conferred by the Act with regard to having official seals and those powers shall be vested in the Directors to exercise for and on behalf of the Society.
- 88 The Directors shall provide for the safe custody of every seal which the Society may have.
- 89 A seal shall be used only by the authority of the Directors or a duly authorised Committee but that authority may consist of an instruction or approval given by letter or electronic communication by a majority of the Directors or of the members of such a duly authorised Committee (as the case may be).
- 90 The Directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.
- 91 Unless otherwise decided by the Directors, every instrument to which a seal is applied shall be signed by at least one Director and the secretary of the Society or by at least two Directors.
- 92 Documents and instruments signed or executed in the name of the Society need not be sealed with the seal but may be signed on behalf of the Society by at least one Director and the secretary of the Society or by at least two Directors or by such other person or persons as may be authorised by the Directors for that purpose.

ACCOUNTS

93 The Council of Trustees shall cause proper books of accounts to be kept with respect to:

- (a) all sums of money received, expended, invested or donated by the Society and the matters in respect of which such receipt and expenditure take place;
- (b) all sales and purchases of goods and property by the Society, and
- (c) the assets and liabilities of the Society.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.

94 The books of account shall be kept at the registered office of the Society, and shall be open to the inspection of the members of the Council of Trustees during normal office hours and on reasonable notice in advance to be provided in writing to the President.

95 The Council of Trustees shall from time to time determine whether, and to what extent and at what times and places and under what conditions or regulations, the accounting records and other books or documents of the Society or any of them shall be open to the inspection of Members not being members of the Council of Trustees, and no Member (not being a member of the Council of Trustees) shall have any right of inspecting any account book or document of the Society except as conferred by statute or authorized by ordinary resolution of the Council of Trustees or by the Society in general meeting.

96 At each Annual General Meeting the Council of Trustees shall lay before the Society a proper income and expenditure account for the period since the last preceding accounts of the Society (or in the case of the first accounts since the incorporation of the Society) made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council of Trustees and the Auditors, and copies of such accounts, balance sheet and reports (all of which shall be framed and prepared in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the relevant Annual General Meeting, subject to the applicable provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notice of general meetings of all Members in the manner in which notices are directed to be served pursuant to Articles 56 to 58 (inclusive).

AUDIT

- 97 Once at least in every year the financial statements of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by the Auditors.
- 98 The Auditors shall be appointed and their duties regulated in accordance with Chapter 2 of Part 16 of the Act.

MEANS OF COMMUNICATION

- 99 Subject to the Articles, the Society may deliver a notice or other document to a Member:
- (a) by delivering it by hand to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
 - (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
 - (c) by fax to a fax number notified by the Member in writing;
 - (d) in electronic form to an address notified by the Member in writing;
 - (e) by a website, the address of which shall be notified to the Member in writing; or
 - (f) by advertisement in at least two national newspapers.
- 100 This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 101 If a notice or document:
- (a) is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
 - (b) is sent by post or other delivery service in accordance with Article 99(b) above it is treated as being delivered 72 hours after it was posted, provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:
 - (i) properly addressed; and
 - (ii) put into the postal system or given to delivery agents with postage or delivery paid.

- (c) is sent by fax, providing that the Society can show that it was sent to the fax number provided by the Member, it is treated as being delivered at the time it was sent.
 - (d) is sent in electronic form, providing that the Society can show that it was sent to the electronic address provided by the Member, it is treated as being delivered at the time it was sent.
 - (e) is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 102 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

TRANSITIONAL POWERS

- 103 All officers of the Society and any Committees appointed or constituted at the date of adoption of these Articles (including, where applicable and without limitation, those officers referred to in Article 26) shall continue in office and be lawfully empowered, constituted and authorised to carry out their respective duties and exercise their respective powers as heretofore until such time as they have been duly elected or constituted in accordance with the provisions of these Articles.
- 104 Notwithstanding the provisions of these Articles, the persons occupying those offices of the Society referred to in Article 103 as at the date of the adoption of these Articles by the Society shall be entitled to serve continuously in office for the same period as would have been the case under the former articles of association of the Society.

DISSOLUTION

- 105 If upon the winding up or dissolution of the Society there remains, after the payment or satisfaction of all debts and liabilities of the Society, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to one or more than one society, charitable association, institution, federation or other partnership (whether of limited liability or otherwise) or body of persons or organizations, whether corporate or unincorporated, in each case having objects similar to the objects of the Society as set out in Article 16, and which, in its constitution or governing instruments, restricts the distribution of its income, capital, property, profits and surpluses among its Members to an extent at least as restrictive as is imposed on the Society by virtue of these Articles. Each such society, association, institution, federation, partnership or body shall be nominated by the Directors and approved by the

Members at or before such winding up or dissolution. If the Directors are unable to identify any such society, association, institution, federation, partnership or body then they may pay or transfer the surplus of the Society to any charity or charities.

INDEMNITY

- 106 Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director or other officer of the Society (other than any person (whether an officer or not) engaged by the Society as auditor) shall be indemnified out of the assets of the Society against all 'Losses' incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.
- 107 The Council of Trustees may, at its discretion, and on such terms as it thinks fit, purchase and maintain for the Society or for any Director or other officer, other than the Auditors, insurance against any Losses which might by virtue of any rule of law attach to such Director or other officer in relation to any negligence, default, breach of duty or breach of trust in relation to the Society or its business or affairs or to any subsidiary of the Society and against all such Losses as mentioned in Article 108.
- 108 For the purposes of Articles 106 and 107, "**Losses**" means, and in respect of any matter, event or circumstance shall be deemed to include, (as the case may be) all demands, claims, actions, proceedings, damages, payments, losses, costs, charges, expenses or other liabilities whatsoever.

Appendix V: Extracts of By-laws relating to Executive Management Committee, Audit Committee and Election Process

The following document has been drafted by the Biochemical Society's legal counsel (Mayer Brown International LLP) in-line with the proposals of the Governance Review working party. The remainder of the By-laws will be created and ratified by the Trustees of the Society dependent upon the decision of the Membership at the Annual General Meeting (6 July 2016).

The Biochemical Society (the "**Society**")

Please note that all defined terms have the same meaning as set out in the Articles, unless otherwise indicated

Appointment of Directors

- 1 In accordance with Article 35, the Council of Trustees shall determine, at its discretion, the process for the nomination and election of Directors.
- 2 Without prejudice to the general authority of the Council of Trustees set out in the Articles and in paragraph 1 above to determine the nomination and election process in each instance as it, in its discretion, sees fit, it is acknowledged and agreed that, where practicable and (in the opinion of the Council of Trustees) desirable, the process for the nomination and election of Directors shall follow the guidelines set out in paragraphs 3 to 16 (inclusive) below:
- 3 The offices listed in Article 34 may be held by any Member who can adequately demonstrate that he or she meets the criteria for election as set out in the relevant terms of reference determined by the Council of Trustees from time to time and published on the Society's website, in the Society's 'Governance Handbook', and made available on request at the Society's registered office. In addition:
 - (a) the office of Local Ambassador Representative may only be held by a Member who is deemed to be a "Local Ambassador" pursuant to the rules of the Local Ambassador Scheme published on the Society's website from time to time; and
 - (b) the office of Student/Early Career Member Representative may only be held by a Member whose category of membership of the Society is classed as "Undergraduate", "Postgraduate" or "Early Career" (as defined by the admission requirements specified on the Society's website and as amended from time to time).
- 4 Each of the officers listed in Article 34 shall also be appointed as a Director on the date on which his appointment in office takes effect (and such appointment shall, if necessary, be duly ratified and confirmed at the next occurring meeting of the Council of Trustees following such date of appointment).
- 5 In July each year, notification of forthcoming vacancies shall be made at the Annual General Meeting of the Society, and included in the minutes of such meeting, and published on the Society's website, in the Society's 'Member's News' email communication, and in 'The Biochemist', the Society's magazine. Such notification shall include an invitation to the Members to, if they so wish, nominate, immediately following the conclusion of the Annual General Meeting at which the relevant vacancy was announced, any Member for election to any such vacant office provided no such Member is ineligible for election pursuant to any provision of the Articles.

- 6 In the event that the Membership and Nominations Committee has not received any nominations for a forthcoming vacancy within two months of notification of such vacancy at the Annual General Meeting referred to in paragraph 5 above, it shall solicit further nominations from the Members in whatever manner it considers appropriate.
- 7 All nominations must be supported by a minimum of three Members and received (together, in each case, with the names of the Members supporting the nomination) by the Membership and Nominations Committee not later than 31st January in the year in which the elections for such offices are to be held, or such later date as the Membership and Nominations Committee shall in its discretion determine.
- 8 If, by the deadline referred to in paragraph 7 above, the Membership and Nominations Committee has received only one nomination for appointment to a particular vacant office of the Society, the Member nominated shall be declared duly elected without a ballot.
- 9 If the number of nominations received by the deadline referred to in paragraph 7 above with respect to a vacant office exceeds one, the Membership and Nominations Committee shall review and evaluate each nomination against the criteria for the relevant office specified in the relevant terms of reference as determined by the Council of Trustees, and shall put together a shortlist of nominees before 1st March in the year in which the elections for such offices are to be held and the election process set out in paragraphs 10 to 14 (inclusive) below shall be followed.
- 10 Any nominees shortlisted in accordance with paragraph 9 above shall be interviewed during the period commencing 1st March and ending on the last day of April in the year in which the elections for such offices are to be held. Such interviews shall be conducted by a panel of Directors appointed by the Executive Management Committee.
- 11 If, following the interview process set out in paragraph 10 above, the panel of Directors determine that there is only one suitable candidate for a particular office, that candidate shall be declared duly elected without a ballot.
- 12 If, following the interview process set out in paragraph 10 above, the panel of Directors determine that there are two or more suitable candidates for a particular office, the appointment shall be decided by a ballot and the President shall cause to be issued (by electronic communication or otherwise) a ballot paper to each Member by the following 1st June. This shall contain the names of those Members nominated for elections and instructions on how Members should cast their vote and return the ballot papers to the President or his/her nominee. In any event, the ballot papers must be received not later than 30th June.
- 13 The person receiving the highest number of votes in any such ballot shall, subject to his consenting to act, be declared duly elected.
- 14 In the event that, after the counting of votes duly cast is completed, an equality of votes is found to exist between any persons to whom the ballot relates, the President shall have a casting vote.

- 15 Each appointment will be notified to the Members (either by postal or electronic communication or by publication of the results in the relevant edition of the house journal or magazine of the Society) as soon as practicable following such appointment and in any event at the next Annual General Meeting.
- 16 In accordance with Article 36, once elected, each officer shall take office on conclusion of any relevant handover period, on a date to be determined by the Council of Trustees, such date to be no later than twelve months from the date of election. During any such handover period, the officer elect shall have the right to receive notice of, attend and speak at all meetings of the Council of Trustees (or the Executive Management Committee, as the case may be) provided that he or she shall not count in the quorum of any such meeting nor be entitled to a vote on any question or matter before such meeting.

Executive Management Committee

- 1 The Executive Management Committee shall consist of the following persons:
 - (a) Chair (who shall be elected in accordance with the process set out in Articles 34 to 37 (inclusive) and also sit on the Council of Trustees);
 - (b) Honorary Treasurer of the Council of Trustees (who shall be elected in accordance with the process set out in Articles 34 to 37 (inclusive) and also sit on the Council of Trustees);
 - (c) chairman of the board of directors of Portland Press Ltd (who shall be elected in accordance with the process set out in Articles 34 to 37 (inclusive) and also sit on the Council of Trustees);
 - (d) Chief Executive Officer, who shall be an employee of the Society; and
 - (e) one Member, who shall be elected in accordance with the process set out in Articles 34 to 37 (inclusive), which shall apply *mutatis mutandis* (provided, for the avoidance of doubt, that such Member shall not be appointed as a Director).
- 2 The Executive Management Committee shall:
 - (a) evaluate and direct the activities of the Society in accordance with the strategy determined by the Council of Trustees;
 - (b) produce and provide to the Council of Trustees before each meeting of the Council of Trustees reports regarding the operation and management of the Society;
 - (c) make recommendations to the Council of Trustees, in particular in relation to the Society's finances pursuant to the Biochemical Society Delegated Financial Authority Policy;
 - (d) make recommendations to the Council of Trustees regarding any amendments to the Society's articles or other governance documents that the Executive Management Committee, in its discretion, deems to be necessary or desirable;
 - (e) set and approve staff salaries and budgets, in line with the Society's policies; and
 - (f) act as arbiter for all appeals made in line with the human resources policy of the Society.
- 3 The Executive Management Committee shall meet together on at least ten occasions in each calendar year. The Chair throughout the duration of his term of office (or in his absence a member of the Executive Management Committee elected by those members of the Executive Management Committee present and eligible to vote at the relevant meeting) shall preside at each meeting of the Executive Management Committee. The Chair shall also convene a meeting of the Executive Management Committee if requested to do so by two or more members of the Executive Management Committee. Any such meeting shall be convened on not less than thirty days' notice in writing to all members of the Executive

Management Committee. A member of the Executive Management Committee who is absent from the United Kingdom shall not be entitled to receive notices of meetings of the Executive Management Committee.

- 4 The quorum for the transaction of business of the Executive Management Committee shall be three members of the Executive Management Committee.
- 5 Questions arising at any meeting of the Executive Management Committee shall be decided by a majority of votes. In cases of an equality of votes the Chair shall have a second or casting vote in addition to any other vote he may have.

Audit Committee

- 1 The Audit Committee shall consist of the following persons:
 - (a) up to four Members appointed in accordance with the procedure set out in Articles 34 to 37 (inclusive), which shall apply *mutatis mutandis* (provided, for the avoidance of doubt, that such Members shall not be appointed as Directors); and
 - (b) one person (not being a Member) appointed by the Counsel of Trustees.
- 2 The Audit Committee shall be governed by terms of reference determined by the Council of Trustees and shall:
 - (a) determine and advise the Council of Trustees as to whether any additional Members (up to a maximum of two) shall be appointed to the Council of Trustees (to address any skills gap in the Council of Trustees) and to determine the role(s) of such Member(s);
 - (b) undertake an annual review of, and advise the Council of Trustees in relation to, the Risk Register;
 - (c) determine strategic processes for risk, financial control and governance;
 - (d) monitor the composition of the Council of Trustees, ensuring sufficient skills and experience are represented amongst its constituent members to facilitate effective governance of the Society, its interests, activities and assets;
 - (e) review the adequacy of internal monitoring of financial controls, accounting policies, the external audit report and the response of the Council of Trustees to any recommendations made by the Auditors;
 - (f) monitor compliance by the Society with statutory requirements in respect of financial matters and corporate governance;
 - (g) assume responsibility for the appointment, remuneration and terms of engagement of the Auditors;
 - (h) monitor the independence, objectivity and effectiveness of the Auditors following an annual review of the audit process, including attending meetings with the Auditors; and
 - (i) monitoring the adequacy of the arrangements that the Society has in place for employees of the Society to raise concerns, in confidence, about possible wrongdoing in financial or other affairs.