
Annual General Meeting

16:30, Thursday 25 July 2019

(please not updated start time)

LABS Hogarth House, 136 High Holborn, London, WC1V 6PX

Agenda

This Annual General Meeting will transact the following business:

1. **Welcome**
2. **Apologies for absence**
3. **Minutes of the Annual General meeting (26 July 2018)** **Annex 1**
To approve the minutes of the above meeting as a true and accurate record to be accepted for Society's records.
4. **Update of Society activities and achievements**
To receive the reports of Chief Executive of the Biochemical Society and Managing Director of Portland Press Ltd, and the Directors of the Operations, Publishing, and Society Programmes
5. **Draft Annual Report and Statutory Accounts for the period ended 31 December 2018**
To receive the Trustees' report and Statutory Accounts into the record of the Society. Full details can be found in the Annex. **Annex 2**
6. **Amendments to the Biochemical Society Articles of Association (Special Resolution)**
To vote on Special Resolution to amend the Articles of Association of the Biochemical Society **Annex 3**
 - a. **Chair of Portland Press Board**
 - b. **Chair, Publications Committee**
7. **Current Officers** **Annex 4**
8. **Election and Vacancies** **Annex 5**
To receive notification of vacancies open for nomination in the 2019 Biochemical Society Elections.
9. **Any other business**

Minutes of the 107th Annual General Meeting of the Biochemical Society

Thursday, 26 July 2018 at 16:15
Charles Darwin House, 12 Roger Street, London, WC1N 2JU

Present:

Pete Downes
Rob Beynon

Colin Bingle

Steve Busby
Anne Dell
Joanne Edwards

Niki Gray
Dominika Gruszka

Sanmuganathan Kasinathan
Martin Pool

David Pye
Richard Reece

Stefan Roberts
Frank Sargent
Malcolm Weir

Michelle West

President
Chair, Education, Training and Public
Engagement Committee
Chair, Awards Committee and
Editor-in-Chief, Biochemical Society
Transactions
Member
Chair, Biochemical Society
Chair, Clinical and Translational Research
Theme Panel
Honorary Membership Secretary
Early Career Researcher Representative
Trustee, Council of Trustees
Member
Local Ambassador Representative Trustee,
Council of Trustees
Honorary Policy Officer
Chair, Portland Press Ltd Board and
Trustee, Biochemical Society
Honorary Meetings Secretary
Honorary Treasurer
Industry Representative Trustee, Council of
Trustees
Chair, Basic Biosciences Theme Panel

In attendance:

Richard Cryer

Kate Baillie

Adam Hughes
Malavika Legge
Hannah Russell
Marcus Parker
James Ronaldson
Laura Woodland
Robert Beer
James Brown

Anastasia Stefanidou

Independent Chair, Audit Committee

CEO, Biochemical Society and Managing
Director, Portland Press Ltd
Director of Operations
Acting Director of Publishing
Director of Society Programmes
Head of Marketing and Communications
Head of Finance
Head of Membership Engagement
Training Manager
Education and Public Engagement
Manager
Communications Officer

The meeting started with one minute of silence to commemorate those members who had passed away since the last General Meeting (7 September 2017).

18/01 Minutes of the 106th Annual General Meeting (7 September 2017)

The President opened the floor to comments on the *Minutes of the 106th Annual General Meeting of the Biochemical Society*.

No comments or errors were noted; therefore, the membership approved the proposal to accept the minutes as a true and accurate account of the meeting.

18/02 Update of Society activities and achievements

The CEO, Director of Society Programmes, Director of Operations, and Acting Director of Publishing provided an update on the Society's activities since the last Annual General Meeting (5 July 2017).

The CEO noted the following highlights from 2017:

- The Group had achieved a surplus of £279k for the year, and had realized a reduction of £650k in costs thanks to efficiencies and greater cost savings implemented by staff;
- Portland Press Ltd had achieved a profit of £1,845,000, thereby reaching its £1.8m profit target three years ahead of schedule
- The Society had sold its warehouse and secondary office building in Colchester for £500k
- The Society had also sold 6.2% of its equity share in CDH to the Society for Applied Microbiology, liquidating £1.4m
- The public engagement activity, Scientific Scissors, had been used as a best practice case study by the National Coordinating Centre for Public Engagement
- Additionally, the Society's social media had been highlighted as an example of best practice within the sector
- Portland Press had secured a 2 year deal with the CAPES consortium in Brazil; the CEO noted that synergies across the Group and, in particular, the educational resource Sciberbrain, had been influential in securing this business – highlighting the importance of being a Society-owned publisher

The Director of Operations presented an update on the Operations Directorate's activities since the last AGM:

- As at 17 July, the Society's membership was 6,994. The categories of membership were currently structured to follow the career progression of an academic, with an additional Associate membership for those interested in biochemistry, but who had pursued alternative career paths;
- The Society had a variety of membership initiatives, such as multi-year memberships (which offered a discounted fee) and Group memberships (most popular with undergraduates, of whom 24.1% were Group members)
- The Society's paid membership was tracking a trajectory of steady growth and a strategy was in place, and on track, to reach 7,000 paying members by 2021
- A new membership system was being implemented which would facilitate better membership engagement
- The 2017 membership survey had received 604 responses; the DoO noted this was a marked improvement compared to the 7 responses received in 2013. 83% of respondents were either very or fairly satisfied with their membership of the Society.
- A need for greater engagement with early career bioscientists had been identified; therefore, the Society had established an Early Career Advisory Panel (the DoO noted that if the initiative was successful, the Society would explore forming similar panels for other membership categories)
- The Society's industry strategy gained significant traction in 2017; activities included a training event, 'Key aspects of modern drug discovery', which had been supported by AstraZeneca, GSK, and Sygnature Discovery, in addition to the University of Leeds and the University of Aberdeen

- An Equality, Diversity and Inclusivity strategy had been developed and would feed in to all activities and initiatives;
- The Society had funded two postgraduate members to attend the 43rd FEBS congress in Prague;
- The Local Ambassador day in York (16 November 2017) received the highest number of LAs attending to date;
- In 2017, £146k had been awarded in Grants. The DoO noted that the Visiting Fellowships grant had been renamed to 'Travel Award for International Skills and Knowledge Exchange', in order to more clearly identify its purpose to members
- 11 awards would be presented in 2019; nominations for the 11 awards in 2020 would open on 1 August. This included two new Early Career Research awards; the scope for these had been unrestricted so that nominations for any research area would be considered;
- The recent election for the next Chair of the Society had seen a turnout of 21.9%
- The Society was undertaking a governance "health check" to ensure that the new governance structure implemented following the Governance Review was functioning as intended

The Director of Society Programmes presented an update on the Society Programmes Directorate's activities since the last AGM:

- Since the last AGM, the Society's events programme had included 14 Scientific meetings; 2 Harden Conferences; 3 Training events; 2 Society events; together these had reached over 1,500 delegates.
- An online training portal had been launched in October 2017 and the 'R for Biochemists 101' course had already run three times;
- The Society was piloting hybrid meetings, allowing virtual participants the chance to attend online and interact as they would if they were in the room; so far, only a modest number of delegates had attended online, however feedback had been very positive to date;
- The majority of event delegates were from the UK (73%) although the events had attracted delegates from a total of 41 countries. A third of delegates were non-members;
- The winners of the ever-popular Science Communication Competition had recently been announced; 48 entries had been received;
- In 2017, 7,695 registrants had signed up for the Society's Massive Open Online Course (MOOC), "Biochemistry: the Molecules of Life", in partnership with Futurelearn. Since the course started, over 18,000 people had registered;
- The Society continued to support the STEM Insight scheme, with 14 placements since July 2017 for teachers in either academia or industry to learn more about these career paths. The Director of Society Programmes noted that the feedback from the placements was overwhelmingly positive;
- The Society had also supported teacher CDP through events with the Royal Society of Chemistry;
- The Society had produced a new guide to studying biochemistry at undergraduate level;
- Careers activities included five careers events for a variety of audiences; new careers posters; the jobs board; and a 'day in the life' features in *The Biochemist*;
- A new public engagement activity, 'Full Beam', was being developed to explore the use of light in research
- The Society was piloting an Art and Science project in collaboration with Central Saint Martins;
- Since July 2017, the Society had attended 16 public engagement events, including events outside the traditional Science Festival forum ((for instance, Sunderland Air Show);
- The Society had collaborated with the other co-owners of Charles Darwin House on an outreach event focusing on World Coffee Day
- The Society continued to feed into a variety of government consultations, mostly through the Royal Society of Biology and Campaign for Science and Engineering (CaSE), although also fed into some individually(for instance, the Society had recently submitted a consultation response on anti-microbial resistance)
- The Policy Network had attracted over 100 members and was a useful forum through which members' views could be gauged to feed in to consultations;
- Eight Diversity in Science grants had been awarded in 2017
- The Society had partnered with sister societies in order to deliver six Policy Lunchbox events since July 2017, and was also a member of LeSPAR (Learned Society Partnership on

Antimicrobial Resistance) which had delivered an interdisciplinary workshop on diagnostics for AMR for ECRs in November 2017

- The Society had collaborated with the British Pharmacological Society, The Physiological Society, and The Nutrition Society for a mixer at the Experimental Biology conference;
- Members news received consistent open rates of 40-45%
- The Society had responded to 18 news stories over the last year and had also provided Trustee comments for the Science Media Centre's rapid response to the Life Sciences Sector Deal, the Life Sciences Industrial Strategy, and the European Medicines Agency relocating to Amsterdam (which had been picked up by the Guardian)
- Twitter followers had increased by 24%, 13% and 58% to the Society, Portland Press, and *The Biochemist* feeds respectively
- An antibiotic future tweetchat in partnership with the Society for Applied Microbiology and Sense About Science had been hosted to mark European Antibiotic Awareness Day
- Three online quizzes had been designed to mark World Heart Day, World Cancer Day, and World Sleep Day,
- The Society had started to livestream its events, including Policy Lunchbox, the Novartis Medal and Prize Lecture, and the Biology Week Debate, helping the Society to reach over 6,000 additional people
- In 2017 the Society's website had received 674,816 views, and since January 2018 the open rate of marketing campaigns had been 41% (9% click v opened rate)

The Acting Director of Publishing introduced herself; she had joined the organization as Publisher in February 2015, and had assumed her current role in May 2018. She presented an update on the Publishing Directorate's activities since the last AGM:

- The portfolio consisted of 4 research and reviews journals, and 3 fully commissioned journals
- Year on year submissions and publications continued to grow, with 3,000 submissions in 2017 compared to 2,400 in 2016, and 1,000 articles published compared to 940. To the end of 2018, it was projected that 3,600 submissions would be received, of which 1,400 articles would be published;
- In 2017, over 5,700 authors from 55 named countries contributed to articles published in the portfolio. This was compared to 4,100 authors from 50 countries in 2016; countries newly represented included Malaysia, Cyprus, South Africa, Qatar and Ukraine;
- There were 90 scientific editors from 17 different countries advocating for the journals, overseeing peer-review and driving content strategies. In 2017, new agreements were put in place including a financial provision for editors carrying out journal advocacy work;
- The first *Bioscience Reports* editorial board meeting had taken place in March 2018
- The Society's Publications Committee had met for the first time in 2017; helping to oversee the journal editorial boards, journal coverage from a portfolio perspective, and developing publishing policies. Since its establishment, the Committee had focused on inclusivity, diversity and equality on the editorial boards, agreeing an aspirational 50:50 male: female gender balance. The Committee had approved the implementation of ORCID; integration of BioRxiv with the submission site to allow for preprints to be submitted via this route; and had agreed a new Data Policy championing FAIR (Findable, Accessible, Interoperable; Reusable) data
- The portfolio had received over 6m full-text views in 2017; the paywall had been relaxed mid-2017 but switched back on in November 2017, resulting in a decrease in total usage and corresponding increase in abstract views; this information was being used to generate sales leads;
- To June 2018 there were 20% more subscribers to the electronic table of contents (eTOC) alerts (10,200 in total)
- To 23 July payments totalling £3.1m for 2018 subscriptions had been received (excluding currency gains on trading). Open Access (OA) revenue was also experiencing steady growth year on year, with most growth coming from the full OA journal, *Bioscience Reports*
- As part of its business plan, PPL was preparing for an eventual transition to an OA environment, while maximising current opportunities for subscription revenue. In support of the latter, a new subscriptions sales agreement had been signed with the Royal Society of Chemistry;
- In 2017, two new journals had been launched: *Neuronal Signaling*, and *Emerging Topics in Life Sciences* (co-owned with the Royal Society of Biology). *Emerging Topics* had published

six issues in 2017, and an application had been submitted for indexing on the Web of Science;

- The journals *Biochemical Society Transactions* and *Clinical Science* would be online only from 2019
- *The Biochemist* had moved to sit with the content editorial team, with two issues having been produced under the new team structure. The magazine's Editorial Board was in the process of reviewing and reaffirming the strategy.

18/03 President's comments

The President introduced himself and noted he was proud to have been appointed as the Society's new President. Until the end of the year, he was Vice Chancellor of the University of Dundee, having been at the university for about 30 years. He had first joined as a member of the Society in 1978 at the start of his PhD, and had previously sat on the Society's Executive Committee in the 2000's first as Vice Chair and then Chair.

The President noted that the Society was in good health both financially and in terms of its membership. In order to continue its success, it was important that the Society responded in a timely and appropriate fashion to changes in its external environment; particular contemporary challenges including Brexit, and the Society's pension schemes (USS, and the closed defined benefit scheme).

Since holding the position of President over a decade ago, he noted that the Society had transformed itself from the inside out in order to continue supporting its members and to meet its charitable purposes to support the advancement of the molecular biosciences, and ensure that the discipline thrives both in the UK and internationally. The President noted that there had been a palpable cultural shift and the staff and Trustees were working very closely to deliver the strategy and the needs of the community in creative ways.

The Society would, at the end of 2018, release a new iteration of its strategy to cover 2019-2021. At the time of the meeting, the Council of Trustees were developing the strategy, receiving proposals for how to achieve the objectives outlined at the Trustees' strategy retreat in November 2017. The President noted that it was a crucial time to provide a voice for the community, and the Society would seek to improve its alignment with the broader community as a central goal for the next three years. The Society was therefore exploring new ways to support and engage key groups in order to move away from being principally an academic society in order to serve the whole community.

The President thanked the CEO, staff, and the Society's volunteers for their dedication and hard work in realizing the Society's goals.

18/04 Elections and vacancies

- *Incoming Officers and committee members*

The President announced that Professor Sheila Graham had commanded a majority of the votes cast in the election called on 12 June 2017. Therefore, the membership was asked to ratify her appointment to the position of Chair (Executive Management Committee) Elect, and the motion was carried without opposition.

The President noted that Dr Helen Watson had been the sole candidate nominated for the role of Chair of the Education, Training and Public Engagement Committee. The membership ratified her appointment to this position without opposition.

The appointment of the following committee members was noted:

- *Audit Committee:*
 - Professor Steve Busby
 - Dr Nick Watmough
- *Awards Committee:*

- Dr Robert Insall
 - Professor Maria O'Connell
 - Professor Michael Sternberg
- *Conferences Committee*
 - Dr Patrick Murphy
- *Education, Training and Public Engagement Committee*
 - Dr Alex Conner
 - Dr Julia Lodge
 - Dr Isabel Pires
 - Dr David Smith
- *Executive Management Committee*
 - Professor Anne Stephenson
- *Grants Committee*
 - Dr Joanna Kargul
 - Dr Ian Christopher Wood
- *Training Theme Panel*
 - Dr Liz Jenkinson

The President reported that nominations would open later in the year for the following positions:

- *Awards Committee*
 - Members
- *Clinical and Translational Research Theme Panel*
 - Member
- *Education, Training and Public Engagement Committee*
 - Training representative
 - Industry representative
 - Early Career representative
- *Grants Committee*
 - Chair
- *Policy Advisory Panel*
 - Member (regional representative)
 - Member (Early Career Researcher representative)
- *Training Theme Panel*
 - Chair
 - Members (incl. representatives with backgrounds working as a technician, in industry, or in academia)

18/05 Update on Society finances

Frank Sargent introduced himself as the Society's Honorary Treasurer, having stepped into the role as Nick Watmough's successor in January 2018.

Following a period of several years in which the Society had run a planned deficit, the Society had achieved a net surplus of £279k. Portland Press Ltd had generated £3.9m revenue, returning a profit of £1.8m to the Society (compared to £1.2m in 2016) for expenditure on charitable activities.

The Society's auditors had given the Society a clean bill of health, and had confirmed they considered the company a going concern. The Society's reserves policy was to maintain liquid reserves sufficient to cover at least 6 months' charitable expenditure (with an upper limit of 18 months); at the end of 2017, the Society closed with liquid reserves sufficient to cover 16 months' expenditure.

18/06 Annual Report and Statutory Accounts for the period ended 31 December 2017

The members voted on the motion to receive the *Trustees' Annual Report and Accounts for the Year Ended 31 December 2017* into the records of the Society. The motion was passed without opposition.

18/07 Report of the Auditors

The members voted on the motion to receive the report of the auditors (Grant Thornton UK LLP) into the records of the Society. The motion was passed without opposition.

18/08 Appointment of Auditors

The firm Grant Thornton UK LLP offered themselves for reappointment as Auditors of the Society for the financial period ending 31 December 2018. The motion was seconded by Malcolm Weir. The motion was passed without opposition.

18/09 Retiring Officers

The President proposed a vote of thanks to the retiring Honorary Membership Secretary, Niki Gray, and Chair of Education, Training and Public Engagement Committee, Rob Beynon, who would step down at the end of 2018. The motion was seconded by Richard Reece and passed without opposition.

18/10 Retiring Members of Committees

The President proposed a vote of thanks to those members of the Society's committees who would step down at the end of 2018 (detailed in Appendix VI). The motion was seconded by Niki Gray and passed without opposition.

18/11 Retiring Members of Editorial Boards

The President proposed a vote of thanks to those members of the Society's editorial boards who would step down at the end of 2018 (detailed in Appendix VII). The motion was seconded by Stefan Roberts and passed without opposition.

18/12 Current Officers

The members noted the Society's subscription fees for the year 2019.

There being no additional business submitted prior to, or in person at, the meeting, it was declared closed.

- End -

Zoe Halbert
Executive Officer
August 2018

Annual General Meeting Notice

Company number: 00892796

Charity number: 253894

Notice of Annual General Meeting of the Biochemical Society

Notice is hereby given under the Companies Act 2006 of an Annual General Meeting of the Biochemical Society to be held at 5pm on 25 July 2019 at LABS Hogarth House, 136 High Holborn, London, WC1V 6PX.

A full agenda of items covered at this meeting and accompanying documents is available on the Society website [here](#). As part of the business conducted at this meeting the Membership will be asked for their views on the following:

1. To vote on the following **special resolution** to amend the Articles of Association of the Biochemical Society to extend the Term of Office of the Chairman of the Board of Directors of Portland Press Ltd to a maximum 10 years:

IT IS HEREBY RESOLVED by way of special resolution that the Articles of Association of the Biochemical Society be amended as shown in the draft Articles of Association attached to this notice.

The changes proposed to the Biochemical Society Articles of Association have been marked in **red text** in the accompanying document with this notice.

The date of this notice is 3 July 2019.

By order of the Board

Professor Sir Pete Downes



The registered office of the Biochemical Society is LABS, 90 high Holborn, London, WC1V 6LJ.

Note: Under Section 324 of the Companies Act 2006, a member of the Biochemical Society entitled to attend and vote at the meeting convened by this notice is entitled to appoint a proxy to attend, speak and vote in his / her place. A proxy need not be a member of the Biochemical Society. Members wishing to appoint a proxy will need to complete a Proxy Form. Electronic Proxy Voting is available on the Electoral Reform Services website. If you wish to receive a hard copy Proxy Form by post, please contact the Biochemical Society by post, on 02038802793 or email alice.pun@biochemistry.org.

**THE BIOCHEMICAL SOCIETY
ARTICLES OF ASSOCIATION**

Adopted at the Annual General Meeting on 25 July 2019

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

LABS, 90 High Holborn, London, WC1V 6LJ

Telephone: **02038802793**

E-mail: **info@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 $\frac{1}{100}^{\text{th}}$ 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 Policy Officer;
 - (f) the chairman of each Committee;
 - (g) the chairman of each Theme Panel;
 - (h) the chairman of the board of directors of Portland Press Ltd;
 - (i) the Local Ambassador Representative;
 - (j) one Student/Early Career Member Representative; and
 - (k) 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 seven, including at all times persons appointed to the following roles: President; chairman of the Executive Management Committee; Honorary Treasurer; Honorary Meetings 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 seven 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 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. 10 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

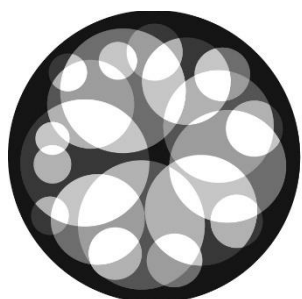
- 103 All officers of the Society and any Committees appointed or constituted at the date of adoption of these Articles (including, where applicable and without limitation, those officers referred to in Article 26) shall continue in office and be lawfully empowered, constituted and authorised to carry 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.



**BIOCHEMICAL
SOCIETY**

Trustees' Report and Accounts for the year ended 31 December 2018

Trustees' Report and Accounts for the year ended 31 December 2018

Company No. 00892796

Charity No. 253894

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Our Mission

The Biochemical Society promotes the future of the molecular biosciences, facilitating the sharing of expertise, supporting the advancement of biochemistry and molecular biology, and raising awareness of their importance in addressing societal grand challenges.

We achieve our mission by:

- Supporting the next generation of biochemists; promoting the opportunities offered by biochemistry and molecular biology through education and training from age 15 upwards;
- Bringing together molecular bioscientists; fostering connections and providing a platform for collaboration and networking across our membership and the wider community to ensure a strong future for molecular biosciences in both academia and industry;
- Promoting and sharing knowledge; enabling the circulation of scientific information through meetings, publications and public engagement to support innovation, inform decision-making and advance biochemistry and molecular biology; and
- Promoting the importance of our discipline; highlighting the role of molecular biosciences in interdisciplinary and translational research, while supporting the fundamental research that underpins applied studies.

Connecting and collaborating for the future of the life sciences, the Society and its wholly-owned subsidiary, Portland Press Limited (PPL), work to open up biochemistry, sharing expertise and advancing the impact of molecular biosciences in science and society.

Registered charity name: Biochemical Society

Charity registration number: 253894

Company number: 00892796

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Telephone: +44 (0)20 3880 2793

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Company name: Portland Press Limited

Company number: 2453983

VAT No: GB 523 2392 69

Email: editorial@portlandpress.com

Website: www.portlandpresspublishing.com

Twitter: @PPPublishing

President's and CEO's Review

2018 was a productive year for both the Biochemical Society and its wholly-owned subsidiary, Portland Press Limited (PPL). We are proud to have reached a wider network of molecular bioscientists than ever before and to have disseminated and advanced the molecular life sciences through our meetings, published research and educational activities and resources.

This year has seen significant growth, to 6,516 paid members, in line with the Society's membership strategy. 30% of current members are Early Career scientists and, to serve them more effectively, we established an Early Career Advisory Panel and Early Career Network following feedback received in our 2017 membership survey. There has been a great deal of enthusiasm and support for this initiative with the first meeting of the Early Career Advisory Panel being held in November 2018. It will play an important role in guiding the Society's future activities and supporting a strong pipeline of molecular bioscientists in the UK and internationally.

Along with developing our support for individuals in the early stages of their careers, we have also focused on improving engagement with our colleagues in industry. Building effective networks between bioscientists working in academic and industrial settings is a vital part of our strategic objective to enhance the impact of biochemistry on society.

The Society is committed to supporting not only our members, but the widest possible community of molecular bioscientists. We are in the fortunate position that all of the financial surplus generated from our publishing activities through PPL is reinvested to support our charitable objectives. Later in this report, we provide more detail on the financial support and other activities we have been able to offer the community throughout the year, across our scientific meetings, training, education, careers, public engagement and policy programmes. This has included providing over £277K of grant funding, supporting activities as diverse as studentships, outreach events, travel bursaries and teacher placements in industry and academia.

The launch of Plan S – an international initiative to promote and accelerate open access (OA), has significant implications for future publishing income, publishing processes and revenue operations. In this rapidly changing landscape, PPL has adopted a leadership position in the transition to OA publishing. Two of our seven journals – *Bioscience Reports* and *Neuronal Signaling* – are already fully OA and compliant with the policy and technical requirements of Plan S. We are also exploring potentially 'transformative' offerings combining legacy subscriptions and OA publishing in a bid to 'flip' future published content in the Society's journals to OA. Collaborating across the sector, we are also positioned to play an active role in the Society Publishers' Coalition, a group of learned societies that own/publish journals and are working together to establish a sustainable and successful transition to OA.

The Society and PPL work hard to support and strengthen the molecular biosciences community through strategic collaboration and partnership with other organizations. This collaborative network now extends to over 137 external partners overall (including learned societies, charities, research institutes, universities and industry). By working with others, we increase the reach of biochemistry and the Society's influence and support for the molecular biosciences more efficiently and effectively than by working in isolation. In doing so, we also acknowledge the broad influence of biochemistry in biology as a whole.

As ever, our work would not be possible without the volunteers who sit on our Committees, our Editorial Board members along with thousands of authors and reviewers for our journals,

as well as our Local Ambassadors and scientific meeting Programme Coordinators. We are extremely grateful for their ongoing dedication and commitment to the Society.

The Council of Trustees and the Society's staff team look forward to continuing their work to ensure that the Society remains in the best position to support the molecular biosciences.

Professor Sir Pete Downes
President, Biochemical Society

Kate Baillie
Chief Executive, Biochemical Society, and
Managing Director, Portland Press Limited

Trustees' Report

During 2018, the Society's Trustees and staff have worked to deliver five key aims in support of our three-year strategy. They are:

- Bringing together molecular bioscientists
- Supporting the next generation of biochemists
- Promoting and sharing knowledge
- Promoting the importance of our discipline and through this, the broader life sciences
- Ensuring sustainable support for the advancement of science

In 2018 these were translated into the following key objectives:

Bringing together molecular bioscientists

- Ensure a strong future for the molecular biosciences through engaging in strategic collaborative projects with learned societies; these will include a third collaborative mixer at the Experimental Biology conference in collaboration with the British Pharmacological Society (BPS) and The Physiological Society (TPS).
- Review membership offering to support our members at all stages of their careers; this will be facilitated by implementation of a new membership fulfilment system during 2018.
- Increase membership engagement through more targeted communications and members' events; grow paid membership to 7,000 by the end of 2021, with an interim goal of 6,650 in 2018.
- Increase the number of members from the industrial, biotechnology and academic drug discovery sectors, providing a platform for collaboration, facilitating innovation and supporting links between academia and industry; 2018 will be the fourth year of the Society's Industry Strategy. Increasing representation from and engagement with this group will contribute to growing membership; a collaborative Drug Discovery training event aimed at Early Career bioscientists will be developed during 2018.
- Continue to develop international links and networks supporting scientists to share their work on a global scale.
- Foster diversity and equal opportunities for entry and progression in our discipline, including through support of Society grants and bursaries, and ensuring equality of opportunity in Society-run events and schemes; an Athena SWAN best practice event will be organized in 2018 as a part of the Royal Society of Biology (RSB)'s Equality, Diversity and Inclusion working group.

Supporting the next generation of biochemists

- Develop educational events and training days to facilitate the sharing of expertise and ensure a strong skills base; In 2018 this will include 'Evolving molecular bioscience education', 'Proteomics and related metabolomics of oxidative damage and glycation: a technical workshop' and 'Experimental techniques for studying proteins and lipids in biological membranes'.
- Support teachers and HE educators to develop their skills and knowledge and foster links between schools, academia and industry.
- Provide careers support and information for students and early career researchers and promote the opportunities offered by biochemistry and molecular biology through education and training from age 15 upwards; in addition to a series of newly-developed careers posters for teachers and educators launched at the Association for Science Education (ASE) Annual Conference in January 2018; a new 'Undergraduate Biochemistry Curriculum' booklet will be published in 2018, providing

an overview of topics students can expect to learn about and skills they can expect to develop as part of a degree in biochemistry.

- Create online content to support the teaching and understanding of biochemistry; the Society will develop new courses for the online training portal; new content covering pre-implantation genetic diagnosis and IVF will be added to Sciberbrain; the fourth *Understanding Biochemistry* themed issue of *Essays in Biochemistry* is planned for October 2018.

Promoting and sharing knowledge

- Evaluate the positioning of Society conferences, in particular Harden Conferences and Hot Topic Meetings to offer greatest value to the community and greatest contribution to the advancement of science; new positioning of the Society meetings approved by the Conferences Committee will be launched in 2018.
- Seek to engage with meetings in the molecular biosciences where appropriate, with a view to collaboration rather than offering sponsorship; work towards a joint Life Sciences 2019 conference in collaboration with BPS and TPS will continue during 2018.
- Ensure that Portland Press is a leading publisher in the life sciences, continuing to publish internationally recognized quality life science research. During 2018, we will introduce new policies relating to research data underpinning journal articles and we will continue to build our network in key geographic regions; implementation of the strategy for *The Biochemist* will continue with the aim of ensuring the magazine is an engaging source of news and views on issues of relevance to the molecular bioscience community.
- Develop the Portland Press portfolio to offer a home for every paper published within the molecular biosciences, growing to encompass the broader life sciences; the breadth of high-quality articles published will continue to grow through 2018.
- Develop a journal portfolio including contract publishing of life science titles.
- Develop ambitious targets for promoting and sharing scientific research, providing sustainable support for the advancement of science, including through collaborative activities; growing revenue will continue to be a focus, as will growing readership as measured by full-text downloads of articles.
- Support students and researchers to communicate their work to the public and promote public engagement with biochemistry and the molecular biosciences; in 2018 we will organize a hands-on event in collaboration with Central Saint Martins - University of the Arts London to investigate the differences and similarities in how artists and scientists approach their work.

Promoting the importance of our discipline and through this, the broader life sciences

- Establish the 'Biochemical Society Strategy for Molecular Biosciences', to be implemented in line with Governance Review outcomes; the strategy will be finalized and implemented with oversight from the Scientific Activities Committee during 2018.
- Continue to channel expertise from the biochemistry and molecular bioscience community into the policy work of RSB.
- Engage Society members with Biochemical Society and RSB science policy activities; contributing to a Policy Officer position at the Campaign for Science and Engineering (CaSE); participating in parliamentary events such as Voice of the Future and Parliamentary Links Day.
- Support the RSB with a set fee of £37,500.
- Continue to fund shared staff in science policy with RSB.

Ensure sustainable support for the advancement of science

- Continue the review of IT infrastructure and staffing, overseen by an external consultant and chaired by a Trustee; a full Business Technology Strategy is expected to be developed in 2018; a competitive tender process for network infrastructure services provided by Charles Darwin House (CDH), will take place in early 2018 in collaboration with the Microbiology Society.
- Sufficient completion of all systems and business technology projects, utilize existing external organizational contacts to complete implementation of the proposals presented by the comprehensive review of the Finance and Accounting function of the Biochemical Society; the remaining work to finalize the Finance Review is expected to be completed during 2018.

The Society's progress against these objectives is encapsulated in the following summary.

Strategic Report

Bringing together molecular bioscientists

The Society maintains a strong commitment to strategic collaboration across the breadth and depth of the scientific sector and beyond. It is through these valuable relationships with partners within and beyond the bioscience community that the Society can provide a variety of opportunities for our members and the wider molecular bioscience sector to gather together, share ideas and expertise.

We worked with more than 137 different organizations in 2018. Specifically, we have continued to liaise closely with the Federation of European Biochemical Societies (FEBS) to support and promote their activities.

In 2018, five scientific events were organized in association/collaboration with other partners, including a training event on drug discovery (in partnership with the Royal Society of Chemistry and supported by other organizations such as GSK and AstraZeneca). This event was a great success, attracting a new audience and receiving a very positive response from industry.

Industry engagement has remained an important focus for the Society and, in addition to our Industry Representative on the Council of Trustees, we are working towards increasing industry representation across many of our activities. There are now industry representatives on seven of the Society's committees and panels, and the Events team are working towards the expectation of at least one industry speaker for all new meeting proposals.

Grant funding plays an essential role in supporting those working in the molecular biosciences as well as helping to ensure a strong future pipeline of molecular bioscientists and providing opportunities for people of all ages to explore and discuss the issues raised by developments in our field. In 2018 we received 233 applications across our Summer Vacation Studentships, Scientific Outreach Grants and Diversity in Science grant schemes, of which 74 grants were awarded. This is in addition to the 460 other grants and bursaries awarded, and the direct support made to In2ScienceUK and STEM Learning. The total financial assistance provided by the Society's grant funds in 2018 was a little over £277K.

At the Grants Committee meeting in March 2018, it was agreed that Visiting Fellowships should be renamed as the 'Travel Award for International Skills and Knowledge Exchange'. In addition to making the purpose of the grant clearer, it is hoped that the name change will appeal to a wider and more international group of individuals, thus increasing the number of funding applications and helping to grow our membership community outside of the UK.

Changes were also made to the General Travel Grants eligibility criteria which previously included a requirement for 12 months' of continuous membership before a member is eligible to apply for these funds. It was agreed that the eligibility criterion surrounding the required length of prior membership should be reduced to 6 months for multi-year members to make this funding more accessible for members.

Seventeen percent of the Society's membership is located outside the UK, across 96 countries. With PPL journals also having a strong international focus (with 90% of readers and over 85% of its authors based outside the UK), extending and continuing to engage this global audience is important. The geographical spread of Editorial Board members is at the forefront of journal strategies, with members sought from across the UK, non-UK Europe, The Americas, Asia and Oceania, to reflect the diversity of the molecular bioscience community.

Portland Press awarded 32 poster prizes/sponsorship to the total value of £8,700 in 2018. These prizes were offered by the Society's journals at a variety of international meetings to support the molecular bioscience community, promote scientific research and raise the profile of the journals' portfolio and the Biochemical Society.

In the Society's scientific events programme, two meetings were held outside of the UK in 2018 (in The Netherlands and Italy). To further increase accessibility and disseminate the depth of the scientific knowledge shared at our scientific meetings, the Society began to trial live-streaming at a selection of events and providing on-demand access to lectures. This work was also boosted by the Society's online training course 'R for Biochemists 101', which is freely available to those in low-income countries. The course ran three times in 2018, providing training to 155 scientists in the UK and internationally.

Supporting the next generation of biochemists

In 2018, eight training activities (events and online courses) took place, enabling us to reach 307 delegates (cf. 259 in 2017 and 242 in 2016). In addition to these activities, in 2016 the Society developed, in collaboration with the University of East Anglia and FutureLearn, a Massive Open Online Course (MOOC) – Biochemistry: The Molecules of Life. Over 2,700 people signed up for this course in the last 12 months, contributing to more than 20,000 individuals from >120 countries having signed up for this course since it launched.

As part of our work to support the next generation of biochemists, the Society provides careers-related resources and attends events to promote the excitement and breadth of careers in the molecular biosciences. We were involved in nine different careers-related events in 2018, reaching undergraduates, postgraduates, careers guidance professionals and scientists in academia and industry.

Three new careers posters were also launched at the ASE Annual Conference in January 2018. A fourth poster was developed and published in Autumn 2018; this collection of posters profile the diversity of job roles and research areas in biochemistry.

Other resources designed to engage students and young people interested in biochemistry include our dedicated website, Sciberbrain, which aims to support secondary and further education teachers in running class discussions about controversial aspects of science. In 2018 we launched a new section on prenatal genetic diagnosis. The fourth in the *Understanding Biochemistry* series in *Essays in Biochemistry* (targeted at post-16 students and undergraduates) was also published in Autumn 2018, covering two topics: 'The Molecular Basis of Disease' and 'The Genetic Basis of Disease'. Since the *Understanding Biochemistry* series of open access articles were first published in 2015, they have been downloaded more than 176,000 times.

In 2018 the Society continued to support secondary and further education science teachers via the STEM Insight scheme. This scheme offers unique opportunities for teachers to experience life in modern industry or academia. The Society provided £25,000 towards bursaries for teachers to attend these placements. In 2018 the scheme delivered a total of 32 bioscience placements (cf. 16 in 2016 and 24 in 2017).

Promoting and sharing knowledge

All of the Society's scientific meetings and training events are designed to facilitate the sharing of knowledge and expertise. The scientific meetings programme provides opportunities for participants to submit abstracts for poster presentation or oral communications, which is particularly useful to Early Career researchers, supporting the dissemination of scientific research and promoting a sense of collaboration amongst the bioscience community.

During 2018, the Society organized 12 Scientific Meetings and two Harden Conferences. The Harden Conferences branding was updated, and this event format was reassessed to re-establish the uniqueness of the Harden Conferences and their value to the community. This included developing a new Harden Conference logo, highlighting the Society's role in this well-regarded conference series, which encourages an open forum to promote critical discussion around a specific topic.

The Society also offers sponsorship towards scientific meetings run by other organizations. During 2018, the Society provided sponsorship to 15 events of a total value of £7,500.

The relationship between the Society and PPL is important, not only due to the income PPL generates to support our charitable objectives, but also because publishing activity provides a crucial mechanism through which the Society fulfils its mission-led activities of disseminating knowledge, bringing together bioscientists and sharing scientific research.

As part of our ongoing review of relevant policies, in 2018 the Society's Publications Committee recommended various updates around authorship, peer review and plagiarism checks to continue to maintain a high level of quality content and research. The Committee also scoped and approved a new data policy for content in the Society's journals published via PPL.

The number of published articles across the Biochemical Society's journals portfolio increased by 23% in 2018 compared with 2017. Total article submissions to our journals were up 36% on the previous year, and 16% above our 2018 target. The highest growth in publications came from the fully Open Access (OA) journal *Bioscience Reports* which published 77% more articles in 2018 than in 2017.

Alongside overall portfolio growth and PPL revenues that exceeded target in 2018, a proactive stance on OA, alongside a drive over the past several years to support OA publishing, has led to continued increases in the proportion of OA outputs across the Society/PPL journals in 2018.

PPL achieved income of £4.48m against a budget of £4.38m. This primarily came from journal renewals (subscriptions), as well as new customers and upselling of publications. For the first time in its history, up to 17% of total income for 2018 was from payments for OA publishing, representing a 79% increase in OA income for 2018 compared with 2017.

The Biochemist magazine was brought into the portfolio of the Publishing team in April 2018. Moving the magazine resulted in several benefits including harnessing the expertise from the

Editorial team regarding commissioning, dissemination of content and improving efficiencies from the systems already in place for the journals.

To promote and share knowledge, the Society also supports students and researchers to communicate their work to the public and encourages public engagement with biochemistry and the molecular biosciences. In 2018 this included developing a new public engagement activity on the use of light in biochemistry, entitled *Full Beam*, which is available as a freely downloadable resource on the Society website.

Work continued on the popular *Scientific Scissors* public engagement activity. This activity is also available as a kit on the Society website and we received funding from FEBS to develop some public engagement videos and a language-neutral version of the *Scientific Scissors* cards, which is available on the Society's website and the FEBS website in early 2019.

A successful 'Art & Science exchange' workshop was held in February 2018 in partnership with Central St Martins - University of the Arts London. We are looking to expand this area of work in 2019.

In addition to this workshop, the Society attended and/or supported 16 other public engagement events in 2018, including a combination of public debates (e.g. British Science Festival and Biology Week debate at the Royal Institution), science events and other festivals. Ten of these were attended as part of the 'Biology Big Top', a public engagement partnership involving several learned societies and other bioscience organizations. These events enabled the Society to have in the region of 7,000 direct interactions with members of the public engaging with our work.

Promoting the importance of our discipline and through this, the broader life sciences

The policy landscape is changing with the potential withdrawal of the UK from the European Union. The impact this will have on the molecular biosciences sector is not yet completely realized; however, as part of the Society's policy work, we have been closely monitoring issues related to this to engage members wherever possible.

We currently have 95 members signed up to our Policy Network. This group regularly contribute to consultation responses and policy statements and members are actively encouraged to get more involved in helping to shape science policy. Key areas of interest have been focused around immigration policy, antimicrobial resistance and scientific research funding.

In 2018, the Society fed into 15 consultation responses with the RSB and CaSE as well as responding to two consultations directly [Health & Social Care Committee and the Medicines and Healthcare Regulatory Agency (MHRA)].

We also continued to take part in Voice of the Future and Parliamentary Links Day as well as being involved in STEM for Britain – where one of our Policy Advisory Panel members was one of the judges – and Evidence Week, organized by Sense About Science. These events are organized to help bridge the gap between science and policy. In addition to these activities, we supported the RSB Policy Lates event on diversity and inclusivity, as part of Biology Week, and worked in partnership with the RSB and other learned societies to run four Policy Lunchbox events. Most of these events were live-streamed by the Society, resulting in an additional reach of more than 1,900 views.

Brexit remains a topic of keen interest and we continued to co-fund a Brexit policy officer at CaSE. Other Brexit-related activities included reporting on news stories, responding to government inquiries and communications via our blog and *The Biochemist* magazine. The

Chair of the Society, Professor Anne Dell, represented the Biochemical Society at the House of Commons Science & Technology Committee's Brexit Summit in March 2018.

Alongside engaging our members in science policy matters and ensuring the voice of the molecular bioscience community is heard, the Society continues to promote the very best of the sector through its annual awards. Eleven eminent scientists and exceptional early career researchers were honoured in 2018. Each winner exemplified the very best of the bioscience community in fields ranging from cell and developmental biology to endocrinology.

Ensuring sustainable support for the advancement of science

Work to replace the Society's membership system (TIMSS) began in 2018, with the move to the new system completed in March 2019. This new membership system will offer opportunities to develop more targeted member communications and further build membership engagement. The next phase of development will be to incorporate grants and awards processing into this system which will consolidate various procedures to improve functionality and efficiency.

PPL generated total revenues in excess of £4m exceeding budget in 2018; this supported a surplus of £2.41m returned to the Society in 2018 in support of its charitable activities.

The Charles Darwin House Consortium agreed to sell Charles Darwin House (CDH 1 and 2) in 2018 which was completed at the beginning of 2019. In advance of an office move, the Business Technology infrastructure (including security and integration guidelines) has been improved, which also supports the ability of staff to 'work anywhere'.

In 2018, the Editorial and Marketing staff teams were restructured. These strategic changes were introduced to strengthen these departments and ensure appropriate resource was available to effectively support the Society and PPL's portfolio of activities.

To help progress the final elements of the implementation of the Society's Finance Review, interim finance specialists were recruited to manage this transition. In addition to this, new Auditors and Solicitors were also appointed.

Governance and Management

Governance Committee Structure

During 2018, the Biochemical Society delivered its mission and charitable objectives through its members, who were represented on the Council of Trustees and its contributing thematic sub-committees, as well as the Executive Management Committee.

Council of Trustees

The Council of Trustees is the governing body of the Biochemical Society. It meets four times a year and addresses Society strategy and matters reserved for consideration by Directors/Trustees. Its full composition is detailed on page 16 of this report. It has two 'Balance Positions' which are to be filled when the Society has strategic need. At the time of writing, one of these positions was occupied by a representative from Industry. The second position remains vacant.

During the period covered by this report, there were 14 Trustees, decreasing to 13 Trustees from 14 March 2019, as shown on page 16.

On 3 May 2018, the Executive Management Committee made the proposal that the membership did not need to be represented by a single Membership Secretary at Trustee level, but that it would be more appropriate for representation to reflect the diversity of the sector and support the Society's strategic goals. At their meeting on 24 May 2018, the Council of Trustees agreed that the role should be removed from the constitution following the end of the term of office of the post-holder at the time. The three remaining membership-focused Trustees (Early Career Bioscientists' Representative, Local Ambassador Representative and Industry Representative) were to have general oversight of matters related to membership, with key decisions (e.g. approving new membership categories or fees) retained by the Council as a whole. This Trustee role was removed from the *Articles of Association* by Special Resolution at a General Meeting of the Membership held on 14 March 2019.

Executive Management Committee

The Executive Management Committee has the remit of overseeing the implementation of Society strategy, as set by the Council of Trustees. It meets a minimum of five times a year and met eight times in 2018. It comprises the Chair of the Executive Management Committee, the Honorary Treasurer, the Chair of the PPL Board, an Independent Member (not otherwise appointed to a Society Committee) and the Chief Executive Officer.

Audit Committee

All audit activity is initially managed by the Audit Committee, which is chaired by an independent appointee from outside the Society membership with demonstrable skills in compliance and audit-related matters. The Honorary Treasurer attends by request. The President of the Society may not attend these meetings.

Finance Committee

The Finance Committee has delegated authority to oversee financial matters on behalf of the Council of Trustees and make recommendations for action. Final authority remains with the Trustees. It meets four times a year and, within 2018, comprised of the Honorary Treasurer, Chair of the Executive Management Committee, Honorary Membership Secretary, Chair of the PPL Board and an Independent Member from outside the membership with expertise in financial matters. Following the removal of the Honorary Membership Secretary role in March 2019, the Council of Trustees approved the recruitment of an additional Independent Member within 2019.

Additional Sub-Committees

In addition to the above, within 2018, the Council of Trustees also had the following sub-committees:

- Awards Committee
- Grants Committee
- Scientific Activities Committee
- Conferences Committee
- Education, Training and Public Engagement Committee
- Publications Committee
- Policy Advisory Panel
- Nominations Panel

In November 2018, the Trustees decided to disband the Scientific Activities Committee electing instead to cover off the matters under discussion within this sub-committee within the Council proper.

Elections and Appointment of Trustees

The Society is keen to encourage as wide a representation of its members as possible amongst its Trustees. Members are invited to stand for election through announcements placed on the website and delivered by email, or via post if no valid email address is held. During 2018, the Society used the MiVoice election and nomination management system, which streamlines the process for members to both nominate and vote, and adds a new layer of external scrutiny. The nominations and elections process is overseen by the Nominations Panel and scrutinized by the Audit Committee. These Committees are mindful of the particular skills of existing Trustees and Committee members and areas of Trustee skills that might be strengthened.

Corporate Status and Constitutional Documentation

The Society is a charity registered in England and Wales and was incorporated by guarantee on 25 November 1966. It has no share capital and the liability of each member is limited to £1.00. The governance document is the [Articles of Association](#) (2019), which can be found on the Society's website, on Companies House, or available by request.

The Society's Trustees are also Directors of the Company. Trustees pay due regard to the Charity Commission guidance on public benefit and commission annual audits of Society activities to ensure compliance.

Statement of Trustees' Responsibilities

The Trustees (who are also Directors of the Biochemical Society for the purposes of Company Law) are responsible for preparing the Trustees' Report and the financial statements in accordance with applicable legislation and regulations.

Company Law requires the Trustees to prepare financial statements for each financial year. Under that law, the Trustees have elected to prepare financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). The Trustees must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs for the Charitable Company and of the incoming resources and the application of resources of the Charitable Company for that period.

In preparing these financial statements, the Trustees are required to:

- Select suitable accounting policies and then apply them consistently;
- Observe the methods and principles of the Charities Statement of Recommended Practice and FRS 102;
- Make judgements and estimates that are reasonable and prudent;
- State whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial standards; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable organization will continue in business.

The Trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the Charitable Company's transactions and disclose, with reasonable accuracy at any time, the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Charitable Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Trustees confirm that:

- Insofar as each Trustee is aware, there is no relevant audit information for which the Charitable Company's Auditor is unaware; and
- The Trustees have taken all the steps that they ought to have taken as Trustees to make themselves aware of any relevant audit information and to establish that the Charitable Company's Auditor is aware of that information.

The Trustees are responsible for the maintenance and integrity of the corporate and financial information included on the Charitable Company's website. Legislation in the United Kingdom (particularly in England and Wales) governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Trustee Induction and Access to Training

New Trustees receive, on appointment, an induction pack consisting of all key Society governance documents (including the *Articles of Association* and Society By-Laws), the Annual Accounts for the previous financial year, an outline of the responsibilities of key Officers of the Society, Terms of Reference for all Society Committees and sub-Committees, and the Society Risk Register. Trustees who will have specific responsibility for a Committee/sub-Committee also receive copies of the minutes from any appropriate meetings that have taken place within the last twelve months.

At appointment, Trustees are required to sign-up to the *Code of Conduct* containing a confidentiality agreement and register any applicable interests upon the Society's *Interests Register*, which is available for review on request. This information is managed and maintained by the Company Secretary and is reviewed at the beginning of all Trustee meetings.

All Trustees are invited to attend an induction day comprising introductory sessions on charity management, charity law, governance, and the responsibilities of Trustees. They also receive an introduction to Society staff and departments along with a tour of the Society's facilities. Where Trustees require additional skills, or enhancements to pre-existing skills, requests are managed in-house and external training is provided.

Portland Press Limited

PPL is a trading subsidiary wholly owned by the Biochemical Society, responsible for publishing, marketing, selling and distributing the Society's journals, books and other publications, as well as offering related services to third parties.

PPL has its own Board of Directors, on which sit three Trustees of the Society. The full membership of the Board of Directors of PPL in 2018, is listed on page 17.

Management of the Society's business and activities

The Trustees have delegated the authority to manage the Society to the Chief Executive who reports on the performance of the Society against the strategic and operational plans approved by the Trustees. The Chief Executive is supported by the Senior Management Team comprising the Director of Operations, the Director of Publishing and the Director of Society Programmes, who progress the Society's activities and strategy, and deputize for her in her absence. All Heads of Department report to a member of this Senior Management Team.

Charles Darwin House Limited

Charles Darwin House Limited (CDH Ltd) holds the legal title to the properties on trust for the beneficial owners of the properties; the beneficial owners being the Biochemical Society, Royal Society of Biology (RSB), British Ecological Society (BES), Society for Experimental Biology (SEB), Microbiology Society (MS) and Society for Applied Microbiology (SfAM). The properties are held in this way in the shares set out in the *Co-ownership Agreement* which has been put in place to govern the relationship between the various parties.

In 2018 the Trustees of the Biochemical Society, and all other beneficial owners, elected to sell both properties under the management of CDH Ltd (12 Roger Street and 107 Gray's Inn Road) and relocate their office premises in 2019.

Biochemical Society Trustees

The following are Members of the Council of Trustees (Board of Trustees and Directors of the Society) or were members of the Council of Trustees for the year under review and up to the date of this report:

Sir Pete Downes	President
Anne Dell	Chair, Executive Management Committee (EMC)
Frank Sargent	Honorary Treasurer
Nicola Gray	Honorary Membership Secretary (to 31 December 2018)
Stefan Roberts	Honorary Meetings Secretary
David Pye	Honorary Policy Officer
Richard Reece	Chair, Portland Press Ltd Board of Directors
Robert Beynon	Chair, Education, Training and Public Engagement Committee (to 31 December 2018)
Helen Watson	Chair, Training Theme Panel (to 31 December 2018)
Helen Watson	Chair, Education, Training and Public Engagement Committee (from 1 January 2019)
Luciane Vieira de Mello	Chair, Training Theme Panel (from 14 March 2019)
Michelle West	Chair, Basic Biosciences Theme Panel
Joanne Edwards	Chair, Clinical and Translational Theme Panel
Martin Pool	Local Ambassador Representative
Dominika Gruszka	Early Career Researcher Representative
Malcolm Weir	Industry Representative

Directors of Portland Press Limited

The following were Directors of Portland Press Limited for the year under review:

Richard Reece	Chair, Portland Press Ltd Board of Directors
Matthew Cockerill	Non-Executive Director
Philip Garner	Non-Executive Director
Peter Richardson	Non-Executive Director
Anne Dell	Non-Executive Director and Chair of the EMC, Biochemical Society (to 31 July 2019)
Frank Sargent	Non-Executive Director and Honorary Treasurer, Biochemical Society (from 1 January 2018)
Kate Baillie	Executive Director and Managing Director, Portland Press Ltd and CEO, Biochemical Society
Niamh O'Connor	Executive Director (to 1 June 2018)

Senior Management Team

Kate Baillie
CEO, Biochemical Society and Managing Director, Portland Press Limited
kate.baillie@biochemistry.org

Adam Hughes
Director of Operations
adam.hughes@biochemistry.org

Niamh O'Connor
Director of Publishing (to 25 May 2018)

Malavika Legge
Acting Director of Publishing (26 May to 5 December 2018)
Director of Publishing (from 6 December 2018)
malavika.legge@portlandpress.com

Hannah Russell
Director of Society Programmes
hannah.russell@biochemistry.org

Public Benefit Statement

The Biochemical Society is the UK's largest single-discipline learned society promoting the advancement of molecular bioscience. The Society's activities support the development of individual and collective understanding of biochemistry through dissemination of research and the provision of resources and activities to support the education of students, researchers and the general public. The molecular biosciences impact on many areas of science including biotechnology, agriculture and medicine, helping to play a key role in tackling global issues such as improving lifelong health, treatment of disease, biotechnology and food security.

The Trustees confirm that they have complied with the duty in Section 17 of the Charities Act 2011 to have due regard to the Charity Commission's general guidance on public benefit "Charities and Public Benefit".

Key Contacts

Bankers

Coutts & Co
440 Strand
London
WC2R 0QS

National Westminster Bank Plc
100 The Crescent
Colchester
CO4 9GN

Solicitors

Bates Wells Braithwaite
10 Queen Street Place
London
EC4R 1BE

Auditor

BDO LLP
55 Baker Street
London
W1U 7EU

Investment managers

Newton Investment Management Ltd
(part of BNY Mellon)
160 Queen Victoria Street
London
EC4V 4LA

Registered office

5th Floor
90 High Holborn
London
WC1V 6LJ

Company Secretary

Adam Hughes
adam.hughes@biochemistry.org

Plans for Future Periods

In March 2019, the Council of Trustees ratified the Society's strategy for the next three years, which covers the period of 2019 – 2021. The six core objectives have been developed in partnership with our Trustees, committee members and staff team. The strategy covers both Biochemical Society activities and those of our wholly-owned publishing subsidiary, Portland Press Limited.

Core objectives

Bring together molecular bioscientists

This involves expanding our offerings for early career bioscientists, building engagement and industry involvement across our activities, extending our international links and networks, and continuing to foster diversity and equal opportunity for entry and progression in our discipline.

Support career development and lifelong learning

We will continue to provide learning and networking opportunities for all those studying and working across the depth and breadth of molecular bioscience roles in academia and industry. This includes supporting the future pipeline of molecular bioscientists and working with teachers at all levels to support students.

Encourage wider dialogue and work collaboratively across and beyond our community

The Society will give a voice to our community to influence the changing culture of science, through communicating the sector's work to policy-makers and via public engagement. We will deliver and implement a plan for a sustainable transition to open access and open scholarship, whilst maintaining strategic collaboration with learned societies and other organizations across and beyond the STEM sector, reflecting the increasingly multidisciplinary nature of our community.

Promote and share knowledge

We will develop the PPL portfolio to offer a home for every paper published within the molecular biosciences, growing to encompass the broader life sciences. The Society will continue to provide a variety of opportunities to share research via its diverse scientific meetings and training events programme, and increase accessibility to these activities.

Promote the importance of our discipline and through this, the broader life sciences

Through our marketing, communications, publishing and policy activities, the Society and Portland Press will continue to raise the profile of the molecular biosciences and its valuable contribution to society.

Continue to ensure sustainable support for the advancement of science

We will ensure operational excellence across the organization through effective use of governance, business technology, finance and human resources.

Key activities

In order to deliver these objectives, over the next three years, we will carry out the following activities:

- Grow paid membership to 7,000 members;
- Continue to grow and nurture the Society's Ambassador networks (academic, industry, international and student schemes);
- Utilize the new Early Career Advisory Panel to inform our activities and explore opportunities to develop specialist panels for other groups such as postgraduate members;
- Introduce professional registration as an option for Society members, working in partnership with the Royal Society of Biology and the Science Council;
- Review and develop the Society's grants and bursary portfolio to support scientists throughout their career;
- Explore new ways to support pre-16 students, undergraduates, postgraduates and Early Career molecular bioscientists with careers-related activities and promote opportunities through our Jobs Board;
- Expand the reach of our scientific events portfolio – including live-streamed scientific meetings and online training as well as face-to-face events;
- Continue to focus on supporting industry and academic placements for undergraduates, teachers and post-16 students;
- Expand our public engagement offering, supporting our members and wider community to deliver activities through grants, downloadable kits and training;
- Launch a new art and science initiative, providing opportunities for members to work in partnership with their local community;
- Increase our policy and public affairs activity to engage our community with key policy issues relating to molecular biosciences and represent their views in order to influence science and education policy;
- Increase the quality, number and breadth of articles published across our journal portfolio;
- Engage with institutions, funders and other societies to assess commercially viable offerings to facilitate a sustainable transition to open access;
- Migrate to a new publishing platform that serves the emerging needs of researchers and institutions;
- Diversify revenues away from journal subscriptions and beyond open access;
- Continue to increase geographic and gender diversity on Editorial Boards across the journal portfolio and implement an inclusivity plan extending to involvement of Early Career researchers in peer review and the wider publications process;
- Strengthen our marketing and communications activity to support the delivery of our strategic objectives and extend our reach;
- Launch a new website that is developed in consultation with key stakeholders, that is mobile-responsive, fully accessible and integrated with other digital activity;
- Develop our digital activity, particularly regarding *The Biochemist Blog*, to ensure we remain relevant and up-to-date on the latest trends; and
- Leave the Charles Darwin House (CDH) Consortium and relocate to new premises, considering the ongoing value to the Society of property investment.

Financial Review

The Group's results for the year are set out in the Statement of Financial Activities on page 33. The financial statements have been prepared in accordance with FRS102 and the Charities SORP 2015.

Treasurer's Report

On an operating basis, and before accounting for other recognized gains and losses, the Group made a surplus for the year of £488,000 (2017: £461,000).

The majority of the Society's funding comes from publishing activities (see below). Other major sources stem from membership subscriptions, conference registration fees and sponsorship, totaling £827,000 (2017: £679,000) and investment income of £217,000 (2017: £230,000).

The Society's charitable expenditure, excluding Portland Press trading activities, amounted to £2,803,000 (2017: £2,624,000).

Portland Press Limited, the Society's trading subsidiary, made a pre-tax profit for the period of £2,411,000 (2017: £1,845,000 profit). These profits will be distributed to the Society during 2019 under gift aid and are included in the figures stated above.

The Biochemical Society Staff Pension Scheme, a defined benefit scheme, was closed to new entrants and future accrual from March 2011. The Society currently offers staff the opportunity to be members of the Universities Superannuation Scheme, a multi-employer defined benefit scheme. In line with Pensions regulations, this is the scheme in which all Society employees are initially 'auto-enrolled'.

The Society accounted for net losses on investments of £513,000 from equity investments and the CDH investment properties. This was mainly due to the fall in the property market reflecting the impact of Brexit (2017: £326,000 gain).

After accounting for these items, the Group made a net surplus of £746,000 (2017: £279,000) for the year, with closing reserves of £9.9 million (31 December 2017: £9.1 million).

In January 2019, the Biochemical Society, along with the five other co-owners of CDH Ltd (RSB, BES, SEB, MS and SfAM), sold their building at 12 Roger Street for £12,850,000 (the Biochemical Society's share of which was £3,777,900 before tax and fees). The gain on this transaction was £1.4 million. At the time of writing, the second CDH building at 107 Gray's Inn Road is in the process of being sold.

Professor Frank Sargent

Treasurer

Date:

Reserves Policy and Going Concern

The Society plans to fund its ongoing charitable activities from its free reserves.

The Society considers free reserves to be the unrestricted funds not designated for other purposes and readily available in the short to medium term. For this purpose, free reserves are calculated as 'Other Charitable Funds' less the value of investment properties. As at 31 December 2018, free reserves amounted to £4.3 million (2017: £3.9 million). The Trustees will review the reserves policy after the CDH properties have been sold and new permanent offices have been found. The risks involved in this process will be considered at the same time.

The Trustees consider it ideal to maintain a level reserves representing 12 months of committed Society expenditure, including pension scheme deficit funding, with lower and upper bounds of 6 to 18 months. This policy is intended to provide a sufficient buffer without accumulating unnecessary levels of reserves.

As at 31 December 2018, the Society had free reserves sufficient to cover 11 months of charitable expenditure. This is within the level of free reserves as outlined by the policy. In the opinion of the Trustees, the Society has adequate reserves to continue its activities for the foreseeable future and therefore consider the Society as a 'going concern'.

In 2019, the Society's Trustees will consider the reserves policy following the sale of both Charles Darwin House properties.

Investment Policy

The Articles of Association give the Trustees the power to invest as necessary for the promotion of the objects of the Society.

The Society's equity investment assets are managed through a pooled fund, the 'Newton Growth Fund for Charities'. This fund allows exposure to investments which would not be economically available to the Society within a segregated fund and provides a cost-efficient means of investment management. All our investments are ethically screened.

The delegated management of investment assets remains with Newton Investment Management Limited, a subsidiary of BNY Mellon. The overall investment objective is to maximize the total investment return over the longer-term without taking undue risk. This objective is to be achieved principally by investing in the Newton Growth Fund for Charities. Total investment performance is expected at the minimum to exceed, over the medium to long term, the returns to be achieved on cash deposits.

No investments are made into companies predominantly involved in the production of tobacco products or armaments.

Although a reasonable and consistent level of income and growth is expected, the performance of the investment managers is essentially judged on the total return of income plus capital growth minus investment management fees. The performance of the unrestricted fund investments is benchmarked against a parcel of indices. The managers are expected to outperform these indices. The unrestricted equity investment fund outperformed its comparative index over the year achieving a return (including income) of nil % against a comparative index performance of -4.2%. At 31 December 2018, the unrestricted investment portfolio was valued at £4,638,731 including cumulative unrealized loss of £135,000.

Remuneration Policy

The Trustees, being the Non-Executive Directors of the Society, receive no direct remuneration for the duties they undertake on behalf of the Society. Senior management remuneration is benchmarked against similar positions within the sector and against comparative professional positions where applicable.

Principal Risks and Uncertainties

The main risk to the Society is that of its income being insufficient to match its expenditure. The Trustees believe that procedures, including regularly updating business and strategic plans, along with close monitoring of management accounts against budget, will address this risk.

Risk Management

In addition to overseeing the annual audit, the Audit Committee undertakes a detailed annual review of the Society's *Risk Register*, wherein measures to mitigate individual risk are agreed and monitored. The outcomes of these reviews are reported to the Trustees and inform their deliberations when making decisions affecting the Society.

Financial Risk Management Objectives

The main financial risk to the Society continues to relate to its dependency on income from publishing activities. Changes in financial models within the journal publishing sector create some uncertainty in the sustainability of certain revenue streams and their respective surplus margins. In particular, these include the move away from the subscription to Open Access model, and the impact of cOAlition S and associated initiatives from research funding bodies. Working with its wholly owned training subsidiary, Portland Press Limited, the Society continues to proactively engage with developments in this area.

There is a risk associated with the future deficit funding requirements of the defined pensions arrangements pertaining to Society staff through both the Biochemical Society Staff Pension Scheme, closed to new entrants and future accrual from March 2011, and the Universities Superannuation Scheme, currently available to employees. The Society engages proactively with both schemes to ensure sustainable recovery plans are in place enabling greater security within the pension schemes without hindering the Society's ability to develop and grow. Further details of these schemes can be found in Note 17 of the accounts.

The volatility of equity returns is an identified financial risk that is closely monitored by the Finance Committee and the Trustees of the Society who give due consideration to a variety of investment models both to minimize exposure to losses and maximize returns on assets. Finally, the sale of both CDH properties, as well as the relocation of the Society's office premises presents a risk to the Society. This is managed by the Executive Management Committee, Finance Committee and Trustees, ensuring decisions around this area are sound and based upon best practice where possible.

Trustees' Approval

In Approving the Trustee's Report, the Trustees are also approving the Strategic Report in their capacity as Trustees of a charitable group.

Professor Sir Pete Downes
President
Biochemical Society

Professor Anne Dell
Chair, Executive Management Committee
Biochemical Society

Independent Auditor's Report to Members of the Biochemical Society

Opinion

We have audited the financial statements of the Biochemical Society ("the Parent Charitable Company") and its subsidiary ("the Group") for the year ended 31 December 2018 which comprise the principal accounting policies, the consolidated statement of financial activities, the consolidated and Society statement of financial position, the consolidated statement of cash flows and notes to the financial statements. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Group's and of the Parent Charitable Company's affairs as at 31 December 2018 and of the Group's incoming resources and application of resources for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group and the Parent Charitable Company in accordance with the ethical requirements relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions related to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Trustees' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Trustees have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Group or the Parent Charitable Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the Trustees' Report, other than the Financial Statements and our Auditor's Report thereon. The Trustees are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Trustees' Report, which includes the Directors' Report and the Strategic Report prepared for the purposes of Company Law, for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report, which are included in the Trustees' Report, have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the Parent Charitable Company and its environment obtained in the course of the audit, we have not identified material misstatement in the Strategic Report or the Trustees' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion;

- adequate accounting records have not been kept by the Parent Charitable Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Charitable Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Trustees

As explained more fully in the Statement of Responsibilities of the Trustees, the Trustees (who are also the directors of the Charitable Company for the purposes of Company Law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Trustees determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Trustees are responsible for assessing the Group's and the Parent Charitable Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Trustees either intend to liquidate the Group or the Parent Charitable Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

We have been appointed as Auditor under the Companies Act 2006 and report in accordance with the Act and relevant regulations made or having effect thereunder.

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's ("FRC's") website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our Auditor's Report.

Use of our report

This report is made solely to the Charitable Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Charitable Company's members those matters we are required to state to them in an Auditor's Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Charitable Company and the Charitable Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Julia Poulter (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
London

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Financial Statements for the period ended 31 December 2018

Principal Accounting Policies

The financial statements have been prepared in accordance with Financial Reporting Standard 102 – “The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland” (FRS 102), and with the Companies Act 2006. The financial statements reflect the adoption of amendments to FRS 102 – Triennial Review 2017.

The financial statements are prepared on a going concern basis. In considering going concern, the Trustees have reviewed the Society's future cash requirements and earnings projections and have concluded that the Society will be able to operate without requiring any external funding and therefore believe it is appropriate to prepare the financial statements of the Society on a going concern basis. This is supported by the Society's liquidity position at the year end.

The financial statements have been prepared under the historical cost convention except that investments are valued at fair value (see below) and leasehold properties are shown at their revalued amounts. The principal accounting policies of the Group, judgements and key sources of estimation uncertainty in the preparation of the financial statements are set out below and have been consistently applied to the years presented, unless otherwise stated. The financial statements are prepared in sterling which is the functional currency of the Group and rounded to the nearest £'000.

Basis of consolidation

The Group financial statements consolidate those of the Society and of its principal subsidiary undertaking drawn up to 31 December 2018. Surpluses or deficits on intra-group transactions are eliminated in full. The results of the trading subsidiary have been incorporated on a line-by-line basis.

A separate Statement of Financial Activities and Income and Expenditure Account for the Society have not been presented because the Society has taken advantage of the exemption afforded by section 408 of the Companies Act 2006.

CDH Limited is not consolidated as it is a non-controlling investment (see note 19). The Biochemical Society meets the definition of a public benefit entity under FRS 102.

Use of judgements and estimates

In preparing these consolidated financial statements, management has made certain judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Information about assumptions used and estimation uncertainties in the year ending 31 December 2018 is included in the following note:

Note 16 – Pensions

Certain of the Group's accounting policies and disclosures require the measurement of fair values. Where third party information, such as broker quotes or pricing services, is used to measure fair values, then evidence is obtained from third parties to support the conclusion that such valuations meet the requirements of FRS 102.

Further information about the assumptions made in measuring fair values is included in the following notes:

Note 6 – Tangible Assets

Note 9 – Investment Properties

Income recognition

Income is recognized when the Group has entitlement to the funds, any performance conditions attached to the income has been met, it is probable that the income will be received, and the amount can be measured reliably.

Donations and gifts are included in full in the statement of financial activities when receivable, provided that there are no donor-imposed restrictions as to the timing of the related expenditure, in which case recognition is deferred until the precondition has been met.

Investment income comprises dividends receivable during the accounting period and interest receivable on listed and unlisted investments. Rental income is recognized in the period to which it relates.

Income against subscription sales of journals is deferred across evenly divided amounts throughout the annual duration of the subscription. Open Access income is recognized, on a per-article basis, in the month that the relevant article is published.

Membership fees are recognized as income in the period for which the customer has paid for access to the goods and services. Amounts received for future periods are included in creditors as subscriptions in advance (note 14).

Distribution and professional conference organizing income represents fees chargeable for work performed in the period.

Amounts collected on behalf of external clients and not yet paid over are included in other creditors (Note 14).

Meetings and conference income is recognized in the period in which the meeting or conference is held.

Expenditure

Expenditure is recognized once there is a legal or constructive obligation to make a payment to a third party, it is probable that settlement will be required, and the amount of the obligation can be measured reliably.

All expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all costs related to that category. Where costs cannot be directly attributed to particular headings they have been allocated to activities on a basis consistent with use of resources. Premises overheads have been allocated on a floor area basis, IT costs on the basis of headcount, and administration and finance costs on the basis of time spent on those areas by staff.

Costs of generating funds are those costs incurred in attracting voluntary income, in managing the Society's investments, and those incurred in trading activities that raise funds. Charitable activities include expenditure associated with the core work of the Society in promoting the advancement of biochemistry.

Governance costs include those incurred in the governance of the Group and its assets and are primarily associated with constitutional and statutory requirements. These costs are shown as part of charitable activities.

Allocation of support costs

Support costs are those functions that assist the work of the Society but do not directly undertake charitable activities. These costs have been allocated between costs of raising funds and expenditure on charitable activities. Costs are allocated through activity-based costing using the most appropriate method e.g. staff time, transaction numbers, floor space.

Property, plant and equipment depreciation

In general, fixed assets costing less than £500 are not capitalized.

Property plant and equipment are measured at cost, or fair value, less accumulated depreciation and any accumulated impairment losses. For the freehold property, the fair value as at 1 July 2014 has been deemed to be the cost in accordance with the transition arrangements permitted by FRS 102.

Depreciation is provided on all property, plant and equipment, at rates calculated to write off the cost or valuation, less estimated residual value, of each fixed asset held for charity use by equal annual instalments over their expected useful economic lives.

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

The periods generally applicable are:

- Freehold property (excluding land): 50 years
- Long leasehold properties: period of lease
- Equipment and furniture: 3–5 years

Freehold property is included in the statement of financial position at deemed cost and long leasehold property is included at fair value.

Intangible assets

The costs of developing the new membership fulfilment system were capitalized as an intangible asset. This is being amortized over 3 years.

Investment properties

Investment properties are measured at fair value. The surplus or deficit on revaluation is recognized in the statement of financial activities. No depreciation is provided in respect of the investment properties in accordance with the FRS 102 applicable in the UK. Such properties are held for their investment potential and not for consumption within the business. This is a departure from the Companies Act 2006, which requires all properties to be depreciated.

Investments

Investments are measured at fair value at the statement of financial position date. Net gains and losses arising on revaluations and disposals during the year are included in the statement of financial activities. Those investments that are not publicly traded and whose fair value cannot otherwise be measured reliably are recognized at cost less impairment.

Stock

Inventory of books is stated at the lower of printing cost and estimated selling price less cost to sell. No value has been placed on stock of unsold copies of books and journals published.

Foreign currencies

Monetary assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. All exchange gains and losses on settled transactions are reported as part of the surplus or deficit for the year.

Taxation

No provision is made for direct taxation on income as the Society is a registered charity and its income is therefore exempted from United Kingdom direct taxation to the extent that it is applied to the Society's charitable purposes.

Due to the early adoption of FRS 102 paragraph 29.14A, no tax charge arises on the profits of Portland Press Limited (PPL) where these profits are distributed to the Society under gift aid within 9 months of the period end. A tax charge does not therefore normally arise in the financial statements, except to the extent that the amount gift aided falls short of the taxable profits. These gift aid payments are recognized in the PPL financial statements as distributions through equity rather than as an expense through the statement of comprehensive income. The gift aid payments are recognized on the accrual basis where a legal obligation to make a distribution exists at year end.

Fund accounting

Restricted funds are to be used for specific purposes laid down within their objects.

Expenditure for these purposes is charged to the fund.

Unrestricted funds are incoming resources received or generated for expenditure on the general objectives of the Group.

Designated funds are unrestricted funds which have been designated for specific purposes by the Trustees.

The Fixed Asset Fund represents the net book value of the Group's fixed assets as shown in Note 6.

The revaluation reserve relates to the freehold property gain on transition to FRS 102. In 2015, and in line with FRS 102, the decision was taken to reclassify non-operational property holdings as investment assets.

Cash and cash equivalents

Cash and cash equivalents, for the purpose of the statement of cash flows, comprise cash in hand and short-term deposits with an original maturity date of three months or less, net of outstanding bank overdrafts.

Debtors

Debtors are recognized initially at fair value. A provision for impairment of trade debtors is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivable. Any losses arising from impairment are recognized in the statement of financial activities.

Creditors

Short term creditors are measured at the transaction price. Other financial liabilities are measured initially at fair value, net of transaction costs, and subsequently measured at amortized cost using the effective interest model.

Termination and redundancy pay

In addition to statutory redundancy payments, enhanced redundancy pay is determined on a case-by-case basis and is conditional upon the completion of term to notice and settlement agreement. In addition to any agreed lump-sum payment, enhanced redundancy pay can also cover other items such as costs relating to specific learning and development.

Pensions

The Society operates defined benefit pension provision through two Schemes, the Biochemical Society Pension Scheme and the Universities Superannuation Scheme (USS).

Biochemical Society Pension Fund

Biochemical Society operates a pension scheme for all qualifying employees. The assets of the Scheme are held in a separate trustee administered fund. The Biochemical Society Staff Pension Scheme was closed to new entrants and future accrual with effect from 1st March 2011, and employees were given the opportunity to join the USS from this date.

The defined net benefit pension asset or liability in the statement of financial position comprises the total of the present value of the defined benefit obligation (using a discount rate based on high quality corporate bonds), less the fair value of plan assets out of which the obligations are to be settled directly. The net surplus or deficit is presented separately from other net assets on the statement of financial position. A net surplus is only recognized to the extent that it is recoverable by the Society.

The cost of providing benefits is determined on an actuarial basis using the projected unit credit method, which attributes entitlement to benefits to the current period (to determine current service cost) and to the current and prior periods (to determine the present value of defined benefit obligations). The current service cost and costs from settlements are charged against operating surplus. Past costs are spread over the period until the benefit vests. Net interest on the net defined liability during the reporting period is included in other finance costs.

Re-measurements, comprising actuarial gains and losses and the return on the net defined benefit liability (excluding amounts included in net interest) are reported as other recognized gains and losses in the statement of financial activities.

Universities Superannuation Scheme (USS)

The Society participates in the USS. Throughout the current and preceding periods, the scheme was a defined benefit only pension scheme until 31 March 2016 which was contracted out of the State Second Pension (S2P). The assets of the scheme are held in a separate trustee-administered fund. Because of the mutual nature of the scheme, the scheme's assets are not hypothecated to individual institutions and a scheme-wide contribution rate is set.

The Biochemical Society is therefore exposed to actuarial risks associated with other institutions' employees and is unable to identify its share of the underlying assets and liabilities of the scheme and therefore, as required by Section 28 of FRS 102 "Employee benefits", accounts for the scheme as if it were a defined contribution scheme. As a result, the amount charged to the income and expenditure account represents the contributions payable to the scheme in respect of the accounting period. Since the institution has entered into an agreement (the Recovery Plan that determines how each employer within the scheme will fund the overall deficit), the institution recognizes a liability for the contributions payable that arise from the agreement to the extent that they relate to the deficit and the resulting expense in the income and expenditure account.

Amounts received under gift aid from Portland Press Limited (PPL)

PPL is a wholly owned subsidiary undertaking of the Biochemical Society, 5th Floor, 90 High Holborn, London, WC1V 6LJ. PPL distributes substantially all of its profits to the Society under gift aid. Income received under gift aid is credited to the Society's Income and Expenditure account on the accruals basis, where a legal obligation to make the distribution exists at year end.

Leased assets

For leases regarded as operating leases, payments made are charged to the statement of financial activities on a straight-line basis over the lease term.

Financial instruments

The Society only has financial assets and financial liabilities of a kind that qualify as basic financial instruments. Basic financial instruments are initially recognized at transaction value and subsequently measured at their settlement value.

Consolidated Statement of Financial Activities for the year ended 31 December 2018

Including Consolidated Income and Expenditure Account

		2018	2017
		Total	Total
	Note	£'000	£'000
Income from:			
Donations and sponsorship		97	87
Charitable Activities			
Scientific Conferences		403	299
Membership fees		279	266
Policy, Education, Professional		41	21
Journals and Books		4,474	3,881
Other		7	6
Other Trading Activities			
External events		-	26
Advertising		1	1
Investment income (incl. rent)	3	217	230
Total income		5,519	4,817
Expenditure	4		
Raising Funds			
External Events		-	-
Investments		104	78
Charitable Activities			
Membership recruitment		56	37
Membership		470	515
Grants and Awards		277	299
Scientific Conferences		907	756
Policy, Education, Professional		501	488
Journal and Books: Production		1,867	1,792
Journal and Books: Distribution		27	42
Administration: Portland Press Limited		299	359
Governance Costs		250	267
Other			
Interest on defined benefit pension schemes		111	55
Taxation		-	-
Total Expenditure		4,869	4,688
Net (losses) / gains on investments			
Realized	8 & 9	-	6
Unrealized (loss) / gain		(162)	326
Net Income before other gains c/f		488	461

Consolidated Statement of Financial Activities for the year ended 31 December 2018 (cont.)

		2018	2017
		Total	Total
	Note	£'000	£'000
Net Income before other gains b/f		488	461
Other recognized gains and losses			
Unrealized losses on Investment properties		(351)	
Realized gain on sale of leasehold property		120	
Investment impairment release		1	7
Actuarial losses on defined benefit pension scheme	16	488	(189)
Net Movement in funds relating to the year		746	279
Fund balances brought forward 1 January		9,128	8,849
Fund balances carried forward 31 December		9,874	9,128
Analysis of fund balances			
Revaluation reserve		1,597	339
Restricted funds		1,040	1,098
Unrestricted funds		7,237	7,691
		9,874	9,128

The financial activities above include £5,298k of net incoming and £2,803k of outgoing resources relating to the charity. Further details are included in Note 18.

Total income including interest receivable comprises £5,500,000 for unrestricted funds and £19,000 for restricted funds. A detailed analysis of income by source is provided in the statement of financial activities.

Net expenditure before other recognized gains and losses for the year of £488,000 comprises £502,000 net income for unrestricted funds and a £32,000 net expenditure in restricted funds.

Unrealized losses on investments for the year of £162,000 comprises £136,000 losses for unrestricted funds and £26,000 losses for restricted funds

There were no other gains or losses in the financial year.

The accompanying accounting policies (on pages 27 to 32) and notes (on pages 37 to 51) form an integral part of the financial statements.

Statement of Financial Position as at 31 December 2018

		Group		Society	
		2018	2017	2018	2017
	Note	£'000	£'000	£'000	£'000
Fixed Assets					
Tangible Assets	6	1,506	1,913	1,506	1,913
Intangible Assets	7	86	-	86	-
Investments	8	5,218	5,380	5,218	5,380
Investment Property	9	3,337	3,688	3,337	3,688
Total Fixed Assets		10,147	10,981	10,147	10,981
Current Assets					
Debtors	12	654	577	729	370
Cash at bank and in hand		2,579	1,963	73	77
Total Current Assets		3,233	2,540	802	447
Current Liabilities					
Creditors	13	(3,382)	(3,184)	(952)	(2,936)
Net current liabilities		(149)	(644)	(150)	(2,489)
Net Assets excluding long term pension liability		9,998	10,337	9,997	8,492
Long term Defined benefit pension liability	16	(124)	(1,209)	(124)	(1,209)
Total net assets		9,874	9,128	9,873	7,283
The Funds of the Charity					
Restricted Funds	10	1,040	1,098	1,040	1,098
Unrestricted Funds					
Fixed Asset Fund	11	1,180	1,587	1,180	1,587
Other Charitable Funds	11	6,475	4,002	6,475	4,003
Revaluation Reserve	11	1,597	2,110	1,597	2,110
Non-charitable trading funds	11	1	1,846	-	-
		9,253	9,545	9,252	7,700
Pension Reserve	17	(419)	(1,515)	(419)	(1,515)
Total Unrestricted Funds	11	8,834	8,030	8,833	6,185
Total Charity Funds	11	9,874	9,128	9,873	7,283

The financial statements were approved and authorised for issue by the Trustees of the Biochemical Society on page 23.

Professor Sir Pete Downes
President, Biochemical Society
Company number: 00892796

Professor Anne Dell
Chair, Executive Management Committee
Biochemical Society

The accompanying accounting policies (on pages 27 to 32) and Notes (on pages 37 to 51) form an integral part of the financial statements.

Consolidated Statement of cash flows for the year ended 31 December 2018

	Note	2018 £'000	2017 £'000
Cash flows from operating activities			
Net cash used in operating activities	A	27	(411)
Cash flows from investing activities			
Dividends from investments	120	76	
Interest from investments	-	1	
Rents from investments	97	153	
Purchase of property, plant and equipment	(8)	(9)	
Purchase of intangible asset	(116)	(1)	
Proceeds from sale of leasehold property	495		
Proceeds from sale of investments	-	1,372	
Purchase of investments	-	(1,300)	
Investment of impairment release	1	7	
Net cash provided by investing activities		589	299
Change in cash and cash equivalents in the year		616	(112)
Cash and cash equivalents at beginning of year		1,963	2,075
Cash and cash equivalents at end of year	B	2,579	1,963

Notes to the Statement of Cash Flows

A. Reconciliation of net expenditure to net cash flow from operating activities

	2018 £'000	2017 £'000
Net income for the year	488	461
Depreciation	40	53
Disposal of intangible asset	30	33
Decrease in stocks	-	7
Gains on investments	162	(332)
Interest and rents from investments	(217)	(230)
(Increase) in debtors	(77)	(87)
Increase (Decrease) in creditors (Excl Pension fund)	209	(162)
Closed pension scheme deficit funding	(700)	(110)
Pension scheme costs charged	(19)	(99)
Pension schemes interest	111	55
	27	(411)

B. Analysis of cash and cash equivalents

Cash at bank and in hand	2,579	1,963
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1. Statutory information

The Biochemical Society is a Charity registered with the Charity Commission, registration number 253894 and is also registered as a Private Limited Company, domiciled in England & Wales, company number 0089276.

2. Income from subsidiary company

The Charity has one wholly owned trading subsidiary, which is incorporated in England & Wales as Portland Press Limited, 90 High Holborn, London, WC1V 6LJ, company number 02453983. It is principally engaged in the publication and distribution of scientific journals and books, and the provision of membership and distribution services. Portland Press pays substantially all of its profit to the Biochemical Society.

A summary of Portland Press Limited's results is shown below. Audited financial statements are held with the Registrar of Companies.

Statement of comprehensive income and retained earnings for the year ended 31 December 2018

	Year ended 31 December 2018 £'000	Year ended 31 December 2017 £'000
Turnover	4,421	3,904
Cost of Sales	(1,639)	(1,544)
	2,782	2,360
Administrative expenses	(427)	(521)
	2,355	1,839
Exchange gains	56	6
Interest received	-	-
	2,411	1,845
Reserves brought forward	1,846	1
Profit for the year	2,411	1,845
Distribution to the Biochemical Society under gift aid	(4,256)	-
	1	1,846

Portland Press Limited's Statement of Financial Position is summarized as follows:

Current Assets	2,996	4,067
Current Liabilities	(2,995)	(2,221)
	1	1,846

The turnover and profit is attributable to the publication and distribution of scientific journals and books.

Portland Press Limited taxable profit for the year was £2,410,500 (2017 £1,845,400). An amount of £2,410,500 will be distributed to the Biochemical Society under gift aid in 2019. A Deed of Covenant was established during 2018, which allowed for this distribution to be recognized in the Comprehensive Income in Portland Press Limited. This explains why the 2017 Gift Aid was not recognized in the 2017 Comprehensive Income and carried forward in reserves.

3. Investment income

	Year to December 2018 £'000	Year to December 2017 £'000
Listed investments (including unit trusts)	120	95
Rent income	97	135
	217	230

4. Analysis of expenditure

	Staff Costs £'000	Support Costs £'000	Other £'000	Year to December 2018 £'000	Year to December 2017 £'000
Cost of generating funds					
Cost of sales: external events	-	-	-	-	-
Cost of investment	7	-	97	104	78
Charitable expenditure					
Membership recruitment costs	-	-	56	56	37
Membership	263	63	144	470	515
Grants payable					
Grants to individuals	-	-	132	132	114
Daphne Jackson Trust	-	-	-	-	31
Royal Society of Biology	-	-	35	35	34
Summer Vacation Studentships	-	-	61	61	69
Scientific Outreach	-	-	23	23	25
STEM Insight	-	-	25	25	25
In2science UK	-	-	1	1	1
Scientific conferences	301	84	522	907	756
Policy, Education, Professional	252	49	200	501	488
Journal and Books: Production	783	384	700	1,867	1,792
Journal and Books: Distribution	-	-	27	27	42
Administration: Portland Press Ltd	158	89	52	299	359
Governance	97	27	126	250	267
Pension schemes interest	-	-	111	111	55
Total outgoing resources	1,861	696	2,312	4,869	4,688

The breakdown of support costs is as follows:

	Admin and Finance £'000	IT support £'000	Total Support £'000	Total 2017 £'000
Cost of sales: external events			-	1
Membership	29	34	63	61
Scientific Meetings	44	40	84	97
Policy, Education, Professional	18	31	49	44
Journal and Books: Production	55	329	384	328
Administration: Portland Press Ltd	72	17	89	109
Governance Costs	23	4	27	25
	241	455	696	665

Expenditure that was incurred by Portland Press is included above and is itemized in Note 2.

Expenditure amounting to £51,000 (2017: £30,000) in respect of restricted funds is included in other costs above. Membership expenditure includes £74,000 (2017: £102,000) for the costs of publishing and distributing *The Biochemist*.

Analysis of expenditure (cont.)

Net income / (expenditure) is after charging:

	Year to December 2018 £'000	Year to December 2017 £'000
Payments to auditor - Biochemical Society	15	17
Payments to auditor - Portland Press Ltd	15	14
Payments to auditor - taxation services	3	5
Irrecoverable VAT	37	26
Operating lease rentals - land and buildings	3	7
Depreciation of tangible fixed assets	40	53
Impairment write-off of intangible assets	30	33
	(56)	(6)

Lease commitments

Total commitments under non-cancellable operating leases in respect of land and buildings are as follows:

	December 2018 £'000	December 2017 £'000
Amount due within one year	-	7
Amount due later than one year and not later than five years	-	27
Amount due later than five years	-	317
	-	351

Lease payments amounting to £3,000 (2017: £7,000) are recognised as expenditure in the year.

The leasehold property was sold during 2018.

5. Employees

	Year to December 2018 £'000	Year to December 2017 £'000
Staff costs during the year were as follows:		
Wages & Salaries	1,481	1,540
Social Security costs	162	168
Pension costs	189	111
Staff costs before redundancy and termination	1,832	1,819
Redundancy and termination	28	53
Staff costs including redundancy and termination	1,860	1,872
Closed pension scheme deficit funding	700	110
Total staff costs	2,560	1,982

Included in pension costs is £189,000 (2017: £111,000) in respect of the defined benefit Universities Superannuation Scheme and included in the closed pension scheme deficit funding is £700,000 (2017: £110,000) in respect of the defined benefit Biochemical Society Staff Pension Scheme.

Further details on Pension Scheme costs are shown in Note 16.

Included within Redundancy and termination costs are £ 22,619 (2017: £42,653) of enhanced costs relating to redundancies.

The average number of employees of the Society during the year was 37 (2017: 37).

15 Trustees (2017: 12) have received a total of £20,249 (2017: £22,887) in respect of reimbursed travel and accommodation costs incurred in attending Society meetings. Trustees do not receive remuneration.

Employees Continued

Salaries paid during the year together with accrued redundancy and termination costs, but excluding pension contributions, exceeding an annual equivalent remuneration of £60,000 were in the following bands. Relevant Redundancy payments for employees included within these bands amount to £29,767 (2017: £43,269):

Salaries including redundancy payments	December 2018	December 2017
£60,001 to £70,000	1	2
£70,001 to £80,000	1	1
£80,001 to £90,000	-	1
£90,001 to £100,000	1	-
£100,001 to £110,000	-	1
£130,000 to £140,000	-	-
£140,001 to £150,000	-	1
£150,001 to £160,000	1	-

Salaries paid during the year, excluding redundancy payments and pension contributions, exceeding an annual equivalent remuneration of £60,000 were in the following bands:

Salaries excluding redundancy payments	December 2018	December 2017
£60,001 to £70,000	2	3
£70,001 to £80,000	1	1
£80,001 to £90,000	-	1
£90,001 to £100,000	-	-
£130,000 to £140,000	-	-
£140,001 to £150,000	-	1
£150,001 to £160,000	1	-

Key Management compensation	£'000	£'000
Salaries and short-term employees' benefits (incl NIC and pension)	489	602

The figures in column '2017' represent a Senior Management Team comprising: CEO and Managing Director; Director of Publishing; Acting Chief Operating Officer; Head of Marketing; Head of Education, Training and Policy; Head of Finance; Head of Conferences and Events; Head of Membership Engagement, and Head of Journals. The Society's management structure was reorganized mid-2017 and the Senior Management Team is now formed of the CEO and Managing Director; Director of Operations; Director of Society Programmes and Director of Publishing.

6. Tangible assets

The Society and the Group

	Freehold Property £'000	Leasehold Property £'000	Equipment & Furniture £'000	Total £'000
Cost or Valuation				
At 1 January 2018	1,591	400	226	2,217
Additions	-	-	8	8
Disposals	-	(400)	-	(400)
At 31 December 2018	1,591	-	234	1,825
Depreciation				
At 1 January 2018	77	25	202	304
Charge for the year	22	-	18	40
Disposals	-	(25)	-	(25)
At 31 December 2018	99	-	220	319
Net book value at 31 December 2018	1,492	-	14	1,506
Net book value at 31 December 2017	1,514	375	24	1,913

Included within freehold property is land of £590,000 (2017: £590,000), which is not depreciated.

The Society has elected to treat the fair value as at the date of transition to FRS102 as the deemed cost.

Tangible Assets continued

On an historical cost basis the Fixed Assets would have been stated as follows:

	£'000
Cost	2,339
Accumulated depreciation	(246)
Transfer to investments	(927)
Net book amount at 31 December 2018	<u>1,166</u>
Net book amount at 31 December 2017	<u>1,188</u>

The leasehold property at Commerce Way, Colchester was sold for £500,000 on 25 May 2018. The book value at this time was £374,775, resulting in a gain on disposal of £120,225 recognised in these accounts after £5,000 costs of disposal.

7. Intangible Assets

The Society and the Group

	Software Development £'000
Cost	
At 1 January 2018	-
Additions	116
Amortisation	(30)
At 31 December 2018	<u>86</u>
At 31 December 2017	<u>-</u>

8 Investments

	December 2018 £'000	December 2017 £'000
The Society and the Group		
Equity Investments at fair value		
Fair value at start of year	5,380	3,754
Less disposals at cost	-	-
Add: acquisitions at costs	-	1,300
Net gain on revaluation	(162)	326
Fair value at end of year	<u>5,218</u>	<u>5,380</u>
Historical cost at end of year	<u>4,434</u>	<u>4,434</u>

Equity investments are managed through a pooled fund, the Newton Growth Fund for Charities, listed in the UK, and are valued at fair value through the statement of financial activities.

The Society holds non-controlling investment in shares to the value of £294 (2017: £294) in Charles Darwin House Limited, a private company formed to manage Charles Darwin House, the London Headquarters in which the Society holds a proprietary share. This shareholding represents a holding of 29.4% (2017: 29.4%) and is accounted for as a fixed asset investment less impairment.

9. Investment Properties

	December 2018 £'000	December 2017 £'000
The Society and the Group		
Investment properties at fair value		
Fair value at start of year	3,688	5,052
Add: Capital Expenditure	-	-
Less disposals	-	(1,364)
Net (loss) on revaluation	(351)	-
	<u>3,337</u>	<u>3,688</u>
Historical cost at end of year	<u>2,843</u>	<u>2,843</u>

The Society owns a 29.4% (2017: 29.4%) interest in 106 Gray's Inn Road and 12 Roger Street, London. The 106 Gray's Inn Road property is held as an investment property and a 9.4% (2017: 9.4%) interest in 12 Roger Street is classified as an investment property.

The investment properties are reported as fair value being the expected or actual selling price of both buildings in 2019.

10. Restricted Funds

	Balance 1 January 2018 £'000	Movement in funds			Balance 31 December 2018 £'000
The Society and the Group		Incoming Resources £'000	Expenditure & Transfers £'000	Investment Gains £'000	
Keilin Memorial Lecture Fund	56	1	(2)	(1)	54
Morton Memorial Lecture Fund	58	1	(2)	(1)	56
Harden Legacy Fund	159	3	(4)	(4)	154
Centenary Award Fund	109	2	(3)	(2)	106
Krebs Memorial Scholarship Fund	360	8	(23)	(13)	332
Eric Reid Fund for Methodology	311	4	(17)	(5)	293
Randle Lecture Fund	16	-	-	-	16
Synthetic Biology Fund	29	-	-	-	29
	<u>1,098</u>	<u>19</u>	<u>(51)</u>	<u>(26)</u>	<u>1,040</u>

Keilin Memorial Lecture Fund

The Keilin Fund was instituted in 1964 by means of a appeal to commemorate the late David Keilin and income is used to pay for the costs of the speaker in giving a lecture, generally every other year.

Morton Memorial Lecture Fund

The fund was instituted in 1978 following an appeal at which some £3,400 was received in donations. Income from the fund is used to pay for the speaker's costs in giving a lecture biennially at a meeting of the Society and at the University of Liverpool. The lecture commemorates R.A. Morton.

Harden Legacy Fund

In his will in 1940 Sir Arthur Harden left funds to support publication of original scientific research. The income from the fund can be applied to assisting scientists with their travel and accommodation costs incurred in attendance of Harden meetings.

Centenary Award Fund

In recognition of the Society's centenary in 2011, this fund was created through the merger of the former Jubilee Lecture and the Hopkins Memorial Lecture funds. The Centenary Award Fund facilitates an annual award to a biochemist of distinction from any part of the world, with the award winner presenting a Sir Frederick Gowland Hopkins Memorial Lecture.

Krebs Memorial Scholarship Fund

The Krebs fund resulted from an appeal launched in December 1982 to commemorate the life and work of Sir Hans Krebs. Income from the fund is used to fund a postgraduate scholarship in biochemistry or allied biomedical science, tenable at any British university. The Scholarship, awarded every year, is primarily intended to help candidates whose careers have been interrupted for non-academic reasons beyond their own control and/or who are unlikely to qualify for a grant.

Restricted Funds continued

Eric Reid Fund for Methodology

This fund has been renamed from the Guilford Bench Methodology Fund in memory of the late Dr Eric Reid, and was set up through funds provided by him from a trust which he co-founded in 1981. It was set up with the aim of assisting 'non big league' investigators in bypassing benchwork bottlenecks. The fund's Capital is sufficient to award about eight grants each year. The fund is akin to the Royal Society of Chemistry's Research Fund, but extends to paying for vacation help.

Randle Lecture Fund

This fund was instituted in honour of the late Professor Sir Philip Randle who was one of the world's foremost researchers into mammalian metabolism. Income from the fund is used to finance a biennial award lecture by globally selected nominated scientists on the basis of their contribution to the understanding of mammalian metabolism.

Synthetic Biology Fund

This fund has been created by the organisers to underwrite future years' conferences.

In the opinion of the Trustees, all funds have adequate resources to fulfil their ongoing obligations.

11. Unrestricted and Other Charitable Funds

The Society and the Group	Balance 01 Jan 2018 £'000	Net Utilised £'000	Transfer £'000	Balance 31 Dec 2018 £'000
Unrestricted Funds				
Fixed Asset Fund	1,587	(407)	-	1,180
Other Charitable Funds	4,002	1,960	513	6,475
Revaluation Reserve	2,110	-	(513)	1,597
Non-charitable trading funds	1,846	(1,845)	-	1
Pension Reserve	(1,515)	1,096	-	(419)
	<u>8,030</u>	<u>804</u>	<u>-</u>	<u>8,834</u>

The formation of the Fixed Asset Fund has been aligned with the revised Reserves Policy and comprises fixed assets held for the Society's operational use and any other funds that may be designated by the Trustees from time to time. Funding of Society Activities is provided through Other Charitable Funds. The Unrestricted Reserves have been restated in the prior year to show the correct reserves held in the Trading Subsidiary and to include unrealized gains in the Investment Properties and Equity Investments in the Revaluation reserve at 31 December 2017. The prior year Fixed Asset fund has been corrected to exclude the Fixed Asset revaluation fund from this fund

Analysis of Net Assets of the Group's Funds

	Unrestricted Funds £'000	Restricted Funds £'000	Total Funds £'000
Fund Balances at 31 December 2018 are represented by:			
Property Plant and Equipment	1,506	-	1,506
Investment Properties	3,337	-	3,337
Investments	4,368	850	5,218
Intangible Assets	86	-	86
Current Assets	3,043	190	3,233
Current Liabilities	(3,382)	-	(3,382)
Net pension liability	(124)	-	(124)
Total net assets	<u>8,834</u>	<u>1,040</u>	<u>9,874</u>

Fund Balances at 31 December 2017 are represented by:

Property Plant and Equipment	1,913		1,913
Investment Properties	3,688		3,688
Investments	4,504	876	5,380
Intangible Assets	-	-	-
Current Assets	2,318	222	2,540
Current Liabilities	(2,878)		(2,878)
Net pension liability	(1,515)		(1,515)
Total net assets	<u>8,030</u>	<u>1,098</u>	<u>9,128</u>

12. Debtors

	The Group		The Society	
	2018	2017	2018	2017
	£'000	£'000	£'000	£'000
Trade debtors	217	146	10	-
Other debtors	146	150	145	150
Amounts owed by group undertakings	-	-	445	-
Prepayments and accrued income	291	281	129	221
Total debtors	654	577	729	371

13 Creditors and deferred income: Amounts falling due within one year

	The Group		The Society	
	2018	2017	2018	2017
	£'000	£'000	£'000	£'000
Trade Creditors	274	156	269	151
Amounts owed to group undertakings	-	-	-	1,973
Social security and other taxes	54	45	54	45
USS Pension Scheme	295	306	295	306
Other creditors	149	635	10	37
Subscriptions in advance	2,252	1,432	121	114
Other deferred income	21	93	21	31
Accruals	337	517	182	279
Total creditors and deferred income	3,382	3,184	952	2,936

	The Group		The Society	
	2018	2017	2018	2017
	£'000	£'000	£'000	£'000
Analysis of deferred income				
At 1 January	1,525	1,889	145	113
Amount recognised in the year	(1,525)	(1,889)	(145)	(113)
Amount deferred in the year	2,273	1,525	142	145
At 31 December	2,273	1,525	142	145

Deferred income primarily arises from journal subscription receipts received in advance, which is then unwound through the year.

14 Capital Commitments

There were no capital commitments as at 31 December 2018 (2017: £nil).

15 Contingent liabilities

There were no contingent liabilities as at 31 December 2018 (2017: £nil). All known liabilities have been accounted for in the financial statements.

16 Pensions

The Biochemical Society operates a defined benefit pension provision through two Schemes, the Biochemical Society Staff Pension Scheme and the Universities Superannuation Scheme.

The amounts recognised in the statement of financial position are as follows:

	2018 £'000	2017 £'000
Biochemical Staff Pension scheme (See note 16A) - Long Term	124	1,209
Universities Superannuation Scheme (See note 16B) - Short Term	295	306
Liability recognised in the statement of financial position	419	1,515

A. The Biochemical Staff Pension Scheme

The Biochemical Society Staff Pension Scheme provides final salary defined benefits for service up to and including 28 February 2011. The scheme is now closed to new entrants and future accrual. The assets of the scheme are held in a separate trustee-administered fund and subject to triennial independent actuarial valuations.

The level of benefits provided by the Scheme depends on a member's length of service and their salary at their date of leaving the scheme.

The results of the funding valuation at 31 December 2013 have been adjusted to the statement of financial position date taking into account of experience over the period since 31 December 2013, changes in market conditions and differences in the financial and demographic assumptions. The present value of the defined benefit obligation was measured using the Projected Unit Credit Method. It is this funding valuation, carried out by a qualified actuary as at 31 December 2013, which forms the basis of the information presented here, and which formed the basis of the pre-existing recovery plan, including annual contributions of £110,000 to be paid by the Society to the Scheme.

The Pension Scheme undertakes an actuarial valuation assessment every three years with the most recent - as at 31 December 2016 - published in January 2018. The outcome of this valuation resulted in an estimated deficit value of £5.02m. Consequently, a recovery plan has been agreed whereby a contribution of £200,000 per annum will be made over 11 years, with the initial 3 years (£600,000) paid up front in 2018 along with an additional £100,000 lump sum payment. No payments will be made in years 2 and 3.

The principal assumptions used to calculate the liabilities under FRS102 are set out below:

Main financial assumptions

	31 December 2018 %pa	31 December 2017 %pa
RPI inflation	3.4	3.4
CPI inflation	2.3	2.3
Maximum of RPI and CPI	3.6	3.6
Pension increases RPI inflation up to 7%	3.4	3.4
Discount rate for Scheme liabilities	2.8	2.4

Main demographic assumptions

	31 December 2018	31 December 2017
Mortality		
- Base table	100% of S2PxA_L	100% of S2PxA_L
- Future improvements	CMI 2017	CMI 2016
- Long term rate	1.25% pa	1.25% pa

Expected future lifetime from age 65

- Male currently aged 65	23.1 years	23.3 years
- Female currently aged 65	24.2 years	24.3 years
- Male currently aged 45	24.5 years	24.6 years
- Female currently aged 45	25.7 years	25.8 years

Pensions (continued):
Scheme asset allocation:

	31 December 2018	31 December 2017
	£'000	£'000
Target return funds	6,995	-
Equities	1,611	11,285
Bonds (including insured pensioners)	4,178	2,814
Swaps/Gilts (including cash)	3,665	2,946
Closing fair value of scheme assets	<u>16,449</u>	<u>17,045</u>

None of the Scheme assets are invested on the Society's financial instruments or in property occupied by, or other assets used by, the Society.

Pensions (continued)

Changes to the present value of the defined benefit obligation during the year:

	2018	2017
	£'000	£'000
Opening defined benefit obligation (DBO)	18,254	16,614
Interest expense on DBO	428	462
Actuarial (Gain)/ losses on scheme liabilities	(1,459)	1,418
Net benefits paid	(750)	(240)
Closing defined benefit obligation	<u>16,473</u>	<u>18,254</u>

Changes to the fair value of scheme assets during the year:

	2018	2017
	£'000	£'000
Opening fair value of scheme assets	17,045	15,525
Interest income on scheme assets	408	431
Gain on scheme assets	(971)	1,229
Contributions by the employer	700	110
Net benefits paid out	(830)	(240)
Administration expenses	(3)	(10)
Closing fair value of scheme assets	<u>16,349</u>	<u>17,045</u>

Actual return on Scheme assets	(563)	1,660
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Reconciliation of funded status to Statement of Financial Position:

	2018	2017
	£'000	£'000
Fair value of assets	16,349	17,045
Present value of funded benefit obligations	(16,473)	(18,254)
Funded status	<u>(124)</u>	<u>(1,209)</u>
Liability recognized on the Statement of Financial Position	<u>(124)</u>	<u>(1,209)</u>

Amounts recognised in Statement of Financial Activities (SOFA):

	Year to December 2018	Year to December 2017
	£'000	£'000
Interest on defined benefit liability	23	41
Past service cost	80	-
Pension expense recognized in the Statement of Financial Activities	<u>103</u>	<u>41</u>

Pensions (continued)

	Year to December 2018 £'000	Year to December 2017 £'000
Return less interest income on scheme assets	(971)	1,229
Actuarial gain/(loss) on liabilities	1,459	(1,418)
Gain / (Loss) arising in the Statement of Financial Activities	<u>488</u>	<u>(189)</u>

B. Universities Superannuation Scheme

The Society participates in the Universities Superannuation Scheme (the scheme). Throughout the current and preceding years, the scheme was a defined benefit only pension scheme until 31 March 2016, which was contracted out of the State Second Pension (S2P). The assets of the scheme are held in a separate trustee-administered fund. Because of the mutual nature of the scheme, the scheme's assets are not hypothecated to individual institutions and a scheme-wide contribution rate is set. From April 2016, the employer contribution percentage is 18% (2015: 16%).

The institution is therefore exposed to actuarial risks associated with other institutions' employees and is unable to identify its share of the underlying assets and liabilities of the scheme on a consistent and reasonable basis and therefore, as required by Section 28 of FRS 102 "Employee benefits", accounts for the scheme as if it were a defined contribution scheme. As a result, the amount charged to the income and expenditure account represents the contributions payable to the scheme in respect of the accounting year. Since the institution has entered into an agreement (the Recovery Plan that determines how each employer within the scheme will fund the overall deficit), the institution recognizes a liability for the contributions payable that arise from the agreement to the extent that they relate to the deficit and the resulting expense in the income and expenditure account.

The Society employer contributions for the year ended 31st December 2018 amounted to £214,300 (2017: £209,973). There was neither a prepayment nor an accrual at the end of the financial year in respect of these contributions. The disclosures below represent the position from the scheme's financial statements.

The latest available triennial actuarial valuation of the scheme was at 31 March 2017 ("the valuation date"), which was carried out using the projected unit method. Since the institution cannot identify its share of scheme assets and liabilities, the following disclosures reflect those relevant for the scheme as a whole.

The 2017 valuation was the fourth valuation for USS under the scheme-specific funding regime introduced by the Pensions Act 2004, which requires schemes to adopt a statutory funding objective, which is to have sufficient and appropriate assets to cover their technical provisions. At the valuation date, the value of the assets of the scheme was £60 billion and the value of the scheme's technical provisions was £67.5 billion indicating a shortfall of £6.7 billion. The assets therefore were sufficient to cover 89% of the benefits which had accrued to members after allowing for expected future increases in earnings.

Defined benefit liability numbers for the scheme have been produced using the following assumptions:

	2018	2017
Discount rate	2.64%	2.57%
Pensionable salary growth	n/a	n/a
Price inflation (CPI)	2.02%	2.41%

The main demographic assumption used relates to the mortality assumptions. Mortality in retirement is assumed to be in line with the Continuous Mortality Investigation's (CMI) S1NA tables as follows:

Male members' mortality	96.5% of SAPS S1NMA "light"
Female members' mortality	101.3% of RFV00

Pensions (continued)

Use of these mortality tables reasonably reflects the actual USS experience. To allow for further improvements in mortality rates the CMI 2014 projections with a 1.5% pa long term rate were also adopted. The current life expectancies on retirement at age 65 are:

	2018	2017
Males currently aged 65 years	24.5	24.4
Females currently aged 65 years	26	26.6
Males currently aged 45 years	26.5	26.5
Females currently aged 45 years	27.8	28.8

Pensions (continued)

	2018	2017
Scheme Assets	£63.6bn	£60.0bn
Total scheme liabilities	£72.0bn	£77.5bn
FRS102 total scheme deficit	£8.4bn	£17.5bn
FRS102 total funding level	88%	77%

17 Financial Instruments

	The Group		The Society	
	2018	2017	2018	2017
	£'000	£'000	£'000	£'000
Financial Assets at fair value through statement of financial activities				
Equity investments	5,218	5,380	5,218	5,380
Financial Assets that are debt instruments measured at amortised cost				
Trade and other debtors	363	296	155	150
Financial Liabilities measured at amortised cost				
Trade Creditors	(274)	(156)	(269)	(151)

18 The Society's Income and Expenditure

The Society has taken advantage of section 408 of the Companies Act 2006 and has not included its own income and expenditure account in these financial statements.

An analysis of the differences in movements in resources between the Group and the Society is set out below:

			Year to December 2018	Year to December 2017
	Unrestricted Funds £'000	Restricted Funds £'000	Total Funds £'000	Total Funds £'000
Incoming and endowments per consolidated statement of financial activities	5,500	19	5,519	4,817
Deduct: income of Trading Subsidiary	(4,477)	-	(4,477)	(3,910)
Add: gifted payments from Trading Subsidiary	4,256	-	4,256	-
Incoming resources - Society	5,279	19	5,298	907
Total expenditure per consolidated statement of financial activities	4,818	51	4,869	4,688
Deduct: expenditure of Trading Subsidiary	(2,066)	-	(2,066)	(2,065)
	2,752	51	2,803	2,623
Net (Losses) Gains on Investments	(136)	(26)	(162)	332
Investment impairment released	1	-	1	7
Net income - Society				
Before gains and losses as per consolidated statement of financial activities	2,392	(58)	2,334	(1,377)
Unrealised losses on Investment properties	(351)	-	(351)	
Realise gain on sale of leasehold property	120	-	120	
Actuarial loss on defined benefit pension scheme	488	-	488	(189)
Net movement in funds relating to the year	2,649	(58)	2,591	(1,566)

19 Transactions with related parties
Academic Support Grants

	Year to December 2018 £'000	Year to December 2017 £'000
Academic Support Grants paid in year	<u>19</u>	<u>37</u>

Academic Support Grants were paid to the following university departments to cover time spent by Trustees on Society business:

University of East Anglia £nil (2017 £4,812); University of Liverpool £4,812 (2017 £4,812); University of Salford £nil (2017 £4,812); Imperial College £nil (2017 £4,812); University of Edinburgh £nil (2017 £4,812); University of Manchester £4,812 (2017 £8,104); University of Bristol £nil (2017 £4,812); University of Glasgow £4,812 (2017 £nil); University of Sussex £4,812 (2017 £nil). These grants contributed towards research activities that are in alignment with the objects of the Charity.

The Society has taken advantage of the exemption in the FRS 102 from the requirement to disclose transactions with wholly owned group companies on the grounds that consolidated financial statements are prepared.

The Society holds a non-controlling interest in Charles Darwin House Limited, a private company formed to manage Charles Darwin House, the London headquarters in which the Society holds a proprietary share. Details of transactions between the Group and Charles Darwin House Limited are disclosed below:

	2018 £'000	2017 £'000
Income		
Accounting	-	6
IT Services	-	(2)
Association Management	-	-
Other	<u>-</u>	<u>1</u>
	<u>-</u>	<u>5</u>
Expenditure		
HR Services	31	42
Conference facilities	27	27
Other	<u>3</u>	<u>4</u>
	<u>61</u>	<u>73</u>

As at 31 December 2018, debtor balances totalling £21,000 (2017: £2,000) and a creditor balance of £Nil (2017: £nil) were outstanding with Charles Darwin House Limited. These balances will be settled in cash.

A loan of £36,000 was made to Charles Darwin House Ltd in May 2017. A loan of £29,400 was made to Charles Darwin House Ltd in February 2018. The full balance of these loans remain outstanding as at 31 December 2018.

Transactions with related parties continued

Details of transactions between the Group and the co-owners of Charles Darwin House Limited for the year ended 31 December 2018.

	SEB £'000	BES £'000	RSB £'000	MS £'000	SfAM £'000	TOTAL £'000
Income						
Accounting	-	-	-	-	-	-
IT / Admin Service	-	-	-	-	16	16
External Events	-	-	-	-	-	-
Other	-	-	-	-	-	-
Total income	-	-	-	-	16	16
Expenditure						
Subscriptions	-	-	35	-	-	35
Grant	-	-	-	1	-	1
Grant - Sponsored Staff	-	-	26	-	-	26
Other	-	-	26	1	-	27
Total Expenditure	-	-	87	2	-	89
External Client income	-	-	-	-	-	-
Balances as at 31 Dec 2018						
Debtors	-	-	-	-	-	-
Creditors	-	-	-	-	-	-

Charles Darwin House Limited (CDH Ltd) holds the legal title to the properties on trust for the beneficial owners of the properties; the beneficial owners being the Biochemical Society, Royal Society of Biology (RSB), British Ecological Society (BES), Society for Experimental Biology (SEB), Microbiology Society (MS) and Society for Applied Microbiology (SfAM).

There are no other related-party transactions to disclose.

Annex 3

New Appointments

Chair of the Portland Press Ltd Board

The current term of office of the Chair of Portland Press Board will come to an end in December 2019. The Chair of the PPL Board position is a Trustee role which holds a seat on the Executive Management Committee; Finance Committee and the Nominations Panel. This role is appointed by Council of Trustees and ratified by the membership.

The Nominations Panel discussed potential succession options for this role at their meeting on 11 November 2018. Due to the current business planning activity within Portland Press, as well as the impact of 'cOAlition S' it was unanimously felt that the preferred option would be to request an extension of the current term of office for a further three years to provide continuity in direction and expertise in the development of the Portland Press business.

The Council of Trustees approved the extension of the term of office of the current Chair of Portland Press Board by three years on 11 November 2018 and a change, in principle, to the Articles of Association to allow for this.

The Membership is asked to **ratify**:

- Extension of the Term of Office of Professor Richard Reece, Chairman of the Board of Directors of Portland Press Ltd to a maximum 10 years, in line with the **special resolution** amendment of the Articles of Association of the Biochemical Society.

Chair of the Publications Committee

The Membership is asked to ratify the appointment of Nigel Hooper to the position of Chair of the Publications Committee from July 2019. The current Chair of the Committee, Sheila Graham, will be commencing her new role as Chair of the Biochemical Society immediately after the AGM in July 2019.

The Membership is asked to **ratify**:

- The appointment of Nigel Hooper to the position of Chair of the Publications Committee from July 2019, having been elected unopposed as the sole candidate for this vacancy.

Annex 4

Current Officers

The composition of the Council of Trustees as at 2 July 2019 is as below:

- Pete Downes (President)
- Anne Dell (Chair, Biochemical Society)
- Frank Sargent (Honorary Treasurer)
- Stefan Roberts (Honorary Meetings Secretary)
- David Pye (Honorary Policy Officer)
- Richard Reece (Chair, Portland Press Board)
- Michelle West (Chair, Basic Bioscience Theme Panel)
- Helen Watson (Chair, Education, Training and Public Engagement Committee)
- Joanne Edwards (Chair, Clinical and Translational Research Theme Panel)
- Dominika Gruszka (Early Career Member Representative)
- Luciane Vieira de Mello (Chair, Training Theme Panel)
- Martin pool (Local Ambassador Representative)
- Malcolm Weir (Industry Representative)

Professor Anne Dell will retire from the role of Chair of the Biochemical Society at the Annual General Meeting on 25 July 2019 and will be succeeded by Sheila Graham having been duly elected on 26 July 2018.

The Society would like to thank Professor Anne Dell for her contribution during her time as Chair of the Biochemical Society in leading the objectives of the organisation and the scientific community.

Annex 5

Elections and Vacancies

New appointments

Incoming members of Committees

The Membership is asked to note the following appointments which have been duly ratified by the Nominations Panel, in line with its delegated authority from the Council of Trustees:

- Awards Committee
 - Dr Rachel Simmonds
 - Prof Peter Cullen

- Education, Training and Public Engagement Committee
 - Dr Elliot Stollar
 - Dr Mike Dodd

- Grants Committee
 - Dr Christina Montiel Duarte

- Policy Advisory Panel
 - Dr Byron Carpenter
 - Eleanor Smart
 - Zoe Angel

- Clinical and Translational Theme Panel
 - Lynne Cox
 - Anthony Segal

Forthcoming vacancies

The Membership is asked to note the following vacancies. Further details will be provided with the call for nominations in autumn 2019:

- Education, Training and Public Engagement Committee
 - Industry representative
 - School / FE teacher representative
 - Education policy representative

- Policy Advisory Panel
 - Regional representative (Wales)
 - Education policy representative

- Conferences Committee
 - Equality, Diversity & Inclusion representative

- Training Theme Panel
 - Industry representative
 - Research Institute representative
 - Early career/Post-doc representative
- Grant Committee
 - Member