

ARTICLES OF ASSOCIATION
OF
THE PHYSIOLOGICAL SOCIETY

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

1. Name of charity and interpretation of words

1.1 The name of the company (hereinafter called 'The Society') is 'The Physiological Society'.

1.2 In these Articles unless there is something in the subject or context inconsistent therewith the following words shall have the meanings here assigned to them:

1.3 Words	Meanings
the Act	the Companies Act 2006 and any statutory modification or re-enactment thereof from time to time;
Clear Days	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
Members	voting members and non-voting members;
Poll	a right of any voting member to demand as soon as a decision has been declared on a vote by show of hands. Customarily a poll is taken by voters filling in voting slips which may be done immediately or later (so absentees can vote), or as may otherwise be determined, all at the Chair's discretion;
Register of Members	the database holding the information on all members, which may be held electronically or in any other format as determined by The Society;
Regulations	subsidiary rules for the governance of The Society as determined by the Council;
signed	shall include faxes of signatures and other forms of authentication that are permitted by law;
in writing	written, printed, typewritten or in electronic format (including by email and posting on The Society's website) and other ways of showing and reproducing words in a visible form (to the extent legally permissible);

Year in respect of tenures of Office, a year means the period between the end of one Annual General Meeting and the end of the next Annual General Meeting.

- 1.4 Words importing the singular number only include the plural number and vice versa.
- 1.5 Words importing persons include corporations, companies or firms.
2. A copy of the Articles and any Regulations shall be available for inspection by the members of The Society on The Society's website.

3. **Registered Office**

- 3.1 The registered office of The Society shall be situated in England.

4. **Objects of The Society**

- 4.1 The Objects for which The Society is established are to promote for the benefit of the public the advancement of Physiology, and facilitate the intercourse of Physiologists, both at home and abroad, and thereby contribute to the progress and understanding of bio-medical and related sciences and the detection, prevention and treatment of disease, disability and malfunction of physical processes in all forms of life.

5. **Powers of The Society**

- 5.1 The Society has the following powers, which may be used only to promote its Objects:
 - 5.1.1 to provide opportunities for interchanging opinions and for discussing matters relating to research connected with Physiology and the teaching of Physiology;
 - 5.1.2 to operate a membership register and to require such members to abide by a code of professional conduct which shall be published, amended as necessary, and regulated by the Council;
 - 5.1.3 to organise meetings relating to Physiology;
 - 5.1.4 to publish papers, reports, and other publications about Physiology as The Society may from time to time determine;
 - 5.1.5 to promote or undertake or support study or research in Physiology and disseminate the results of such;
 - 5.1.6 to provide, manage, and equip such premises as The Society shall require;
 - 5.1.7 to employ such staff, contractors and agents as The Society may require;
 - 5.1.8 to raise funds and borrow monies, to invite and receive contributions or grants and to enter into contracts to seek subscriptions or raise monies in any way;

- 5.1.9 to acquire, buy, take on lease, and to sell, lease or otherwise dispose of, hire, charge or mortgage any land or other property;
- 5.1.10 to invest any money that The Society does not immediately need in any investments, securities or properties and to set aside funds for special purposes or as reserves, taking such professional advice as the Council shall decide;
- 5.1.11 to undertake any charitable trust or any charitable agency business;
- 5.1.12 to establish, promote and otherwise assist any persons, companies or other bodies for the purpose of furthering in any way the Objects or to undertake relevant trading and to establish the same either as wholly owned subsidiaries of The Society or jointly with other persons, companies, government departments or local authorities and to finance such activities by way of loan or share subscription or other means;
- 5.1.13 to establish, support or join with any charitable companies or associations whose objects are the same as or similar to its own;
- 5.1.14 to purchase or otherwise acquire any of the property, assets and liabilities of any of the charities or associations with which The Society is authorised to join, and perform any of their engagements;
- 5.1.15 to transfer any of The Society's assets, liabilities and engagements to any of the charities or associations with which The Society is authorised to join;
- 5.1.16 to open and operate banking accounts and other banking facilities;
- 5.1.17 to insure any risks arising from The Society's activities including, without limitation, insuring the Trustees against the costs of a successful defence to a criminal prosecution or civil action brought against them as Trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 5.1.18 to pay approved grants and travel expenses; and
- 5.1.19 to do anything further which helps to promote the Objects of The Society.

6. **Use of income and property**

The income and property of The Society shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of The Society or Trustees, and no Trustee may 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 except as permitted by law or by the Charity Commission PROVIDED this shall not prevent (a) a member of The Society or a Trustee receiving any benefit entitled to them as a beneficiary and (b) payment of a reasonable and proper amount, assessed in the manner set out in the Regulations, to any employer of a Trustee (referred to as 'academic support') provided that such employer shall pass no part of the payment to the Trustee by way of remuneration or

other financial benefit and that the number of Trustees who receive such academic support shall be in the minority.

7. Alterations to these Articles

No alterations to these Articles may be made which would cause The Society to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a general meeting or by a written special resolution. A special resolution will be validly passed at a general meeting if The Society gives the members at least 14 Clear Days' notice of the intention to pass a special resolution at the meeting and at least 75 per cent of those voting at the meeting vote in favour of the resolution. Such a special resolution may be passed on shorter notice if 90 per cent of the total numbers of voting members agree to such short notice.

8. Limited Liability

The liability of the members of The Society is limited.

9. Guarantee by Members of The Society

All members of The Society undertake to contribute to the assets of The Society in the event of its being wound up while they are members or within one year after they cease to be a member for payment of the debts and liabilities of The Society contracted before they ceased to be members, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

10. Winding-up of The Society

If upon the winding up or dissolution of The Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of The Society, but shall be given or transferred to some other institution with objects similar to the Objects of The Society, such institution to be determined by the voting members of The Society at or before the time of dissolution, or in default thereof by a court of law having jurisdiction in regard to charitable funds and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

11. Membership

11.1 The Society shall consist of voting members (who shall be elected or honorary members) and non-voting members (who shall be affiliates or organisational members). Voting members and non-voting members undertake to be bound by these Articles and all Regulations of The Society for the time being and The Society undertakes to provide information and services to the members about Physiology. Particulars of each member shall be entered on the Register of Members of The Society and each voting member so entered, and who is in good standing, shall have a vote on each matter discussed at every general meeting of The Society in addition to the right to join in proposing motions for discussion at general or other meetings as determined by The Society.

11.2 Voting members shall be those persons with scientific knowledge who are interested in Physiology and who apply in writing to become voting members in accordance with requirements determined by the Council from time to time and published in the

Regulations and whom the Council shall admit to membership. Voting members shall have such rights and duties as the Council may prescribe in the Regulations. The Council reserves the right to refuse an application for membership.

- 11.3 Honorary members shall be persons of distinction who have contributed to the advancement of Physiology and who are appointed by the Council on the recommendation of the Nominations Committee. Honorary members shall have the rights of voting members of The Society, but shall not be called upon to pay annual subscriptions.
- 11.4 Fellowship shall be a matter of status recognising experience and knowledge rather than a membership category. Fellowship may be conferred only upon those voting members who apply in writing to become Fellows in Physiology in accordance with requirements determined by the Council from time to time and published in the Regulations and whom the Council may admit to Fellowship. Fellows shall remain voting members contractually and may have such additional rights and duties as the Council may prescribe in the Regulations including the use of the post-nominal designation FPhysiol.
- 11.5 There shall also be a non-voting category of members called affiliates including affiliate members, undergraduate members, associate members, and such others as the Trustees shall decide, who shall be persons with an interest in Physiology and who apply to the Council for admission as affiliates. Affiliate members shall have such other rights and duties as the Council may prescribe in the Regulations.
- 11.6 All members, if required by virtue of their membership category, shall pay in advance the annual subscriptions that the Council decides with the first subscription, being the whole of the current annual subscription payable on the date of acceptance of the candidate's application; thereafter the subscription shall fall due on the anniversary of the acceptance date in each year.
- 11.7 Any member whose subscription is more than one month in arrears and who has been sent notification in writing thereof, shall normally cease to be a member of The Society unless, in any particular case, the Council shall determine otherwise.
- 11.8 If at any time the Council shall be of the opinion that the interests of The Society require the expulsion of a member, the procedure shall be followed as published in the Regulations.
- 11.9 There may also be organisational members which shall be those organisations that have an interest in matters Physiological. Organisation members shall satisfy the admission criteria and pay the annual subscription the Council shall determine from time to time and shall publish in the Regulations. Organisational members may nominate one or more representatives to attend Society events but they shall not be entitled to exercise any voting at general meetings.

12. **The Council**

- 12.1 The Society shall be governed by a Board of Trustees, entitled the Council, which shall comprise not more than seventeen members.
- 12.2 Member Trustees: shall be elected by the voting members of The Society. The number of Member Trustees shall be not less than eight and not more than fifteen.

The maximum of fifteen shall apply from such a future date as Council shall determine.

- 12.3 Independent Trustees: the Council may appoint up to two Trustees, who shall not be members of The Society, to provide experience and expertise not otherwise available to it.
- 12.4 The Honorary Officers, who shall be Member Trustees on appointment, shall be the President, the President-elect, the Honorary Treasurer, and the Chairs of such Council committees as the Council shall determine.
- 12.5 The President shall normally serve for two years in Office.
- 12.6 The President-elect shall be appointed by Council and shall normally be advanced to President.
- 12.7 Other Honorary Officers shall serve for four years and shall be appointed by Council. If they are appointed whilst serving as Trustees, their service as Trustees shall be extended to include their term(s) as Officers, but, otherwise they shall not serve as an Honorary Officer again until at least one year has expired since their retirement from the previous Office.
- 12.8 Persons elected as Member Trustees shall be voting members of The Society and shall have been proposed by at least one other voting member. They shall not serve more than a term of four years unless by virtue of subsequent appointment to the Council as an Officer, in which case the maximum term of Office on the Council shall be 8 years. Trustees may serve for a further term but only after at least one year has expired since their retirement as Trustee.
- 12.9 The Trustees shall be the company directors of the company and also the Trustees of the charity.
- 12.10 The Council may co-opt any voting member to fill a casual vacancy in the membership of the Council. Such voting members will hold Office until the expiration of the term of Office of the person causing the vacancy. Those co-opted will then be eligible to stand for election.
- 12.11 The Council may act despite any vacancy on the Council, but if the number of Trustees falls below eight, it may act only to summon a general meeting of The Society to elect additional Trustees.
- 12.12 The Council may make and amend such Regulations as it shall determine but which shall not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No Regulation may be made which invalidates any prior act of the Council which would otherwise have been valid.
- 12.13 The Council shall appoint a Nominations Committee that shall seek and assess all nominations for the Honorary Officers, honorary memberships and deal with any other such matters as prescribed in the Regulations; it shall comprise a minimum of four Trustees as determined by the Council.

- 12.14 Trustees shall cease to hold Office as provided by the Act, and the Charities Act 2011 (including any statutory modification or re-enactment thereof from time to time) or if they:
- 12.14.1 resign their Office by notice in writing to The Society but only if at least eight Member Trustees will remain in Office when the resignation takes effect; or
 - 12.14.2 are absent without notice from three consecutive meetings of the Council and are asked by a majority of the other Trustees to resign; or
 - 12.14.3 are directly or indirectly involved in any contract with The Society and fail to declare the nature of their interest; or
 - 12.14.4 cease to be a voting member of The Society where so required; or
 - 12.14.5 are removed from Office by a resolution of the other Trustees following a disciplinary enquiry with any members' code of professional conduct.
- 12.15 A general meeting of The Society may remove any of the Trustees before the end of their period of Office subject to The Society passing an ordinary resolution in general meeting to that effect. Voting members of The Society must give notice to The Society of their intention to remove one or more Trustees (and appoint replacements if so intended). At least 28 Clear Days' notice must be given to The Society and to the membership. Once The Society receives such notice it must immediately send a copy to the Trustee(s) concerned who have a right to be heard at the general meeting. They also have the right to make a written statement to be circulated with the notice of the meeting.

13. **Meetings of the Council**

- 13.1 A quorum at a meeting of the Council shall consist of not less than eight of the Trustees.
- 13.2 The President shall chair meetings of the Council, except that, if the President is absent and with the agreement of those attending the meeting, another Trustee shall act as Chair.
- 13.3 The Council may meet, adjourn and organise its meetings as it wishes, subject to these Articles and any Regulations.
- 13.4 Any three Trustees may summon an extra meeting of the Council.
- 13.5 The minimum period of notice to be given to members of the Council that a meeting is to be held shall be seven Clear Days.
- 13.6 Meetings may be held in person, by telephone or by suitable electronic means agreed by the Council in which all participants may communicate with all other participants.
- 13.7 The Council may invite non-Trustees to attend and speak at its meetings but not to vote.
- 13.8 Motions presented at any meeting shall be decided by a majority of votes. Every Trustee, except the Chair, shall have one vote on each issue to be decided by the Council but the Chair shall have a casting vote if the number of votes cast is equal.

- 13.9 A resolution in writing signed by all the Trustees or by all the members of any committee of the Council is as valid as if it had been passed at a properly held meeting of the Council or committee of the Council as the case may be. The resolution may consist of several documents in the same form signed by one or more Trustees or members of the relevant committee of the Council.
- 13.10 If it is discovered that there was some defect in the procedure at a meeting or in the appointment of one or more Trustees or that they were disqualified from voting for some reason, anything done before the discovery at any meeting of the Council shall be as valid as if there were no defect or disqualification.

14. **Committees**

The Council may delegate the administration of any of its powers to any committees, consisting of one or more Trustees and such non Trustees as the Council may approve, and such a committee must conform to any rules that the Council imposes upon it in the Regulations.

15. **Conflicts of Interest**

- 15.1 Trustees shall avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of The Society.
- 15.2 Trustees in such a situation shall declare their interest or possible interest at the start of a relevant meeting of the Council or by notice in writing to all the other Trustees.
- 15.3 The Council shall decide how this conflict shall be managed:
- 15.3.1 it can decide that the conflicted Trustee may remain at the meeting, participate in the discussion, and even vote on the matter concerned , or
 - 15.3.2 it can allow the conflicted Trustee to remain but not to vote and/or to speak, or
 - 15.3.3 it can require the conflicted Trustee to withdraw from the meeting for the duration of the discussion and the voting on the issue (and not being counted in the quorum for the duration of the discussion and voting).

16. **Chief Executive and Company Secretary**

- 16.1 There shall be a Chief Executive and/or a Company Secretary whom the Council shall employ having decided their conditions of service.
- 16.2 Such employees shall not be Trustees but both shall have the right to attend and speak but not vote at all Trustee meetings subject to withdrawal for discussion of confidential matters.

17. **General Meetings**

- 17.1 The Annual General Meeting of The Society shall be held once in every year at such time and place as may be prescribed by the Council.

- 17.2 Other general meetings shall be called by the Council when it so decides or at the request of at least thirty voting members.

18. Notice of General Meetings

- 18.1 Any general meeting shall be called by giving at least 28 Clear Days' written notice. Such notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution, the exact wording of the resolution must be set out in the notice. The notice must also contain an invitation to voting members to submit any other motions for discussion within 7 days so that a complete agenda can be published 14 days before the meeting. No other motions shall be discussed although questions arising from discussions during the meeting may be taken. The notice must also include a statement informing the voting members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled to receive it. A meeting may be held at shorter notice if it is agreed by not less than 90 per cent of the members entitled to attend and vote thereat.
- 18.2 Any voting member may propose at a general meeting an amendment to a motion at the Chair's discretion.
- 18.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

19. Proceedings at General Meetings

- 19.1 The business to be transacted at the Annual General Meeting shall be to receive and consider the report and accounts presented by the Council and Auditors or Examiners, to confirm or otherwise deal with any acts of the Council, to receive other reports as deemed necessary by the Council, to receive notification of results of the elections to the Council and to appoint Auditors or Examiners for the ensuing year; to determine any matters arising from the result of the election; and to announce the new honorary members. No other business shall be transacted unless notice of such business shall have been given in the notice convening the meeting or the Company Secretary shall have received, in accordance with the Regulations, notice of a motion to be discussed.
- 19.2 A quorum at any general meeting shall be at least twenty-five voting members, including at least one Trustee, present in person or by proxy. Save as otherwise expressly provided, no business shall be transacted at any general meeting unless a quorum is present at the time when the meeting commences business.
- 19.3 If, within half-an-hour from the time appointed for the meeting, a quorum is not present the meeting, if called by voting members, shall be dissolved. In any other case it shall stand adjourned to such date and place as the Chair of the meeting shall decide at that time and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting, the voting members present shall be a quorum.
- 19.4 In the event of an equality of votes, whether on a show of hands or on a Poll, the Chair of the meeting shall have a second and casting vote.

- 19.5 The Chair of the meeting may adjourn the meeting from time to time and from place to place but no business, unless notice of such business shall have been given according to these Articles, shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 19.6 At any general meeting, one of the voting members present shall be elected to act as Chair of that meeting.

20. **Votes of Members**

- 20.1 Every voting member shall have one vote on each matter discussed at a general meeting to be given personally or by proxy. On a Poll, votes may be given either personally, by electronic means, by post, or by proxy. Affiliates and organisational members shall not have a vote.
- 20.2 At any meeting a motion put to the vote at the meeting shall be decided by a simple majority of a show of hands unless a Poll is, before or on the declaration of the result of the show of hands, demanded by the Chair of the meeting or by at least three voting members. A vote on a motion identified as a Special Resolution shall require a majority of seventy five percent of those voting.
- 20.3 If a Poll is duly demanded it shall be taken in such manner as the Chair of the meeting directs and the result of the Poll shall be deemed to be the resolution of the meeting at which the Poll was demanded.
- 20.4 A Poll demanded on the election of a Chair or on the question of adjournment shall be taken forthwith. A Poll demanded on any other question shall be taken at such time as the Chair of the meeting directs. The Regulations shall specify how the voting by proxy shall be conducted.
- 20.5 Except in the case of a motion to remove a Trustee or the Auditors or Examiners before the expiry of their term, voting members may pass a valid written resolution without a meeting being held. But for the resolution to be valid:
- 20.5.1 it must be in writing;
- 20.5.2 in the case of a Special Resolution, it must be signed by at least 75 per cent of all those voting members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
- 20.5.3 in the case of an ordinary resolution, it must be signed by a majority of all those voting members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
- 20.5.4 it may consist of two or more documents in identical form signed by voting members.

21. **Accounts**

- 21.1 Accounts shall be prepared in accordance with the Act and any charity law requirements.
- 21.2 The accounting records shall be kept at places decided by the Council and shall normally be open to inspection by Trustees although the Council shall decide

whether, how far, when, where and under what rules the books of account may be inspected by members who are not Trustees.

- 21.3 The Council, for each financial year, must make available a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.

22. Audit or Independent Financial Examination

Once at least in every year the accounts of The Society shall be audited or examined by Auditors or Examiners qualified under the law. Auditors or Examiners shall be appointed by The Society at each Annual General Meeting. They shall retire annually and shall be eligible for re-election. The Trustees shall fix the Auditors' or Examiners' remuneration.

23. Means of Communications to be used

- 23.1 The Society may give any notice to a member either:

23.1.1 personally; or

23.1.2 by delivering it or sending it by post to the member's registered address; or

23.1.3 by giving it in electronic form to the member's address; or

23.1.4 by placing the notice on a website and providing the member with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

- 23.3 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. The notice will be treated as having been received 48 hours after the envelope containing it was posted.

- 23.4 If sent by electronic form, the notice will be treated as having been received 48 hours after having been properly sent. It will be treated as properly sent if The Society receives no indication that it has not been received.

24. Indemnity

To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee may otherwise be entitled, The Society may indemnify Trustees out of the assets of The Society against all costs and liabilities incurred in good faith by them which relate to anything done or omitted or alleged to have been done or omitted by them as Trustees.